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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

PATRIARCH FAMILY FOUNDATION
C/O ANTHONY IMBESI

A Employer identification number

20-8353260

Number and street (or P.O. box number if mail is not delivered to street address)

311 N. SUMNEYTOWN PIKE

Room/suite

1A

B Telephone number

215-699-1100

City or town, state, and ZIP code

NORTH WALES, PA 19454-2532

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationFair market value of all assets at end of year
(from Part II, col. (c), line 16)

\$ 15,985,400. (Part I, column (d) must be on cash basis.)

J Accounting method

☒ Cash☐ Accrual☐ Other (specify)C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐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))(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1	Contributions, gifts, grants, etc., received	2,464,625.		N/A	
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	573,655.	573,655.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<123,577.>			
b	Gross sales price for all assets on line 6a	4,535,880.			
7	Capital gain net income (from Part IV, line 2)		0.		
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	55,788.	<22,059.>		STATEMENT 2
12	Total. Add lines 1 through 11	2,970,491.	551,596.		
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	10,785.	0.		10,785.
c	Other professional fees				
17	Interest				
18	Taxes	10,713.			0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	59,647.	59,647.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	81,145.	65,360.		10,785.
25	Contributions, gifts, grants paid	480,100.			480,100.
26	Total expenses and disbursements. Add lines 24 and 25	561,245.	65,360.		490,885.
27	Subtract line 26 from line 12	2,409,246.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		486,236.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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PATRIARCH FAMILY FOUNDATION

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	801,003.	668,272.	668,272.
	2 Savings and temporary cash investments			
	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			
	10a Investments - U.S. and state government obligations STMT 6	1,420,461.	4,004,880.	4,421,065.
	b Investments - corporate stock STMT 7	9,406,642.	9,432,425.	10,344,552.
	c Investments - corporate bonds			
Liabilities	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 ▶ STATEMENT 8)	623,372.	546,794.	551,511.
	16 Total assets (to be completed by all filers)	12,251,478.	14,652,371.	15,985,400.
	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 ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	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	0.	0.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	12,251,478.	14,652,371.		
30 Total net assets or fund balances	12,251,478.	14,652,371.		
31 Total liabilities and net assets/fund balances	12,251,478.	14,652,371.		

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)	12,251,478.
2 Enter amount from Part I, line 27a	2,409,246.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	14,660,724.
5 Decreases not included in line 2 (itemize) ▶ UNRECORDED BASIS ADJUSTMENT	8,353.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	14,652,371.

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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			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(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 4,535,880.		4,659,457.	<123,577.>

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			
b			
c			
d			
e			<123,577.>

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	<123,577.>
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	329,093.	9,787,565.	.033624
2010	230,125.	6,634,246.	.034687
2009	14,592.	4,554,328.	.003204
2008	3,025.	279,362.	.010828
2007	0.	99,787.	.000000

2 Total of line 1, column (d)	2	.082343
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	.016469
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,012,438.
5 Multiply line 4 by line 3	5	214,302.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,862.
7 Add lines 5 and 6	7	219,164.
8 Enter qualifying distributions from Part XII, line 4	8	490,885.

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	4,862.
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	4,862.
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	4,862.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,435.	
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	3,435.	
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	1,427.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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

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

LOWELL H. DUBROW, ESQ.

Telephone no

215-886-1234

Located at

261 OLD YORK RD., SUITE 514, JENKINTOWN, PA

ZIP+4

19046

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

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

Yes

No

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.

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

X

No

(2)

Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?

Yes

X

No

(3)

Furnish goods, services, or facilities to (or accept them from) a disqualified person?

Yes

X

No

(4)

Pay compensation to, or pay or reimburse the expenses of, a disqualified person?

Yes

X

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

X

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

X

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

X

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

X

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

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223541

12-05-12

5

17430814 099924 20-8353260 2012.04010 PATRIARCH FAMILY FOUNDATION 20-83531

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7b

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

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
SEE STATEMENT 9		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

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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.

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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	1,083,841.
b	Average of monthly cash balances	1b	11,494,141.
c	Fair market value of all other assets	1c	632,615.
d	Total (add lines 1a, b, and c)	1d	13,210,597.
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	13,210,597.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	198,159.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,012,438.
6	Minimum investment return. Enter 5% of line 5	6	650,622.

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	650,622.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,862.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,862.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	645,760.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	645,760.
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	645,760.

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	490,885.
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	490,885.
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	4,862.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	486,023.

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

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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				645,760.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			480,038.	
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				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ \$ 490,885.				
a Applied to 2011, but not more than line 2a			480,038.	
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				10,847.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				634,913.
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	0.			
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)

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

☐ 4942(i)(3) or ☐ 4942(i)(5)

b Check box to indicate whether the foundation is a private operating foundation described in section

		Prior 3 years				(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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))

NONE

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 ☒ 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	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 Paid during the year				
CYSTIC FIBROSIS FDN	NONE	501(C)3	GENERAL FUND	30,000.
MCAP	NONE	501(C)3	GENERAL FUND	2,500.
SCHOOL OF VETERINARY MEDICINE U PENN	NONE	501(C)3	GENERAL FUND	1,500.
ST FRANCIS DE SALES SCHOOL	NONE	501(C)3	GENERAL FUND	10,000.
PHILADELPHIA ORCHESTRA	NONE	501(C)3	GENERAL FUND	10,000.
Total	SEE CONTINUATION SHEET(S) ▶ 3a			480,100.
b Approved for future payment				
NONE				
Total				0.

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	573,655.	
		14	<12,140.>	
		18	<123,577.>	
		14	17,741.	
		14	60,106.	
		14	<9,919.>	
	0.		505,866.	0.
			13	505,866.

[illegible]

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. | | |

[illegible]

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		

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.

Sign Here  **8/15/13** **TRUSTEE**

Signature of officer or trustee Date Title

☒ Yes ☐ No

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
	DAVID F. DOTSON		8/14/13		P00738401
	Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
	Firm's address ▶ 1700 MARKET STREET, 25TH FLOOR PHILADELPHIA, PA 19103-3984			Phone no 215-246-2300	

Form **990-PF** (2012)

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 STCG FROM PASSTHROUGH ENTITY (ML STRATEGIC)		P	VARIOUS	12/31/12
b LTCG FROM PASSTHROUGH ENTITY (ML STRATEGIC)		P	VARIOUS	12/31/12
c STCG FROM PASSTHROUGH ENTITY (BLACKSTONE)		P	VARIOUS	12/31/12
d LTCG FROM PASSTHROUGH ENTITY (BLACKSTONE)		P	VARIOUS	12/31/12
e 1256 INCOME FROM PASSTHROUGH ENTITY (POWERSHARES)		P	VARIOUS	12/31/12
f PUBLICLY TRADED SECURITIES			VARIOUS	12/31/12
g PUBLICLY TRADED SECURITIES			VARIOUS	12/31/12
h PUBLICLY TRADED SECURITIES			VARIOUS	12/31/12
i PUBLICLY TRADED SECURITIES			VARIOUS	12/31/12
j PUBLICLY TRADED SECURITIES			VARIOUS	12/31/12
k PUBLICLY TRADED SECURITIES			VARIOUS	12/31/12
l 1256 INCOME FROM PASSTHROUGH ENTITY (ML BLUETREND)		P	VARIOUS	12/31/12
m PUBLICLY TRADED SECURITIES			VARIOUS	12/31/12
n PUBLICLY TRADED SECURITIES			VARIOUS	12/31/12
o 1256 INCOME FROM PASSTHROUGH ENTITY (BLACKSTONE)		P	VARIOUS	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		4,999.	<4,999.>
b		5.	<5.>
c 60.			60.
d 2,133.			2,133.
e		1,310.	<1,310.>
f 1,132,355.		1,152,459.	<20,104.>
g 2,787,561.		2,909,649.	<122,088.>
h 32,552.		37,242.	<4,690.>
i 132,145.		112,067.	20,078.
j 135,607.		134,427.	1,180.
k 221,105.		234,670.	<13,565.>
l 10,311.			10,311.
m 45,281.		38,371.	6,910.
n 22,528.		18,784.	3,744.
o 4.			4.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<4,999.>
b			<5.>
c			60.
d			2,133.
e			<1,310.>
f			<20,104.>
g			<122,088.>
h			<4,690.>
i			20,078.
j			1,180.
k			<13,565.>
l			10,311.
m			6,910.
n			3,744.
o			4.

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 }

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

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	475 (F) INCOME FROM PASSTHROUGH ENTITY (BLACKSTONE)	P	VARIOUS	12/31/12
b	1231 INCOME FROM PASSTHROUGH (BLACKSTONE)	P	VARIOUS	12/31/12
c	CASH IN LIEU (ML #02500)	P	VARIOUS	12/31/12
d	CASH IN LIEU (ML #02510)	P	VARIOUS	12/31/12
e	1256 INCOME FROM PASSTHROUGH ENTITY (ML SYSTEMATI	P	VARIOUS	12/31/12
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 31.			31.
b 164.			164.
c 1,186.			1,186.
d 407.			407.
e		15,474.	<15,474.>
f 12,450.			12,450.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			31.
b			164.
c			1,186.
d			407.
e			<15,474.>
f			12,450.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	<123,577.>
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

PATRIARCH FAMILY FOUNDATION
C/O ANTHONY IMBESI

20-8353260

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
AMERICAN RED CROSS OF CENTRAL NJ	NONE	501(C)3	GENERAL FUND	25,000.
SALVATION ARMY	NONE	501(C)3	GENERAL FUND	10,000.
AMERICARES	NONE	501(C)3	GENERAL FUND	10,000.
CATHOLIC CHARITIES OF ARCHDIOCESE NY	NONE	501(C)3	GENERAL FUND	20,000.
VILLANOVA UNIVERSITY	NONE	501(C)3	GENERAL FUND	15,000.
JEFFERSON HOSPITAL	NONE	501(C)3	GENERAL FUND	30,000.
COOPER UNIVERSITY HOSPITAL	NONE	501(C)3	GENERAL FUND	10,000.
UNIVERSITY OF PENNSYLVANIA MEDICAL CENTER	NONE	501(C)3	GENERAL FUND	30,000.
ST AUGUSTINE PREP	NONE	501(C)3	GENERAL FUND	15,000.
GWYNEDD MERCY ACADEMY	NONE	501(C)3	GENERAL FUND	10,000.
Total from continuation sheets				426,100.

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
ABINGTON HEALTH FOUNDATION	NONE	501(C)3	GENERAL FUND	10,000.
SHORE MEMORIAL HEALTH FOUNDATION	NONE	501(C)3	GENERAL FUND	5,000.
FREE LIBRARY OF PHILADELPHIA FOUNDATION	NONE	501(C)3	GENERAL FUND	25,000.
PHILADELPHIA ART MUSEUM	NONE	501(C)3	GENERAL FUND	15,000.
THE CHILDRENS HOSPITAL OF PHILADELPHIA FOUNDATION	NONE	501(C)3	GENERAL FUND	25,000.
CROHN'S & COLITIS FOUNDATION OF AMERICA	NONE	501(C)3	GENERAL FUND	25,000.
AMBLER YMCA	NONE	501(C)3	GENERAL FUND	600.
MONTGOMERY CHILD ADVOCACY PROJECT	NONE	501(C)3	GENERAL FUND	10,000.
THE LA SALLE ACADEMY	NONE	501(C)3	GENERAL FUND	5,000.
WOUNDED WARRIOR PROJECT	NONE	501(C)3	GENERAL FUND	10,000.
Total from continuation sheets				

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 DEPAUL CATHOLIC SCHOOL	NONE	501(C)3	GENERAL FUND	5,000.
ST. THOMAS AQUINAS	NONE	501(C)3	GENERAL FUND	5,000.
GESU SCHOOL	NONE	501(C)3	GENERAL FUND	3,000.
BOSTON UNIV	NONE	501(C)3	GENERAL FUND	2,500.
ELMWOOD PARK ZOO	NONE	501(C)3	GENERAL FUND	800.
ST ROSE OF LIMA	NONE	501(C)3	GENERAL FUND	500.
PBS WHYY	NONE	501(C)3	GENERAL FUND	5,000.
THE SUNSHINE FOUNDATION	NONE	501(C)3	GENERAL FUND	9,600.
NATURAL LANDS TRUST	NONE	501(C)3	GENERAL FUND	200.
UPPER GWYNEDD TWP FIRE DEPT	NONE	501(C)3	GENERAL FUND	100.
Total from continuation sheets				

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
MONTGOMERY BAR FDN	NONE	501(C)3	GENERAL FUND	250.
THE GIVING TREE	NONE	501(C)3	GENERAL FUND	2,000.
PHILADELPHIA SCHOOL PARTNERSHIP	NONE	501(C)3	GENERAL FUND	6,000.
HERO THRILL SHOW	NONE	501(C)3	GENERAL FUND	2,000.
KIPP PHILLY SCHOOLS	NONE	501(C)3	GENERAL FUND	3,600.
VILLANOVA UNIV	NONE	501(C)3	GENERAL FUND	7,500.
FR APPIOCI FUND	NONE	501(C)3	GENERAL FUND	4,000.
AMER RED CROSS	NONE	501(C)3	GENERAL FUND	2,800.
SUFFOLK UNIVERSITY	NONE	501(C)3	GENERAL FUND	1,000.
BOSTON UNIV	NONE	501(C)3	GENERAL FUND	1,000.
Total from continuation sheets				

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
DREXEL UNIV	NONE	501(C)3	GENERAL FUND	2,000.
GWYNEDD MERCY HIGH SCHOOL	NONE	501(C)3	GENERAL FUND	3,500.
WEATHERVANE MUSIC	NONE	501(C)3	GENERAL FUND	8,000.
DEPT OF PSYCHOLOGY UNIVERSITY	NONE	501(C)3	GENERAL FUND	5,000.
UCLA	NONE	501(C)3	GENERAL FUND	3,500.
FOR PETE'S SAKE	NONE	501(C)3	GENERAL FUND	5,000.
UPENN MASTER OF PUBLIC HEALTH PROGRAM	NONE	501(C)3	GENERAL FUND	3,100.
VILLANOVA UNIV	NONE	501(C)3	GENERAL FUND	2,800.
SPECIAL OLYMPICS PA	NONE	501(C)3	GENERAL FUND	250.
OCNJ CARO PROJECT	NONE	501(C)3	GENERAL FUND	10,000.
Total from continuation sheets .				

PATRIARCH FAMILY FOUNDATION
C/O ANTHONY IMBESI

20-8353260

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
SAVE THE CHILDREN	NONE	501(C)3	GENERAL FUND	10,000.
SISTERS OF MERCY	NONE	501(C)3	GENERAL FUND	2,000.
PHILABUNDANCE	NONE	501(C)3	GENERAL FUND	1,000.
OFFICER BRAD FOXS CHILDRENS FU	NONE	501(C)3	GENERAL FUND	2,000.
WISSAHICKON VALLEY PUBLIC LIBR	NONE	501(C)3	GENERAL FUND	500.
Total from continuation sheets				

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

PATRIARCH FAMILY FOUNDATION
C/O ANTHONY IMBESI

Employer identification number

20-8353260

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

☒ 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

- ☒ 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization
PATRIARCH FAMILY FOUNDATION
C/O ANTHONY IMBESI

Employer identification number

20-8353260

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	MARGARET E. HARRON CHARITABLE LEAD UNITRUST 511 WAVERLY BLVD. OCEAN CITY, NJ 08226	\$ 321,508.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	MARGARET E. HARRON CHARITABLE LEAD UNITRUST 511 WAVERLY BLVD. OCEAN CITY, NJ 08226	\$ 368,689.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
3	MARGARET E. HARRON CHARITABLE LEAD UNITRUST 511 WAVERLY BLVD. OCEAN CITY, NJ 08226	\$ 102,209.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
4	MARGARET E. HARRON CHARITABLE LEAD UNITRUST 511 WAVERLY BLVD. OCEAN CITY, NJ 08226	\$ 396,003.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
5	MARGARET E. HARRON CHARITABLE LEAD UNITRUST 511 WAVERLY BLVD. OCEAN CITY, NJ 08226	\$ 379,248.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
6	MARGARET E. HARRON CHARITABLE LEAD UNITRUST 511 WAVERLY BLVD. OCEAN CITY, NJ 08226	\$ 400,483.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Name of organization
PATRIARCH FAMILY FOUNDATION
C/O ANTHONY IMBESI

Employer identification number

20-8353260

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
7	MARGARET E. HARRON CHARITABLE LEAD UNITRUST 511 WAVERLY BLVD. OCEAN CITY, NJ 08226	\$ 312,858.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
8	MARGARET E. HARRON CHARITABLE LEAD UNITRUST 511 WAVERLY BLVD. OCEAN CITY, NJ 08226	\$ 183,626.	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.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

PATRIARCH FAMILY FOUNDATION
C/O ANTHONY IMBESI

Employer identification number

20-8353260

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	300,000 SHS MASSACHUSETTS ST CONS LN	\$ 341,652.	06/19/09
2	350,000 SHS MARYLAND ST ST & LOCAL	\$ 400,806.	08/27/09
3	100,000 SHS NEW JERSEY ST TRANSN TR	\$ 118,856.	05/04/11
4	350,000 SHS AUSTIN TEX WTR	\$ 427,879.	11/16/11
5	350,000 SHS CHICAGO ILL TRAN AUTH	\$ 421,323.	10/17/11
6	MASS BAY TRANSN AT SLS	\$ 446,254.	07/14/11

Name of organization

PATRIARCH FAMILY FOUNDATION
C/O ANTHONY IMBESI

Employer identification number

20-8353260

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
7	CALIFORNIA ST PUB WKS	\$ 342,411.	03/23/12
8		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

PATRIARCH FAMILY FOUNDATION
C/O ANTHONY IMBESI

Employer identification number

20-8353260

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GAIN DISTRIBUTIONS	12,450.	12,450.	0.
DIVIDENDS	219,312.	0.	219,312.
INTEREST	350,929.	0.	350,929.
OID	3,414.	0.	3,414.
TOTAL TO FM 990-PF, PART I, LN 4	586,105.	12,450.	573,655.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY BUSINESS LOSS FROM PASSTHROUGH (ML SYSTEMATIC)	<19,418.>	<19,418.>	
OTHER INCOME	2,438.	2,438.	
988 INCOME FROM PASSTHROUGH (ML SYSTEMATIC)	<2,818.>	<2,818.>	
ORDINARY BUSINESS LOSS FROM PASSTHROUGH (BLACKSTONE)	52.	52.	
NET RENTAL FROM PASSTHROUGH (BLACKSTONE)	89.	89.	
CANCELATION OF DEBT FROM PASSTHROUGH (BLACKSTONE)	46.	46.	
OTHER INCOME/LOSS FROM PASSTHROUGH (BLACKSTONE)	894.	894.	
988 INCOME FROM PASSTHROUGH (BLACKSTONE)	<43.>	<43.>	
MISCELLANEOUS INCOME	72.	72.	
988 INCOME FROM PASSTHROUGH (ML BLUETREND)	96.	96.	
OTHER INCOME (ML BLUETREND)	1,909.	1,909.	
ORDINARY BUSINESS LOSS FROM PASSTHROUGH (ML BLUETREND)	<3,617.>	<3,617.>	
ROYALTY INCOME (BLACKSTONE)	7.	7.	
LP INCOME (ML #02097)	7,800.	7,800.	
OTHER INCOME	353.	353.	
NONDIVIDEND DISTRIBUTIONS	17,741.	0.	
TAX EXEMPT INCOME	60,106.	0.	
AMORTIZATION	<9,919.>	<9,919.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	55,788.	<22,059.>	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DELOITTE	10,785.	0.		10,785.
TO FORM 990-PF, PG 1, LN 16B	10,785.	0.		10,785.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	5,713.	5,713.		0.
FEDERAL TAXES (FORM 990)	5,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,713.	5,713.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MERRILL LYNCH FEES	59,091.	59,091.		0.
ML SYSTEMATIC MOMENTUM DEDUCTIONS	48.	48.		0.
BLACKSTONE DEDUCTIONS	434.	434.		0.
POWERSHARES DEDUCTIONS	65.	65.		0.
ML BLUETREND DEDUCTIONS	9.	9.		0.
TO FORM 990-PF, PG 1, LN 23	59,647.	59,647.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT A		X	4,004,880.	4,421,065.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			4,004,880.	4,421,065.
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,004,880.	4,421,065.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT A	2,450,721.	2,878,335.
SEE STATEMENT A	2,030,199.	2,095,658.
SEE STATEMENT B	978,508.	1,080,976.
SEE STATEMENT C	867,989.	890,539.
SEE STATEMENT D	1,445,447.	1,579,955.
SEE STATEMENT E	904,467.	1,063,921.
SEE STATEMENT C	0.	0.
SEE STATEMENT F	755,094.	755,168.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,432,425.	10,344,552.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT A	578,228.	546,794.	551,511.
975 SHS ISHARES SILVER TR	28,844.	0.	0.
120 SHS SPDR GOLD TRUST	16,300.	0.	0.
TO FORM 990-PF, PART II, LINE 15	623,372.	546,794.	551,511.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PATRICIA H. IMBESI 511 WAVERLY BLVD OCEAN CITY, NJ 08226	TRUSTEE 0.00	0.	0.	0.
ANTHONY M. IMBESI 720 PLYMOUTH ROAD, BOX 156 GWYNEDD VALLEY, PA 19437	TRUSTEE 0.00	0.	0.	0.
PAUL H. IMBESI 511 WAVERLY BLVD OCEAN CITY, NJ 08226	TRUSTEE 0.00	0.	0.	0.
GIOVANNA C. IMBESI 511 WAVERLY BLVD OCEAN CITY, NJ 08226	TRUSTEE 0.00	0.	0.	0.
CHARLES L. IMBESI 511 WAVERLY BLVD OCEAN CITY, NJ 08226	TRUSTEE 0.00	0.	0.	0.
JOHN C. IMBESI 511 WAVERLY BLVD OCEAN CITY, NJ 08226	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Municipal Bonds

250,000	UTAH ST SER A RF MAR04 05.000%JUL01 16	10/08/08	258,747.82	288,325.00	29,577.18	6,250.00	12,500.00
215,000	LOWER COLO RIV AUTH TEX REV SER 1 RF JUN09 05.000%MAY15 18	07/09/09	223,635.88	254,299.85	30,663.97	1,373.61	10,750.00
350,000	MASS BAY TRANSN AT SLS TAX RV SR SER A RF MAR05 05.000%JUL01 25	07/14/11	400,482.65	446,253.50	45,770.85	8,750.00	17,500.00
300,000	MASSACHUSETTS ST CONS LN LT SER C PRF15 OCT05 05.000%SEP01 22	06/19/09	319,191.89	335,799.00	16,607.11	5,000.00	15,000.00
350,000	MARYLAND ST ST & LOCAL FACS-2ND SER A AUG09 04.000%AUG15 18	08/27/09	367,509.74	397,572.00	30,062.26	5,288.89	14,000.00
100,000	NEW JERSEY ST TRANSN TR FD AUTH TRANSN SYS SER A MAY11 05.000%JUN15 23	05/04/11	102,209.31	118,856.00	16,646.69	222.22	5,000.00

STATEMENT A

Municipal Bonds

70,000	SAN ANTONIO TEX GEN IMPT LT RF PRF16 NOV06 05.000%FEB01 20	09/12/08	71,944.81	79,544.50	7,599.69	1,458.33	3,500.00
200,000	HARRIS CNTY TEX PERM IMPT LT SER C RF PRF18 OCT08 05.750%OCT01 21	10/24/08	201,627.10	250,600.00	48,972.90	2,875.00	11,500.00
350,000	CHICAGO ILL TRAN AUTH SALES TAX RCPTS REV NOV11 05.250%DEC01 24	10/27/11	379,248.42	421,323.00	42,074.58	1,531.25	18,375.00
300,000	SOUTHEASTERN PA TRANSN AUTH REV CAP GNT RCPTS AUG11 05.000%JUN01 27	01/13/12	337,665.35	346,017.00	8,351.65	1,250.00	15,000.00
200,000	UNIVERSITY TEX UNIV REVS SER C RF NOV06 05.000%AUG15 19	05/30/07	209,616.22	248,680.00	39,063.78	3,777.78	10,000.00
200,000	FRANKLIN CNTY PA OID AGM OCT04 03.375%APR01 13	05/30/07	193,734.00	201,510.00	7,776.00	1,687.50	6,750.00
550,000	AUSTIN TEX WTR & WASTEWATER SYS REV RF NOV11 05.000%NOV15 24	11/16/11	396,002.71	427,878.50	31,875.79	2,236.11	17,500.00

STATEMENT A

Municipal Bonds

200,000	ALLEGHENY CNTY PA HOSP DEV AUTH REV UNIV B RF JUN08 05.000%JUN15 18	06/06/08	205,762.55	236,044.00	30,281.45	444.44	10,000.00
25,000	ABINGTON HEIGHTS SCH DIST PA SER B RF OID AGM JAN04 03.700%MAR15 14	05/30/07	24,643.00	25,951.50	1,308.50	272.36	925.00
300,000	CALIFORNIA ST PUB WKS BRD LEASE REV VARIOUS A APR12 05.000%APR01 27	03/23/12	312,858.45	342,411.00	29,552.55	3,750.00	15,000.00
Total Municipal Bonds			4,004,879.90	4,421,064.85	416,184.95	46,167.49	183,300.00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
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STATEMENT A

Equities

7,500	BANK OF AMERICA CORP	07/14/09	97,275.00	87,075.00	(10,200.00)	300.00
7,500	BANK OF AMERICA CORP	07/17/09	100,050.00	87,075.00	(12,975.00)	300.00
5,000	BANK OF AMERICA CORP	07/21/09	61,200.00	58,050.00	(3,150.00)	200.00
5,000	BANK OF AMERICA CORP	07/23/09	64,250.00	58,050.00	(6,200.00)	200.00

Equities						
2,500	BANK OF AMERICA CORP	07/24/09	31,623.00	29,025.00	(2,598.00)	100.00
17,500	BANK OF AMERICA CORP	12/08/11	100,271.50	203,175.00	102,903.50	700.00
5,000	BANK OF AMERICA CORP	05/23/12	35,230.00	58,050.00	22,820.00	200.00
100,000	SP500 STEPUP ISSUER BAC STEP 26.25% SV 1325.69 DUE 05/22/2015 BUF 15%	05/26/11	1,000,000.00	1,040,300.00	40,300.00	
1,000	GOLDMAN SACHS GROUP INC	04/16/10	159,857.40	127,560.00	(32,297.40)	2,001.00
500	GOLDMAN SACHS GROUP INC	05/06/10	71,390.00	63,780.00	(7,610.00)	1,001.00
500	GOLDMAN SACHS GROUP INC	09/07/11	54,534.00	63,780.00	9,246.00	1,001.00
250	GOLDMAN SACHS GROUP INC	09/22/11	23,854.38	31,890.00	8,035.62	500.00
1,000	GOLDMAN SACHS GROUP INC	12/08/11	101,100.00	127,560.00	26,460.00	2,001.00
250	GOLDMAN SACHS GROUP INC	05/23/12	24,264.95	31,890.00	7,625.05	500.00
8,500	GENERAL ELECTRIC	07/14/09	99,365.00	178,415.00	79,050.00	6,461.00
8,500	GENERAL ELECTRIC	07/17/09	101,320.00	178,415.00	77,095.00	6,461.00
5,000	GENERAL ELECTRIC	07/21/09	58,650.00	104,950.00	46,300.00	3,801.00

STATEMENT A

Equities

3,000	GENERAL ELECTRIC	07/23/09	36,270.00	62,970.00	26,700.00	2,281.00
2,500	GENERAL ELECTRIC	07/24/09	30,297.75	52,475.00	22,177.25	1,901.00
7,500	BLACKSTONE GROUP LP COM UNIT REPSTG L P	01/15/10	3,603	116,925.00	12,687.75	3,000.00
7,500	BLACKSTONE GROUP LP COM UNIT REPSTG L P	01/15/10	3,603	116,925.00	13,878.00	3,000.00
Total Equities			<u>2,450,121</u>	<u>2,878,335.00</u>	<u>420,247.77</u>	<u>35,909.00</u>

Mutual Funds/Closed End Funds/UIT

1,000	VANGUARD TOTAL STK MKT ETF	05/06/10	57,960.00	73,280.00	15,320.00	1,563.00
500	ISHARES CORE S&P SMALL CAP ETF	10/25/12	37,817.00	39,050.00	1,233.00	646.00
2,500	ISHARES S&P GLOBAL 100 INDEX FUND	02/24/11	144,048.88	159,900.00	15,851.12	4,466.00
1,000	WISDOMTREE EM SMALL CAP	05/15/12	44,832.80	49,440.00	4,607.20	1,457.00
2,500	VANGUARD DIVIDEND APPRECIATION ETF	02/24/11	128,372.04	148,925.00	20,552.96	3,526.00
750	ISHARES DJ US OIL & GAS EXPL	12/13/12	47,420.00	47,655.45	235.45	369.00

STATEMENT A

Mutual Funds/Closed End Funds/UIT

2,000	GUGGENHEIM MULTI-ASSET INCOME ETF	11/01/12	44,994.80	43,840.00	(1,154.80)	2,364.00
500	ISHARES BARCLAYS 1-3 YEA CREDIT	12/13/12	52,874.95	52,740.00	(134.95)	825.00
500	ISHARES IBOX\$ HIGH YIEL CORPORATE BOND FUND	11/01/12	46,475.00	46,675.00	200.00	3,080.00
1,000	WISDOMTREE EMERGING MRKT EQUITY INCOME	05/15/12	53,501.00	57,190.00	3,689.00	1,885.00
4,000	TORTOISE MLP FD INC	07/27/10	100,000.00	98,040.00	(1,960.00)	6,640.00
10,000	ALPS ALERIAN MLP ETF	02/24/11	160,973.65	159,500.00	(1,473.65)	9,950.00
1,000	ISHARES HIGH DIV EQ FUND	10/25/12	60,710.50	58,760.00	(1,950.50)	2,093.00
2,000	AMEX TECHNLOGY SELECT SPDR	12/13/12	58,660.00	57,700.00	(960.00)	1,004.00
300	SPDR GOLD TRUST	10/25/12	50,054.10	48,606.12	(1,447.98)	
32,155	ABERDEEN EQUITY LONG SHORT FUND CLASS C	03/12/10	257,334.68	254,024.50	(3,310.18)	
	.7500 Fractional Share	12/21/12	5.90	5.93	0.03	
9,005	FAMCO MLP & ENERGY INCOME FUND CL C	12/13/12	100,045.46	101,486.35	1,440.89	3,638.00
	.2010 Fractional Share	12/28/12	2.23	2.27	0.04	1.00

STATEMENT A

Mutual Funds/Closed End Funds/UIT

43,958	TEMPLETON GLOBAL BOND FD CLASS C	03/12/10	584,115.43	589,476.78	5,361.35	22,287.00
698	TEMPLETON GLOBAL BOND FD CLASS C	12/26/12		9,360.18		354.00
	.0540 Fractional Share	12/19/12	0.72	0.72		1.00
	Total Mutual Funds/Closed End Funds/UIT		2,030,199.14	2,095,658.30	56,098.98	66,149.00
	Other					
7,500	GOLD MITTS ISSUER BAC CAP 70.55% SV 1236.25 DUE 06/30/2015 PROT 100%	06/24/10	83,244.27	95,325.00	12,080.73	
427,781	ML BLUETREND FUTURESACCESS LLC CLASS C	11/01/12	463,550	456,185.66	1,326.12	
	(.0120 FRACTIONAL SHARE)	11/01/12	0.01	0.01		
	Total Other		546,794	551,510.67	13,406.85	0.00

STATEMENT A

Equities

56	AXIS CAPITAL HOLDINGS LTD	09/23/11	1,422.96	1,939.84	516.88	56.00
302	ASTRAZENECA PLC SPND ADR	12/03/10	14,513.15	14,275.54	(237.61)	861.00
196	ASTRAZENECA PLC SPND ADR	12/29/10	9,075.11	9,264.92	189.81	559.00
136	ASTRAZENECA PLC SPND ADR	09/13/11	5,959.30	6,428.72	469.42	388.00
15	ASTRAZENECA PLC SPND ADR	09/23/11	643.43	709.05	65.62	43.00
386	AEON COMPANY LTD ADR	03/28/12	5,070.11	4,408.12	(661.99)	140.00
64	AEON COMPANY LTD ADR	03/28/12	860.78	730.88	(129.90)	24.00
329	AEON COMPANY LTD ADR	04/04/12	4,340.96	3,757.18	(583.78)	119.00
371	AEON COMPANY LTD ADR	06/08/12	4,439.05	4,236.82	(202.23)	134.00
403	AEON COMPANY LTD ADR	06/14/12	4,808.64	4,602.26	(206.38)	146.00
238	AUST NW Z B G ADR	12/03/10	5,466.86	6,273.68	806.82	353.00
215	AUST NW Z B G ADR	12/29/10	5,192.25	5,667.40	475.15	319.00
96	AUST NW Z B G ADR	09/12/11	1,882.56	2,530.56	648.00	143.00
187	AUST NW Z B G ADR	09/13/11	3,749.35	4,929.32	1,179.97	278.00
98	AUST NW Z B G ADR	09/23/11	1,811.04	2,583.28	772.24	146.00
476	BANCO BRADESCO S A ADR	12/03/10	9,664.22	8,268.12	(1,396.10)	50.00

STATEMENT B

Equities

310	BANCO BRADESCO S A ADR	12/29/10	6,098.06	5,384.70	(713.36)	32.00
105	BANCO BRADESCO S A ADR	09/12/11	1,702.16	1,823.85	121.69	11.00
234	BANCO BRADESCO S A ADR	09/13/11	3,857.89	4,064.58	206.69	25.00
140	BANCO BRADESCO S A ADR	09/23/11	2,059.40	2,431.80	372.40	15.00
363	BARCLAYS PLC ADR	09/10/12	4,750.76	6,287.16	1,536.40	137.00
339	BARCLAYS PLC ADR	09/17/12	5,006.79	5,871.48	864.69	128.00
448	BAE SYS PLC SPN ADR	12/03/10	9,175.04	9,981.44	806.40	517.00
272	BAE SYS PLC SPN ADR	12/29/10	5,627.68	6,060.16	432.48	314.00
105	BAE SYS PLC SPN ADR	09/12/11	1,803.90	2,339.40	535.50	121.00
215	BAE SYS PLC SPN ADR	09/13/11	3,756.05	4,790.20	1,034.15	248.00
18	BAE SYS PLC SPN ADR	09/23/11	305.10	401.04	95.94	21.00
383	COPEL PARANA ADR PREF B	12/29/10	9,397.67	5,879.05	(3,518.62)	
117	COPEL PARANA ADR PREF B	09/12/11	2,355.14	1,795.95	(559.19)	
288	COPEL PARANA ADR PREF B	09/13/11	5,850.63	4,420.80	(1,429.83)	
168	COPEL PARANA ADR PREF B	09/23/11	3,130.53	2,578.80	(551.73)	
17	COPEL PARANA ADR PREF B	09/11/12	293.83	260.95	(32.88)	
337	COPEL PARANA ADR PREF B	09/12/12	5,160.31	5,172.95	12.64	

STATEMENT B

Equities

278	CAP GEMINI	SP ADR	11/10/11	5,230.21	6,154.92	924.71	133.00
247	CAP GEMINI	SP ADR	11/15/11	4,641.92	5,468.58	826.66	118.00
28	CHINA PETE CHEM	SPN ADR	02/18/11	3,057.72	3,217.76	160.04	119.00
42	CHINA PETE CHEM	SPN ADR	02/22/11	4,313.16	4,826.64	513.48	179.00
21	CHINA PETE CHEM	SPN ADR	09/13/11	1,963.50	2,413.32	449.82	90.00
5	CHINA PETE CHEM	SPN ADR	09/23/11	470.95	574.60	103.65	22.00
12	CHINA PETE CHEM	SPN ADR	08/07/12	1,151.06	1,379.04	227.98	51.00
14	CHINA PETE CHEM	SPN ADR	08/09/12	1,342.92	1,608.88	265.96	60.00
19	CHINA PETE CHEM	SPN ADR	08/10/12	1,821.36	2,183.48	362.12	81.00
5	CHINA PETE CHEM	SPN ADR	08/13/12	475.69	574.60	98.91	22.00
13	CHINA PETE CHEM	SPN ADR	08/14/12	1,253.84	1,493.96	240.12	56.00
20	CHINA PETE CHEM	SPN ADR	08/16/12	1,918.75	2,298.40	379.65	85.00
33	CHINA PETE CHEM	SPN ADR	08/17/12	3,215.25	3,792.36	577.11	141.00
162	COMPANHIA D SNMNT0 BSCO D ESTDO SAO PAULO ADR		12/29/10	8,363.67	13,538.34	5,174.67	
34	COMPANHIA D SNMNT0 BSCO D ESTDO SAO PAULO ADR		09/12/11	1,745.56	2,841.38	1,095.82	

Equities

148	COMPANHIA D SNMNT0 BSCO D ESTDO SAO PAULO ADR	09/13/11	7,698.52	12,368.36	4,669.84
69	COMPANHIA D SNMNT0 BSCO D ESTDO SAO PAULO ADR	09/23/11	3,275.43	5,766.33	2,490.90
276	CARLSBERG AS SPONSOREDAD	08/08/12	4,776.32	5,437.20	660.88
246	CARLSBERG AS SPONSOREDAD	08/08/12	4,244.88	4,846.20	601.32
57	CARLSBERG AS SPONSOREDAD	08/09/12	986.86	1,122.90	136.04
322	CARLSBERG AS SPONSOREDAD	08/15/12	5,505.17	6,343.40	838.23
303	CARLSBERG AS SPONSOREDAD	08/17/12	5,170.88	5,969.10	798.22
90	DIAGEO PLC SPSP ADR NEW	12/03/10	6,517.80	10,492.20	3,974.40
74	DIAGEO PLC SPSP ADR NEW	12/29/10	5,538.10	8,626.92	3,088.82
40	DIAGEO PLC SPSP ADR NEW	09/13/11	3,042.16	4,663.20	1,621.04
5	DIAGEO PLC SPSP ADR NEW	09/23/11	375.35	582.90	207.55
869	DEUTSCHE BOERSE AG SHS	03/28/12	5,888.69	5,370.42	(518.27)
776	DEUTSCHE BOERSE AG SHS	04/10/12	5,046.25	4,795.68	(250.57)
1,219	DEUTSCHE BOERSE AG SHS	06/07/12	5,956.89	7,533.42	1,576.53
974	DEUTSCHE BOERSE AG SHS	06/14/12	4,774.65	6,019.32	1,244.67
398	FRANCE TELECOM ADR	12/29/10	8,368.26	4,397.90	(3,970.36)
					572.00

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Equities

290	FRANCE TELECOM ADR	09/12/11	4,487.92	3,204.50	(1,283.42)	417.00
340	FRANCE TELECOM ADR	09/13/11	5,450.54	3,757.00	(1,693.54)	489.00
52	FRANCE TELECOM ADR	09/23/11	809.98	574.60	(235.38)	75.00
472	FRANCE TELECOM ADR	03/07/12	6,869.82	5,215.60	(1,654.22)	678.00
326	FUJI HEAVY INDS LTD ADR	06/28/11	5,077.22	8,218.46	3,141.24	57.00
310	FUJI HEAVY INDS LTD ADR	09/12/11	3,440.38	7,815.10	4,374.72	54.00
345	FUJI HEAVY INDS LTD ADR	09/13/11	3,991.65	8,697.45	4,705.80	60.00
25	FUJI HEAVY INDS LTD ADR	09/23/11	283.00	630.25	347.25	5.00
103	GOLDEN AGRI-RES LTD ADR	11/02/12	5,290.45	5,536.25	245.80	190.00
96	GOLDEN AGRI-RES LTD ADR	11/08/12	4,841.29	5,160.00	318.71	177.00
172	HANG SENG BK LTD SPN ADR	02/29/12	2,386.81	2,664.28	277.47	104.00
171	HANG SENG BK LTD SPN ADR	03/05/12	2,370.71	2,648.79	278.08	103.00
393	HANG SENG BK LTD SPN ADR	03/06/12	5,445.33	6,087.57	642.24	236.00
235	HSBC HLDG PLC SP ADR	09/11/12	10,679.58	12,471.45	1,791.87	588.00
168	HSBC HLDG PLC SP ADR	10/16/12	8,284.42	8,915.76	631.34	420.00
22	HSBC HLDG PLC SP ADR	10/17/12	1,087.68	1,167.54	79.86	55.00
1	HITACHI LTD 10 NEW ADR	04/29/11	54.66	58.93	4.27	2.00

Equities

26	HITACHI LTD 10 NEW ADR	05/02/11	1,446.78	1,532.18	85.40	29.00
31	HITACHI LTD 10 NEW ADR	05/03/11	1,732.05	1,826.83	94.78	35.00
16	HITACHI LTD 10 NEW ADR	05/04/11	891.99	942.88	50.89	18.00
24	HITACHI LTD 10 NEW ADR	05/05/11	1,329.85	1,414.32	84.47	27.00
11	HITACHI LTD 10 NEW ADR	05/06/11	612.22	648.23	36.01	13.00
26	HITACHI LTD 10 NEW ADR	05/10/11	1,472.31	1,532.18	59.87	29.00
25	HITACHI LTD 10 NEW ADR	05/11/11	1,401.99	1,473.25	71.26	28.00
80	HITACHI LTD 10 NEW ADR	05/12/11	4,630.77	4,714.40	83.63	89.00
8	HITACHI LTD 10 NEW ADR	09/12/11	389.36	471.44	82.08	9.00
74	HITACHI LTD 10 NEW ADR	09/13/11	3,698.52	4,360.82	662.30	82.00
10	HITACHI LTD 10 NEW ADR	09/23/11	491.20	589.30	98.10	12.00
62	IMPERIAL TOB GRP SPS ADR	04/28/11	4,368.78	4,804.38	435.60	210.00
4	IMPERIAL TOB GRP SPS ADR	05/02/11	283.02	309.96	26.94	14.00
7	IMPERIAL TOB GRP SPS ADR	05/03/11	498.12	542.43	44.31	24.00
113	IMPERIAL TOB GRP SPS ADR	05/06/11	8,109.86	8,756.37	646.51	382.00
56	IMPERIAL TOB GRP SPS ADR	09/13/11	3,654.00	4,339.44	685.44	189.00
15	IMPERIAL TOB GRP SPS ADR	09/23/11	972.30	1,162.35	190.05	51.00

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417	ISRAEL CHEMICALS-UNSPON	06/11/12	4,416.95	5,062.38	645.43	268.00
199	ISRAEL CHEMICALS-UNSPON	06/20/12	2,098.42	2,415.86	317.44	128.00
298	ISRAEL CHEMICALS-UNSPON	06/21/12	3,167.89	3,617.72	449.83	192.00
174	KOMATSU NEW NEW SPNSDADR	01/13/12	4,479.60	4,473.54	(6.06)	81.00
173	KOMATSU NEW NEW SPNSDADR	01/17/12	4,429.02	4,447.83	18.81	81.00
128	KDDI CORP SHS	01/18/11	1,813.43	2,255.36	441.93	56.00
276	KDDI CORP SHS	01/27/11	4,041.88	4,863.12	821.24	121.00
849	KDDI CORP SHS	02/21/12	13,881.66	14,959.38	1,077.72	371.00
122	KOC HLDG AS-UNSPON	03/09/11	2,312.24	3,191.52	879.28	35.00
76	KOC HLDG AS-UNSPON	03/10/11	1,488.98	1,988.16	499.18	22.00
151	KOC HLDG AS-UNSPON	03/17/11	3,072.30	3,950.16	877.86	43.00
60	KOC HLDG AS-UNSPON	09/12/11	979.91	1,569.60	589.69	17.00
95	KOC HLDG AS-UNSPON	09/13/11	1,638.39	2,485.20	846.81	27.00
15	KOC HLDG AS-UNSPON	09/23/11	247.36	392.40	145.04	5.00
342	MARKS AND SPENCER GP ADR	12/03/10	4,114.26	4,261.32	147.06	171.00
257	MARKS AND SPENCER GP ADR	12/29/10	2,991.48	3,202.22	210.74	128.00
67	MARKS AND SPENCER GP ADR	09/12/11	665.31	834.82	169.51	34.00

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Equities

179	MARKS AND SPENCER GP ADR	09/13/11	1,811.48	2,230.34	418.86	90.00
31	MARKS AND SPENCER GP ADR	09/23/11	313.41	386.26	72.85	16.00
14	MANULIFE FINANCIAL CORP	06/24/11	226.57	190.26	(36.31)	8.00
132	MANULIFE FINANCIAL CORP	06/24/11	2,170.69	1,793.88	(376.81)	70.00
75	MANULIFE FINANCIAL CORP	06/27/11	1,220.07	1,019.25	(200.82)	40.00
193	MANULIFE FINANCIAL CORP	06/30/11	3,402.53	2,622.87	(779.66)	102.00
32	MANULIFE FINANCIAL CORP	07/01/11	572.83	434.88	(137.95)	17.00
144	MANULIFE FINANCIAL CORP	09/12/11	1,719.50	1,956.96	237.46	76.00
142	MANULIFE FINANCIAL CORP	09/13/11	1,748.93	1,929.78	180.85	75.00
80	MANULIFE FINANCIAL CORP	09/23/11	904.00	1,087.20	183.20	43.00
318	MANULIFE FINANCIAL CORP	03/28/12	4,380.68	4,321.62	(59.06)	168.00
308	MANULIFE FINANCIAL CORP	03/29/12	4,131.82	4,185.72	53.90	163.00
105	MANULIFE FINANCIAL CORP	03/30/12	1,430.56	1,426.95	(3.61)	56.00
409	MIZUHO FINL GROUP INC ADR	04/28/11	1,302.54	1,496.94	194.40	56.00
111	MIZUHO FINL GROUP INC ADR	04/29/11	354.90	406.26	51.36	15.00

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Equities

101	MIZUHO FINL GROUP INC ADR	05/02/11	332.28	369.66	37.38	14.00
177	MIZUHO FINL GROUP INC ADR	05/03/11	591.02	647.82	56.80	24.00
69	MIZUHO FINL GROUP INC ADR	05/04/11	227.94	252.54	24.60	10.00
91	MIZUHO FINL GROUP INC ADR	05/05/11	298.95	333.06	34.11	13.00
95	MIZUHO FINL GROUP INC ADR	05/06/11	310.52	347.70	37.18	13.00
82	MIZUHO FINL GROUP INC ADR	05/09/11	272.18	300.12	27.94	12.00
53	MIZUHO FINL GROUP INC ADR	05/10/11	178.30	193.98	15.68	8.00
29	MIZUHO FINL GROUP INC ADR	05/11/11	95.87	106.14	10.27	4.00
3,109	MIZUHO FINL GROUP INC ADR	05/12/11	10,552.88	11,378.94	826.06	420.00
412	MIZUHO FINL GROUP INC ADR	05/13/11	1,353.13	1,507.92	154.79	56.00
158	MIZUHO FINL GROUP INC ADR	05/16/11	504.16	578.28	74.12	22.00

Equities

67	MIZUHO FINL GROUP INC ADR	05/17/11	209.85	245.22	35.37	10.00
216	MIZUHO FINL GROUP INC ADR	09/12/11	605.82	790.56	184.74	30.00
1,230	MIZUHO FINL GROUP INC ADR	09/13/11	3,584.22	4,501.80	917.58	167.00
234	MIZUHO FINL GROUP INC ADR	09/23/11	668.21	856.44	188.23	32.00
106	MAGNA INTL INC CL A VTG	01/11/12	4,021.24	5,302.12	1,280.88	117.00
119	MAGNA INTL INC CL A VTG	01/13/12	4,712.34	5,952.38	1,240.04	131.00
30	mitsui CO ADR	12/03/10	9,771.90	9,015.00	(756.90)	342.00
17	mitsui CO ADR	12/29/10	5,572.60	5,108.50	(464.10)	194.00
9	mitsui CO ADR	09/13/11	3,019.14	2,704.50	(314.64)	103.00
2	mitsui CO ADR	09/23/11	642.24	601.00	(41.24)	23.00
460	NITTO DENKO CORP ADR	12/03/10	9,869.53	11,421.80	1,552.27	235.00
190	NITTO DENKO CORP ADR	12/29/10	4,498.25	4,717.70	219.45	97.00
110	NITTO DENKO CORP ADR	09/12/11	2,095.50	2,731.30	635.80	56.00
150	NITTO DENKO CORP ADR	09/13/11	3,082.50	3,724.50	642.00	77.00
70	PETROLEO BRAS VTG SPD ADR	12/03/10	2,389.53	1,362.90	(1,026.63)	8.00

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Equities

137	PETROLEO BRAS VTG SPD ADR	12/29/10	5,015.56	2,667.39	(2,348.17)	16.00
66	PETROLEO BRAS VTG SPD ADR	09/12/11	1,702.80	1,285.02	(417.78)	8.00
71	PETROLEO BRAS VTG SPD ADR	09/13/11	1,871.18	1,382.37	(488.81)	8.00
49	PETROLEO BRAS VTG SPD ADR	09/23/11	1,134.35	954.03	(180.32)	6.00
91	POSCO SPN ADR	12/03/10	9,429.60	7,475.65	(1,953.95)	159.00
50	POSCO SPN ADR	12/29/10	5,348.80	4,107.50	(1,241.30)	87.00
11	POSCO SPN ADR	09/12/11	1,021.35	903.65	(117.70)	20.00
40	POSCO SPN ADR	09/13/11	3,769.70	3,286.00	(483.70)	70.00
40	POSCO SPN ADR	09/23/11	3,097.20	3,286.00	188.80	70.00
105	RENAISSANCERE HLDGS LTD	12/29/10	6,751.42	8,532.30	1,780.88	114.00
21	RENAISSANCERE HLDGS LTD	09/13/11	1,401.96	1,706.46	304.50	23.00
9	RENAISSANCERE HLDGS LTD	09/23/11	560.61	731.34	170.73	10.00
31	RIO TINTO PLC SPNSRD ADR	12/03/10	2,163.11	1,800.79	(362.32)	52.00
39	RIO TINTO PLC SPNSRD ADR	12/29/10	2,764.68	2,265.51	(499.17)	65.00
61	RIO TINTO PLC SPNSRD ADR	03/28/11	4,182.27	3,543.49	(638.78)	101.00
63	RIO TINTO PLC SPNSRD ADR	03/28/11	4,344.76	3,659.67	(685.09)	105.00
32	RIO TINTO PLC SPNSRD ADR	09/12/11	1,759.68	1,858.88	99.20	53.00

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Equities

65	RIO TINTO PLC SPNSRD ADR	09/13/11	3,699.22	3,775.85	76.63	108.00
76	RIO TINTO PLC SPNSRD ADR	09/23/11	3,510.44	4,414.84	904.40	126.00
232	ROYAL DUTCH SHELL PLC SPONS ADR A	12/03/10	14,766.24	15,996.40	1,230.16	679.00
120	ROYAL DUTCH SHELL PLC SPONS ADR A	12/29/10	8,011.20	8,274.00	262.80	351.00
4	ROYAL DUTCH SHELL PLC SPONS ADR A	03/25/11	279.22	275.80	(3.42)	12.00
86	ROYAL DUTCH SHELL PLC SPONS ADR A	09/13/11	5,555.08	5,929.70	374.62	252.00
14	ROYAL DUTCH SHELL PLC SPONS ADR A	09/23/11	860.78	965.30	104.52	41.00
25	REED ELSEVIER N V	04/29/11	656.98	739.50	82.52	25.00
26	REED ELSEVIER N V	05/02/11	693.72	769.08	75.36	26.00
76	REED ELSEVIER N V	05/03/11	2,018.67	2,248.08	229.41	75.00
23	REED ELSEVIER N V	05/04/11	613.37	680.34	66.97	23.00
33	REED ELSEVIER N V	05/06/11	856.16	976.14	119.98	33.00
20	REED ELSEVIER N V	05/10/11	532.59	591.60	59.01	20.00
16	REED ELSEVIER N V	05/11/11	433.71	473.28	39.57	16.00

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Equities

65	REED ELSEVIER N V	05/12/11	1,760.66	1,922.70	162.04	64.00
292	REED ELSEVIER N V	05/20/11	7,941.96	8,637.36	695.40	287.00
80	REED ELSEVIER N V	09/12/11	1,697.60	2,366.40	668.80	79.00
187	REED ELSEVIER N V	09/13/11	3,997.07	5,531.46	1,534.39	184.00
7	REED ELSEVIER N V	09/23/11	149.73	207.06	57.33	7.00
280	SASOL LTD SPONSORED ADR	12/03/10	13,212.08	12,121.20	(1,090.88)	521.00
139	SASOL LTD SPONSORED ADR	12/29/10	7,114.02	6,017.31	(1,096.71)	259.00
50	SASOL LTD SPONSORED ADR	09/12/11	2,162.50	2,164.50	2.00	93.00
114	SASOL LTD SPONSORED ADR	09/13/11	5,147.10	4,935.06	(212.04)	212.00
74	SASOL LTD SPONSORED ADR	09/23/11	2,963.70	3,203.46	239.76	138.00
539	SK TELECOM ADR	12/03/10	9,976.73	8,532.37	(1,444.36)	364.00
314	SK TELECOM ADR	12/29/10	5,749.31	4,970.62	(778.69)	212.00
157	SK TELECOM ADR	09/12/11	2,310.21	2,485.31	175.10	106.00
273	SK TELECOM ADR	09/13/11	4,052.60	4,321.59	268.99	184.00
133	SK TELECOM ADR	09/23/11	1,825.39	2,105.39	280.00	90.00
77	SIEMENS AG ADR	07/24/12	6,213.52	8,429.19	2,215.67	221.00
44	SIEMENS AG ADR	07/25/12	3,614.84	4,816.68	1,201.84	126.00

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Equities

107	SIEMENS AG	ADR	07/30/12	9,072.03	11,713.29	2,641.26	307.00
6	SIEMENS AG	ADR	07/31/12	507.32	656.82	149.50	18.00
173	STATOIL ASA SHS		12/03/10	3,726.26	4,331.92	605.66	157.00
303	STATOIL ASA SHS		12/29/10	7,178.07	7,587.12	409.05	274.00
83	STATOIL ASA SHS		09/12/11	1,793.71	2,078.32	284.61	76.00
180	STATOIL ASA SHS		09/13/11	3,969.72	4,507.20	537.48	163.00
42	STATOIL ASA SHS		09/23/11	880.10	1,051.68	171.58	38.00
160	SANOFI ADR		08/17/11	5,789.86	7,580.80	1,790.94	229.00
201	SANOFI ADR		08/18/11	6,992.69	9,523.38	2,530.69	288.00
55	SANOFI ADR		09/12/11	1,742.95	2,605.90	862.95	79.00
122	SANOFI ADR		09/13/11	3,940.38	5,780.36	1,839.98	175.00
12	SANOFI ADR		09/23/11	382.68	568.56	185.88	18.00
234	SAGE GROUP PLC UNSP	ADR	12/03/10	4,162.86	4,513.86	351.00	140.00
170	SAGE GROUP PLC UNSP	ADR	12/29/10	2,925.70	3,279.30	353.60	102.00
119	SAGE GROUP PLC UNSP	ADR	09/13/11	1,932.56	2,295.51	362.95	72.00
21	SAGE GROUP PLC UNSP	ADR	09/23/11	338.52	405.09	66.57	13.00

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Equities

1,021	SEGA SAMMY HOLDINGS INC ADR	03/29/12	5,444.07	4,267.78	(1,176.29)	102.00
109	SEGA SAMMY HOLDINGS INC ADR	03/29/12	600.22	455.62	(144.60)	11.00
805	SEGA SAMMY HOLDINGS INC ADR	04/05/12	4,302.24	3,364.90	(937.34)	80.00
57	SEADRILL LTD	05/09/11	1,922.68	2,097.60	174.92	194.00
115	SEADRILL LTD	05/10/11	3,928.11	4,232.00	303.89	391.00
23	SEADRILL LTD	05/11/11	777.22	846.40	69.18	79.00
60	SEADRILL LTD	09/13/11	1,847.40	2,208.00	360.60	204.00
11	SEADRILL LTD	09/23/11	324.28	404.80	80.52	38.00
11	SVENSKA C AKTI SPONS ADR	12/29/10	175.12	241.78	66.66	6.00
233	SVENSKA C AKTI SPONS ADR	09/12/11	2,800.66	5,121.34	2,320.68	117.00
253	SVENSKA C AKTI SPONS ADR	09/13/11	3,175.15	5,560.94	2,385.79	128.00
143	SVENSKA C AKTI SPONS ADR	09/23/11	1,694.55	3,143.14	1,448.59	72.00
65	TEVA PHARMACTCL INDS ADR	12/03/10	3,175.13	2,427.10	(748.03)	53.00
50	TEVA PHARMACTCL INDS ADR	12/29/10	2,603.39	1,867.00	(736.39)	41.00
46	TEVA PHARMACTCL INDS ADR	09/12/11	1,730.98	1,717.64	(13.34)	37.00

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53	TEVA PHARMACTCL INDS ADR	09/13/11	2,020.21	1,979.02	(41.19)	43.00
19	TEVA PHARMACTCL INDS ADR	09/23/11	670.51	709.46	38.95	16.00
139	TEVA PHARMACTCL INDS ADR	08/07/12	5,633.99	5,190.26	(443.73)	112.00
133	TEVA PHARMACTCL INDS ADR	08/08/12	5,360.42	4,966.22	(394.20)	107.00
285	TAIWAN S MANUFCTRING ADR	12/03/10	3,417.15	4,890.60	1,473.45	114.00
214	TAIWAN S MANUFCTRING ADR	12/29/10	2,624.88	3,672.24	1,047.36	85.00
148	TAIWAN S MANUFCTRING ADR	09/13/11	1,762.93	2,539.68	776.75	59.00
28	TAIWAN S MANUFCTRING ADR	09/23/11	322.69	480.48	157.79	12.00
114	TELSTRA CORP ADR	12/03/10	1,593.72	2,593.50	999.78	161.00
406	TELSTRA CORP ADR	12/29/10	5,704.30	9,236.50	3,532.20	573.00
20	TELSTRA CORP ADR	09/13/11	310.00	455.00	145.00	29.00
18	TELSTRA CORP ADR	09/23/11	270.00	409.50	139.50	26.00
58	TATA MOTORS LTD ADR	09/12/11	848.23	1,665.76	817.53	20.00
280	TATA MOTORS LTD ADR	09/13/11	4,152.68	8,041.60	3,888.92	94.00
107	TORONTO DOMINION BANK	12/03/10	7,675.60	9,023.31	1,347.71	333.00
71	TORONTO DOMINION BANK	12/29/10	5,245.91	5,987.43	741.52	221.00
41	TORONTO DOMINION BANK	09/13/11	3,069.67	3,457.53	387.86	128.00

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Equities

21	TORONTO DOMINION BANK	09/23/11	1,453.83	1,770.93	317.10	66.00
321	UNTD OVERSEAS BK SPN ADR	12/03/10	8,972.85	10,544.85	1,572.00	306.00
200	UNTD OVERSEAS BK SPN ADR	12/29/10	5,644.26	6,570.00	925.74	191.00
116	UNTD OVERSEAS BK SPN ADR	09/13/11	3,225.96	3,810.60	584.64	111.00
56	UNTD OVERSEAS BK SPN ADR	09/23/11	1,487.36	1,839.60	352.24	54.00
87	VALE SA	02/14/11	3,063.45	1,823.52	(1,239.93)	27.00
104	VALE SA	02/14/11	3,654.38	2,179.84	(1,474.54)	33.00
28	VALE SA	02/14/11	1,007.74	586.88	(420.86)	9.00
51	VALE SA	09/12/11	1,328.04	1,068.96	(259.08)	16.00
68	VALE SA	09/13/11	1,823.08	1,425.28	(397.80)	22.00
46	VALE SA	09/23/11	1,098.48	964.16	(134.32)	15.00
298	VALE SA	04/17/12	6,928.98	6,246.08	(682.90)	93.00
236	VALE SA	04/18/12	5,470.39	4,946.56	(523.83)	73.00
369	ZURICH INSURANCE GROUP AG SHS SPON ADR	12/03/10	8,123.61	9,889.20	1,765.59	
281	ZURICH INSURANCE GROUP AG SHS SPON ADR	12/29/10	6,773.56	7,530.80	757.24	

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Equities

321	ZURICH INSURANCE GROUP AG SHS SPON ADR	09/12/11	5,182.61	8,602.80	3,420.19	
270	ZURICH INSURANCE GROUP AG SHS SPON ADR	09/13/11	4,583.30	7,236.00	2,652.70	
30	ZURICH INSURANCE GROUP AG SHS SPON ADR	09/23/11	507.16	804.00	296.84	
169	YANZHOU COAL MNG SPD ADR	12/03/10	4,747.48	2,886.52	(1,860.96)	138.00
86	YANZHOU COAL MNG SPD ADR	12/29/10	2,524.66	1,468.88	(1,055.78)	70.00
15	YANZHOU COAL MNG SPD ADR	09/12/11	390.90	256.20	(134.70)	13.00
73	YANZHOU COAL MNG SPD ADR	09/13/11	1,927.20	1,246.84	(680.36)	60.00
82	YANZHOU COAL MNG SPD ADR	09/23/11	1,846.64	1,400.56	(446.08)	67.00
781	YAMANA GOLD INC	12/03/10	9,770.31	13,441.01	3,670.70	204.00
422	YAMANA GOLD INC	12/29/10	5,382.27	7,262.62	1,880.35	110.00
59	YAMANA GOLD INC	09/23/11	810.07	1,015.39	205.32	16.00
12	WOORI FIN HLDGS CO S ADR	12/14/10	462.98	400.20	(62.78)	6.00
39	WOORI FIN HLDGS CO S ADR	12/15/10	1,474.96	1,300.65	(174.31)	20.00

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				Equities			
67	WOORI FIN HLDGS CO S ADR	12/29/10	2,691.86	2,234.45	(457.41)	34.00	
76	WOORI FIN HLDGS CO S ADR	09/12/11	2,028.44	2,534.60	506.16	38.00	
78	WOORI FIN HLDGS CO S ADR	09/13/11	2,068.87	2,601.30	532.43	39.00	
45	WOORI FIN HLDGS CO S ADR	09/23/11	1,014.30	1,500.75	486.45	23.00	
	Total Equities		<u>978,508.36</u>	<u>1,080,976.32</u>	<u>102,467.96</u>	<u>33,160.00</u>	

567	ALBEMARLE CORP	COM	10/23/12	Equities	31,514.99	35,222.04	3,707.05	454.00
85	ALBEMARLE CORP	COM	11/30/12		5,097.45	5,280.20	182.75	68.00
828	AMER EAGLE OUTFITTERS		10/23/12		17,272.49	16,982.28	(290.21)	365.00
87	AMER EAGLE OUTFITTERS		11/30/12		1,834.02	1,784.37	(49.65)	39.00
617	ADVENT SOFTWARE INC		10/23/12		14,250.23	13,191.46	(1,058.77)	
86	ADVENT SOFTWARE INC		11/30/12		1,915.22	1,838.68	(76.54)	
37	ALLEGHANY CORP DEL	COM	10/23/12		12,801.63	12,410.54	(391.09)	
5	ALLEGHANY CORP DEL	COM	11/30/12		1,652.65	1,677.10	24.45	

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Equities

656	ALEXANDER & BALDWIN INC NEW	10/23/12	17,362.35	19,266.72	1,904.37	
103	ALEXANDER & BALDWIN INC NEW	11/30/12	3,070.43	3,025.11	(45.32)	
743	ATWOOD OCEANICS INC	10/23/12	35,351.05	34,021.97	(1,329.08)	
104	ATWOOD OCEANICS INC	11/30/12	4,781.91	4,762.16	(19.75)	
297	COLUMBIA SPORTSWEAR CO	10/23/12	15,721.64	15,847.92	126.28	262.00
52	COLUMBIA SPORTSWEAR CO	11/30/12	3,014.44	2,774.72	(239.72)	46.00
910	CORRECTIONS CORP OF AMER	10/23/12	30,063.67	32,277.70	2,214.03	728.00
164	CORRECTIONS CORP OF AMER	11/30/12	5,546.46	5,817.08	270.62	132.00
890	CABELAS INC	10/23/12	48,540.60	37,157.50	(11,383.10)	
136	CABELAS INC	11/30/12	6,505.87	5,678.00	(827.87)	
187	ENERGIZER HLDGS INC COM	10/23/12	13,121.23	14,956.26	1,835.03	300.00
28	ENERGIZER HLDGS INC COM	11/30/12	2,224.88	2,239.44	14.56	45.00
1,295	EATON VANCE CORP NV/T	10/23/12	36,456.32	41,245.75	4,789.43	1,037.00
202	EATON VANCE CORP NV/T	11/30/12	6,412.53	6,433.70	21.17	162.00
1,143	FIRST INDL REALTY TR INC REIT	10/23/12	15,208.19	16,093.44	885.25	

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Equities

181	FIRST INDL REALTY TR INC REIT	11/30/12	2,385.58	2,548.48	162.90
603	HATTERAS FINL CORP	10/23/12	15,844.97	14,960.43	(884.54)
94	HATTERAS FINL CORP	11/30/12	2,505.62	2,332.14	(173.48)
575	KAMAN CORP COM	10/23/12	20,445.85	21,160.00	714.15
98	KAMAN CORP COM	11/30/12	3,551.52	3,606.40	54.88
705	KRATON PERFRMCE POLYMRS INC	10/23/12	15,008.60	16,941.15	1,932.55
97	KRATON PERFRMCE POLYMRS INC	11/30/12	2,260.92	2,330.91	69.99
142	MARTIN MARIETTA MATLS	10/23/12	11,620.78	13,387.76	1,766.98
23	MARTIN MARIETTA MATLS	11/30/12	2,069.94	2,168.44	98.50
1,790	MICREL INC	10/23/12	17,117.41	17,005.00	(112.41)
297	MICREL INC	11/30/12	2,862.31	2,821.50	(40.81)
1,046	MONTPELIER RE HLDGS LTD	10/23/12	24,481.63	23,911.56	(570.07)
160	MONTPELIER RE HLDGS LTD	11/30/12	3,512.80	3,657.60	144.80
642	MAISON INC COM	10/23/12	13,243.63	15,870.24	2,626.61
					386.00

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Equities

112	MATSON INC COM	11/30/12	2,570.61	2,768.64	198.03	68.00
274	MATSON INC COM	12/13/12	6,536.19	6,773.28	237.09	165.00
119	MATSON INC COM	12/14/12	2,896.01	2,941.68	45.67	72.00
2,145	MBIA INC COM	10/23/12	21,786.55	16,838.25	(4,948.30)	
311	MBIA INC COM	11/30/12	2,764.76	2,441.35	(323.41)	
645	NU SKIN ENTERPRS A \$.001	10/23/12	28,199.85	23,897.25	(4,302.60)	516.00
92	NU SKIN ENTERPRS A \$.001	11/30/12	4,179.01	3,408.60	(770.41)	74.00
168	NEWMARKET CORP	10/23/12	40,063.72	44,049.60	3,985.88	505.00
26	NEWMARKET CORP	11/30/12	6,914.70	6,817.20	(97.50)	78.00
1,118	OLD DOMINION FIGHT LINES	10/23/12	34,255.41	38,325.04	4,069.63	
196	OLD DOMINION FIGHT LINES	11/30/12	6,574.94	6,718.88	143.94	
438	PRICESMART INC	10/23/12	34,448.70	33,721.62	(727.08)	263.00
79	PRICESMART INC	11/30/12	6,145.41	6,082.21	(63.20)	48.00
804	RITCHIE BROS AUCTIONEERS	10/23/12	16,748.93	16,795.56	46.63	394.00
113	RITCHIE BROS AUCTIONEERS	11/30/12	2,561.20	2,360.57	(200.63)	56.00

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Equities

2,239	SERVICE CORP INTL	10/23/12	30,158.43	30,920.59	762.16	538.00
359	SERVICE CORP INTL	11/30/12	4,978.90	4,957.79	(21.11)	87.00
280	STURM RUGER&CO INC	10/23/12	13,040.05	12,712.00	(328.05)	428.00
49	STURM RUGER&CO INC	11/30/12	2,900.31	2,224.60	(675.71)	75.00
815	TREDEGAR CORP VIRGINIA	10/23/12	13,566.08	16,642.30	3,076.22	196.00
124	TREDEGAR CORP VIRGINIA	11/30/12	2,347.32	2,532.08	184.76	30.00
60	TEJON RANCH CO PV 0.50	07/24/11	2,197.32	1,684.80	(512.52)	
20	TEJON RANCH CO PV 0.50	07/25/11	739.00	561.60	(177.40)	
497	TEJON RANCH CO PV 0.50	10/23/12	14,219.17	13,955.76	(263.41)	
89	TEJON RANCH CO PV 0.50	11/30/12	2,443.94	2,499.12	55.18	
837	TENET HEALTHCARE CORP COM NEW	10/23/12	19,307.25	27,177.39	7,870.14	
115	TENET HEALTHCARE CORP COM NEW	11/30/12	3,325.23	3,734.05	408.82	
1,448	VALUECLICK INC DEL COM	10/23/12	23,833.94	28,105.68	4,271.74	
235	VALUECLICK INC DEL COM	11/30/12	4,422.70	4,561.35	138.65	
83,771	FRAC KINDER MORGAN MGMT	11/16/12	60.31	0.00	(60.31)	

STATEMENT C

				Equities				
591	WORLD FUEL SERVICES CRP	10/23/12	20,106.82	24,331.47	4,224.65	89.00		
88	WORLD FUEL SERVICES CRP	11/30/12	3,396.10	3,622.96	226.86	14.00		
39	WHITE MTNS INS GRP LTD	10/23/12	20,079.54	20,085.00	5.46	39.00		
7	WHITE MTNS INS GRP LTD	11/30/12	3,588.97	3,605.00	16.03	7.00		
	Total Equities		<u>867,989.18</u>	<u>890,539.02</u>	<u>22,549.84</u>	<u>11,327.00</u>		

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Equities						
248	AMER EXPRESS COMPANY	12/03/10	11,087.16	14,255.04	3,167.88	199.00
187	AMER EXPRESS COMPANY	12/29/10	8,027.03	10,748.76	2,721.73	150.00
71	AMER EXPRESS COMPANY	09/13/11	3,387.06	4,081.08	694.02	57.00
32	AMER EXPRESS COMPANY	09/23/11	1,478.08	1,839.36	361.28	26.00
68	AMER EXPRESS COMPANY	10/22/12	3,834.23	3,908.64	74.41	55.00
66	AMER EXPRESS COMPANY	10/26/12	3,695.01	3,793.68	98.67	53.00
43	AMER EXPRESS COMPANY	11/30/12	2,402.31	2,471.64	69.33	35.00
275	BARRICK GOLD CORPORATION	12/03/10	14,986.68	9,627.75	(5,358.93)	220.00
102	BARRICK GOLD CORPORATION	12/29/10	5,397.41	3,571.02	(1,826.39)	82.00

Equities

87	BARRICK GOLD CORPORATION	06/14/11	3,840.08	3,045.87	(794.21)	70.00
20	BARRICK GOLD CORPORATION	09/13/11	1,073.89	700.20	(373.69)	16.00
61	BARRICK GOLD CORPORATION	09/23/11	2,864.96	2,135.61	(729.35)	49.00
329	BARRICK GOLD CORPORATION	03/15/12	14,394.74	11,518.29	(2,876.45)	264.00
242	BARRICK GOLD CORPORATION	08/13/12	8,280.44	8,472.42	191.98	194.00
16	BARRICK GOLD CORPORATION	10/26/12	627.45	560.16	(67.29)	13.00
259	BARRICK GOLD CORPORATION	11/30/12	8,872.05	9,067.59	195.54	208.00
130	BARD C R INC	12/12/11	10,978.92	12,706.20	1,727.28	104.00
211	BARD C R INC	12/13/11	17,809.46	20,623.14	2,813.68	169.00
6	BARD C R INC	10/22/12	590.10	586.44	(3.66)	5.00
37	BARD C R INC	10/26/12	3,569.02	3,616.38	47.36	30.00
21	BARD C R INC	11/30/12	2,075.85	2,052.54	(23.31)	17.00
252	BAXTER INTERNTL INC	12/03/10	12,513.39	16,798.32	4,284.93	454.00
140	BAXTER INTERNTL INC	12/29/10	7,145.18	9,332.40	2,187.22	252.00
10	BAXTER INTERNTL INC	09/12/11	527.40	666.60	139.20	18.00
79	BAXTER INTERNTL INC	09/13/11	4,237.99	5,266.14	1,028.15	143.00
21	BAXTER INTERNTL INC	09/23/11	1,128.54	1,399.86	271.32	38.00

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Equities

50	BAXTER INTERNTL INC	10/22/12	3,077.50	3,333.00	255.50	90.00
56	BAXTER INTERNTL INC	10/26/12	3,417.68	3,732.96	315.28	101.00
327	BECTON DICKINSON CO	05/30/12	24,058.67	25,568.13	1,509.46	648.00
35	BECTON DICKINSON CO	10/22/12	2,639.70	2,736.65	96.95	70.00
33	BECTON DICKINSON CO	10/26/12	2,486.22	2,580.27	94.05	66.00
23	BECTON DICKINSON CO	11/30/12	1,761.94	1,798.37	36.43	46.00
167	CVS CAREMARK CORP	12/29/10	5,826.01	8,074.45	2,248.44	151.00
8	CVS CAREMARK CORP	09/12/11	290.59	386.80	96.21	8.00
147	CVS CAREMARK CORP	09/13/11	5,372.85	7,107.45	1,734.60	133.00
78	CVS CAREMARK CORP	09/23/11	2,671.14	3,771.30	1,100.16	71.00
58	CHEVRON CORP	12/29/10	5,351.08	6,272.12	921.04	209.00
7	CHEVRON CORP	09/12/11	656.52	756.98	100.46	26.00
54	CHEVRON CORP	09/13/11	5,182.96	5,839.56	656.60	195.00
31	CHEVRON CORP	09/23/11	2,777.91	3,352.34	574.43	112.00
12	CHEVRON CORP	10/22/12	1,345.70	1,297.68	(48.02)	44.00
26	CHEVRON CORP	10/26/12	2,891.66	2,811.64	(80.02)	94.00
34	CHEVRON CORP	11/30/12	3,587.68	3,676.76	89.08	123.00

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Equities

144	CONOCOPHILLIPS	12/03/10	7,097.74	8,350.56	1,252.82	381.00
121	CONOCOPHILLIPS	12/29/10	6,354.55	7,016.79	662.24	320.00
64	CONOCOPHILLIPS	09/12/11	3,128.00	3,711.36	583.36	169.00
69	CONOCOPHILLIPS	09/13/11	3,457.71	4,001.31	543.60	183.00
24	CONOCOPHILLIPS	09/23/11	1,162.67	1,391.76	229.09	64.00
161	CONOCOPHILLIPS	05/03/12	8,682.39	9,336.39	654.00	426.00
19	CONOCOPHILLIPS	10/22/12	1,074.40	1,101.81	27.41	51.00
48	CONOCOPHILLIPS	10/26/12	2,757.12	2,783.52	26.40	127.00
52	CONOCOPHILLIPS	11/30/12	2,963.62	3,015.48	51.86	138.00
214	CHUBB CORP	12/03/10	12,510.10	16,118.48	3,608.38	351.00
120	CHUBB CORP	12/29/10	7,182.50	9,038.40	1,855.90	197.00
26	CHUBB CORP	09/12/11	1,524.64	1,958.32	433.68	43.00
71	CHUBB CORP	09/13/11	4,213.91	5,347.72	1,133.81	117.00
28	CHUBB CORP	09/23/11	1,617.84	2,108.96	491.12	46.00
19	CHUBB CORP	10/26/12	1,490.93	1,431.08	(59.85)	32.00
44	CHUBB CORP	11/30/12	3,357.20	3,314.08	(43.12)	73.00
179	CISCO SYSTEMS INC COM	02/09/11	3,954.07	3,517.24	(436.83)	101.00

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Equities

794	CISCO SYSTEMS INC	COM	05/25/11	12,834.30	15,601.62	2,767.32	445.00
86	CISCO SYSTEMS INC	COM	09/12/11	1,359.41	1,689.85	330.44	49.00
313	CISCO SYSTEMS INC	COM	09/13/11	5,138.55	6,150.26	1,011.71	176.00
151	CISCO SYSTEMS INC	COM	09/23/11	2,347.61	2,967.06	619.45	85.00
183	CISCO SYSTEMS INC	COM	10/22/12	3,312.12	3,595.84	283.72	103.00
339	CISCO SYSTEMS INC	COM	10/26/12	5,878.26	6,661.15	782.89	190.00
574	DELL INC		12/03/10	7,845.26	5,820.36	(2,024.90)	184.00
299	DELL INC		12/29/10	4,105.24	3,031.86	(1,073.38)	96.00
474	DELL INC		03/28/11	7,109.91	4,806.36	(2,303.55)	152.00
159	DELL INC		09/12/11	2,214.30	1,612.26	(602.04)	51.00
276	DELL INC		09/13/11	3,976.36	2,798.64	(1,177.72)	89.00
115	DELL INC		09/23/11	1,643.70	1,166.10	(477.60)	37.00
1,699	DELL INC		10/22/12	16,101.59	17,227.86	1,126.27	544.00
427	DELL INC		10/26/12	3,938.65	4,329.78	391.13	137.00
754	DEVON ENERGY CORP NEW		12/20/12	40,576.89	39,238.16	(1,338.73)	604.00
265	DR PEPPER SNAPPLE GROUP INC		12/03/10	9,960.24	11,707.70	1,747.46	361.00

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Equities

115	EXXON MOBIL CORP	COM	12/29/10	8,464.72	9,953.25	1,488.53	263.00
85	EXXON MOBIL CORP	COM	09/12/11	5,981.06	7,356.75	1,375.69	194.00
93	EXXON MOBIL CORP	COM	09/13/11	6,669.95	8,049.15	1,379.20	213.00
33	EXXON MOBIL CORP	COM	09/23/11	2,288.39	2,856.15	567.76	76.00
40	EXXON MOBIL CORP	COM	10/26/12	3,624.59	3,462.00	(162.59)	92.00
59	EXXON MOBIL CORP	COM	11/30/12	5,198.22	5,106.45	(91.77)	135.00
640	EXELON CORPORATION		05/10/12	24,874.05	19,033.60	(5,840.45)	1,344.00
469	EXELON CORPORATION		10/04/12	16,889.72	13,948.06	(2,941.66)	985.00
5	EXELON CORPORATION		10/22/12	183.78	148.70	(35.08)	11.00
146	EXELON CORPORATION		10/26/12	5,185.19	4,342.04	(843.15)	307.00
430	EXELON CORPORATION		11/15/12	12,600.12	12,788.20	188.08	903.00
176	EXELON CORPORATION		11/30/12	5,271.18	5,234.24	(36.94)	370.00
257	GLAXOSMITHKLINE PLC	ADR	12/03/10	10,009.38	11,171.79	1,162.41	596.00
150	GLAXOSMITHKLINE PLC	ADR	12/29/10	5,893.50	6,520.50	627.00	348.00
11	GLAXOSMITHKLINE PLC	ADR	09/12/11	445.46	478.17	32.71	26.00
88	GLAXOSMITHKLINE PLC	ADR	09/13/11	3,583.77	3,825.36	241.59	205.00
21	GLAXOSMITHKLINE PLC	ADR	09/23/11	851.48	912.87	61.39	49.00

Equities

75	GLAXOSMITHKLINE PLC ADR	10/22/12	3,390.00	3,260.25	(129.75)	174.00
54	GLAXOSMITHKLINE PLC ADR	10/26/12	2,451.88	2,347.38	(104.50)	126.00
87	GLAXOSMITHKLINE PLC ADR	11/30/12	3,743.18	3,781.89	38.71	202.00
8	GOOGLE INC CL A	12/29/10	4,813.60	5,659.04	845.44	
21	GOOGLE INC CL A	04/18/11	10,968.16	14,854.98	3,886.82	
1	GOOGLE INC CL A	09/12/11	523.53	707.38	183.85	
10	GOOGLE INC CL A	09/13/11	5,290.95	7,073.80	1,782.85	
3	GOOGLE INC CL A	09/23/11	1,570.83	2,122.14	551.31	
15	GOOGLE INC CL A	11/30/12	10,441.35	10,610.70	169.35	
163	JOHNSON AND JOHNSON COM	12/14/10	10,211.90	11,426.30	1,214.40	398.00
94	JOHNSON AND JOHNSON COM	12/29/10	5,851.11	6,589.40	738.29	230.00
144	JOHNSON AND JOHNSON COM	02/22/11	8,726.24	10,094.40	1,368.16	352.00
4	JOHNSON AND JOHNSON COM	09/12/11	251.77	280.40	28.63	10.00
82	JOHNSON AND JOHNSON COM	09/13/11	5,224.73	5,748.20	523.47	201.00
28	JOHNSON AND JOHNSON COM	09/23/11	1,728.28	1,962.80	234.52	69.00
57	JOHNSON AND JOHNSON COM	10/22/12	4,071.25	3,995.70	(75.55)	140.00
59	JOHNSON AND JOHNSON COM	10/26/12	4,191.66	4,135.90	(55.76)	144.00

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Equities

57	JOHNSON AND JOHNSON	COM	11/30/12	3,976.64	3,995.70	19.06	140.00
457	MOLSON COOR BREW CO CL B		12/03/10	22,542.67	19,555.03	(2,987.64)	585.00
258	MOLSON COOR BREW CO CL B		12/29/10	13,017.29	11,039.82	(1,977.47)	331.00
101	MOLSON COOR BREW CO CL B		03/15/11	4,392.82	4,321.79	(71.03)	130.00
100	MOLSON COOR BREW CO CL B		09/12/11	4,115.08	4,279.00	163.92	128.00
198	MOLSON COOR BREW CO CL B		09/13/11	8,266.50	8,472.42	205.92	254.00
102	MOLSON COOR BREW CO CL B		09/23/11	4,003.93	4,364.58	360.65	131.00
180	MOLSON COOR BREW CO CL B		10/22/12	7,883.19	7,702.20	(180.99)	231.00
151	MOLSON COOR BREW CO CL B		10/26/12	6,555.12	6,461.29	(93.83)	194.00
201	MOLSON COOR BREW CO CL B		11/30/12	8,295.15	8,600.79	305.64	258.00
513	MEDTRONIC INC	COM	12/03/10	17,496.53	21,043.26	3,546.73	534.00
237	MEDTRONIC INC	COM	12/29/10	8,831.99	9,721.74	889.75	247.00
136	MEDTRONIC INC	COM	09/12/11	4,510.44	5,578.72	1,068.28	142.00
182	MEDTRONIC INC	COM	09/13/11	6,132.02	7,465.64	1,333.62	190.00
62	MEDTRONIC INC	COM	09/23/11	2,055.61	2,543.24	487.63	65.00
124	MEDTRONIC INC	COM	10/26/12	5,161.19	5,086.48	(74.71)	129.00
68	MEDTRONIC INC	COM	11/30/12	2,871.98	2,789.36	(82.62)	71.00

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Equities

575	MICROSOFT CORP	12/03/10	15,525.00	15,358.08	(166.92)	529.00
449	MICROSOFT CORP	12/29/10	12,616.86	11,992.66	(624.20)	414.00
194	MICROSOFT CORP	09/12/11	4,944.71	5,181.68	236.97	179.00
310	MICROSOFT CORP	09/13/11	8,096.64	8,280.01	183.37	286.00
121	MICROSOFT CORP	09/23/11	3,024.73	3,231.87	207.14	112.00
302	MICROSOFT CORP	10/22/12	8,446.76	8,066.33	(380.43)	278.00
179	MICROSOFT CORP	10/26/12	5,020.95	4,781.04	(239.91)	165.00
270	MICROSOFT CORP	11/30/12	7,182.00	7,211.62	29.62	249.00
200	NEWMONT MINING CORP	12/03/10	12,470.92	9,288.00	(3,182.92)	280.00
124	NEWMONT MINING CORP	12/29/10	7,589.22	5,758.56	(1,830.66)	174.00
7	NEWMONT MINING CORP	09/12/11	440.44	325.08	(115.36)	10.00
77	NEWMONT MINING CORP	09/13/11	4,960.33	3,575.88	(1,384.45)	108.00
28	NEWMONT MINING CORP	10/31/11	1,864.62	1,300.32	(564.30)	40.00
184	NEWMONT MINING CORP	10/22/12	10,128.68	8,544.96	(1,583.72)	258.00
77	NEWMONT MINING CORP	10/26/12	4,094.68	3,575.88	(518.80)	108.00
158	NEWMONT MINING CORP	11/30/12	7,359.80	7,337.52	(22.28)	222.00
237	NORTHROP GRUMMAN CORP	12/03/10	13,491.50	16,016.46	2,524.96	522.00

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Equities

131	NORTHROP GRUMMAN CORP	12/29/10	7,682.21	8,852.98	1,170.77	289.00
72	NORTHROP GRUMMAN CORP	09/12/11	3,725.58	4,865.76	1,140.18	159.00
89	NORTHROP GRUMMAN CORP	09/13/11	4,670.72	6,014.62	1,343.90	196.00
32	NORTHROP GRUMMAN CORP	09/23/11	1,634.56	2,162.56	528.00	71.00
22	NORTHROP GRUMMAN CORP	10/26/12	1,504.36	1,486.76	(17.60)	49.00
64	NORTHROP GRUMMAN CORP	11/30/12	4,261.12	4,325.12	64.00	141.00
251	PNC FINCL SERVICES GROUP	07/05/11	15,122.50	14,635.81	(486.69)	402.00
29	PNC FINCL SERVICES GROUP	08/08/11	1,398.06	1,690.99	292.93	47.00
90	PNC FINCL SERVICES GROUP	08/10/11	4,156.06	5,247.90	1,091.84	144.00
41	PNC FINCL SERVICES GROUP	09/12/11	1,937.88	2,390.71	452.83	66.00
70	PNC FINCL SERVICES GROUP	09/13/11	3,414.89	4,081.70	666.81	112.00
42	PNC FINCL SERVICES GROUP	09/23/11	1,974.63	2,449.02	474.39	68.00
132	PNC FINCL SERVICES GROUP	11/15/11	7,083.07	7,696.92	613.85	212.00
13	PNC FINCL SERVICES GROUP	10/18/12	777.13	758.03	(19.10)	21.00
29	PNC FINCL SERVICES GROUP	10/22/12	1,701.44	1,690.99	(10.45)	47.00
74	PNC FINCL SERVICES GROUP	10/26/12	4,280.89	4,314.94	34.05	119.00
86	PNC FINCL SERVICES GROUP	11/30/12	4,825.03	5,014.66	189.63	138.00

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Equities

191	PEPSICO INC	12/03/10	12,458.45	13,070.13	611.68	411.00
114	PEPSICO INC	12/29/10	7,472.70	7,801.02	328.32	246.00
46	PEPSICO INC	09/12/11	2,752.90	3,147.78	394.88	99.00
74	PEPSICO INC	09/13/11	4,485.88	5,063.82	577.94	160.00
11	PEPSICO INC	09/23/11	659.18	752.73	93.55	24.00
282	PEPSICO INC	12/05/11	18,247.85	19,297.26	1,049.41	607.00
32	PEPSICO INC	09/27/12	2,260.75	2,189.76	(70.99)	69.00
37	PEPSICO INC	10/22/12	2,558.92	2,531.91	(27.01)	80.00
79	PEPSICO INC	10/26/12	5,450.21	5,405.97	(44.24)	170.00
48	PEPSICO INC	11/30/12	3,366.48	3,284.64	(81.84)	104.00
242	PROCTER & GAMBLE CO	12/03/10	15,042.72	16,429.38	1,386.66	545.00
129	PROCTER & GAMBLE CO	12/29/10	8,311.10	8,757.81	446.71	290.00
43	PROCTER & GAMBLE CO	09/12/11	2,636.15	2,919.27	283.12	97.00
87	PROCTER & GAMBLE CO	09/13/11	5,381.44	5,906.43	524.99	196.00
20	PROCTER & GAMBLE CO	09/23/11	1,213.40	1,357.80	144.40	45.00
59	PROCTER & GAMBLE CO	10/11/12	4,009.47	4,005.51	(3.96)	133.00
66	PROCTER & GAMBLE CO	11/07/12	4,496.42	4,480.74	(15.68)	149.00

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Equities

63	PROCTER & GAMBLE CO	12/26/12	4,276.23	4,277.07	0.84	142.00
1,726	SCHWAB CHARLES CORP NEW	09/15/11	21,068.94	24,785.36	3,716.42	415.00
200	SCHWAB CHARLES CORP NEW	09/23/11	2,267.00	2,872.00	605.00	48.00
873	SCHWAB CHARLES CORP NEW	10/18/11	10,407.21	12,536.28	2,129.07	210.00
293	SCHWAB CHARLES CORP NEW	10/22/12	3,882.22	4,207.48	325.26	71.00
244	SCHWAB CHARLES CORP NEW	10/26/12	3,288.02	3,503.84	215.82	59.00
332	SCHWAB CHARLES CORP NEW	11/30/12	4,344.39	4,767.52	423.13	80.00
181	SIGMA ALDRICH CORP	02/07/11	11,552.92	13,317.98	1,765.06	145.00
37	SIGMA ALDRICH CORP	09/12/11	2,144.22	2,722.46	578.24	30.00
42	SIGMA ALDRICH CORP	09/13/11	2,496.90	3,090.36	593.46	34.00
6	SIGMA ALDRICH CORP	09/23/11	365.82	441.48	75.66	5.00
17	SIGMA ALDRICH CORP	10/22/12	1,230.80	1,250.86	20.06	14.00
35	SIGMA ALDRICH CORP	10/26/12	2,461.20	2,575.30	114.10	28.00
14	SIGMA ALDRICH CORP	11/30/12	1,010.10	1,030.12	20.02	12.00
295	SUNTRUST BKS INC COM	12/03/10	7,512.18	8,363.25	851.07	59.00
112	SUNTRUST BKS INC COM	12/29/10	3,283.24	3,175.20	(108.04)	23.00
288	SUNTRUST BKS INC COM	09/12/11	5,263.32	8,164.80	2,901.48	58.00

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Equities

115	SUNTRUST BKS INC	COM	09/13/11	2,172.83	3,260.25	1,087.42	23.00
131	SUNTRUST BKS INC	COM	09/23/11	2,239.45	3,713.85	1,474.40	27.00
255	TARGET CORP	COM	12/03/10	15,044.13	15,088.35	44.22	368.00
143	TARGET CORP	COM	12/29/10	8,564.50	8,461.31	(103.19)	206.00
88	TARGET CORP	COM	04/06/11	4,486.86	5,206.96	720.10	127.00
24	TARGET CORP	COM	09/12/11	1,189.92	1,420.08	230.16	35.00
103	TARGET CORP	COM	09/13/11	5,213.86	6,094.51	880.65	149.00
36	TARGET CORP	COM	09/23/11	1,776.60	2,130.12	353.52	52.00
215	TARGET CORP	COM	01/05/12	10,450.61	12,721.55	2,270.94	310.00
25	TARGET CORP	COM	11/30/12	1,579.13	1,479.25	(99.88)	36.00
183	TRAVELERS COS INC		12/03/10	10,028.31	13,143.06	3,114.75	337.00
105	TRAVELERS COS INC		12/29/10	5,846.01	7,541.10	1,695.09	194.00
62	TRAVELERS COS INC		09/12/11	2,991.19	4,452.84	1,461.65	115.00
69	TRAVELERS COS INC		09/13/11	3,373.07	4,955.58	1,582.51	127.00
29	TRAVELERS COS INC		09/23/11	1,360.76	2,082.78	722.02	54.00
2	TRAVELERS COS INC		11/30/12	141.73	143.64	1.91	4.00
187	TORCHMARK CORP	COM	12/03/10	7,542.99	9,662.29	2,119.30	113.00

Equities

110	TORCHMARK CORP	COM	12/29/10	4,433.75	5,683.70	1,249.95	66.00
60	TORCHMARK CORP	COM	09/12/11	2,131.20	3,100.20	969.00	36.00
65	TORCHMARK CORP	COM	09/13/11	2,363.73	3,358.55	994.82	39.00
41	TORCHMARK CORP	COM	09/23/11	1,414.50	2,118.47	703.97	25.00
385	UNILEVER NV NY REG SHS		12/03/10	11,510.35	14,745.50	3,235.15	402.00
197	UNILEVER NV NY REG SHS		12/29/10	6,224.06	7,545.10	1,321.04	206.00
49	UNILEVER NV NY REG SHS		09/12/11	1,497.44	1,876.70	379.26	52.00
151	UNILEVER NV NY REG SHS		09/13/11	4,593.68	5,783.30	1,189.62	158.00
22	UNILEVER NV NY REG SHS		09/23/11	678.36	842.60	164.24	23.00
128	UNILEVER NV NY REG SHS		11/07/12	4,620.56	4,902.40	281.84	134.00
676	US BANCORP (NEW)		08/10/11	14,843.74	21,591.44	6,747.70	528.00
88	US BANCORP (NEW)		09/12/11	1,931.20	2,810.72	879.52	69.00
137	US BANCORP (NEW)		09/13/11	3,131.27	4,375.78	1,244.51	107.00
26	US BANCORP (NEW)		09/23/11	603.05	830.44	227.39	21.00
84	US BANCORP (NEW)		10/22/12	2,835.46	2,682.96	(152.50)	66.00
112	US BANCORP (NEW)		10/26/12	3,714.12	3,577.28	(136.84)	88.00
119	US BANCORP (NEW)		11/30/12	3,832.40	3,800.86	(31.54)	93.00

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Equities

221	WAL-MART STORES INC	12/03/10	12,039.15	15,078.83	3,039.68	352.00
196	WAL-MART STORES INC	12/29/10	10,598.95	13,373.08	2,774.13	312.00
90	WAL-MART STORES INC	02/22/11	4,787.61	6,140.70	1,353.09	144.00
54	WAL-MART STORES INC	09/12/11	2,768.58	3,684.42	915.84	86.00
137	WAL-MART STORES INC	09/13/11	7,048.64	9,347.51	2,298.87	218.00
46	WAL-MART STORES INC	09/23/11	2,330.09	3,138.58	808.49	74.00
51	WAL-MART STORES INC	10/26/12	3,835.20	3,479.73	(355.47)	82.00
97	WAL-MART STORES INC	11/30/12	6,963.24	6,618.31	(344.93)	155.00
5	WELLS FARGO & CO NEW DEL	12/03/10	143.89	170.90	27.01	5.00
206	WELLS FARGO & CO NEW DEL	12/29/10	6,399.55	7,041.08	641.53	182.00
281	WELLS FARGO & CO NEW DEL	06/01/11	7,604.37	9,604.58	2,000.21	248.00
142	WELLS FARGO & CO NEW DEL	09/12/11	3,381.02	4,853.56	1,472.54	125.00
191	WELLS FARGO & CO NEW DEL	09/13/11	4,669.45	6,528.38	1,858.93	169.00
120	WELLS FARGO & CO NEW DEL	09/23/11	2,849.09	4,101.60	1,252.51	106.00
49	WELLS FARGO & CO NEW DEL	10/22/12	1,678.74	1,674.82	(3.92)	44.00
105	WELLS FARGO & CO NEW DEL	10/26/12	3,569.98	3,588.90	18.92	93.00

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113	WELLS FARGO & CO NEW DEL	11/30/12	3,716.05	3,862.34	146.29	100.00
	Total Equities		<u>1,445,447.43</u>	<u>1,579,955.20</u>	<u>134,507.77</u>	<u>42,693.00</u>

Equities

644	ALTRIA GROUP INC	08/11/11	16,040.37	20,247.36	4,206.99	1,134.00
65	ALTRIA GROUP INC	09/12/11	1,708.58	2,043.60	335.02	115.00
223	ALTRIA GROUP INC	09/13/11	5,827.35	7,011.12	1,183.77	393.00
71	ALTRIA GROUP INC	09/23/11	1,828.42	2,232.24	403.82	125.00
74	ALTRIA GROUP INC	11/30/12	2,501.93	2,326.56	(175.37)	131.00
401	ASTRAZENECA PLC SPND ADR	08/11/11	17,536.45	18,955.27	1,418.82	1,143.00
69	ASTRAZENECA PLC SPND ADR	09/12/11	2,983.70	3,261.63	277.93	197.00
140	ASTRAZENECA PLC SPND ADR	09/13/11	6,134.58	6,617.80	483.22	399.00
51	ASTRAZENECA PLC SPND ADR	09/23/11	2,187.67	2,410.77	223.10	146.00

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Equities

53	ASTRAZENECA PLC SPND ADR	11/30/12	2,519.91	2,505.31	(14.60)	152.00
529	AT&T INC	08/11/11	14,974.93	17,832.59	2,857.66	953.00
106	AT&T INC	09/12/11	2,916.06	3,573.26	657.20	191.00
176	AT&T INC	09/13/11	4,948.31	5,932.96	984.65	317.00
60	AT&T INC	09/23/11	1,656.35	2,022.60	366.25	108.00
123	AT&T INC	11/30/12	4,191.29	4,146.33	(44.96)	222.00
217	BOEING COMPANY	08/11/11	12,605.31	16,353.12	3,747.81	421.00
22	BOEING COMPANY	09/12/11	1,348.16	1,657.92	309.76	43.00
62	BOEING COMPANY	09/13/11	3,903.21	4,672.32	769.11	121.00
42	BOEING COMPANY	09/23/11	2,494.80	3,165.12	670.32	82.00
38	BOEING COMPANY	11/30/12	2,815.23	2,863.68	48.45	74.00
174	CHEVRON CORP	08/11/11	16,175.53	18,816.36	2,640.83	627.00
26	CHEVRON CORP	09/12/11	2,438.49	2,811.64	373.15	94.00
57	CHEVRON CORP	09/13/11	5,470.91	6,163.98	693.07	206.00
33	CHEVRON CORP	09/23/11	2,957.13	3,568.62	611.49	119.00
32	CHEVRON CORP	11/30/12	3,376.64	3,460.48	83.84	116.00
251	CONOCOPHILLIPS	08/11/11	12,493.50	14,555.49	2,061.99	663.00

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Equities

45	CONOCOPHILLIPS	09/12/11	2,199.37	2,609.55	410.18	119.00
85	CONOCOPHILLIPS	09/13/11	4,259.50	4,929.15	669.65	225.00
35	CONOCOPHILLIPS	09/23/11	1,695.57	2,029.65	334.08	93.00
149	CONOCOPHILLIPS	06/11/12	8,107.51	8,640.51	533.00	394.00
81	CONOCOPHILLIPS	11/30/12	4,616.40	4,697.19	80.79	214.00
1,057	CISCO SYSTEMS INC COM	09/13/12	20,497.03	20,769.42	272.39	592.00
134	CISCO SYSTEMS INC COM	11/30/12	2,542.81	2,633.02	90.21	76.00
113	DIAGEO PLC SPSD ADR NEW	08/11/11	8,446.48	13,173.54	4,727.06	314.00
33	DIAGEO PLC SPSD ADR NEW	09/12/11	2,474.39	3,847.14	1,372.75	92.00
69	DIAGEO PLC SPSD ADR NEW	09/13/11	5,247.73	8,044.02	2,796.29	192.00
24	DIAGEO PLC SPSD ADR NEW	09/23/11	1,801.68	2,797.92	996.24	67.00
197	DOMINION RES INC NEW VA	08/11/11	9,399.94	10,204.60	804.66	416.00
57	DOMINION RES INC NEW VA	09/12/11	2,674.73	2,952.60	277.87	121.00
108	DOMINION RES INC NEW VA	09/13/11	5,151.60	5,594.40	442.80	228.00
11	DOMINION RES INC NEW VA	09/23/11	547.58	569.80	22.22	24.00
73	DOMINION RES INC NEW VA	11/30/12	3,700.77	3,781.40	80.63	155.00
323	DU PONT E I DE NEMOURS	08/11/11	14,945.21	14,528.06	(417.15)	556.00

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Equities

68	DU PONT E I DE NEMOURS	09/12/11	2,999.28	3,058.54	59.26	117.00
116	DU PONT E I DE NEMOURS	09/13/11	5,183.37	5,217.51	34.14	200.00
73	DU PONT E I DE NEMOURS	09/23/11	3,009.43	3,283.43	274.00	126.00
72	DU PONT E I DE NEMOURS	11/30/12	3,111.84	3,238.45	126.61	124.00
974	GENERAL ELECTRIC	08/11/11	15,045.48	20,444.26	5,398.78	741.00
191	GENERAL ELECTRIC	09/12/11	2,842.02	4,009.09	1,167.07	146.00
315	GENERAL ELECTRIC	09/13/11	4,834.34	6,611.85	1,777.51	240.00
127	GENERAL ELECTRIC	09/23/11	1,919.34	2,665.73	746.39	97.00
218	GENUINE PARTS CO	08/11/11	10,607.01	13,860.44	3,253.43	432.00
24	GENUINE PARTS CO	09/12/11	1,241.28	1,525.92	284.64	48.00
77	GENUINE PARTS CO	09/13/11	4,100.25	4,895.66	795.41	153.00
55	GENUINE PARTS CO	09/23/11	2,718.23	3,496.90	778.67	109.00
64	GENUINE PARTS CO	11/30/12	4,144.44	4,069.12	(75.32)	127.00
343	HSBC HLDG PLC SP ADR	08/11/11	14,958.64	18,203.01	3,244.37	858.00
104	HSBC HLDG PLC SP ADR	09/12/11	4,034.77	5,519.28	1,484.51	260.00
127	HSBC HLDG PLC SP ADR	09/13/11	5,052.81	6,739.89	1,687.08	318.00
68	HSBC HLDG PLC SP ADR	09/23/11	2,612.32	3,608.76	996.44	170.00

STATEMENT E

Equities

463	HCP INC	08/11/11	14,957.54	20,909.08	5,951.54	926.00
37	HCP INC	09/12/11	1,289.64	1,670.92	381.28	74.00
140	HCP INC	09/13/11	4,952.39	6,322.40	1,370.01	280.00
51	HCP INC	09/23/11	1,774.50	2,303.16	528.66	102.00
62	HCP INC	11/30/12	2,791.58	2,799.92	8.34	124.00
332	HEALTH CARE REIT INC COM REIT	08/11/11	14,936.65	20,348.28	5,411.63	983.00
26	HEALTH CARE REIT INC COM REIT	09/12/11	1,262.43	1,593.54	331.11	77.00
103	HEALTH CARE REIT INC COM REIT	09/13/11	5,057.58	6,312.87	1,255.29	305.00
56	HEALTH CARE REIT INC COM REIT	09/23/11	2,598.68	3,432.24	833.56	166.00
56	HEALTH CARE REIT INC COM REIT	11/30/12	3,328.77	3,432.24	103.47	166.00
326	HEINZ H J CO PV 25CT	08/11/11	16,231.80	18,803.68	2,571.88	672.00
53	HEINZ H J CO PV 25CT	09/12/11	2,633.31	3,057.04	423.73	110.00
114	HEINZ H J CO PV 25CT	09/13/11	5,688.03	6,575.52	887.49	235.00
37	HEINZ H J CO PV 25CT	09/23/11	1,828.54	2,134.16	305.62	77.00

STATEMENT E

Equities

3	HEINZ H J CO PV 25CT	11/30/12	175.54	173.04	(2.50)	7.00
727	INTEL CORP	08/11/11	14,953.23	14,990.74	37.51	655.00
150	INTEL CORP	09/12/11	3,005.73	3,093.00	87.27	135.00
238	INTEL CORP	09/13/11	4,959.49	4,907.56	(51.93)	215.00
3	INTEL CORP	09/23/11	66.10	61.86	(4.24)	3.00
606	INTEL CORP	11/30/12	11,960.20	12,495.72	535.52	546.00
413	JPMORGAN CHASE & CO	03/29/12	18,852.75	18,159.24	(693.51)	496.00
139	JPMORGAN CHASE & CO	11/30/12	5,695.61	6,111.70	416.09	167.00
278	JOHNSON AND JOHNSON COM	08/11/11	17,413.92	19,487.80	2,073.88	679.00
47	JOHNSON AND JOHNSON COM	09/12/11	2,958.29	3,294.70	336.41	115.00
93	JOHNSON AND JOHNSON COM	09/13/11	5,925.61	6,519.30	593.69	227.00
37	JOHNSON AND JOHNSON COM	09/23/11	2,283.80	2,593.70	309.90	91.00
73	JOHNSON AND JOHNSON COM	11/30/12	5,092.90	5,117.30	24.40	179.00
172	KRAFT FOODS GROUP INC SHS	08/11/11	6,117.35	7,820.84	1,703.49	344.00
26	KRAFT FOODS GROUP INC SHS	09/12/11	927.06	1,182.22	255.16	52.00

STATEMENT E

Equities

61	KRAFT FOODS GROUP INC SHS	09/13/11	2,186.83	2,773.67	586.84	122.00
19	KRAFT FOODS GROUP INC SHS	09/23/11	674.32	863.93	189.61	38.00
234	KIMBERLY CLARK	08/11/11	14,990.37	19,756.62	4,766.25	693.00
27	KIMBERLY CLARK	09/12/11	1,798.62	2,279.61	480.99	80.00
77	KIMBERLY CLARK	09/13/11	5,184.73	6,501.11	1,316.38	228.00
11	KIMBERLY CLARK	09/23/11	760.37	928.73	168.36	33.00
47	KIMBERLY CLARK	11/30/12	4,040.36	3,968.21	(72.15)	140.00
503	ELI LILLY & CO	08/11/11	17,472.06	24,807.96	7,335.90	986.00
69	ELI LILLY & CO	09/12/11	2,460.89	3,403.08	942.19	136.00
160	ELI LILLY & CO	09/13/11	5,855.07	7,891.20	2,036.13	314.00
39	ELI LILLY & CO	09/23/11	1,408.04	1,923.48	515.44	77.00
764	MERCK AND CO INC SHS	09/29/11	24,729.53	31,278.16	6,548.63	1,315.00
129	MERCK AND CO INC SHS	11/30/12	5,718.80	5,281.26	(437.54)	222.00
517	MONDELEZ INTERNATIONAL INC	08/11/11	11,337.89	13,159.30	1,821.41	269.00
78	MONDELEZ INTERNATIONAL INC	09/12/11	1,714.95	1,985.35	270.40	41.00

STATEMENT E

Equities

184	MONDELEZ INTERNATIONAL INC	09/13/11	4,067.33	4,683.39	616.06	96.00
57	MONDELEZ INTERNATIONAL INC	09/23/11	1,247.04	1,450.83	203.79	30.00
648	MICROSOFT CORP	08/11/11	16,174.02	17,307.89	1,133.87	597.00
89	MICROSOFT CORP	09/12/11	2,268.45	2,377.16	108.71	82.00
213	MICROSOFT CORP	09/13/11	5,563.18	5,689.17	125.99	196.00
95	MICROSOFT CORP	09/23/11	2,374.79	2,537.42	162.63	88.00
230	MICROSOFT CORP	11/30/12	6,118.00	6,143.23	25.23	212.00
261	NEXTERA ENERGY INC SHS	08/11/11	13,476.22	18,058.59	4,582.37	627.00
42	NEXTERA ENERGY INC SHS	09/12/11	2,247.00	2,905.98	658.98	101.00
113	NEXTERA ENERGY INC SHS	09/13/11	6,079.39	7,818.47	1,739.08	272.00
34	NEXTERA ENERGY INC SHS	09/23/11	1,832.94	2,352.46	519.52	82.00
47	NEXTERA ENERGY INC SHS	11/30/12	3,213.85	3,251.93	38.08	113.00
178	PHILIP MORRIS INTL INC	08/11/11	11,562.70	14,887.92	3,225.22	606.00
39	PHILIP MORRIS INTL INC	09/12/11	2,546.91	3,261.96	715.05	133.00
78	PHILIP MORRIS INTL INC	09/13/11	5,149.20	6,523.92	1,374.72	266.00
26	PHILIP MORRIS INTL INC	09/23/11	1,656.98	2,174.64	517.66	89.00

STATEMENT E

Equities

57	PHILIP MORRIS INTL INC	11/30/12	5,125.76	4,767.48	(358.28)	194.00
538	RAYTHEON CO DELAWARE NEW	04/12/12	28,346.79	30,967.28	2,620.49	1,076.00
59	RAYTHEON CO DELAWARE NEW	11/30/12	3,355.04	3,396.04	41.00	118.00
235	ROYAL DUTCH SHEL PLC SPONS ADR B	08/11/11	14,963.81	16,659.15	1,695.34	809.00
39	ROYAL DUTCH SHEL PLC SPONS ADR B	09/12/11	2,492.10	2,764.71	272.61	135.00
80	ROYAL DUTCH SHEL PLC SPONS ADR B	09/13/11	5,227.70	5,671.20	443.50	276.00
35	ROYAL DUTCH SHEL PLC SPONS ADR B	09/23/11	2,184.35	2,481.15	296.80	121.00
102	ROYAL DUTCH SHEL PLC SPONS ADR B	11/30/12	7,052.68	7,230.78	178.10	351.00
155	3M COMPANY	08/11/11	12,415.50	14,391.75	1,976.25	366.00
34	3M COMPANY	09/12/11	2,624.12	3,156.90	532.78	81.00
54	3M COMPANY	09/13/11	4,198.77	5,013.90	815.13	128.00
33	3M COMPANY	09/23/11	2,432.43	3,064.05	631.62	78.00
36	3M COMPANY	11/30/12	3,272.40	3,342.60	70.20	85.00
272	TRAVELERS COS INC	08/11/11	13,732.03	19,535.04	5,803.01	501.00

STATEMENT E

Equities

63	TRAVELERS COS INC	09/12/11	3,039.44	4,524.66	1,485.22	116.00
90	TRAVELERS COS INC	09/13/11	4,399.65	6,463.80	2,064.15	166.00
42	TRAVELERS COS INC	09/23/11	1,970.76	3,016.44	1,045.68	78.00
478	UNILEVER NV NY REG SHS	08/11/11	14,921.58	18,307.40	3,385.82	499.00
90	UNILEVER NV NY REG SHS	09/12/11	2,750.40	3,447.00	696.60	94.00
184	UNILEVER NV NY REG SHS	09/13/11	5,597.59	7,047.20	1,449.61	192.00
43	UNILEVER NV NY REG SHS	09/23/11	1,325.89	1,646.90	321.01	45.00
26	UNILEVER NV NY REG SHS	11/30/12	983.99	995.80	11.81	28.00
403	VERIZON COMMUNICATNS COM	08/11/11	13,822.90	17,437.81	3,614.91	831.00
75	VERIZON COMMUNICATNS COM	09/12/11	2,612.25	3,245.25	633.00	155.00
166	VERIZON COMMUNICATNS COM	09/13/11	5,878.96	7,182.82	1,303.86	342.00
42	VERIZON COMMUNICATNS COM	09/23/11	1,493.70	1,817.34	323.64	87.00
569	VODAFONE GROU PLC SP ADR	08/11/11	14,940.69	14,333.11	(607.58)	854.00
127	VODAFONE GROU PLC SP ADR	09/12/11	3,183.89	3,199.13	15.24	191.00
198	VODAFONE GROU PLC SP ADR	09/13/11	5,064.48	4,987.62	(76.86)	297.00
89	VODAFONE GROU PLC SP ADR	09/23/11	2,228.39	2,241.91	13.52	134.00

STATEMENT E

246	VODAFONE GROUPE PLC SP ADR	11/30/12	6,340.77	6,196.74	(144.03)	369.00
	Total Equities		<u>904,466.62</u>	<u>1,063,921.30</u>	<u>159,454.68</u>	<u>41,725.00</u>

Mutual Funds/Closed End Funds/UIT

17,174	AQR DIVERSIFIED ARBITRAGE FUND CL I .1290 Fractional Share	10/19/12	191,282.33	189,600.96	(1,681.37)	2,181.00
		12/17/12	1.42	1.42		1.00
6,023	ARBITRAGE FUNDS CL I .3270 Fractional Share	10/19/12	77,540.77	76,913.71	(627.06)	765.00
		12/19/12	4.14	4.18	0.04	1.00
4,013	ALTEGRIS MANAGED FUTURES STRATEGY FUND CL I .4570 Fractional Share	10/19/12	37,641.94	37,842.59	200.65	
		10/19/12	4.29	4.31	0.02	
3,580	BLACKROCK EMERGING MKTS LONG SHORT EQ FD CL I .3060 Fractional Share	10/19/12	37,770.40	38,234.40	464.00	
		12/27/12	3.26	3.27	0.01	
14,527	MAINSTAY MARKETFIELD FUND CL I .6030 Fractional Share	10/19/12	226,904.45	230,107.68	3,203.23	
		12/07/12	9.35	9.55	0.20	

STATEMENT F

Mutual Funds/Closed End Funds/UIT

6,191	PIMCO ALL ASSET ALL AUTHORITY FUND CL P .8650 Fractional Share	10/19/12	70,336.67	68,658.19	(1,157.89)	3,628.00
		12/27/12	9.70	9.59	(0.11)	1.00
9,617	JP MORGAN STRATEGIC INCOME OPP FUND .7030 Fractional Share	10/19/12	113,575.06	113,769.11	194.05	3,943.00
		12/14/12	8.33	8.32	(0.01)	1.00
	Total Mutual Funds/Closed End Funds/UIT		<u>755,094</u>	<u>755,167.28</u>	<u>595.76</u>	<u>10,521.00</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. PATRIARCH FAMILY FOUNDATION C/O ANTHONY IMBESI	Employer identification number (EIN) or 20-8353260
	Number, street, and room or suite no. If a P.O. box, see instructions. 311 N. SUMNEYTOWN PIKE, NO. 1A	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NORTH WALES, PA 19454-2532	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

LOWELL H. DUBROW, ESQ.

- The books are in the care of ► **261 OLD YORK RD., SUITE 514 - JENKINTOWN, PA 19046**
Telephone No. ► **215-886-1234** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning , and ending .

- 2** If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	4,862.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	3,435.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	1,427.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)