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Form 990-PF

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

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation: KEYES FAMILY FOUNDATION. A Employer identification number: 20-8023048. B Telephone number: (see instructions). C If exemption application is pending, check here. D 1. Foreign organizations, check here. D 2. Foreign organizations meeting the 85% test, check here and attach computation. E If private foundation status was terminated under section 507(b)(1)(A), check here. 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) (see instructions))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Excess of revenue over expenses and disbursements (27a) and Net investment income (27b).

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing		-1		
	2 Savings and temporary cash investments	17,374	14,689		14,689
	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 (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges	1,774	1,068		1,068
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	2,802,566	2,612,983		2,714,970
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,821,714	2,628,739		2,730,727	
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 (attach schedule)				
	22 Other liabilities (describe ▶ _____)				
23 Total liabilities (add lines 17 through 22)			0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	2,821,714	2,628,739		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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 (see page 17 of the instructions)	2,821,714	2,628,739			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,821,714	2,628,739			

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	2,821,714
2	Enter amount from Part I, line 27a	2	-192,975
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	2,628,739
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,628,739

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			

(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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	
	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			

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 page 18 of 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	125,905	2,770,143	0.045451
2010	118,649	2,697,439	0.043986
2009	130,760	2,387,699	0.054764
2008	160,536	2,611,476	0.061473
2007	119	3,022,428	0.000039

2	Total of line 1, column (d).	2	0.205713
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	0.041143
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,733,657
5	Multiply line 4 by line 3.	5	112,471
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	706
7	Add lines 5 and 6.	7	113,177
8	Enter qualifying distributions from Part XII, line 4.	8	156,717

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	706
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	
3	Add lines 1 and 2.	3	706
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	706
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,774
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	1,774
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	1,068
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ▶ 1,068 Refunded ▶	11	

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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO, FL		
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? <i>If "No," attach explanation .</i>	Yes	
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)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

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 No
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 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes
Website address N/A
14 The books are in care of PAUL L KEYES Telephone no (941) 383-7371
Located at 5941 GULF OF MEXICO DR LONGBOAT KEY FL ZIP+4 34228
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here 15
and enter the amount of tax-exempt interest received or accrued during the year
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 No
See 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.
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 page 20 of the instructions)? 1b No
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
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 20, 20, 20, 20
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). 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 20, 20, 20, 20
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.). 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
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 No

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)? (see instructions). 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)? Yes No

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? 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? Yes No

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? Yes No

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 (see instructions).

(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
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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.

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

3 Five highest-paid independent contractors for professional services (see instructions). 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. **▶**

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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 page 24 of the instructions	
3	

Total. Add lines 1 through 3. **▶**

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	2,731,539
b	Average of monthly cash balances.	1b	42,679
c	Fair market value of all other assets (see instructions).	1c	1,068
d	Total (add lines 1a, b, and c).	1d	2,775,286
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	2,775,286
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	41,629
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,733,657
6	Minimum investment return. Enter 5% of line 5.	6	136,683

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	136,683
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	706
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	706
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	135,977
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	135,977
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	135,977

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	156,717
b	Program-related investments—total from Part IX-B.	1b	
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	156,717
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 (see instructions).	5	706
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	156,011

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				135,977
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			129,149	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>156,717</u>				
a Applied to 2011, but not more than line 2a			129,149	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				27,568
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				108,409
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

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

1a 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a 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 organization 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))

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

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

Check here 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 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	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 130,000
b <i>Approved for future payment</i>				
Total				3b

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

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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements






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 Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

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 or fiduciary) is based on all information of which preparer has any knowledge Signature of officer or trustee Date Title

Paid Preparer Use Only Print/Type preparer's name Preparer's Signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no

Form 990PF Part VIII Line 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
PAUL L KEYES  5941 GULF OF MEXICO DR LONGBOAT KEY, FL 34228	PRESIDENT 1 00	0	0	0
SALLY R KEYES  5941 GULF OF MEXICO DR LONGBOAT KEY, FL 34228	SECRETARY/TR 1 00	0	0	0
TIMOTHY P KEYES  64 ABBOTSFORD RD NORTH PLAINFIELD, NJ 07062	DIRECTOR 1 00	0	0	0
DIANA L KEYES  705 FAIRVIEW RD GEORGETOWN, TX 78628	DIRECTOR 1 00	0	0	0
JAMES L SMITH  80 E CORYDON STREET BRADFORD, PA 16701	DIRECTOR 1 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CRESENT AVE PRESBY CHURCH 716 WATCHUNG AVENUE PLAINFIELD, NJ 07060			SCHOOL BUS/TRANSPORTATION	20,000
MOM'S HOUSE 770 HARRY L DRIVE JOHNSON CITY, NY 13790			SINGLE PARENT EDUCATION	20,000
MAYO CLINIC ROCHESTER DEPARTMENT OF DEVELOPMENT 200 FIRST STREET SW ROCHESTER, MN 55905			ALZHEIMERS RESEARCH	35,000
TIM KEYES CONSORT A NJ NO C/O CRESCENT AVE PRESBY 716 WATCHUNG AVENUE PLAINFIELD, NJ 07060			MUSIC EDUCATION	20,000
THE GEORGETOWN PROJECT 1003 ASH STREET PO BOX 197 GEORGETOWN, TX 78627			KIDS HEALTH/WELFARE	20,000
OUR DAILY BREAD OF BRADENTON PO BOX 6211 BRADENTON, FL 34206			FOOD KITCHEN	15,000
Total				130,000

TY 2012 Accounting Fees Schedule

Name: KEYES FAMILY FOUNDATION

EIN: 20-8023048

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEES	775	581		194
OTHER	4,750	475		4,275

TY 2012 Compensation Explanation

Name: KEYES FAMILY FOUNDATION

EIN: 20-8023048

Person Name	Explanation
PAUL L KEYES	
SALLY R KEYES	
TIMOTHY P KEYES	
DIANA L KEYES	
JAMES L SMITH	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: KEYES FAMILY FOUNDATION

EIN: 20-8023048

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
90 SHS METLIFE INC	2011-03	PURCHASE	2012-01		2,902	4,131			-1,229	
25 SHS METLIFE INC	2011-04	PURCHASE	2012-01		806	1,115			-309	
15 SHS BORGWARNER INC	2011-02	PURCHASE	2012-01		993	1,189			-196	
40 SHS LIMITED BRANDS INC	2011-01	PURCHASE	2012-01		1,571	1,174			397	
25 SHS PEPSICO INC	2011-10	PURCHASE	2012-01		1,637	1,551			86	
20 SHS PEPSICO INC	2011-11	PURCHASE	2012-01		1,309	1,265			44	
20 SHS CELGENE CORP	2011-03	PURCHASE	2012-01		1,353	1,151			202	
30 SHS LYONDELLBASELL INDU-CL A	2011-06	PURCHASE	2012-01		1,041	1,256			-215	
25 SHS LIMITED BRANDS INC	2011-04	PURCHASE	2012-01		975	874			101	
25 SHS LIMITED BRANDS INC	2011-07	PURCHASE	2012-01		975	1,011			-36	
35 SHS LIMITED BRANDS INC	2011-08	PURCHASE	2012-01		1,365	1,327			38	
25 SHS CONOCOPHILLIPS	2011-07	PURCHASE	2012-01		1,803	1,846			-43	
25 SHS CONOCOPHILLIPS	2011-09	PURCHASE	2012-01		1,803	1,603			200	
20 SHS ROCKWELL AUTOMATION INC	2011-02	PURCHASE	2012-01		1,559	1,772			-213	
45 SHS WATSON PHARMACEUTICALS INC	2012-01	PURCHASE	2012-01		2,520	2,870			-350	
20 SHS CELGENE CORP	2011-05	PURCHASE	2012-01		1,461	1,210			251	
55 SHS TYSON FOODS INC-CL A	2011-05	PURCHASE	2012-01		1,027	1,092			-65	
55 SHS LOWE'S COS INC	2011-02	PURCHASE	2012-01		1,477	1,353			124	
50 SHS LOWE'S COS INC	2011-05	PURCHASE	2012-01		1,343	1,281			62	
5 SHS PROCTER & GAMBLE CO	2011-04	PURCHASE	2012-01		314	319			-5	
20 SHS PROCTER & GAMBLE CO	2011-04	PURCHASE	2012-01		1,258	1,299			-41	
25 SHS MARATHON PETROLEUM CORP	2011-02	PURCHASE	2012-02		1,028	978			50	
5 SHS MARATHON PETROLEUM CORP	2011-08	PURCHASE	2012-02		206	224			-18	
18 SHS MARATHON PETROLEUM CORP	2011-08	PURCHASE	2012-02		740	806			-66	
50 SHS LYONDELLBASELL INDU-CL A	2011-06	PURCHASE	2012-02		2,165	2,093			72	
20 SHS FMC TECHNOLOGIES INC	2011-06	PURCHASE	2012-02		1,059	877			182	
17 SHS VF CORP	2011-07	PURCHASE	2012-02		2,267	1,982			285	
10 SHS GOODRICH CORP	2011-05	PURCHASE	2012-02		1,254	900			354	
25 SHS MARATHON PETROLEUM CORP	2011-08	PURCHASE	2012-02		1,093	1,119			-26	
40 SHS GENERAL MOTORS CO	2011-06	PURCHASE	2012-02		1,032	1,156			-124	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
20 SHS ACCENTURE PLC-CL A	2011-02	PURCHASE	2012-02		1,149	1,077			72	
2 SHS ACCENTURE PLC-CL A	2011-04	PURCHASE	2012-02		115	111			4	
25 SHS JOHNSON CONTROLS INC	2011-07	PURCHASE	2012-02		824	1,012			-188	
40 SHS MARATHON PETROLEUM CORP	2011-08	PURCHASE	2012-02		1,742	1,790			-48	
50 SHS GENERAL MILLS INC	2011-05	PURCHASE	2012-02		1,988	1,989			-1	
9 SHS GOODRICH CORP	2011-05	PURCHASE	2012-02		1,130	810			320	
18 SHS ACCENTURE PLC-CL A	2011-04	PURCHASE	2012-02		1,046	995			51	
8 SHS VF CORP	2011-10	PURCHASE	2012-02		1,148	966			182	
30 SHS ESTEE LAUDER COMPANIES-CL	2011-10	PURCHASE	2012-02		1,668	1,339			329	
75 SHS DELL INC	2011-09	PURCHASE	2012-02		1,365	1,055			310	
5 SHS MONSANTO CO	2011-02	PURCHASE	2012-02		388	355			33	
105 SHS CMS ENERGY CORP	2011-08	PURCHASE	2012-02		2,273	2,053			220	
80 SHS CMS ENERGY CORP	2011-10	PURCHASE	2012-02		1,732	1,686			46	
40 SHS GENERAL MOTORS CO	2011-06	PURCHASE	2012-02		1,050	1,156			-106	
25 SHS GENERAL MOTORS CO	2011-06	PURCHASE	2012-02		656	751			-95	
10 SHS GENERAL MOTORS CO	2011-06	PURCHASE	2012-02		262	300			-38	
25 SHS MOODY'S CORP	2011-04	PURCHASE	2012-03		935	907			28	
125 SHS SEAGATE TECHNOLOGY	2011-11	PURCHASE	2012-03		3,546	1,991			1,555	
100 SHS CBRE GROUP INC	2011-08	PURCHASE	2012-03		2,024	2,188			-164	
100 SHS CBRE GROUP INC	2011-09	PURCHASE	2012-03		2,024	1,333			691	
17 SHS GOLDMAN SACHS GROUP INC	2011-12	PURCHASE	2012-03		2,155	1,547			608	
35 SHS MOODY'S CORP	2011-04	PURCHASE	2012-03		1,459	1,270			189	
20 SHS LAS VEGAS SANDS CORP	2011-08	PURCHASE	2012-03		1,155	862			293	
20 SHS LAS VEGAS SANDS CORP	2011-08	PURCHASE	2012-03		1,154	936			218	
45 SHS UNITEDHEALTH GROUP INC	2011-06	PURCHASE	2012-03		2,435	2,352			83	
20 SHS TRANSOCEAN LTD	2011-07	PURCHASE	2012-03		1,101	1,248			-147	
25 SHS CIT GROUP INC	2011-12	PURCHASE	2012-03		1,036	840			196	
50 SHS METLIFE INC	2011-04	PURCHASE	2012-03		1,907	2,208			-301	
25 SHS METLIFE INC	2011-08	PURCHASE	2012-03		953	890			63	
35 SHS METLIFE INC	2011-08	PURCHASE	2012-03		1,335	1,184			151	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
20 SHS TRAVELERS COS INC/THE	2011-07	PURCHASE	2012-03		1,176	1,130			46	
65 SHS ILLUMINA INC	2011-12	PURCHASE	2012-04		3,364	1,904			1,460	
14 SHS SALESFORCE COM INC	2011-12	PURCHASE	2012-04		2,166	1,629			537	
25 SHS GENERAL MILLS INC	2011-05	PURCHASE	2012-04		964	996			-32	
40 SHS GENERAL MILLS INC	2011-08	PURCHASE	2012-04		1,542	1,464			78	
25 SHS GENERAL MILLS INC	2011-10	PURCHASE	2012-04		971	975			-4	
40 SHS GENERAL MILLS INC	2011-11	PURCHASE	2012-04		1,554	1,535			19	
45 SHS GENERAL MILLS INC	2012-01	PURCHASE	2012-04		1,748	1,802			-54	
110 SHS NEXEN INC	2012-02	PURCHASE	2012-04		2,095	1,925			170	
35 SHS MOODY'S CORP	2011-06	PURCHASE	2012-04		1,482	1,363			119	
30 SHS MOODY'S CORP	2011-06	PURCHASE	2012-04		1,270	1,139			131	
18 SHS PERRIGO INC	2011-11	PURCHASE	2012-04		1,908	1,624			284	
12 SHS PERR'IGO INC	2011-11	PURCHASE	2012-04		1,272	1,080			192	
20 SHS EXPRESS SCRIPTS HOLDING CO	2011-04	PURCHASE	2012-04		1,139	1,111			28	
20 SHS EXPRESS SCRIPTS HOLDING CO	2011-05	PURCHASE	2012-04		1,139	1,201			-62	
20 SHS EXPRESS SCRIPTS HOLDING CO	2011-05	PURCHASE	2012-04		1,139	1,180			-41	
25 SHS EXPRESS SCRIPTS HOLDING CO	2012-01	PURCHASE	2012-04		1,423	1,172			251	
25 SHS EXPRESS SCRIPTS HOLDING CO	2012-02	PURCHASE	2012-04		1,423	1,299			124	
50 SHS MARVELL TECHNOLOGY GROUP	2011-09	PURCHASE	2012-04		741	759			-18	
36 SHS POTASH CORP OF SASKATCH	2011-05	PURCHASE	2012-04		1,588	1,958			-370	
20 SHS POTASH CORP OF SASKATCH	2011-05	PURCHASE	2012-04		882	1,026			-144	
250 SHS MORGAN STANLEY	2011-12	PURCHASE	2012-05		4,086	4,127			-41	
125 SHS MORGAN STANLEY	2012-04	PURCHASE	2012-05		2,043	2,136			-93	
19 SHS GILEAD SCIENCES INC	2011-08	PURCHASE	2012-05		932	712			220	
20 SHS VERTEX PHARMACEUTICALS INC	2012-02	PURCHASE	2012-05		1,222	742			480	
40 SHS TRW AUTOMOTIVE HOLDINGS CO	2011-06	PURCHASE	2012-05		1,583	2,153			-570	
5 SHS TRW AUTOMOTIVE HOLDINGS COR	2011-10	PURCHASE	2012-05		198	219			-21	
30 SHS DOLLAR GENERAL CORP	2011-09	PURCHASE	2012-05		1,474	1,135			339	
160 SHS GENERAL ELECTRIC CO	2012-05	PURCHASE	2012-06		2,904	3,152			-248	
115 SHS LIBERTY INTERACTIVE CORP-A	2012-03	PURCHASE	2012-06		1,848	2,131			-283	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
30 SHS POTASH CORP OF SASKATCHEW	2012-01	PURCHASE	2012-06		1,108	1,259			-151	
25 SHS POTASH CORP OF SASKATCHEW	2012-01	PURCHASE	2012-06		923	1,132			-209	
85 SHS CORNING INC	2011-08	PURCHASE	2012-06		1,088	1,282			-194	
75 SHS CORNING INC	2011-08	PURCHASE	2012-06		960	1,066			-106	
75 SHS CBRE GROUP INC	2011-12	PURCHASE	2012-06		1,219	1,144			75	
75 SHS CBRE GROUP INC	2012-02	PURCHASE	2012-06		1,219	1,389			-170	
30 SHS LYONDELLBASELL INDU-CL A	2011-06	PURCHASE	2012-06		1,150	593			557	
34 SHS CISCO SYSTEMS INC	2012-02	PURCHASE	2012-06		571	680			-109	
70 SHS ROYAL CARIBBEAN CRUISES	2012-04	PURCHASE	2012-06		1,729	1,981			-252	
15 SHS DEVON ENERGY CORPORATION	2012-05	PURCHASE	2012-06		853	969			-116	
50 SHS MARVELL TECHNOLOGY GROUP	2011-09	PURCHASE	2012-06		586	759			-173	
75 SHS "MARVELL TECHNOLOGY GROUP	2011-10	PURCHASE	2012-06		879	999			-120	
75 SHS MARVELL TECHNOLOGY GROUP	2011-10	PURCHASE	2012-06		879	1,055			-176	
75 SHS "MARVELL TECHNOLOGY GROUP	2011-12	PURCHASE	2012-06		879	1,037			-158	
150 SHS MARVELL TECHNOLOGY GROUP	2012-05	PURCHASE	2012-06		1,758	2,055			-297	
15 SHS AT&T INC	2011-12	PURCHASE	2012-06		524	431			93	
35 SHS APOLLO GROUP INC-CL A	2012-01	PURCHASE	2012-06		1,136	1,861			-725	
75 SHS BP PLC-SPONS ADR	2011-08	PURCHASE	2012-06		2,825	2,979			-154	
18 SHS BOEING CO/THE	2011-11	PURCHASE	2012-06		1,279	1,160			119	
27 SHS BOEING CO/THE	2011-11	PURCHASE	2012-06		1,918	1,808			110	
45 SHS COGNIZANT TECH SOLUTIONS-A	2012-04	PURCHASE	2012-06		2,605	3,389			-784	
20 SHS COACH I NC	2012-04	PURCHASE	2012-06		1,155	1,472			-317	
55 SHS CENTERPOINT ENERGY INC	2011-10	PURCHASE	2012-06		1,115	1,162			-47	
55 SHS CIT GROUP INC	2011-12	PURCHASE	2012-06		1,889	1,847			42	
20 SHS COVIDIEN PLC	2011-07	PURCHASE	2012-06		1,045	1,036			9	
66 SHS CISCO SYSTEMS INC	2011-12	PURCHASE	2012-06		1,117	1,224			-107	
20 SHS DTE ENERGY COMPANY	2011-08	PURCHASE	2012-06		1,163	953			210	
75 SHS DELTA AIR LINES INC	2011-07	PURCHASE	2012-06		789	605			184	
20 SHS DOLLAR GENERAL CORP	2011-09	PURCHASE	2012-06		1,064	756			308	
15 SHS EDISON INTERNATIONAL	2012-02	PURCHASE	2012-06		670	627			43	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
30 SHS EMERSON ELECTRIC CO	2012-01	PURCHASE	2012-06		1,335	1,554			-219	
25 SHS EMERSON ELECTRIC CO	2012-01	PURCHASE	2012-06		1,113	1,285			-172	
20 SHS EMERSON ELECTRIC CO	2012-02	PURCHASE	2012-06		890	1,046			-156	
18 SHS F5 NETWORKS INC	2012-04	PURCHASE	2012-06		1,727	2,200			-473	
2 SHS F5 NETWORKS INC	2012-05	PURCHASE	2012-06		192	220			-28	
5 SHS FMC TECHNOLOGIES INC	2011-08	PURCHASE	2012-06		189	222			-33	
55 SHS FREEPORT-MCMORAN COPPER	2012-01	PURCHASE	2012-06		1,738	2,298			-560	
50 SHS GENERAL MOTORS CO	2011-09	PURCHASE	2012-06		996	1,100			-104	
51 SHS GILEAD SCIENCES INC	2011-08	PURCHASE	2012-06		2,562	1,911			651	
30 SHS INFORMATICA CORPORATION	2012-02	PURCHASE	2012-06		1,260	1,393			-133	
5 SHS ILLUMINA INC	2011-12	PURCHASE	2012-06		199	146			53	
15 SHS ILLUMINA INC	2012-01	PURCHASE	2012-06		598	483			115	
45 SHS HARLEY DAVIDSON INC	2011-10	PURCHASE	2012-06		2,156	1,671			485	
25 SHS HELMERICH & PAYNE	2012-05	PURCHASE	2012-06		984	1,140			-156	
20 SHS HERSHEY CO/THE	2011-12	PURCHASE	2012-06		1,368	1,187			181	
45 SHS INTEL CORP	2012-06	PURCHASE	2012-06		1,172	1,175			-3	
10 SHS INTEL CORP	2012-06	PURCHASE	2012-06		260	274			-14	
15 SHS ESTEE LAUDER COMPANIES-CL	2012-06	PURCHASE	2012-06		808	805			3	
15 SHS LORILLARD INC	2011-08	PURCHASE	2012-06		1,931	1,625			306	
30 SHS LYONDELLBASELL INDU-CL A	2011-11	PURCHASE	2012-06		1,174	861			313	
8 SHS LINKEDIN CORP - A	2012-06	PURCHASE	2012-06		824	714			110	
40 SHS LEUCADIA NATIONAL CO	2012-04	PURCHASE	2012-06		813	976			-163	
175 SHS MGM RESORTS INTERNATIONAL	2012-01	PURCHASE	2012-06		1,836	1,913			-77	
25 SHS MCKESSON CORP	2012-03	PURCHASE	2012-06		2,276	2,060			216	
40 SHS MACY'S INC	2012-06	PURCHASE	2012-06		1,353	1,449			-96	
35 SHS MARATHON PETROLEUM CORP	2011-09	PURCHASE	2012-06		1,447	1,056			391	
150 SHS MICRON TECHNOLOGY INC	2011-10	PURCHASE	2012-06		839	851			-12	
21 SHS NATIONAL - OILWELL INC	2012-02	PURCHASE	2012-06		1,260	1,754			-494	
14 SHS NATIONAL - OILWELL INC	2012-02	PURCHASE	2012-06		840	1,174			-334	
55 SHS NEWELL RUBBERMAID INC	2011-11	PURCHASE	2012-06		969	855			114	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
20 SHS ANADARKO PETROLEUM CORP	2011-08	PURCHASE	2012-07		1,423	1,642			-219	
15 SHS ANADARKO PETROLEUM CORP	2011-09	PURCHASE	2012-07		1,067	1,035			32	
25 SHS EMERSON ELECTRIC CO	2012-03	PURCHASE	2012-07		1,158	1,296			-138	
25 SHS EMERSON ELECTRIC CO	2012-03	PURCHASE	2012-07		1,158	1,284			-126	
310 SHS OVERLAY A PORTFOLIO	2012-06	PURCHASE	2012-07		3,100	3,069			31	
0 SHS CLASS 1		PURCHASE								
325 SHS OVERLAY B PORTFOLIO	2012-06	PURCHASE	2012-07		3,500	3,461			39	
0 279 SHS CLASS 1		PURCHASE								
15 SHS COVIDIEN PLC	2011-08	PURCHASE	2012-07		765	686			79	
35 SHS EMERSON ELECTRIC CO	2012-04	PURCHASE	2012-07		1,595	1,782			-187	
20 SHS EMERSON ELECTRIC CO	2012-04	PURCHASE	2012-07		911	1,024			-113	
30 SHS INFORMATICA CORPORATION	2012-06	PURCHASE	2012-07		835	1,301			-466	
10 SHS HERSHEY CO/THE	2011-12	PURCHASE	2012-07		705	593			112	
6 SHS PRECISION CASTPARTS CORP	2011-07	PURCHASE	2012-07		959	983			-24	
4 SHS PRECISION CASTPARTS CORP	2011-10	PURCHASE	2012-07		640	609			31	
10 SHS STRYKER CORP	2012-01	PURCHASE	2012-07		514	521			-7	
20 SHS STRYKER CORP	2012-01	PURCHASE	2012-07		1,028	1,048			-20	
20 SHS STRYKER CORP	2012-02	PURCHASE	2012-07		1,028	1,113			-85	
47 SHS OVERLAY B PORTFOLIO	2012-06	PURCHASE	2012-07		514	505			9	
0 46 SHS CLASS 1		PURCHASE								
14 SHS GILEAD SCIENCES INC	2011-08	PURCHASE	2012-07		768	540			228	
5 SHS GILEAD SCIENCES INC	2011-08	PURCHASE	2012-08		290	193			97	
20 SHS GILEAD SCIENCES INC	2011-08	PURCHASE	2012-08		1,161	772			389	
25 SHS PVH CORP	2011-10	PURCHASE	2012-08		1,953	1,649			304	
15 SHS PVH CORP	2011-10	PURCHASE	2012-08		1,172	1,087			85	
65 SHS APPLIED MATERIALS INC	2011-10	PURCHASE	2012-08		772	752			20	
45 SHS GANNETT CO	2011-09	PURCHASE	2012-08		680	449			231	
40 SHS COVIDIEN PLC	2011-11	PURCHASE	2012-08		2,277	1,810			467	
25 SHS COVIDIEN PLC	2011-11	PURCHASE	2012-08		1,423	1,076			347	
25 SHS COVIDIEN PLC	2012-01	PURCHASE	2012-08		1,423	1,234			189	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
20 SHS GOLDMAN SACHS GROUP INC	2012-02	PURCHASE	2012-08		2,056	2,304			-248	
60 SHS CENTERPOINT ENERGY INC	2011-02	PURCHASE	2012-08		1,233	1,121			112	
15 SHS LYONDELLBASELL INDU-CL A	2011-11	PURCHASE	2012-08		734	430			304	
35 SHS FREEPORT-MCMORAN COPPER	2012-01	PURCHASE	2012-08		1,269	1,537			-268	
25 SHS FREEPORT-MCMORAN COPPER	2012-01	PURCHASE	2012-08		907	1,095			-188	
25 SHS LAS VEGAS SANDS CORP	2012-01	PURCHASE	2012-08		1,083	1,224			-141	
20 SHS LAS VEGAS SANDS CORP	2012-02	PURCHASE	2012-08		866	1,061			-195	
10 SHS LAS VEGAS SANDS CORP	2012-05	PURCHASE	2012-08		433	489			-56	
20 SHS DTE ENERGY COMPANY	2012-07	PURCHASE	2012-08		1,173	1,205			-32	
36 SHS JPMORGAN CHASE & CO	2011-10	PURCHASE	2012-08		1,345	1,321			24	
450 SHS OVERLAY A PORTFOLIO	2012-06	PURCHASE	2012-09		4,600	4,460			140	
0 539 SHS CLASS 1		PURCHASE								
357 SHS OVERLAY B PORTFOLIO	2012-06	PURCHASE	2012-09		3,900	3,807			93	
0 798 SHS CLASS 1		PURCHASE								
25 SHS FREEPORT-MCMORAN COPPER	2012-02	PURCHASE	2012-09		905	1,104			-199	
75 SHS APPLIED MATERIALS INC	2011-10	PURCHASE	2012-09		869	867			2	
15 SHS VERTEX PHARMACEUTICALS INC	2012-02	PURCHASE	2012-09		834	556			278	
25 SHS LAM RESEARCH CORP	2011-11	PURCHASE	2012-09		858	1,053			-195	
90 SHS NEWELL RUBBERMAID INC	2011-11	PURCHASE	2012-09		1,749	1,399			350	
55 SHS NEWELL RUBBERMAID INC	2012-05	PURCHASE	2012-09		1,069	1,013			56	
15 SHS ILLUMINA INC	2012-01	PURCHASE	2012-09		716	483			233	
50 SHS CENTURYLINK INC	2011-09	PURCHASE	2012-09		2,098	1,643			455	
50 SHS CENTURYLINK INC	2011-10	PURCHASE	2012-09		2,098	1,730			368	
10 SHS OCEANEERING INTL INC	2012-05	PURCHASE	2012-09		571	478			93	
68 SHS WELLS FARGO & COMPANY	2012-03	PURCHASE	2012-09		2,379	2,125			254	
15 SHS GILEAD SCIENCES INC	2012-03	PURCHASE	2012-09		1,000	694			306	
50 SHS GENERAL MOTORS CO	2011-11	PURCHASE	2012-09		1,141	1,124			17	
30 SHS GENERAL MOTORS CO	2011-11	PURCHASE	2012-09		684	690			-6	
50 SHS CISCO SYSTEMS INC	2011-12	PURCHASE	2012-10		953	927			26	
30 SHS LEUCADIA NATIONAL CO	2012-04	PURCHASE	2012-10		692	732			-40	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
40 SHS LEUCADIA NATIONAL CO	2012-04	PURCHASE	2012-10		922	975			-53	
18 SHS PERRIGO INC	2012-02	PURCHASE	2012-10		2,112	1,706			406	
70 SHS INTEL CORP	2012-06	PURCHASE	2012-10		1,580	1,921			-341	
10 SHS INTEL CORP	2012-06	PURCHASE	2012-10		226	276			-50	
18 SHS GILEAD SCIENCES INC	2012-06	PURCHASE	2012-10		1,254	833			421	
15 SHS UNITEDHEALTH GROUP INC	2012-07	PURCHASE	2012-10		863	838			25	
10 SHS TRANSOCEAN LTD	2011-11	PURCHASE	2012-10		455	497			-42	
40 SHS APOLLO GROUP INC-CL A	2012-01	PURCHASE	2012-10		847	2,127			-1,280	
35 SHS APOLLO GROUP INC-CL A	2012-05	PURCHASE	2012-10		741	1,191			-450	
10 SHS NATIONAL - OILWELL INC	2012-03	PURCHASE	2012-10		773	800			-27	
45 SHS GENERAL MOTORS CO	2011-11	PURCHASE	2012-10		1,065	1,036			29	
35 SHS GENERAL MOTORS CO	2011-11	PURCHASE	2012-10		828	734			94	
2 SHS PRICELINE COM INC	2012-05	PURCHASE	2012-10		1,162	1,294			-132	
33 SHS JPMORGAN CHASE & CO	2012-03	PURCHASE	2012-10		1,366	1,477			-111	
550 SHS OVERLAY A PORTFOLIO	2012-06	PURCHASE	2012-11		5,650	5,446			204	
146 SHS CLASS 1		PURCHASE								
703 SHS OVERLAY B PORTFOLIO	2012-06	PURCHASE	2012-11		7,700	7,489			211	
0 839 SHS CLASS 1		PURCHASE								
14 SHS MEAD JOHNSON NUTRITION CO	2012-10	PURCHASE	2012-11		929	1,021			-92	
8 SHS MEAD JOHNSON NUTRITION CO	2012-10	PURCHASE	2012-11		531	574			-43	
47 SHS OVERLAY B PORTFOLIO	2012-06	PURCHASE	2012-11		513	501			12	
109 SHS CLASS 1		PURCHASE								
55 SHS INTEL CORP	2012-06	PURCHASE	2012-11		1,155	1,516			-361	
105 SHS FORTUNE BRANDS HOME & SE	2012-01	PURCHASE	2012-11		2,937	1,876			1,061	
20 SHS EMERSON ELECTRIC CO	2012-04	PURCHASE	2012-11		1,005	1,024			-19	
25 SHS EMERSON ELECTRIC CO	2012-05	PURCHASE	2012-11		1,256	1,233			23	
60 SHS INTEL CORP	2012-06	PURCHASE	2012-11		1,233	1,654			-421	
15 SHS LAS VEGAS SANDS CORP	2012-05	PURCHASE	2012-11		652	733			-81	
7 SHS RACKSPACE HOSTING INC	2012-07	PURCHASE	2012-11		462	304			158	
5 SHS LAS VEGAS SANDS CORP	2012-05	PURCHASE	2012-12		235	244			-9	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
35 SHS LAS VEGAS SANDS CORP	2012-05	PURCHASE	2012-12		1,646	1,668			-22	
10 SHS COACH INC	2012-04	PURCHASE	2012-12		567	736			-169	
15 SHS COACH INC	2012-04	PURCHASE	2012-12		851	1,113			-262	
160 SHS MORGAN STANLEY	2012-04	PURCHASE	2012-12		2,840	2,366			474	
65 SHS MORGAN STANLEY	2012-07	PURCHASE	2012-12		1,154	812			342	
50 SHS GENERAL MOTORS CO	2012-04	PURCHASE	2012-12		1,239	1,152			87	
5 SHS COACH INC	2012-04	PURCHASE	2012-12		299	371			-72	
15 SHS COACH INC	2012-04	PURCHASE	2012-12		897	1,084			-187	
20 SHS OCEANEERING INTL INC	2012-05	PURCHASE	2012-12		1,074	956			118	
2 SHS CHIPOTLE MEXICAN GRILL-CL A	2012-07	PURCHASE	2012-12		574	764			-190	
1 SHS CHIPOTLE MEXICAN GRILL-CL A	2012-07	PURCHASE	2012-12		287	384			-97	
15 SHS LIMITED BRANDS INC	2011-01	PURCHASE	2012-01		589	451			138	
115 SHS MARATHON OIL CORP	2010-05	PURCHASE	2012-01		3,533	2,254			1,279	
10 SHS MARATHON OIL CORP	2010-06	PURCHASE	2012-01		307	204			103	
5 SHS GOOGLE INC-CL A	2007-03	PURCHASE	2012-01		3,104	2,296			808	
15 SHS ALLERGAN INC	2010-11	PURCHASE	2012-01		1,304	1,028			276	
25 SHS ACCENTURE PLC-CL A	2010-12	PURCHASE	2012-01		1,368	1,204			164	
35 SHS JOHNSON CONTROLS INC	2009-09	PURCHASE	2012-01		1,108	966			142	
35 SHS LOWE'S COS INC	2010-12	PURCHASE	2012-01		940	876			64	
15 SHS STARBUCKS CORP	2010-09	PURCHASE	2012-01		720	372			348	
25 SHS STARBUCKS CORP	2010-10	PURCHASE	2012-01		1,200	650			550	
12 SHS MARATHON PETROLEUM CORP	2010-06	PURCHASE	2012-02		494	326			168	
15 SHS UNITED PARCEL SERVICE-CL B	2010-08	PURCHASE	2012-02		1,150	969			181	
64 SHS INGERSOLL-RAND PLC	2010-03	PURCHASE	2012-02		2,321	2,212			109	
30 SHS INTUIT INC	2010-12	PURCHASE	2012-02		1,742	1,463			279	
60 SHS BROADCOM CORP-CL A	2009-11	PURCHASE	2012-02		2,224	1,608			616	
5 SHS DANAHER CORP	2009-06	PURCHASE	2012-02		261	155			106	
20 SHS DANAHER CORP	2009-07	PURCHASE	2012-02		1,044	579			465	
60 SHS GENERAL MOTORS CO	2010-11	PURCHASE	2012-02		1,549	2,040			-491	
15 SHS MONSANTO CO	2011-02	PURCHASE	2012-02		1,168	1,131			37	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
20 SHS JOHNSON CONTROLS INC	2009-09	PURCHASE	2012-02		659	552			107	
60 SHS JOHNSON CONTROLS INC	2009-11	PURCHASE	2012-02		1,978	1,553			425	
50 SHS DELL INC	2010-10	PURCHASE	2012-02		910	675			235	
35 SHS DOW CHEMICAL	2010-07	PURCHASE	2012-02		1,214	895			319	
26 SHS DOW CHEMICAL	2010-09	PURCHASE	2012-02		902	665			237	
15 SHS CITRIX SYSTEMS INC	2010-10	PURCHASE	2012-02		1,102	964			138	
15 SHS CITRIX SYSTEMS INC	2010-12	PURCHASE	2012-02		1,102	1,044			58	
15 SHS MONSANTO CO	2011-02	PURCHASE	2012-02		1,165	1,108			57	
29 SHS POTASH CORP OF SASKATCH	2011-01	PURCHASE	2012-02		1,350	1,672			-322	
5 SHS APPLE INC	2008-02	PURCHASE	2012-02		2,669	654			2,015	
6 SHS APPLE INC	2008-02	PURCHASE	2012-03		3,179	785			2,394	
50 SHS CENTURYLINK INC	2010-09	PURCHASE	2012-03		1,919	1,944			-25	
26 SHS JPMORGAN CHASE & CO	2009-05	PURCHASE	2012-03		1,022	912			110	
5 SHS GOLDMAN SACHS GROUP INC	2010-09	PURCHASE	2012-03		585	734			-149	
5 SHS GOLDMAN SACHS GROUP INC	2010-10	PURCHASE	2012-03		585	758			-173	
5 SHS GOLDMAN SACHS GROUP INC	2010-10	PURCHASE	2012-03		585	767			-182	
150 SHS DELTA AIR LINES INC	2011-01	PURCHASE	2012-03		1,464	1,755			-291	
75 SHS DELTA AIR LINES INC	2011-02	PURCHASE	2012-03		732	785			-53	
30 SHS DTE ENERGY COMPANY	2011-03	PURCHASE	2012-03		1,640	1,452			188	
40 SHS TRAVELERS COS INC/THE	2007-11	PURCHASE	2012-03		2,353	2,009			344	
40 SHS TRAVELERS COS INC/THE	2010-07	PURCHASE	2012-03		2,353	2,019			334	
25 SHS TRAVELERS COS INC/THE	2011-01	PURCHASE	2012-03		1,470	1,422			48	
30 SHS TRAVELERS COS INC/THE	2011-03	PURCHASE	2012-03		1,765	1,771			-6	
74 SHS DOW CHEMICAL	2010-09	PURCHASE	2012-03		2,515	1,894			621	
25 SHS DOW CHEMICAL	2010-11	PURCHASE	2012-03		850	818			32	
21 SHS DOW CHEMICAL	2011-01	PURCHASE	2012-03		714	730			-16	
5 SHS GOLDMAN SACHS GROUP INC	2010-10	PURCHASE	2012-04		585	787			-202	
5 SHS GOLDMAN SACHS GROUP INC	2010-11	PURCHASE	2012-04		585	848			-263	
25 SHS UNITED PARCEL SERVICE-CL B	2010-08	PURCHASE	2012-04		1,974	1,615			359	
15 SHS UNITED PARCEL-SERVICE-CL B	2010-09	PURCHASE	2012-04		1,185	1,019			166	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
25 SHS STARBUCKS CORP	2010-10	PURCHASE	2012-04		1,482	650			832	
16 SHS FLOWSERVE CORPORATION	2010-10	PURCHASE	2012-04		1,792	1,858			-66	
9 SHS FLOWSERVE CORPORATION	2010-11	PURCHASE	2012-04		1,008	958			50	
15 SHS BORGWARNER INC	2011-02	PURCHASE	2012-04		1,199	1,152			47	
25 SHS BROADCOM CORP-CL A	2010-09	PURCHASE	2012-04		905	878			27	
25 SHS BROADCOM CORP-CL A	2010-12	PURCHASE	2012-04		905	1,164			-259	
30 SHS BROADCOM CORP-CL A	2011-02	PURCHASE	2012-04		1,086	1,301			-215	
20 SHS EXPRESS SCRIPTS HOLDING CO	2010-11	PURCHASE	2012-04		1,139	1,056			83	
20 SHS EXPRESS SCRIPTS HOLDING CO	2011-03	PURCHASE	2012-04		1,139	1,135			4	
20 SHS EXPRESS SCRIPTS HOLDING CO	2011-03	PURCHASE	2012-04		1,139	1,053			86	
80 SHS ""MARVELL TECHNOLOGY GROUP	2010-10	PURCHASE	2012-04		1,186	1,466			-280	
45 SHS ""MARVELL TECHNOLOGY GROUP	2010-10	PURCHASE	2012-04		667	861			-194	
75 SHS ""MARVELL TECHNOLOGY GROUP	2011-03	PURCHASE	2012-04		1,112	1,169			-57	
75 SHS CONSTELLATION BRANDS INC-A	2009-08	PURCHASE	2012-04		1,650	1,084			566	
100 SHS CONSTELLATION BRANDS INC-A	2009-12	PURCHASE	2012-04		2,200	1,648			552	
15 SHS NORTHROP GRUMMAN CORP	2010-09	PURCHASE	2012-05		948	807			141	
55 SHS NORTHROP GRUMMAN CORP	2010-12	PURCHASE	2012-05		3,477	3,192			285	
1 SHS GILEAD SCIENCES INC	2010-02	PURCHASE	2012-05		49	46			3	
25 SHS QUALCOMM INC	2011-01	PURCHASE	2012-05		1,545	1,347			198	
13 SHS AMAZON COM INC	2010-07	PURCHASE	2012-05		2,981	1,597			1,384	
25 SHS EMC CORP/MASS	2009-09	PURCHASE	2012-05		643	425			218	
75 SHS EMC CORP/MASS	2009-10	PURCHASE	2012-05		1,929	1,255			674	
20 SHS QUALCOMM INC	2011-01	PURCHASE	2012-05		1,179	1,078			101	
5 SHS QUALCOMM INC	2011-02	PURCHASE	2012-05		295	286			9	
15 SHS UNITED PARCEL SERVICE-CL B	2010-09	PURCHASE	2012-05		1,116	1,019			97	
10 SHS UNITED PARCEL SERVICE-CL B	2010-10	PURCHASE	2012-05		744	699			45	
55 SHS MARATHON OIL CORP	2010-06	PURCHASE	2012-06		1,320	1,123			197	
75 SHS GENERAL ELECTRIC CO	2010-02	PURCHASE	2012-06		1,361	1,162			199	
90 SHS GENERAL ELECTRIC CO	2011-01	PURCHASE	2012-06		1,633	1,799			-166	
50 SHS GENERAL ELECTRIC CO	2011-03	PURCHASE	2012-06		907	993			-86	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
18 SHS JPMORGAN CHASE & CO	2009-11	PURCHASE	2012-06		558	774			-216	
16 SHS JPMORGAN CHASE & CO	2009-12	PURCHASE	2012-06		496	654			-158	
20 SHS JPMORGAN CHASE & CO	2010-08	PURCHASE	2012-06		621	750			-129	
25 SHS JPMORGAN CHASE & CO	2010-09	PURCHASE	2012-06		776	1,018			-242	
20 SHS JPMORGAN CHASE & CO	2011-03	PURCHASE	2012-06		621	928			-307	
20 SHS POTASH CORP OF SASKATCH	2011-05	PURCHASE	2012-06		739	1,045			-306	
100 SHS CORNING INC	2009-09	PURCHASE	2012-06		1,280	1,528			-248	
90 SHS CORNING INC	2011-04	PURCHASE	2012-06		1,152	1,825			-673	
14 SHS JPMORGAN CHASE & CO	2009-05	PURCHASE	2012-06		463	491			-28	
20 SHS JPMORGAN CHASE & CO	2009-05	PURCHASE	2012-06		662	737			-75	
30 SHS JPMORGAN CHASE & CO	2009-06	PURCHASE	2012-06		993	1,047			-54	
2 SHS JPMORGAN CHASE & CO	2009-07	PURCHASE	2012-06		66	66				
23 SHS JPMORGAN CHASE & CO	2009-07	PURCHASE	2012-06		772	757			15	
2 SHS JPMORGAN CHASE & CO	2009-11	PURCHASE	2012-06		67	86			-19	
19 SHS JPMORGAN CHASE & CO	2009-12	PURCHASE	2012-06		638	777			-139	
6 SHS JPMORGAN CHASE & CO	2009-12	PURCHASE	2012-06		201	250			-49	
10 SHS FLOWSERVE CORPORATION	2010-12	PURCHASE	2012-06		1,054	1,155			-101	
10 SHS DEVON ENERGY CORPORATION	2011-01	PURCHASE	2012-06		569	839			-270	
25 SHS DEVON ENERGY CORPORATION	2011-02	PURCHASE	2012-06		1,422	2,212			-790	
15 SHS DEVON ENERGY CORPORATION	2011-05	PURCHASE	2012-06		853	1,270			-417	
4 SHS APPLE INC	2008-09	PURCHASE	2012-06		2,350	508			1,842	
8 SHS AMAZON COM INC	2011-02	PURCHASE	2012-06		1,773	1,378			395	
3 SHS AMAZON COM INC	2011-02	PURCHASE	2012-06		665	562			103	
5 SHS APPLE INC	2008-09	PURCHASE	2012-06		2,910	635			2,275	
1 SHS JPMORGAN CHASE & CO	2009-12	PURCHASE	2012-06		686	792			-106	
40 SHS JPMORGAN CHASE & CO	2010-06	PURCHASE	2012-06		1,445	1,507			-62	
50 SHS JPMORGAN CHASE & CO	2010-06	PURCHASE	2012-06		1,806	1,934			-128	
25 SHS JPMORGAN CHASE & CO	2010-07	PURCHASE	2012-06		903	1,008			-105	
16 SHS JPMORGAN CHASE & CO	2010-08	PURCHASE	2012-06		578	580			-2	
6 SHS AMAZON COM INC	2011-02	PURCHASE	2012-06		1,317	1,123			194	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
60 SHS ASTRAZENECA PLC-SPONS AD	2010-05	PURCHASE	2012-06		2,563	2,524			39	
15 SHS ASTRAZENECA PLC-SPONS AD	2010-05	PURCHASE	2012-06		641	619			22	
65 SHS ALTRIA GROUP INC	2010-09	PURCHASE	2012-06		2,192	1,563			629	
25 SHS ALTRIA GROUP INC	2011-03	PURCHASE	2012-06		843	637			206	
80 SHS AT&T INC	2011-04	PURCHASE	2012-06		2,796	2,444			352	
10 SHS ALLERGAN INC	2010-11	PURCHASE	2012-06		899	685			214	
20 SHS ALLERGAN INC	2011-01	PURCHASE	2012-06		1,797	1,417			380	
19 SHS ANADARKO PETROLEUM CORP	2011-06	PURCHASE	2012-06		1,141	1,434			-293	
15 SHS APPLE INC	2008-09	PURCHASE	2012-06		8,561	1,905			6,656	
15 SHS BORGWARNER INC	2011-03	PURCHASE	2012-06		962	1,156			-194	
15 SHS CITRIX SYSTEMS INC	2011-01	PURCHASE	2012-06		1,173	1,033			140	
20 SHS CITRIX SYSTEMS INC	2011-05	PURCHASE	2012-06		1,565	1,646			-81	
25 SHS CENTURYLINK INC	2010-09	PURCHASE	2012-06		954	972			-18	
25 SHS CENTURYLINK INC	2011-03	PURCHASE	2012-06		954	1,023			-69	
25 SHS CENTURYLINK INC	2011-04	PURCHASE	2012-06		954	987			-33	
6 SHS COMCAST CORP-CLASS A	2010-03	PURCHASE	2012-06		182	101			81	
16 SHS COMCAST CORP-CLASS A	2010-03	PURCHASE	2012-06		485	280			205	
33 SHS COMCAST CORP-CLASS A	2010-04	PURCHASE	2012-06		1,001	624			377	
21 SHS COMCAST CORP-CLASS A	2010-05	PURCHASE	2012-06		637	417			220	
27 SHS COMCAST CORP-CLASS A	2010-06	PURCHASE	2012-06		819	486			333	
19 SHS COMCAST CORP-CLASS A	2011-01	PURCHASE	2012-06		576	434			142	
40 SHS COVIDIEN PLC	2011-05	PURCHASE	2012-06		2,090	2,238			-148	
40 SHS CITIGROUP INC	2011-02	PURCHASE	2012-06		1,070	1,967			-897	
45 SHS CITIGROUP INC	2011-03	PURCHASE	2012-06		1,204	2,086			-882	
15 SHS CITIGROUP INC	2011-03	PURCHASE	2012-06		401	688			-287	
15 SHS DTE ENERGY COMPANY	2011-03	PURCHASE	2012-06		872	726			146	
40 SHS DIRECTV-CLASS A	2011-01	PURCHASE	2012-06		1,874	1,672			202	
10 SHS DANAHER CORP	2009-07	PURCHASE	2012-06		506	290			216	
60 SHS DANAHER CORP	2009-09	PURCHASE	2012-06		3,033	2,063			970	
5 SHS DANAHER CORP	2010-02	PURCHASE	2012-06		253	183			70	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
5 SHS THE WALT DISNEY CO	2009-02	PURCHASE	2012-06		234	89			145	
50 SHS THE WALT DISNEY CO	2009-02	PURCHASE	2012-06		2,335	894			1,441	
20 SHS THE WALT DISNEY CO	2010-05	PURCHASE	2012-06		934	714			220	
17 SHS EOG RESOURCES INC	2010-05	PURCHASE	2012-06		1,443	1,860			-417	
8 SHS EOG RESOURCES INC	2010-08	PURCHASE	2012-06		679	688			-9	
50 SHS EMC CORP/MASS	2009-11	PURCHASE	2012-06		1,191	838			353	
25 SHS EMC CORP/MASS	2010-03	PURCHASE	2012-06		595	441			154	
10 SHS FLOWSERVE CORPORATION	2011-04	PURCHASE	2012-06		1,066	1,279			-213	
1 SHS FLOWSERVE CORPORATION	2011-04	PURCHASE	2012-06		107	127			-20	
30 SHS FMC TECHNOLOGIES INC	2011-06	PURCHASE	2012-06		1,132	1,316			-184	
15 SHS GOLDMAN SACHS GROUP INC	2011-03	PURCHASE	2012-06		1,368	2,446			-1,078	
7 SHS GOOGLE INC-CL A	2007-03	PURCHASE	2012-06		3,925	3,215			710	
1 SHS GOOGLE INC-CL A	2007-11	PURCHASE	2012-06		561	664			-103	
25 SHS GENERAL MOTORS CO	2011-06	PURCHASE	2012-06		498	751			-253	
50 SHS GANNETT CO	2010-09	PURCHASE	2012-06		660	619			41	
1 SHS GILEAD SCIENCES INC	2010-02	PURCHASE	2012-06		50	46			4	
25 SHS GILEAD SCIENCES INC	2010-03	PURCHASE	2012-06		1,256	1,158			98	
5 SHS HEWLETT-PACKARD CO	2008-01	PURCHASE	2012-06		98	211			-113	
25 SHS HEWLETT-PACKARD CO	2008-02	PURCHASE	2012-06		489	1,031			-542	
1 SHS HEWLETT-PACKARD CO	2008-04	PURCHASE	2012-06		20	47			-27	
80 SHS HEWLETT-PACKARD CO	2010-05	PURCHASE	2012-06		1,563	3,611			-2,048	
40 SHS HEWLETT-PACKARD CO	2010-06	PURCHASE	2012-06		782	1,849			-1,067	
34 SHS HEWLETT-PACKARD CO	2011-02	PURCHASE	2012-06		664	1,481			-817	
10 SHS INTUIT INC	2010-12	PURCHASE	2012-06		564	488			76	
25 SHS INTUIT INC	2011-01	PURCHASE	2012-06		1,409	1,190			219	
5 SHS INTUIT INC	2011-02	PURCHASE	2012-06		282	255			27	
34 SHS JPMORGAN CHASE & CO	2010-08	PURCHASE	2012-06		1,201	1,233			-32	
16 SHS JPMORGAN CHASE & CO	2010-10	PURCHASE	2012-06		565	602			-37	
80 SHS JOHNSON & JOHNSON	2010-06	PURCHASE	2012-06		5,320	4,756			564	
125 SHS KROGER CO	2010-11	PURCHASE	2012-06		2,836	2,935			-99	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
10 SHS MONSANTO CO	2011-02	PURCHASE	2012-06		779	709			70	
15 SHS MONSANTO CO	2011-03	PURCHASE	2012-06		1,168	1,024			144	
10 SHS MONSANTO CO	2011-04	PURCHASE	2012-06		779	698			81	
45 SHS MARATHON OIL CORP	2010-06	PURCHASE	2012-06		1,066	922			144	
20 SHS NOBLE ENERGY INC	2010-04	PURCHASE	2012-06		1,552	1,622			-70	
5 SHS NOBLE ENERGY INC	2010-04	PURCHASE	2012-06		388	393			-5	
1 SHS NVR INC	2009-06	PURCHASE	2012-06		801	500			301	
90 SHS ORACLE CORP	2010-09	PURCHASE	2012-06		2,484	2,462			22	
35 SHS ORACLE CORP	2010-09	PURCHASE	2012-06		966	946			20	
25 SHS PFIZER INC	2007-03	PURCHASE	2012-06		562	629			-67	
100 SHS PFIZER INC	2007-05	PURCHASE	2012-06		2,247	2,717			-470	
200 SHS PFIZER INC	2007-11	PURCHASE	2012-06		4,494	4,639			-145	
11 SHS PRECISION CASTPARTS CORP	2011-06	PURCHASE	2012-06		1,803	1,699			104	
15 SHS QUALCOMM INC	2011-02	PURCHASE	2012-06		803	859			-56	
20 SHS QUALCOMM INC	2011-02	PURCHASE	2012-06		1,071	1,174			-103	
15 SHS QUALCOMM INC	2011-03	PURCHASE	2012-06		803	775			28	
10 SHS QUALCOMM INC	2011-03	PURCHASE	2012-06		536	537			-1	
15 SHS ROCKWELL AUTOMATION INC	2011-03	PURCHASE	2012-06		973	1,303			-330	
15 SHS SCHLUMBERGER LTD	2007-11	PURCHASE	2012-06		901	1,437			-536	
50 SHS SCHLUMBERGER LTD	2008-11	PURCHASE	2012-06		3,003	2,463			540	
5 SHS SCHLUMBERGER LTD	2009-02	PURCHASE	2012-06		300	231			69	
30 SHS STARBUCKS CORP	2010-10	PURCHASE	2012-06		1,598	857			741	
25 SHS TIME WARNER CABLE	2009-04	PURCHASE	2012-06		1,924	728			1,196	
4 SHS TIME WARNER CABLE	2009-05	PURCHASE	2012-06		308	139			169	
16 SHS TIME WARNER CABLE	2009-06	PURCHASE	2012-06		1,231	501			730	
20 SHS UNITED PARCEL SERVICE-CL B	2010-10	PURCHASE	2012-06		1,529	1,397			132	
5 SHS UNITED PARCEL SERVICE-CL B	2010-10	PURCHASE	2012-06		382	349			33	
30 SHS UNITEDHEALTH GROUP INC	2011-06	PURCHASE	2012-06		1,731	1,568			163	
50 SHS VIACOM INC-CLASS B	2010-12	PURCHASE	2012-06		2,314	1,986			328	
10 SHS VIACOM INC-CLASS B	2010-12	PURCHASE	2012-06		463	387			76	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
42 SHS WELLS FARGO & COMPANY	2010-04	PURCHASE	2012-06		1,353	1,407			-54	
35 SHS WELLPOINT INC	2011-03	PURCHASE	2012-06		2,413	2,400			13	
30915 SHS BERNSTEIN INTERMEDIATE	2007-03	PURCHASE	2012-06		434,050	410,245			23,805	
0 242 SHS DURATION PORTFOLIO		PURCHASE								
895 SHS BERNSTEIN EMERGING MARKETS	2007-03	PURCHASE	2012-06		21,270	33,493			-12,223	
0 202 SHS PORTFOLIO		PURCHASE								
4543 SHS BERNSTEIN INTERNATIONAL	2007-03	PURCHASE	2012-06		54,345	117,414			-63,069	
0 896 SHS PORTFOLIO		PURCHASE								
6020 SHS ALLIANCEBERNSTEIN GLOBAL	2007-03	PURCHASE	2012-06		51,898	105,904			-54,006	
0 68 SHS REAL ESTATE INVT FD II		PURCHASE								
1539 SHS ALLIANCEBERNSTEIN GLOBAL	2007-11	PURCHASE	2012-06		13,269	25,800			-12,531	
0 379 SHS REAL ESTATE INVT FD II		PURCHASE								
3865 SHS ALLIANCEBERNSTEIN GLOBAL	2007-12	PURCHASE	2012-06		33,317	44,719			-11,402	
115 SHS REAL ESTATE INVT FD II		PURCHASE								
10 SHS CENTURYLINK INC	2011-04	PURCHASE	2012-07		395	395				
100 SHS GANNETT CO	2010-09	PURCHASE	2012-07		1,479	1,237			242	
5 SHS AMAZON COM INC	2011-03	PURCHASE	2012-07		1,140	831			309	
5 SHS AMAZON COM INC	2011-03	PURCHASE	2012-07		1,140	826			314	
677 SHS BERNSTEIN INTERNATIONAL	2007-03	PURCHASE	2012-07		8,500	17,501			-9,001	
0 291 SHS PORTFOLIO		PURCHASE								
0 21 SHS COMCAST CORP-CLASS A	2011-01	PURCHASE	2012-07		659	479			180	
4 SHS COMCAST CORP-CLASS A	2011-02	PURCHASE	2012-07		125	101			24	
10 SHS UNITED PARCEL SERVICE-CL B	2010-10	PURCHASE	2012-07		787	697			90	
10 SHS UNITED PARCEL SERVICE-CL B	2010-11	PURCHASE	2012-07		787	698			89	
25 SHS DANAHER CORP	2010-02	PURCHASE	2012-07		1,259	916			343	
10 SHS UNITED PARCEL SERVICE-CL B	2010-11	PURCHASE	2012-07		787	698			89	
15 SHS UNITED PARCEL SERVICE-CL B	2010-11	PURCHASE	2012-07		1,177	1,018			159	
15 SHS UNITED PARCEL SERVICE-CL B	2011-03	PURCHASE	2012-07		1,177	1,089			88	
11 SHS ANADARKO PETROLEUM CORP	2011-06	PURCHASE	2012-07		756	830			-74	
9 SHS ANADARKO PETROLEUM CORP	2011-06	PURCHASE	2012-07		618	659			-41	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
1202 SHS BERNSTEIN INTERMEDIATE	2007-03	PURCHASE	2012-07		17,000	15,954			1,046	
0 263 SHS DURATION PORTFOLIO		PURCHASE								
50 SHS PFIZER INC	2007-11	PURCHASE	2012-07		1,142	1,160			-18	
18 SHS TIME WARNER CABLE	2009-06	PURCHASE	2012-07		1,526	564			962	
7 SHS TIME WARNER CABLE	2009-12	PURCHASE	2012-07		594	297			297	
20 SHS DANAHER CORP	2010-02	PURCHASE	2012-07		1,013	733			280	
15 SHS BORGWARNER INC	2011-03	PURCHASE	2012-07		1,010	1,118			-108	
15 SHS BORGWARNER INC	2011-05	PURCHASE	2012-07		1,010	1,044			-34	
10 SHS EOG RESOURCES INC	2010-08	PURCHASE	2012-08		1,055	860			195	
1588 SHS ALLIANCEBERNSTEIN GLOBAL	2007-12	PURCHASE	2012-08		15,000	18,385			-3,385	
0 983 SHS REAL ESTATE INVNT FD II		PURCHASE								
621 SHS BERNSTEIN INTERNATIONAL	2007-03	PURCHASE	2012-08		8,000	16,062			-8,062	
0 601 SHS PORTFOLIO		PURCHASE								
10 SHS DANAHER CORP	2010-02	PURCHASE	2012-08		536	366			170	
20 SHS DANAHER CORP	2010-05	PURCHASE	2012-08		1,073	835			238	
20 SHS INTUIT INC	2011-02	PURCHASE	2012-08		1,199	1,018			181	
10 SHS ORACLE CORP	2010-09	PURCHASE	2012-08		316	270			46	
40 SHS ORACLE CORP	2010-10	PURCHASE	2012-08		1,265	1,137			128	
20 SHS QUALCOMM INC	2011-03	PURCHASE	2012-08		1,222	1,075			147	
10 SHS QUALCOMM INC	2011-03	PURCHASE	2012-08		611	540			71	
10 SHS THE WALT DISNEY CO	2010-05	PURCHASE	2012-08		504	357			147	
35 SHS THE WALT DISNEY CO	2010-05	PURCHASE	2012-08		1,762	1,243			519	
160 SHS APPLIED MATERIALS INC	2011-07	PURCHASE	2012-08		1,901	2,040			-139	
15 SHS EOG RESOURCES INC	2010-10	PURCHASE	2012-08		1,655	1,488			167	
10 SHS JOHNSON & JOHNSON	2010-06	PURCHASE	2012-08		685	595			90	
30 SHS CENTURYLINK INC	2011-08	PURCHASE	2012-08		1,250	1,023			227	
10 SHS CENTURYLINK INC	2011-08	PURCHASE	2012-08		417	345			72	
10 SHS EOG RESOURCES INC	2010-10	PURCHASE	2012-08		1,093	992			101	
9 SHS JPMORGAN CHASE & CO	2010-10	PURCHASE	2012-08		336	339			-3	
11 SHS VISA INC - CLASS A SHRS	2011-08	PURCHASE	2012-08		1,394	942			452	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
2 SHS GOOGLE INC-CL A	2007-11	PURCHASE	2012-08		1,365	1,328			37	
2 SHS GOOGLE INC-CL A	2008-01	PURCHASE	2012-09		1,365	1,160			205	
5 SHS APPLE INC	2008-09	PURCHASE	2012-09		3,360	635			2,725	
35 SHS BROADCOM CORP-CL A	2011-02	PURCHASE	2012-09		1,225	1,481			-256	
5 SHS BROADCOM CORP-CL A	2011-03	PURCHASE	2012-09		175	204			-29	
20 SHS COMCAST CORP-CLASS A	2011-02	PURCHASE	2012-09		674	505			169	
15 SHS FMC TECHNOLOGIES INC	2011-08	PURCHASE	2012-09		703	665			38	
1 SHS GOOGLE INC-CL A	2008-01	PURCHASE	2012-09		682	580			102	
45 SHS JOHNSON & JOHNSON	2010-06	PURCHASE	2012-09		3,027	2,675			352	
35 SHS JOHNSON & JOHNSON	2010-08	PURCHASE	2012-09		2,355	2,035			320	
25 SHS JOHNSON & JOHNSON	2010-09	PURCHASE	2012-09		1,682	1,557			125	
10 SHS MONSANTO CO	2011-04	PURCHASE	2012-09		875	698			177	
20 SHS ORACLE CORP	2010-10	PURCHASE	2012-09		640	568			72	
10 SHS ORACLE CORP	2010-10	PURCHASE	2012-09		320	291			29	
15 SHS SCHLUMBERGER LTD	2009-02	PURCHASE	2012-09		1,064	694			370	
15 SHS CITIGROUP INC	2011-03	PURCHASE	2012-09		495	688			-193	
25 SHS CITIGROUP INC	2011-03	PURCHASE	2012-09		824	1,107			-283	
20 SHS CITIGROUP INC	2011-03	PURCHASE	2012-09		659	899			-240	
20 SHS CITIGROUP INC	2011-04	PURCHASE	2012-09		659	904			-245	
15 SHS TIME WARNER CABLE	2009-12	PURCHASE	2012-09		1,377	637			740	
30 SHS TRANSOCEAN LTD	2011-08	PURCHASE	2012-09		1,374	1,809			-435	
1 SHS GOOGLE INC-CL A	2008-01	PURCHASE	2012-09		709	580			129	
45 SHS LAM RESEARCH CORP	2011-05	PURCHASE	2012-09		1,545	2,192			-647	
2 SHS NVR INC	2009-07	PURCHASE	2012-09		1,744	963			781	
20 SHS FMC TECHNOLOGIES INC	2011-08	PURCHASE	2012-09		979	887			92	
5 SHS FMC TECHNOLOGIES INC	2011-08	PURCHASE	2012-09		245	207			38	
10 SHS NOBLE ENERGY INC	2010-04	PURCHASE	2012-09		953	786			167	
15 SHS NOBLE ENERGY INC	2010-09	PURCHASE	2012-09		1,429	1,149			280	
15 SHS LORILLARD INC	2011-08	PURCHASE	2012-09		1,776	1,625			151	
20 SHS ORACLE CORP	2010-10	PURCHASE	2012-09		650	582			68	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
644 SHS ALLIANCEBERNSTEIN GLOBAL	2008-09	PURCHASE	2012-11		6,237	6,011			226	
0 275 SHS REAL ESTATE INVNT FD II		PURCHASE								
119 SHS BERNSTEIN INTERNATIONAL	2007-03	PURCHASE	2012-11		1,600	3,081			-1,481	
0 225 SHS PORTFOLIO		PURCHASE								
20 SHS FMC TECHNOLOGIES INC	2011-08	PURCHASE	2012-11		800	829			-29	
5 SHS PRECISION CASTPARTS CORP	2011-10	PURCHASE	2012-11		855	761			94	
8 SHS ROCKWELL AUTOMATION INC	2011-08	PURCHASE	2012-11		612	506			106	
9 SHS GILEAD SCIENCES INC	2010-04	PURCHASE	2012-11		652	412			240	
1 SHS GILEAD SCIENCES INC	2011-04	PURCHASE	2012-11		73	41			32	
20 SHS ORACLE CORP	2010-11	PURCHASE	2012-11		604	573			31	
45 SHS ORACLE CORP	2010-12	PURCHASE	2012-11		1,359	1,339			20	
30 SHS ORACLE CORP	2010-12	PURCHASE	2012-11		892	893			-1	
25 SHS ORACLE CORP	2011-03	PURCHASE	2012-11		743	817			-74	
25 SHS ORACLE CORP	2011-03	PURCHASE	2012-11		743	823			-80	
20 SHS JOHNSON & JOHNSON	2010-10	PURCHASE	2012-11		1,376	1,236			140	
1 SHS GOOGLE INC-CL A	2008-01	PURCHASE	2012-11		667	580			87	
15 SHS QUALCOMM INC	2011-03	PURCHASE	2012-11		934	810			124	
5 SHS QUALCOMM INC	2011-07	PURCHASE	2012-11		311	274			37	
20 SHS BROADCOM CORP-CL A	2011-03	PURCHASE	2012-11		620	815			-195	
30 SHS EMC CORP/MASS	2010-04	PURCHASE	2012-11		723	557			166	
20 SHS INTUIT INC	2011-03	PURCHASE	2012-11		1,163	1,036			127	
15 SHS INTUIT INC	2011-08	PURCHASE	2012-11		872	685			187	
50 SHS MARATHON OIL CORP	2011-02	PURCHASE	2012-11		1,593	1,511			82	
50 SHS MARATHON OIL CORP	2011-09	PURCHASE	2012-11		1,593	1,315			278	
25 SHS BP PLC-SPONS ADR	2011-09	PURCHASE	2012-11		1,042	989			53	
10 SHS MONSANTO CO	2011-04	PURCHASE	2012-11		910	684			226	
5 SHS JOHNSON & JOHNSON	2010-10	PURCHASE	2012-12		348	309			39	
15 SHS JOHNSON & JOHNSON	2010-10	PURCHASE	2012-12		1,044	923			121	
10 SHS JOHNSON & JOHNSON	2010-10	PURCHASE	2012-12		697	616			81	
25 SHS JOHNSON & JOHNSON	2011-03	PURCHASE	2012-12		1,744	1,534			210	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
15 SHS ROCKWELL AUTOMATION INC	2011-11	PURCHASE	2012-12		1,205	1,021			184	
55 SHS TRANSOCEAN LTD	2011-11	PURCHASE	2012-12		2,541	2,731			-190	
40 SHS GENERAL MOTORS CO	2011-11	PURCHASE	2012-12		991	839			152	
5 SHS SCHLUMBERGER LTD	2009-02	PURCHASE	2012-12		356	231			125	
15 SHS SCHLUMBERGER LTD	2009-09	PURCHASE	2012-12		1,067	921			146	
10 SHS SCHLUMBERGER LTD	2009-09	PURCHASE	2012-12		711	614			97	
65 SHS FORD MOTOR CO	2010-04	PURCHASE	2012-12		817	900			-83	
85 SHS FORD MOTOR CO	2010-05	PURCHASE	2012-12		1,068	1,004			64	

**TY 2012 Investments Corporate
Stock Schedule****Name:** KEYES FAMILY FOUNDATION**EIN:** 20-8023048

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BERNSTEIN A/C	2,612,983	2,714,970

TY 2012 Other Expenses Schedule

Name: KEYES FAMILY FOUNDATION

EIN: 20-8023048

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
OFFICE EXPENSE-OTHER	370			370
OFFICE EXPENSE-CT CORP	284	71		213

TY 2012 Other Professional Fees Schedule

Name: KEYES FAMILY FOUNDATION

EIN: 20-8023048

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BERNSTEIN INVESTMENT MANAGEMENT	15,682	15,682		
FOUNDATION SOURCE ADMINIST FEES	7,915			7,915

TY 2012 Taxes Schedule

Name: KEYES FAMILY FOUNDATION

EIN: 20-8023048

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	706			
FOREIGN TAXES PAID ON DIVIDENDS	802	802		