Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
CHRISTEN C. AND BEN H. GARRETT
FAMILY FOUNDATION

A Employer identification number
20-5778710

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1020 HUNTINGTON DRIVE

B Telephone number
626-282-8431

City or town, state, and ZIP code
SAN MARINO, CA 91108

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 1,974,337.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	101,126.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8.	8.		
	4 Dividends and interest from securities	47,123.	47,058.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	21,553.			
	b Gross sales price for all assets on line 6a 465,726.				
	7 Capital gain net income (from Part IV, line 2)		21,553.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total Add lines 1 through 11	169,810.	68,619.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 1	1,890.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 2	3,043.	925.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 3	23,326.	23,326.		0.
	24 Total operating and administrative expenses Add lines 13 through 23	28,259.	24,251.		0.
	25 Contributions, gifts, grants paid	101,208.			101,208.
	26 Total expenses and disbursements Add lines 24 and 25	129,467.	24,251.		101,208.
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	40,343.			
	b Net investment income (if negative enter -0-)		44,368.		
	c Adjusted net income (if negative enter -0-)			N/A	

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223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2012)

13100516 133492 8947 2012.03020 CHRISTEN C. AND BEN H. GARR 8947___1

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	17,178.	4,178.	4,178.
	2	Savings and temporary cash investments	73,142.	67,429.	67,429.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,248.		
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 5	1,098,517.	1,010,380.	1,141,358.
	c	Investments - corporate bonds STMT 6	612,822.	745,169.	761,372.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	1,802,907.	1,827,156.	1,974,337.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	1,802,907.	1,827,156.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	1,802,907.	1,827,156.	
	31	**Total liabilities and net assets/fund balances**	1,802,907.	1,827,156.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,802,907.
2	Enter amount from Part I, line 27a	2	40,343.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,843,250.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5	16,094.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,827,156.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo , day, yr)
1a	WELLS FARGO MANAGED ACCOUNT	P	07/26/11	06/28/12
b	WELLS FARGO MANAGED ACCOUNT	P	10/24/11	02/09/12
c	WELLS FARGO MANAGED ACCOUNT	P	02/15/11	05/15/12
d	WELLS FARGO MANAGED ACCOUNT	P	01/15/10	02/09/12
e	CAPITAL GAIN DIVIDENDS	P	01/10/11	12/31/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	120,002.		115,119.	4,883.
b	32,188.		32,446.	-258.
c	26,504.		29,542.	-3,038.
d	283,609.		267,066.	16,543.
e	3,423.			3,423.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				4,883.
b				-258.
c				-3,038.
d				16,543.
e				3,423.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 21,553.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 } 3 N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2011	101,500.	1,876,145.	.054100
2010	92,000.	1,776,572.	.051785
2009	66,400.	1,503,452.	.044165
2008	102,500.	1,327,027.	.077240
2007			

2	**Total** of line 1, column (d)	2	.227290
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.056823
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,844,009.
5	Multiply line 4 by line 3	5	104,782.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	444.
7	Add lines 5 and 6	7	105,226.
8	Enter qualifying distributions from Part XII, line 4	8	101,208.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	887.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	887.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	887.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,668.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	1,668.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	781.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 781.	**Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 7	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CHRISTEN GARRETT Telephone no. ▶ 626-282-8431
Located at ▶ 1020 HUNTINGTON DRIVE, SAN MARINO, CA ZIP+4 ▶ 91108

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NOAH C. GARRETT 1020 HUNTINGTON DRIVE SAN MARINO, CA 91108	CEO 0.00	0.	0.	0.
BEN H. GARRETT 1020 HUNTINGTON DRIVE SAN MARINO, CA 91108	SECRETARY 0.00	0.	0.	0.
CHRISTEN C. GARRETT 1020 HUNTINGTON DRIVE SAN MARINO, CA 91108	CFO 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,819,372.
b	Average of monthly cash balances	1b	52,718.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,872,090.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,872,090.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,081.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,844,009.
6	**Minimum investment return** Enter 5% of line 5	6	92,200.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	92,200.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 887.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	887.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	91,313.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	91,313.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	91,313.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	101,208.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	101,208.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	101,208.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				91,313.
2 Undistributed income if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011 5,702.				
f Total of lines 3a through e	5,702.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 101,208.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				91,313.
e Remaining amount distributed out of corpus	9,895.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	15,597.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	15,597.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 5,702.				
e Excess from 2012 9,895.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

SEE STATEMENT 8

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CAL STATE UNIV LONG BEACH 1250 BELLFLOWER LONG BEACH, CA 90840			CHARITABLE PURPOSES	15,000.
CLAREMONT GRADUATE SCHOOL FD 165 EAST TENTH STREET CLAREMONT, CA 91711			CHARITABLE PURPOSES	2,500.
COLORADO COLLEGE 14 E CACHE LA POUDRE STREET COLORADO SPRINGS, CO 80903			CHARITABLE PURPOSES	1,000.
FLINTRIDGE PREP SCHOOL 4543 CROWN AVE LA CANADA, CA 91011			CHARITABLE PURPOSES	2,000.
GUIDE DOGS OF AMERICA 13445 GLENOAKS BLVD SYLMAR, CA 91342			CHARITABLE PURPOSES	1,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	101,208.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	8.	
4 Dividends and interest from securities			14	47,123.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	21,553.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		68,684.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 68,684.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Christen Garrett 5-21-13 CEO

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BARBARA L. ALLEN	BARBARA L. ALLEN	05/16/13		P00166979

Firm's name ▶ FOSTER, GRIFFITH & ALLEN, INC. Firm's EIN ▶ 20-0308015

Firm's address ▶ 31351 VIA COLINAS, SUITE 101
WESTLAKE VILLAGE, CA 91362 Phone no. (818)889-4740

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization
CHRISTEN C. AND BEN H. GARRETT
FAMILY FOUNDATION

Employer identification number
20-5778710

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	[ ] 501(c)( ) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[X] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

[X] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

[ ] For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990 PF)

Name of organization
CHRISTEN C. AND BEN H. GARRETT
FAMILY FOUNDATION

Employer identification number
20-5778710

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BEN AND CHRISTEN GARRETT 1020 HUNTINGTON DRIVE SAN MARINO, CA 91108	$ 101,126.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization: CHRISTEN C. AND BEN H. GARRETT FAMILY FOUNDATION

Employer identification number: 20-5778710

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	5,900 SHARES NUVEEN MUNI TR HIGH YIELD MUNI BOND FUND	$ 101,126.	12/31/12
		$	
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
CHRISTEN C. AND BEN H. GARRETT FAMILY FOUNDATION	20-5778710

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INTERNATIONAL BIRD RESCUE 444 W OCEAN BLVD STE 777 LONG BEACH, CA 90802			CHARITABLE PURPOSES	5,000.
KPCC-S.C. PUBLIC RADIO PO BOX 51920 LOS ANGELES, CA 90051			CHARITABLE PURPOSES	1,000.
MICHAEL FOX FOUNDATION 20 EXCHANGE PLACE, SUITE 3200 NEW YORK, NY 10005			CHARITABLE PURPOSES	10,000.
NATURAL RESOURCES DEFENSE COUNCIL PO BOX 1830 MERRIFIELD, VA 22116			CHARITABLE PURPOSES	5,000.
PASADENA HUMANE SOCIETY 361 SOUTH RAYMOND PASADENA, CA 91105			CHARITABLE PURPOSES	1,000.
PLANNED PARENTHOOD OF PASADENA 1045 N LAKE AVENUE PASADENA, CA 91104			CHARITABLE PURPOSES	1,000.
ROSE BOWL AQUATICS CENTER 360 N ARROYO BLVD PASADENA, CA 91103			CHARITABLE PURPOSES	7,000.
SEARCH DOGS FOUNDATION 205 NORTH SIGNAL STREET OJAI, CA 93023			CHARITABLE PURPOSES	5,000.
SURFAID INTERNATIONAL PO BOX 130369 CARLSBAD, CA 92013			CHARITABLE PURPOSES	5,000.
SURFRIDER FOUNDATION PO BOX 6010 SAN CLEMENTE, CA 92674			CHARITABLE PURPOSES	5,000.
Total from continuation sheets				79,208.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE ARBORETUM FOUNDATION 301 N BALDWIN AVE ARCADIA, CA 91007			CHARITABLE PURPOSES	12,000.
THE RAPTOR TRUST 1390 WHITE RIDGE ROAD MILLINGTON, NJ 07946			CHARITABLE PURPOSES	2,000.
THE XERCES SOCIETY 4828 SOUTHEAST HAWTHORNE BLVD PORTLAND, OR 97215			CHARITABLE PURPOSES	2,000.
UC IRVINE FOUNDATION MPAA 101 IRVINE, CA 92697			CHARITABLE PURPOSES	3,000.
PASADENA HOSPITAL ASSOCIATION, LTD. DBA HUNTINGTON HOSPITAL 100 W. CALIFORNIA BLVD PASADENA, CA 91105			CHARITABLE PURPOSES	10,208.
FRIENDS OF THE HIGH LINE 529 WEST 20TH STREET, SUITE 8W NEW YORK, NY 10011			CHARITABLE PURPOSES	2,000.
SCRIPPS INSTITUTION OF OCEANOGRAPHY 9500 GILMAN DRIVE LA JOLLA, CA 92093			CHARITABLE PURPOSES	3,000.
Total from continuation sheets				

FORM 990-PF ACCOUNTING FEES STATEMENT 1

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	1,890.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,890.	0.		0.

FORM 990-PF TAXES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	2,088.	0.		0.
FOREIGN TAXES	925.	925.		0.
OTHER TAX AND FILING	30.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,043.	925.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGED ACCOUNT FEES	23,326.	23,326.		0.
TO FORM 990-PF, PG 1, LN 23	23,326.	23,326.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 4

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT TO CORRECT UNREALIZED GAINS/LOSSES	16,094.
TOTAL TO FORM 990-PF, PART III, LINE 5	16,094.

FORM 990-PF	CORPORATE STOCK	STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	1,010,380.	1,141,358.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,010,380.	1,141,358.

FORM 990-PF	CORPORATE BONDS	STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	745,169.	761,372.
TOTAL TO FORM 990-PF, PART II, LINE 10C	745,169.	761,372.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 7

NAME OF CONTRIBUTOR	ADDRESS
CHRISTEN AND BEN GARRETT, 1020 HUNTINGTON DRIVE, SAN MARINO, CA 91108	

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 8

NAME OF MANAGER

BEN H. GARRETT
CHRISTEN C. GARRETT

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Equivalents							
CASH							
PRINCIPAL			$3,180.58	$3,180 58	$0.00		
Total Cash			**$3,180.58**	**$3,180.58**	**$0.00**		
MONEY MARKET							
FEDERATED TREAS OBL FD 68	64,248 690		$64,248 69	$64,248 69	$0 00	$6 44	0 01%
Total Money Market			**$64,248.69**	**$64,248.69**	**$0.00**	**$6.44**	**0.01%**
Total Cash & Equivalents			**$67,429.27**	**$67,429.27**	**$0.00**	**$6.44**	**0.01%**

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Fixed Income							
DOMESTIC MUTUAL FUNDS							
RIDGEWORTH SEIX HIGH YIELD BOND FUND CLASS I #5855 SYMBOL: SAMHX CUSIP· 76628T645	9,203 174	$10.160	$93,504 25	$85,590.12	$7,914 13	$5,936 05	6 35%
VANGUARD INTERMEDIATE TERM B SYMBOL: BIV CUSIP. 921937819	1,415 000	88 250	124,873.75	119,974 87	4,898 88	3,926 63	3 14
VANGUARD SHORT TERM BOND ETF SYMBOL. BSV CUSIP: 921937827	3,314 000	80 990	268,400 86	269,071 65	- 670 79	4,135 87	1 54
Total Domestic Mutual Funds			**$486,778.86**	**$474,636.64**	**$12,142.22**	**$13,998.55**	**2.88%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Fixed Income *(continued)*							
INTERNATIONAL MUTUAL FUNDS							
DREYFUS EMERGING MARKETS DEBT LOCAL CURRENCY FUND CLASS I #6083 SYMBOL. DDBIX CUSIP: 261980494	6,117 712	$15 340	$93,845 70	$89,338 60	$4,507 10	$1,309 19	1 39%
LAUDUS MONDRIAN INTERNATIONAL FIXED INCOME FUND CLASS INST #2940 SYMBOL: LIFNX CUSIP: 51855Q655	3,519.498	11.580	40,755 79	42,103.23	- 1,347 44	534.96	1.31
PIMCO FOREIGN BOND FUND USD HEDGED INSTL #103 SYMBOL: PFORX CUSIP: 693390882	3,601.963	10.790	38,865.18	37,964.69	900 49	1,058.98	2.72
Total International Mutual Funds			**$173,466.67**	**$169,406.52**	**$4,060.15**	**$2,903.13**	**1.67%**
Total Fixed Income			**$660,245.53**	**$644,043.16**	**$16,202.37**	**$16,901.68**	

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities							
CONSUMER DISCRETIONARY							
COMCAST CORP CLASS A SYMBOL: CMCSA CUSIP. 20030N101	162.000	$37.360	$6,052 32	$3,322.59	$2,729 73	$105 30	1 74%
JOHNSON CONTROLS INC SYMBOL. JCI CUSIP: 478366107	154.000	30.670	4,723.18	4,071.63	651.55	117.04	2 48
TARGET CORP SYMBOL: TGT CUSIP: 87612E106	80 000	59 170	4,733.60	4,559.97	173 63	115 20	2 43
TJX COS INC NEW SYMBOL: TJX CUSIP. 872540109	105 000	42.450	4,457 25	4,315.49	141.76	48 30	1 08
WALT DISNEY CO SYMBOL: DIS CUSIP: 254687106	123 000	49 790	6,124 17	5,468 83	655 34	92 25	1 51
Total Consumer Discretionary			**$26,090.52**	**$21,738.51**	**$4,352.01**	**$478.09**	**1.83%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
CONSUMER STAPLES							
CVS/CAREMARK CORPORATION SYMBOL· CVS CUSIP: 126650100	90 000	$48.350	$4,351 50	$4,021 44	$330.06	$81.00	1 86%
Total Consumer Staples			**$4,351.50**	**$4,021.44**	**$330.06**	**$81.00**	**1.86%**
ENERGY							
APACHE CORP SYMBOL. APA CUSIP: 037411105	63 000	$78.500	$4,945 50	$5,268.05	- $322 55	$42 84	0 87%
CHEVRON CORP SYMBOL: CVX CUSIP: 166764100	63.000	108.140	6,812.82	4,918.15	1,894.67	226.80	3 33
Total Energy			**$11,758.32**	**$10,186.20**	**$1,572.12**	**$269.64**	**2.29%**
FINANCIALS							
AFFILIATED MANAGERS GROUP, INC COM SYMBOL: AMG CUSIP: 008252108	47 000	$130 150	$6,117 05	$4,850 86	$1,266 19	$0 00	0 00%
AFLAC INC SYMBOL· AFL CUSIP: 001055102	90.000	53.120	4,780 80	3,623 35	1,157.45	126 00	2 64
BERKSHIRE HATHAWAY INC SYMBOL: BRK.B CUSIP. 084670702	79.000	89 700	7,086 30	6,425.81	660.49	0 00	0 00
CAPITAL ONE FINANCIAL CORP SYMBOL COF CUSIP· 14040H105	76 000	57 930	4,402 68	3,318.72	1,083.96	15.20	0 34
CME GROUP INCE SYMBOL: CME CUSIP: 12572Q105	85.000	50 670	4,306.95	4,493 53	- 186 58	153 00	3 55
GOLDMAN SACHS GROUP INC SYMBOL: GS CUSIP. 38141G104	29 000	127 560	3,699 24	2,674 09	1,025 15	58 00	1 57
JPMORGAN CHASE & CO SYMBOL. JPM CUSIP 46625H100	146 000	43 969	6,419.49	6,082 14	337 35	175.20	2 73
US BANCORP DEL NEW SYMBOL. USB CUSIP: 902973304	142 000	31 940	4,535 48	4,522 29	13 19	110.76	2 44
Total Financials			**$41,347.99**	**$35,990.79**	**$5,357.20**	**$638.16**	**1.54%**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities *(continued)*							
HEALTH CARE							
GILEAD SCIENCES INC SYMBOL: GILD CUSIP: 375558103	63 000	$73 450	$4,627.35	$2,647.57	$1,979.78	$0 00	0.00%
MCKESSON CORP SYMBOL: MCK CUSIP: 58155Q103	40 000	96.960	3,878.40	3,791 94	86.46	32.00	0 82
THERMO FISHER SCIENTIFIC INC SYMBOL. TMO CUSIP. 883556102	61.000	63.780	3,890 58	3,059 73	830 85	36 60	0.94
UNITEDHEALTH GROUP INC SYMBOL: UNH CUSIP: 91324P102	92.000	54 240	4,990.08	3,160.89	1,829.19	78 20	1.57
Total Health Care			**$17,386.41**	**$12,660.13**	**$4,726.28**	**$146.80**	**0.84%**
INDUSTRIALS							
BOEING CO SYMBOL: BA CUSIP. 097023105	53 000	$75 360	$3,994.08	$3,746 45	$247.63	$102 82	2.57%
UNION PACIFIC CORP SYMBOL: UNP CUSIP: 907818108	55.000	125 720	6,914.60	6,256 07	658 53	151 80	2 19
UNITED PARCEL SERVICE-CL B SYMBOL. UPS CUSIP. 911312106	53.000	73 730	3,907.69	4,050 79	- 143.10	120 84	3 09
3M CO COM SYMBOL: MMM CUSIP: 88579Y101	43 000	92.850	3,992.55	3,706 17	286 38	101 48	2 54
Total Industrials			**$18,808.92**	**$17,759.48**	**$1,049.44**	**$476.94**	**2.54%**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities *(continued)*							
INFORMATION TECHNOLOGY							
APPLE INC SYMBOL: AAPL CUSIP: 037833100	17.000	$532 173	$9,046 94	$4,096 49	$4,950 45	$180 20	1 99%
CISCO SYSTEMS INC SYMBOL: CSCO CUSIP: 17275R102	291 000	19 649	5,717 98	5,676 14	41 84	162 96	2.85
E M C CORP MASS SYMBOL. EMC CUSIP: 268648102	155 000	25 300	3,921.50	3,654.89	266 61	0 00	0 00
GOOGLE INC CL A SYMBOL: GOOG CUSIP: 38259P508	7 000	707.380	4,951 66	4,036.35	915.31	0 00	0 00
INTEL CORP COMM SYMBOL: INTC CUSIP: 458140100	176 000	20 620	3,629.12	3,647.51	- 18 39	158 40	4 36
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104	129.000	26 710	3,445 55	3,845 36	- 399 81	118 68	3 44
ORACLE CORPORATION SYMBOL: ORCL CUSIP: 68389X105	140 000	33.320	4,664 80	3,922 66	742 14	33.60	0 72
Total Information Technology			**$35,377.55**	**$28,879.40**	**$6,498.15**	**$653.84**	**1.85%**
MATERIALS							
CELANESE CORP SYMBOL. CE CUSIP. 150870103	80 000	$44 530	$3,562 40	$2,680 79	$881 61	$24 00	0 67%
Total Materials			**$3,562.40**	**$2,680.79**	**$881.61**	**$24.00**	**0.67%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INTERNATIONAL EQUITIES							
ANHEUSER-BUSCH INBEV SPN CUSIP. 03524A108	57.000	$87 410	$4,982 37	$3,399 79	$1,582 58	$73 70	1 48%
BHP BILLITON LIMITED - ADR SPONSORED ADR CUSIP. 088606108	47.000	78.420	3,685 74	2,873.58	812.16	105 28	2 86
DIAGEO PLC - ADR SPONSORED ADR CUSIP: 25243Q205	38.000	116 580	4,430.04	3,824.68	605 36	105 41	2 38
EATON CORP PLC CUSIP. G29183103	72.000	54 180	3,900 96	3,720 87	180 09	109 44	2 80
NESTLE S A REGISTERED SHARES - ADR SPONSORED ADR CUSIP: 641069406	71.000	65 170	4,627.07	4,108.06	519.01	125 81	2 72
NOVARTIS AG - ADR SPONSORED ADR CUSIP· 66987V109	51 000	63 300	3,228.30	2,777 96	450.34	107 41	3 33
SCHLUMBERGER LTD CUSIP: 806857108	79 000	69 299	5,474 59	4,872 59	602.00	86 90	1 59
TEVA PHARMACEUTICAL INDUSTRIES - ADR SPONSORED ADR CUSIP: 881624209	100.000	37.340	3,734.00	3,875 99	- 141.99	80 40	2 15
TOTAL S A - ADR SPONSORED ADR CUSIP. 89151E109	86.000	52 010	4,472 86	3,881 95	590 91	215 60	4 82
VODAFONE GROUP PLC NEW CUSIP. 92857W209	125.000	25.190	3,148 75	3,509.94	- 361 19	187.50	5.95
Total International Equities			**$41,684.68**	**$36,845.41**	**$4,839.27**	**$1,197.45**	**2.87%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
DOMESTIC MUTUAL FUNDS							
ISHARES CORE S & P 500 ETF SYMBOL· IVV CUSIP: 464287200	448 000	$143 140	$64,126 72	$49,608 30	$14,518 42	$1,344 00	2 10%
ISHARES CORE S&P SMALL-CAP ETF SYMBOL: IJR CUSIP: 464287804	1,202 000	78 100	93,876 20	68,882 02	24,994.18	1,554.19	1.66
ISHARES S&P MIDCAP 400 GROWTH SYMBOL· IJK CUSIP: 464287606	443 000	114.410	50,683 63	34,869.35	15,814 28	501 03	0 99
ISHARES S&P MIDCAP 400 VALUE SYMBOL· IJJ CUSIP: 464287705	471 000	88 140	41,513 94	31,980.24	9,533 70	789 87	1 90
Total Domestic Mutual Funds			**$250,200.49**	**$185,339.91**	**$64,860.58**	**$4,189.09**	**1.67%**
INTERNATIONAL MUTUAL FUNDS							
ISHARES MSCI EAFE SYMBOL: EFA CUSIP: 464287465	3,067 000	$56 860	$174,389 62	$168,071 98	$6,317 64	$5,394.85	3 09%
VANGUARD MSCI EMERGING MARKETS ETF SYMBOL: VWO CUSIP 922042858	2,613.000	44 530	116,356 89	105,525.57	10,831 32	2,547 68	2 19
Total International Mutual Funds			**$290,746.51**	**$273,597.55**	**$17,148.96**	**$7,942.53**	**2.73%**
Total Equities			**$741,315.29**	**$629,699.61**	**$111,615.68**	**$16,097.54**	**2.17%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Complementary Strategies							
OTHER							
DIAMOND HILL LONG-SHORT FUND CLASS I #11 SYMBOL: DHLSX CUSIP: 25264S833	2,510.716	$18 350	$46,071 64	$42,282 95	$3,788.69	$160 69	0 35%
DRIEHAUS ACTIVE INCOME FUND SYMBOL: LCMAX CUSIP: 262028855	2,651.895	10 670	28,295 72	27,606.23	689 49	710 71	2.51
GATEWAY FUND - Y #1986 SYMBOL: GTEYX CUSIP. 367829884	1,630 890	27 110	44,213 43	44,653.77	- 440 34	867 63	1 96
HUSSMAN STRATEGIC GROWTH FUND #601 SYMBOL: HSGFX CUSIP: 448108100	3,189.419	10 710	34,158.68	39,531 63	- 5,372.95	197 74	0.58
MERGER FD SH BEN INT SYMBOL: MERFX CUSIP· 589509108	1,753 267	15 830	27,754 22	27,263.75	490 47	454 10	1 64
Total Other			**$180,493.69**	**$181,338.33**	**- $844.64**	**$2,390.87**	**1.32%**
Total Complementary Strategies			**$180,493.69**	**$181,338.33**	**- $844.64**	**$2,390.87**	**1.32%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Real Assets							
REAL ASSET FUNDS							
CREDIT SUISSE COMMODITY RETURN STRATEGY FUND #2156 SYMBOL: CRSOX CUSIP 22544R305	11,185 069	$8 030	$89,816 10	$99,514 33	- $9,698.23	$0 01	0 00%
SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF SYMBOL: RWX CUSIP· 78463X863	1,570 000	41 350	64,919.50	56,722 21	8,197 29	4,273 54	6 58
VANGUARD REIT VIPER SYMBOL: VNQ CUSIP. 922908553	985 000	65 800	64,813 00	43,105 32	21,707 68	2,307 86	3 56
Total Real Asset Funds			**$219,548.60**	**$199,341.86**	**$20,206.74**	**$6,581.41**	**3.00%**
Total Real Assets			**$219,548.60**	**$199,341.86**	**$20,206.74**	**$6,581.41**	**3.00%**

	Account Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income
TOTAL ASSETS	**$1,869,032.38**	**$1,721,852.23**	**$147,180.15**	**$41,977.94**

REALIZED GAIN/LOSS DETAIL

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
07/10/12	46.000	**ABBOTT LABS** 46 0000 UNITS ACQUIRED ON 06/28/12	**-$2,869.48** 2,869 48	$2,980.75	$111.27	$0.00
08/14/12	3.000	**ABBOTT LABS** 3 0000 UNITS ACQUIRED ON 06/28/12	**-187.14** 187 14	196.71	9.57	0.00
11/13/12	50.000	**ABBOTT LABS** 50 0000 UNITS ACQUIRED ON 06/28/12	**-3,119.00** 3,119 00	3,231.47	112.47	0.00
07/03/12	80.000	**ACCENTURE PLC** 80 0000 UNITS ACQUIRED ON 09/14/11	**-4,114.40** 4,114 40	4,494.30	379.90	0.00
05/15/12	0.532	**ACCO BRANDS CORP** 0 5320 UNITS ACQUIRED ON 02/15/11	**-5.36** 5 36	5.48	0.00	0.12
05/22/12	44.000	**ACCO BRANDS CORP** 31 3370 UNITS ACQUIRED ON 01/04/11 12 6630 UNITS ACQUIRED ON 02/15/11	**-406.00** 278 31 127 69	434.23	0.00	28.23
02/14/12	13.000	**ACE LIMITED** 13 0000 UNITS ACQUIRED ON 02/04/10	**-625.82** 625.82	955.35	0.00	329.53
07/03/12	77.000	**ACE LIMITED** 75 0000 UNITS ACQUIRED ON 01/15/10 2 0000 UNITS ACQUIRED ON 02/04/10	**-3,697.78** 3,601 50 96.28	5,486.89	0.00	1,789.11
08/14/12	2.000	**AFFILIATED MANAGERS GROUP, INC COM** 2 0000 UNITS ACQUIRED ON 06/28/12	**-206.42** 206 42	233.67	27.25	0.00
07/03/12	57.000	**AMGEN INC** 45 0000 UNITS ACQUIRED ON 01/15/10 10 0000 UNITS ACQUIRED ON 02/04/10 2.0000 UNITS ACQUIRED ON 03/24/10	**-3,208.93** 2,515.95 574 80 118 18	4,038.96	0.00	830.03
12/24/12	13.000	**ANHEUSER-BUSCH INBEV SPN ADR** 13 0000 UNITS ACQUIRED ON 12/22/11	**-775.39** 775 39	1,156.06	380.67	0.00
12/24/12	2.000	**APPLE INC** 2.0000 UNITS ACQUIRED ON 08/09/12	**-1,235.76** 1,235.76	1,055.80	-179.96	0.00
04/02/12	136.000	**ASCENA RETAIL GROUP INC** 136.0000 UNITS ACQUIRED ON 07/26/11	**-4,564.12** 4,564.12	6,014.29	1,450.17	0.00
04/02/12	72.000	**BAKER HUGHES INC COM** 72 0000 UNITS ACQUIRED ON 09/14/11	**-4,204.08** 4,204 08	2,944.06	-1,260.02	0.00
08/14/12	3.000	**BERKSHIRE HATHAWAY INC.** 3 0000 UNITS ACQUIRED ON 06/28/12	**-244.02** 244 02	254.01	9.99	0.00

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
07/03/12	173.000	**BRISTOL MYERS SQUIBB CO**	**- 4,418.62**	**6,030.73**	**159.89**	**1,452.22**
		115 0000 UNITS ACQUIRED ON 01/15/10	2,882.84			
		25.0000 UNITS ACQUIRED ON 02/04/10	602 00			
		7 0000 UNITS ACQUIRED ON 03/24/10	187.32			
		26 0000 UNITS ACQUIRED ON 08/26/11	746 46			
08/14/12	44.000	**CAPITAL ONE FINANCIAL CORP**	**- 1,921.36**	**2,463.59**	**0.00**	**542.23**
		44 0000 UNITS ACQUIRED ON 01/04/11	1,921.36			
07/03/12	97.000	**CARDINAL HEALTH INC COM**	**- 3,491.03**	**3,921.64**	**0.00**	**430.61**
		97 0000 UNITS ACQUIRED ON 03/24/10	3,491 03			
07/03/12	113.000	**CENTURYLINK, INC**	**- 3,931.42**	**4,339.16**	**0.00**	**407.74**
		93.0000 UNITS ACQUIRED ON 01/15/10	3,255.82			
		20.0000 UNITS ACQUIRED ON 02/04/10	675.60			
12/24/12	46.000	**CISCO SYSTEMS INC**	**- 1,124.19**	**933.78**	**0.00**	**- 190.41**
		46 0000 UNITS ACQUIRED ON 01/15/10	1,124.19			
07/03/12	64.000	**COCA COLA CO**	**- 4,041.60**	**4,858.77**	**0.00**	**817.17**
		64 0000 UNITS ACQUIRED ON 11/29/10	4,041 60			
08/14/12	29.000	**COMCAST CORP CLASS A**	**- 594.78**	**996.42**	**401.64**	**0.00**
		29 0000 UNITS ACQUIRED ON 08/26/11	594.78			
08/21/12	14.000	**COMCAST CORP CLASS A**	**- 287.14**	**477.24**	**190.10**	**0.00**
		14.0000 UNITS ACQUIRED ON 08/26/11	287.14			
07/03/12	60.000	**CONOCOPHILLIPS**	**- 2,382.08**	**3,223.13**	**0.00**	**841.05**
		30.0000 UNITS ACQUIRED ON 01/15/10	1,218 09			
		15.0000 UNITS ACQUIRED ON 02/04/10	557.48			
		15.0000 UNITS ACQUIRED ON 03/24/10	606.51			
07/03/12	50.000	**COSTCO WHOLESALE CORP**	**- 4,213.00**	**4,601.39**	**388.39**	**0.00**
		50.0000 UNITS ACQUIRED ON 10/24/11	4,213.00			
08/10/12	451.000	**CREDIT SUISSE COMM RT ST-CO #2156**	**- 4,320.58**	**3,761.34**	**0.00**	**- 559.24**
		451.0000 UNITS ACQUIRED ON 07/25/11	4,320.58			
07/03/12	90.000	**DANAHER CORP**	**- 3,876.96**	**4,437.80**	**0.00**	**560.84**
		90 0000 UNITS ACQUIRED ON 11/29/10	3,876 96			
12/24/12	8.000	**DIAGEO PLC - ADR**	**- 805.19**	**951.34**	**146.15**	**0.00**
		8 0000 UNITS ACQUIRED ON 06/28/12	805 19			
12/20/12	158.000	**DIAMOND HILL LONG-SHORT FD CL I #11**	**- 2,818.72**	**2,935.64**	**116.92**	**0.00**
		158.0000 UNITS ACQUIRED ON 08/13/12	2,818 72			

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
12/21/12	236.000	**DREYFUS EMG MKT DEBT LOC C-I #6083**	- 3,582.48	3,655.64	0.00	73.16
		126 7540 UNITS ACQUIRED ON 07/25/11	1,924 13			
		109 2460 UNITS ACQUIRED ON 07/25/11	1,658 35			
12/17/12	0.965	**EATON CORP PLC**	- 50.09	50.49	0.40	0.00
		0 9650 UNITS ACQUIRED ON 11/30/12	50 09			
07/03/12	75.000	**ECOLAB INC**	- 4,220.25	4,946.16	725.91	0.00
		75 0000 UNITS ACQUIRED ON 12/22/11	4,220 25			
07/03/12	61.000	**EXXON MOBIL CORPORATION**	- 4,139.78	5,014.71	0.00	874.93
		40 0000 UNITS ACQUIRED ON 01/15/10	2,756 40			
		10 0000 UNITS ACQUIRED ON 02/04/10	649 30			
		10 0000 UNITS ACQUIRED ON 03/24/10	665.10			
		1.0000 UNITS ACQUIRED ON 11/29/10	68 98			
07/03/12	320.000	**FORD MOTOR COMPANY**	- 4,553.25	3,174.48	0.00	- 1,378.77
		320 0000 UNITS ACQUIRED ON 03/16/11	4,553 25			
12/20/12	69.000	**GATEWAY FUND - Y #1986**	- 1,889.22	1,883.01	- 6.21	0.00
		69.0000 UNITS ACQUIRED ON 08/13/12	1,889 22			
07/03/12	260.000	**GENERAL ELECTRIC CO**	- 3,936.19	5,171.32	0.00	1,235.13
		260 0000 UNITS ACQUIRED ON 06/28/10	3,936 19			
08/14/12	24.000	**GILEAD SCIENCES INC**	- 1,008.60	1,359.30	350.70	0.00
		24 0000 UNITS ACQUIRED ON 10/24/11	1,008 60			
09/28/12	13.000	**GILEAD SCIENCES INC**	- 546.33	878.39	332.06	0.00
		13 0000 UNITS ACQUIRED ON 10/24/11	546 33			
09/04/12	106.000	**HEWLETT PACKARD CO**	- 2,034.13	1,787.38	- 246.75	0.00
		106.0000 UNITS ACQUIRED ON 06/28/12	2,034.13			
07/03/12	120.000	**HOME DEPOT INC**	- 3,408.01	6,140.27	0.00	2,732.26
		95 0000 UNITS ACQUIRED ON 01/15/10	2,709 26			
		25 0000 UNITS ACQUIRED ON 02/04/10	698.75			
07/03/12	85.000	**HONEYWELL INTERNATIONAL INC**	- 4,878.15	4,453.94	0.00	- 424.21
		85 0000 UNITS ACQUIRED ON 02/15/11	4,878 15			
08/10/12	3,367.000	**HUSSMAN STRATEGIC GROWTH FUND #601**	- 41,515.54	37,373.70	- 817.60	- 3,324.24
		2,276 8780 UNITS ACQUIRED ON 01/15/10	28,597 59			
		1,090 1220 UNITS ACQUIRED ON 02/13/12	12,917 95			
08/14/12	18.000	**INTEL CORP**	- 400.39	480.41	0.00	80.02
		4 0000 UNITS ACQUIRED ON 01/15/10	84 27			
		14 0000 UNITS ACQUIRED ON 03/24/10	316 12			

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
07/03/12	33.000	**INTERCONTINENTALEXCHANGE INC** 33 0000 UNITS ACQUIRED ON 10/24/11	**- 4,242.81** 4,242 81	4,326.53	83.72	0.00
07/03/12	80.000	**INTUIT COM** 80 0000 UNITS ACQUIRED ON 12/22/11	**- 4,256.00** 4,256 00	4,511.10	255.10	0.00
11/21/12	17.000	**ISHARES CORE S & P 500 ETF** 17.0000 UNITS ACQUIRED ON 01/15/10	**- 1,934.05** 1,934 05	2,318.41	0.00	384.36
12/24/12	13.000	**ISHARES CORE S & P 500 ETF** 13.0000 UNITS ACQUIRED ON 01/15/10	**- 1,478.98** 1,478 98	1,876.90	0.00	397.92
11/21/12	57.000	**ISHARES CORE S&P SMALL-CAP E** 30 0000 UNITS ACQUIRED ON 06/28/12 27 0000 UNITS ACQUIRED ON 02/15/11	**- 4,041.19** 2,105.56 1,935 63	4,076.55	39.99	- 4.63
12/24/12	33.000	**ISHARES CORE S&P SMALL-CAP E** 33.0000 UNITS ACQUIRED ON 12/08/11	**- 2,198.18** 2,198.18	2,572.34	0.00	374.16
08/14/12	177.000	**ISHARES MSCI EAFE** 177.0000 UNITS ACQUIRED ON 01/15/10	**- 10,071.16** 10,071 16	9,152.28	0.00	- 918.88
11/21/12	307.000	**ISHARES MSCI EAFE** 307 0000 UNITS ACQUIRED ON 01/15/10	**- 17,468.05** 17,468 05	16,006.68	0.00	- 1,461.37
12/24/12	84.000	**ISHARES MSCI EAFE** 84 0000 UNITS ACQUIRED ON 01/15/10	**- 4,779.53** 4,779.53	4,750.11	0.00	- 29.42
02/14/12	18.000	**ISHARES S & P 500 INDEX FUND** 18.0000 UNITS ACQUIRED ON 01/15/10	**- 2,047.81** 2,047.81	2,444.24	0.00	396.43
07/03/12	23.000	**ISHARES S & P 500 INDEX FUND** 23 0000 UNITS ACQUIRED ON 01/15/10	**- 2,616.65** 2,616.65	3,033.42	0.00	416.77
08/14/12	16.000	**ISHARES S & P 500 INDEX FUND** 16.0000 UNITS ACQUIRED ON 01/15/10	**- 1,820.28** 1,820 28	2,253.28	0.00	433.00
02/14/12	19.000	**ISHARES S&P MIDCAP 400 GROWTH** 19 0000 UNITS ACQUIRED ON 03/24/10	**- 1,623.93** 1,623.93	2,083.41	0.00	459.48
11/21/12	28.000	**ISHARES S&P MIDCAP 400 GROWTH** 11 0000 UNITS ACQUIRED ON 08/09/12 17 0000 UNITS ACQUIRED ON 06/28/12	**- 2,917.97** 1,194 34 1,723 63	3,011.61	93.64	0.00
12/24/12	17.000	**ISHARES S&P MIDCAP 400 GROWTH** 17 0000 UNITS ACQUIRED ON 06/28/12	**- 1,723.63** 1,723.63	1,957.34	233.71	0.00
02/14/12	61.000	**ISHARES S&P MIDCAP 400 VALUE** 61.0000 UNITS ACQUIRED ON 07/26/11	**- 5,104.46** 5,104.46	5,111.68	7.22	0.00

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
07/03/12	52.000	**ISHARES S&P MIDCAP 400 VALUE**	- 4,088.23	4,068.49	- 157.74	138.00
		23.0000 UNITS ACQUIRED ON 03/24/10	1,661 52			
		29 0000 UNITS ACQUIRED ON 07/26/11	2,426 71			
11/21/12	25.000	**ISHARES S&P MIDCAP 400 VALUE**	- 1,806.00	2,027.95	0.00	221.95
		25 0000 UNITS ACQUIRED ON 03/24/10	1,806 00			
12/24/12	21.000	**ISHARES S&P MIDCAP 400 VALUE**	- 1,561.77	1,859.09	0.00	297.32
		21 0000 UNITS ACQUIRED ON 12/08/11	1,561 77			
02/14/12	196.000	**ISHARES TR SMALLCAP 600 INDEX FD**	- 13,734.22	14,847.66	390.09	723.35
		100 0000 UNITS ACQUIRED ON 01/04/11	6,851 99			
		96 0000 UNITS ACQUIRED ON 02/15/11	6,882.23			
08/14/12	7.000	**ISHARES TR SMALLCAP 600 INDEX FD**	- 501.83	520.25	0.00	18.42
		7 0000 UNITS ACQUIRED ON 02/15/11	501 83			
07/03/12	75.000	**JOHNSON & JOHNSON**	- 4,322.73	4,987.40	0.00	664.67
		35 0000 UNITS ACQUIRED ON 08/24/06	1,748.93			
		10.0000 UNITS ACQUIRED ON 02/04/10	628 00			
		30.0000 UNITS ACQUIRED ON 03/24/10	1,945.80			
04/02/12	117.000	**KRAFT FOODS INC**	- 3,376.41	4,434.83	0.00	1,058.42
		92 0000 UNITS ACQUIRED ON 01/15/10	2,666 16			
		25 0000 UNITS ACQUIRED ON 02/04/10	710 25			
08/10/12	1,620.000	**LAUDUS MONDRIAN INTL FI-INST #2940**	- 19,747.80	19,180.80	0.00	- 567.00
		1,620 0000 UNITS ACQUIRED ON 05/19/11	19,747 80			
07/03/12	52.000	**MCKESSON CORP**	- 3,169.40	4,809.38	0.00	1,639.98
		37 0000 UNITS ACQUIRED ON 01/15/10	2,288 45			
		15 0000 UNITS ACQUIRED ON 02/04/10	880 95			
07/03/12	135.000	**MEADWESTVACO CORP**	- 3,333.33	3,721.88	0.00	388.55
		95 0000 UNITS ACQUIRED ON 01/04/11	2,255 18			
		40 0000 UNITS ACQUIRED ON 02/15/11	1,078.15			
08/10/12	636.000	**MERGER FD SH BEN INT #260**	- 9,963.99	10,118.76	29.26	125.51
		243 7590 UNITS ACQUIRED ON 07/02/12	3,848 95			
		392 2410 UNITS ACQUIRED ON 01/15/10	6,115.04			
08/14/12	11.000	**MICROSOFT CORP**	- 339.77	334.66	0.00	- 5.11
		11.0000 UNITS ACQUIRED ON 01/15/10	339 77			
07/03/12	65.000	**NATIONAL OILWELL INC COM**	- 4,972.50	3,985.72	0.00	- 986.78
		65.0000 UNITS ACQUIRED ON 04/18/11	4,972 50			

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
08/14/12	4.000	**NESTLE S.A. REGISTERED SHARES - ADR**	- 231.44	251.70	20.26	0.00
		4 0000 UNITS ACQUIRED ON 06/28/12	231 44			
08/14/12	4.000	**NOVARTIS AG - ADR**	- 217.88	234.89	17.01	0.00
		4 0000 UNITS ACQUIRED ON 06/28/12	217.88			
07/03/12	49.000	**OCCIDENTAL PETE CORP**	- 3,839.82	3,907.22	0.00	67.40
		39 0000 UNITS ACQUIRED ON 01/15/10	3,072.42			
		10.0000 UNITS ACQUIRED ON 02/04/10	767 40			
05/22/12	30.000	**PHILLIPS 66**	- 707.92	944.45	0.00	236.53
		15.0000 UNITS ACQUIRED ON 01/15/10	362.01			
		7 5000 UNITS ACQUIRED ON 02/04/10	165.67			
		7 5000 UNITS ACQUIRED ON 03/24/10	180.24			
08/10/12	1,802.000	**PIMCO FOREIGN BD FD USD H-INST #103**	- 19,143.07	19,948.14	83.81	721.26
		441.1430 UNITS ACQUIRED ON 07/02/12	4,799 64			
		1,360 8570 UNITS ACQUIRED ON 07/25/11	14,343 43			
12/21/12	171.000	**PIMCO FOREIGN BD FD USD H-INST #103**	- 1,802.34	1,874.16	0.00	71.82
		171.0000 UNITS ACQUIRED ON 07/25/11	1,802.34			
07/03/12	68.000	**PROCTER & GAMBLE CO**	- 3,437.19	4,064.98	0.00	627.79
		50.0000 UNITS ACQUIRED ON 08/10/06	2,312 71			
		10 0000 UNITS ACQUIRED ON 02/04/10	615.60			
		8 0000 UNITS ACQUIRED ON 03/24/10	508 88			
07/03/12	125.000	**PUBLIC SVC ENTERPRISE GROUP INC**	- 4,231.23	3,946.17	- 285.06	0.00
		125 0000 UNITS ACQUIRED ON 09/14/11	4,231.23			
07/03/12	90.000	**QUALCOMM INC**	- 4,886.10	4,844.59	0.00	- 41.51
		90.0000 UNITS ACQUIRED ON 06/22/11	4,886 10			
08/10/12	494.000	**RIDGEWORTH SEIX HY BD-I #5855**	- 4,888.35	4,860.96	0.00	- 27.39
		364 7120 UNITS ACQUIRED ON 10/20/10	3,585.12			
		129.2880 UNITS ACQUIRED ON 04/18/11	1,303.23			
11/19/12	750.000	**RIDGEWORTH SEIX HY BD-I #5855**	- 7,357.92	7,425.00	0.00	67.08
		97.4180 UNITS ACQUIRED ON 11/29/10	948 85			
		536 4060 UNITS ACQUIRED ON 10/20/10	5,272.87			
		116 1760 UNITS ACQUIRED ON 10/20/10	1,136.20			
12/20/12	253.000	**RIDGEWORTH SEIX HY BD-I #5855**	- 2,464.22	2,573.01	0.00	108.79
		253 0000 UNITS ACQUIRED ON 11/29/10	2,464.22			
08/14/12	3.000	**SCHLUMBERGER LTD**	- 185.03	220.28	35.25	0.00
		3 0000 UNITS ACQUIRED ON 06/28/12	185.03			

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
07/03/12	78.000	**SPDR DJ WILSHIRE INTERNATIONAL REAL** 78 0000 UNITS ACQUIRED ON 05/19/11	**- 3,172.42** 3,172 42	2,754.13	0.00	- 418.29
08/14/12	19.000	**SPDR DJ WILSHIRE INTERNATIONAL REAL** 19 0000 UNITS ACQUIRED ON 05/19/11	**- 772.77** 772 77	732.06	0.00	- 40.71
11/21/12	131.000	**SPDR DJ WILSHIRE INTERNATIONAL REAL** 131 0000 UNITS ACQUIRED ON 05/19/11	**- 5,328.05** 5,328 05	5,182.58	0.00	- 145.47
12/24/12	44.000	**SPDR DJ WILSHIRE INTERNATIONAL REAL** 44 0000 UNITS ACQUIRED ON 05/19/11	**- 1,789.57** 1,789 57	1,864.79	0.00	75.22
07/03/12	158.000	**TEXAS INSTRUMENTS INC** 128 0000 UNITS ACQUIRED ON 01/15/10 30.0000 UNITS ACQUIRED ON 02/04/10	**- 3,796.43** 3,116 63 679 80	4,193.24	0.00	396.81
12/24/12	15.000	**THERMO FISHER SCIENTIFIC INC** 15.0000 UNITS ACQUIRED ON 06/28/12	**- 752.39** 752 39	973.18	220.79	0.00
07/03/12	105.000	**TIMKEN CO** 105 0000 UNITS ACQUIRED ON 10/24/11	**- 4,378.00** 4,378 00	4,496.01	118.01	0.00
07/03/12	100.000	**TYCO INTERNATIONAL LTD NEW** 80 0000 UNITS ACQUIRED ON 01/15/10 20 0000 UNITS ACQUIRED ON 02/04/10	**- 3,658.60** 2,955 20 703 40	5,072.90	0.00	1,414.30
08/14/12	2.000	**UNION PACIFIC CORP** 2 0000 UNITS ACQUIRED ON 06/28/12	**- 227.49** 227 49	243.18	15.69	0.00
12/24/12	8.000	**UNION PACIFIC CORP** 8 0000 UNITS ACQUIRED ON 06/28/12	**- 909.97** 909 97	1,008.32	98.35	0.00
07/03/12	60.000	**UNITED TECHNOLOGIES CORP** 45 0000 UNITS ACQUIRED ON 01/15/10 15 0000 UNITS ACQUIRED ON 02/04/10	**- 4,232.25** 3,235 95 996 30	4,313.94	0.00	81.69
08/14/12	6.000	**UNITEDHEALTH GROUP INC** 6 0000 UNITS ACQUIRED ON 10/08/10	**- 206.15** 206 15	314.01	0.00	107.86
07/03/12	195.000	**UNUM GROUP** 145 0000 UNITS ACQUIRED ON 01/15/10 30 0000 UNITS ACQUIRED ON 02/04/10 20 0000 UNITS ACQUIRED ON 03/24/10	**- 4,185.46** 3,130.16 570 30 485 00	3,626.94	0.00	- 558.52
07/03/12	178.000	**VANGUARD INTERMEDIATE TERM B** 178.0000 UNITS ACQUIRED ON 02/09/12	**- 15,574.02** 15,574 02	15,834.55	260.53	0.00
08/14/12	30.000	**VANGUARD INTERMEDIATE TERM B** 30 0000 UNITS ACQUIRED ON 02/09/12	**- 2,624.83** 2,624.83	2,671.73	46.90	0.00

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
12/24/12	39.000	**VANGUARD INTERMEDIATE TERM B** 39 0000 UNITS ACQUIRED ON 11/16/12	**- 3,529.64** 3,529 64	3,496.66	- 32.98	0.00
02/14/12	160.000	**VANGUARD MSCI EMERGING MARKETS ETF** 160 0000 UNITS ACQUIRED ON 07/26/11	**- 7,832.91** 7,832 91	7,059.12	- 773.79	0.00
11/21/12	187.000	**VANGUARD MSCI EMERGING MARKETS ETF** 187 0000 UNITS ACQUIRED ON 07/26/11	**- 9,154.72** 9,154.72	7,550.63	0.00	- 1,604.09
12/24/12	72.000	**VANGUARD MSCI EMERGING MARKETS ETF** 29.0000 UNITS ACQUIRED ON 01/15/10 43 0000 UNITS ACQUIRED ON 07/26/11	**- 3,315.24** 1,210.15 2,105.09	3,181.34	0.00	- 133.90
02/14/12	120.000	**VANGUARD REIT VIPER** 35 0000 UNITS ACQUIRED ON 10/24/11 30.0000 UNITS ACQUIRED ON 12/22/11 55.0000 UNITS ACQUIRED ON 01/15/10	**- 6,195.22** 1,975 73 1,764.89 2,454 60	7,507.98	326.21	986.55
08/14/12	65.000	**VANGUARD REIT VIPER** 65 0000 UNITS ACQUIRED ON 01/15/10	**- 2,853.87** 2,853.87	4,273.32	0.00	1,419.45
02/14/12	32.000	**VANGUARD SHORT TERM BOND ETF** 32 0000 UNITS ACQUIRED ON 08/26/11	**- 2,616.31** 2,616 31	2,596.73	- 19.58	0.00
08/14/12	47.000	**VANGUARD SHORT TERM BOND ETF** 47 0000 UNITS ACQUIRED ON 08/26/11	**- 3,842.71** 3,842 71	3,811.99	- 30.72	0.00
12/24/12	91.000	**VANGUARD SHORT TERM BOND ETF** 91 0000 UNITS ACQUIRED ON 10/20/10	**- 7,460.06** 7,460 06	7,384.49	0.00	- 75.57
08/21/12	13.000	**WALT DISNEY CO** 13.0000 UNITS ACQUIRED ON 06/28/12	**- 614.64** 614 64	653.39	38.75	0.00
07/03/12	34.000	**WYNN RESORTS LTD** 34 0000 UNITS ACQUIRED ON 06/22/11	**- 4,586.26** 4,586 26	3,419.66	0.00	- 1,166.60
12/24/12	10.000	**3M CO** 10 0000 UNITS ACQUIRED ON 06/28/12	**- 861.90** 861 90	934.38	72.48	0.00
Total This Period			**- $440,959.83**	**$458,412.75**	**$3,969.81**	**$13,483.11**

Gain/Loss information is un-audited and should not be used for tax preparation, estate and/or retirement planning purposes