



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

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

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

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

Name of foundation THE FRUSCIONE FOUNDATION
A Employer identification number 22-2725198
B Telephone number (see instructions) (609) 586-2000
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) (see instructions))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), followed by summary rows 27-29.

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

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .						
	<b>2</b> Savings and temporary cash investments . . . . .	19,314	36,270	36,268			
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	<b>5</b> Grants receivable . . . . .						
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .						
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____						
	<b>8</b> Inventories for sale or use . . . . .						
	<b>9</b> Prepaid expenses and deferred charges . . . . .						
	<b>10a</b> Investments—U S and state government obligations (attach schedule)						
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .						
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .						
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	<b>12</b> Investments—mortgage loans . . . . .						
	<b>13</b> Investments—other (attach schedule) . . . . .	1,301,988	1,314,777	1,405,021			
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
<b>15</b> Other assets (describe ▶ _____)	1,688	2,457	2,457				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,322,990	1,353,504	1,443,746				
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .						
	<b>18</b> Grants payable . . . . .						
	<b>19</b> Deferred revenue . . . . .						
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons						
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .						
	<b>22</b> Other liabilities (describe ▶ _____)						
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .		0				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b> Unrestricted . . . . .						
	<b>25</b> Temporarily restricted . . . . .						
	<b>26</b> Permanently restricted . . . . .						
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>						
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	2,345,425	2,345,425				
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund						
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds	-1,022,435	-991,921				
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,322,990	1,353,504					
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,322,990	1,353,504					

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	1,322,990
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	30,514
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	1,353,504
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	1,353,504

**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)
<b>1a</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

<b>2</b>	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 }	<b>2</b>	21,987
<b>3</b>	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) (see instructions) If (loss), enter -0- in Part I, line 8	}	<b>3</b>	394

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

**1** Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	76,844	1,342,576	0.05724
2010	83,100	1,373,100	0.06052
2009	56,060	1,238,120	0.04528
2008	48,080	1,364,563	0.03524
2007	115,426	1,545,751	0.07467

<b>2</b>	Total of line 1, column (d).		<b>2</b>	0.27294
<b>3</b>	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		<b>3</b>	0.05459
<b>4</b>	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		<b>4</b>	1,361,108
<b>5</b>	Multiply line 4 by line 3.		<b>5</b>	74,300
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).		<b>6</b>	658
<b>7</b>	Add lines 5 and 6.		<b>7</b>	74,958
<b>8</b>	Enter qualifying distributions from Part XII, line 4.		<b>8</b>	35,250

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

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	1,315
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	1,315
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	1,315
<b>6</b>	Credits/Payments		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	1,423
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	1,423
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	15
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	93
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> 93 <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		No
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		No
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		No
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	Yes	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NJ _____		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>THE FRUSCIONE FOUNDATION</b> Telephone no <b>(609) 586-2000</b> Located at <b>PO Box 3245 Trenton NJ</b> ZIP+4 <b>08619</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>			
<b>16</b>	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?	<b>16</b>		<b>No</b>

See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
<b>1a</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	<b>1b</b>	<b>No</b>
<b>c</b>	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?	<b>1c</b>	<b>No</b>
<b>2</b>	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))		
<b>a</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20___, 20___, 20___, 20___</b>		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions).	<b>2b</b>	<b>No</b>
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20___, 20___, 20___, 20___</b>		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> )	<b>3b</b>	<b>No</b>
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<b>No</b>
<b>b</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?	<b>4b</b>	<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p><b>c</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>	<b>No</b>
<b>6b</b>	<b>6b</b>	<b>No</b>
<b>7b</b>	<b>7b</b>	<b>No</b>

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MR MRS J HEDDEN PO BOX 3245 TRENTON, NJ 08619	FOUNDING MGR 0 00	0		
MR MRS SA FRUSCIONE PO BOX 3245 TRENTON, NJ 08619	FOUNDING MGR 0 00	0		
MS ANGELA FRUSCIONE PO BOX 3245 TRENTON, NJ 08619	FOUNDING MGR 0 00	0		

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

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

**Total** number of other employees paid over \$50,000.

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

**Total** number of others receiving over \$50,000 for professional services. . . . . **▶**

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
<b>1</b> EDUCATION, SCHOLARSHIP AWARD STUART DAY SCHOOL	35,000
<b>2</b>	
<b>3</b>	
<b>4</b>	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b>	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	

**Total.** Add lines 1 through 3. . . . . **▶**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	1,357,368
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	21,911
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	2,557
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	1,381,836
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	1,381,836
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	20,728
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,361,108
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	68,055

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	68,055
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b>	1,315
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	1,315
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	66,740
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	66,740
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	66,740

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	35,250
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	35,250
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	35,250

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				66,740
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007. . . . .	39,422			
<b>b</b> From 2008. . . . .				
<b>c</b> From 2009. . . . .				
<b>d</b> From 2010. . . . .	15,245			
<b>e</b> From 2011. . . . .	11,027			
<b>f</b> Total of lines 3a through e. . . . .	65,694			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>35,250</u>				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2012 distributable amount. . . . .				35,250
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	31,490			31,490
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	34,204			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions. . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions. . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . . .	7,932			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	26,272			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .				
<b>b</b> Excess from 2009. . . . .				
<b>c</b> Excess from 2010. . . . .	15,245			
<b>d</b> Excess from 2011. . . . .	11,027			
<b>e</b> Excess from 2012. . . . .				

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

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

See Additional Data Table

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

---

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

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

**a** The name, address, and telephone number of the person to whom applications should be addressed

---

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

---

**c** Any submission deadlines

---

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

**Part XV Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> Learning Ally 20 Roszel Road Princeton, NJ 08540	None	N/A	Education	250
STUART COUNTRY DAY SCHOOL 1200 STUART ROAD PRINCETON, NJ 08540	None	N/A	EDUCATION	35,000
<b>Total . . . . .</b>				<b>3a</b> 35,250
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b>



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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

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

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

b If "Yes," complete the following schedule Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

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

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

**Form 990PF Part XV Line 1a - 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).**

MR MRS J HEDDEN

MR MRS SA FRUSCIONE

MS ANGELA FRUSCIONE

## TY 2012 Accounting Fees Schedule

**Name:** THE FRUSCIONE FOUNDATION

**EIN:** 22-2725198

**Software ID:** 12000229

**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,400	2,400	0	0

## TY 2012 Investments - Other Schedule

**Name:** THE FRUSCIONE FOUNDATION

**EIN:** 22-2725198

**Software ID:** 12000229

**Software Version:** 2012v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Mutual Funds	FMV	1,314,777	1,405,021

## TY 2012 Other Assets Schedule

**Name:** THE FRUSCIONE FOUNDATION

**EIN:** 22-2725198

**Software ID:** 12000229

**Software Version:** 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
statues	1,688	1,588	1,588
Accrued Dividends		869	869

## TY 2012 Other Expenses Schedule

**Name:** THE FRUSCIONE FOUNDATION

**EIN:** 22-2725198

**Software ID:** 12000229

**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Scholarship Awards	195	195		

## TY 2012 Other Professional Fees Schedule

**Name:** THE FRUSCIONE FOUNDATION

**EIN:** 22-2725198

**Software ID:** 12000229

**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Fee	9,437	9,437	0	0

# TY 2012 Taxes Schedule

**Name:** THE FRUSCIONE FOUNDATION

**EIN:** 22-2725198

**Software ID:** 12000229

**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAXES	666	666		

Asset Name	Shares	Fed Tax Acq Date	Fed Tax Cost	Transaction Date	Transaction Type	Sale Price	Gain/Loss
AQR MANAGED FUTURES STR-N	4 905	14-Jan-11	50 23	28-Sep-12	SOLD FOR CASH	\$46 40	(\$3 83)
AQR MANAGED FUTURES STR-N	5 901	14-Jan-11	60 43	31-Aug-12	SOLD FOR CASH	\$56 30	(\$4 13)
AQR MANAGED FUTURES STR-N	13 231	14-Jan-11	135 49	31-May-12	SOLD FOR CASH	\$131 91	(\$3 58)
AQR MANAGED FUTURES STR-N	26 171	14-Jan-11	267 99	04-Jun-12	SOLD FOR CASH	\$262 50	(\$5 49)
AQR MANAGED FUTURES STR-N	77 689	14-Jan-11	795 53	09-Aug-12	SOLD FOR CASH	\$750 48	(\$45 05)
AQR MANAGED FUTURES STR-N	14 018	14-Jan-11	143 54	30-Apr-12	SOLD FOR CASH	\$131 91	(\$11 63)
AQR MANAGED FUTURES STR-N	13 909	14-Jan-11	142 43	30-Mar-12	SOLD FOR CASH	\$131 72	(\$10 71)
AQR MANAGED FUTURES STR-N	5 894	14-Jan-11	60 35	31-Jul-12	SOLD FOR CASH	\$57 41	(\$2 94)
AQR MANAGED FUTURES STR-N	6 15	14-Jan-11	62 98	29-Jun-12	SOLD FOR CASH	\$58 55	(\$4 43)
	167 868		1718 97			1627 18	-91.79
ALGER SPECTRA FUND-A	8 806	27-Apr-11	119 06	31-May-12	SOLD FOR CASH	\$113.07	(\$5 99)
ALGER SPECTRA FUND-A	18 043	27-Apr-11	243 94	04-Jun-12	SOLD FOR CASH	\$225 00	(\$18 94)
ALGER SPECTRA FUND-A	8 152	27-Apr-11	110 21	30-Mar-12	SOLD FOR CASH	\$112 90	\$2 69
ALGER SPECTRA FUND-A	16 545	27-Apr-11	223 69	29-Jun-12	SOLD FOR CASH	\$219 22	(\$4 47)
ALGER SPECTRA FUND-A	16 665	11-Jun-12	212 81	31-Aug-12	SOLD FOR CASH	\$231.47	\$18 66
ALGER SPECTRA FUND-A	98 763	27-Apr-11	1335 27	09-Aug-12	SOLD FOR CASH	\$1,357 99	\$22 72
ALGER SPECTRA FUND-A	16 812	27-Apr-11	227 3	31-Jul-12	SOLD FOR CASH	\$226.12	(\$1 18)
ALGER SPECTRA FUND-A	8 217	27-Apr-11	111 09	30-Apr-12	SOLD FOR CASH	\$113 07	\$1 98
ALGER SPECTRA FUND-A	122 819	11-Jun-12	1568 4	09-Aug-12	SOLD FOR CASH	\$1,688 76	\$120 36
ALGER SPECTRA FUND-A	13 993	11-Jun-12	178 69	28-Sep-12	SOLD FOR CASH	\$198.56	\$19 87
	328 815		4330 46			4486 16	155 7
THE ARBITRAGE FUND	38 277	20-Jan-12	493 39	31-May-12	SOLD FOR CASH	\$489 95	(\$3 44)
THE ARBITRAGE FUND	346 997	20-Jan-12	4472 79	09-Aug-12	SOLD FOR CASH	\$4,469 32	(\$3 47)
THE ARBITRAGE FUND	120 42	20-Jan-12	1552 21	31-Jul-12	SOLD FOR CASH	\$1,546 19	(\$6 02)
THE ARBITRAGE FUND	38 01	20-Jan-12	489 95	30-Apr-12	SOLD FOR CASH	\$489 95	\$0 00
THE ARBITRAGE FUND	121 836	20-Jan-12	1570.47	29-Jun-12	SOLD FOR CASH	\$1,566 81	(\$3 66)
THE ARBITRAGE FUND	76 531	20-Jan-12	986.49	04-Jun-12	SOLD FOR CASH	\$975 00	(\$11 49)
THE ARBITRAGE FUND	37 749	20-Jan-12	486 58	30-Mar-12	SOLD FOR CASH	\$489 23	\$2 65
THE ARBITRAGE FUND	99 373	20-Jan-12	1280 92	28-Sep-12	SOLD FOR CASH	\$1,271 97	(\$8 95)
THE ARBITRAGE FUND	1248.5	20-Jan-12	16093 14	09-Aug-12	SOLD FOR CASH	\$16,080 66	(\$12 48)
THE ARBITRAGE FUND	119 879	20-Jan-12	1545 24	31-Aug-12	SOLD FOR CASH	\$1,538 05	(\$7 19)
	2247 57		28971 18			28917 13	-54 05

Asset Name	Shares	Fed Tax Acq Date	Fed Tax Cost	Transaction Date	Transaction Type	Sale Price	Gain/Loss
ARTISAN INTERNATIONAL FUND	3.62	17-Dec-08	54.37	29-Jun-12 SOLD FOR CASH	\$79.24	\$24.87	
ARTISAN INTERNATIONAL FUND	0.732	17-Dec-09	14.85	29-Jun-12 SOLD FOR CASH	\$16.02	\$1.17	
ARTISAN INTERNATIONAL FUND	2.065	17-Dec-08	31.02	31-May-12 SOLD FOR CASH	\$42.96	\$11.94	
ARTISAN INTERNATIONAL FUND	1.873	17-Dec-08	28.13	30-Mar-12 SOLD FOR CASH	\$42.90	\$14.77	
ARTISAN INTERNATIONAL FUND	1.019	11-Jun-12	21.16	31-Jul-12 SOLD FOR CASH	\$22.60	\$1.44	
ARTISAN INTERNATIONAL FUND	4.218	17-Dec-08	63.36	04-Jun-12 SOLD FOR CASH	\$85.50	\$22.14	
ARTISAN INTERNATIONAL FUND	3.46	17-Dec-09	70.2	31-Jul-12 SOLD FOR CASH	\$76.75	\$6.55	
ARTISAN INTERNATIONAL FUND	14.169	17-Dec-08	212.83	11-May-12 SOLD FOR CASH	\$311.00	\$98.17	
ARTISAN INTERNATIONAL FUND	58.711	11-Jun-12	1219.43	09-Aug-12 SOLD FOR CASH	\$1,324.50	\$105.07	
ARTISAN INTERNATIONAL FUND	4.448	11-Jun-12	92.39	31-Aug-12 SOLD FOR CASH	\$99.34	\$6.95	
ARTISAN INTERNATIONAL FUND	1.879	17-Dec-08	28.22	30-Apr-12 SOLD FOR CASH	\$42.96	\$14.74	
ARTISAN INTERNATIONAL FUND	3.749	11-Jun-12	77.87	28-Sep-12 SOLD FOR CASH	\$88.24	\$10.37	
	99.943		1913.83		\$	2,232	\$ 318
ARCLAYS BK PLC MTN Z-CPN 9/06/1	10000	23-Aug-11	10000	06-Sep-12 SOLD FOR CASH	\$10,000.00	\$0.00	
	10000		10000		\$10,000.00	\$0.00	
BLACKROCK EQUITY DIVIDEND FUND-A	7.852	11-Jun-12	145.11	31-Aug-12 SOLD FOR CASH	\$153.98	\$8.87	
FUND-A	104.678	11-Jun-12	1934.45	09-Aug-12 SOLD FOR CASH	\$2,060.06	\$125.61	
FUND-A	6.569	11-Jun-12	121.4	28-Sep-12 SOLD FOR CASH	\$131.97	\$10.57	
FUND-A	7.842	11-Jun-12	144.92	29-Jun-12 SOLD FOR CASH	\$151.20	\$6.28	
FUND-A	7.938	11-Jun-12	146.69	31-Jul-12 SOLD FOR CASH	\$154.64	\$7.95	
	134.879		2492.57		2651.85	159.28	
BLACKROCK EQUITY DIVIDEND I	10.72	17-Jun-11	193.82	28-Sep-12 SOLD FOR CASH	\$190.90	(\$2.92)	
BLACKROCK EQUITY DIVIDEND I	13.102	17-Jun-11	236.88	31-Jul-12 SOLD FOR CASH	\$230.75	(\$6.13)	
BLACKROCK EQUITY DIVIDEND I	156.381	17-Jun-11	2827.37	09-Aug-12 SOLD FOR CASH	\$3,058.84	\$231.47	
BLACKROCK EQUITY DIVIDEND I	13.028	17-Jun-11	235.55	29-Jun-12 SOLD FOR CASH	\$226.84	(\$8.71)	
BLACKROCK EQUITY DIVIDEND I	12.764	17-Jun-11	230.77	31-Aug-12 SOLD FOR CASH	\$225.94	(\$4.83)	
BLACKROCK EQUITY DIVIDEND I	9.908	17-Jun-11	179.14	30-Apr-12 SOLD FOR CASH	\$169.60	(\$9.54)	
BLACKROCK EQUITY DIVIDEND I	10.514	17-Jun-11	190.09	31-May-12 SOLD FOR CASH	\$169.60	(\$20.49)	
BLACKROCK EQUITY DIVIDEND I	9.89	17-Jun-11	178.81	30-Mar-12 SOLD FOR CASH	\$169.35	(\$9.46)	
BLACKROCK EQUITY DIVIDEND I	20.05	17-Jun-11	362.5	04-Jun-12 SOLD FOR CASH	\$337.50	(\$25.00)	
	256.357		4634.93		4779.32	144.39	

Asset Name	Shares	Fed Tax Acq Date	Fed Tax Cost	Transaction Date	Transaction Type	Sale Price	Gain/Loss
DEUTSCHE BANK AG MTN Z-CPN 6/	6000	28-May-10	6000	04-Jun-12	SOLD FOR CASH	\$6,000.00	\$0.00
	6000		6000				
DIAMOND HILL FOCUS L/S FD-A	17,117	29-Jun-10	253.67	30-Apr-12	SOLD FOR CASH	\$304.52	\$50.85
DIAMOND HILL FOCUS L/S FD-A	8,733	29-Jun-10	129.42	28-Sep-12	SOLD FOR CASH	\$158.06	\$28.64
DIAMOND HILL FOCUS L/S FD-A	10,455	29-Jun-10	154.87	31-Aug-12	SOLD FOR CASH	\$184.03	\$29.16
DIAMOND HILL FOCUS L/S FD-A	18,051	29-Jun-10	267.52	31-May-12	SOLD FOR CASH	\$304.52	\$37.00
DIAMOND HILL FOCUS L/S FD-A	16,955	29-Jun-10	251.2	30-Mar-12	SOLD FOR CASH	\$304.08	\$52.88
DIAMOND HILL FOCUS L/S FD-A	10,455	29-Jun-10	154.94	29-Jun-12	SOLD FOR CASH	\$179.71	\$24.77
DIAMOND HILL FOCUS L/S FD-A	10,544	29-Jun-10	156.26	31-Jul-12	SOLD FOR CASH	\$182.62	\$26.36
DIAMOND HILL FOCUS L/S FD-A	138,966	29-Jun-10	2059.49	09-Aug-12	SOLD FOR CASH	\$2,445.79	\$386.30
DIAMOND HILL FOCUS L/S FD-A	36,683	29-Jun-10	543.64	04-Jun-12	SOLD FOR CASH	\$606.00	\$62.36
	267,949		3971.01			4669.33	698.32
DIAMOND HILL LONG/SHORT-I	28,355	15-Apr-08	532.59	29-Jun-12	SOLD FOR CASH	\$468.57	(\$64.02)
DIAMOND HILL LONG/SHORT-I	28,533	15-Apr-08	536.03	31-Jul-12	SOLD FOR CASH	\$475.47	(\$60.56)
DIAMOND HILL LONG/SHORT-I	357,639	15-Apr-08	6718.73	09-Aug-12	SOLD FOR CASH	\$6,351.71	(\$367.02)
DIAMOND HILL LONG/SHORT-I	28,086	15-Apr-08	527.63	31-Aug-12	SOLD FOR CASH	\$475.78	(\$51.85)
DIAMOND HILL LONG/SHORT-I	23,495	15-Apr-08	441.39	28-Sep-12	SOLD FOR CASH	\$405.90	(\$35.49)
	466,103		8756.37			8177.43	-578.94
DODGE & COX INTL STOCK FUND	117,197	17-Jan-07	5145.68	11-May-12	SOLD FOR CASH	\$3,546.00	(\$1,599.68)
DODGE & COX INTL STOCK FUND	27,452	28-Dec-07	1267.17	09-Aug-12	SOLD FOR CASH	\$854.42	(\$412.75)
DODGE & COX INTL STOCK FUND	24,032	17-Jan-07	1055.16	09-Aug-12	SOLD FOR CASH	\$747.98	(\$307.18)
DODGE & COX INTL STOCK FUND	5,376	22-Dec-08	112.68	31-Aug-12	SOLD FOR CASH	\$143.67	\$30.99
DODGE & COX INTL STOCK FUND	5,596	17-Jan-07	245.7	31-Jul-12	SOLD FOR CASH	\$145.23	(\$100.47)
DODGE & COX INTL STOCK FUND	4,589	22-Dec-08	96.18	28-Sep-12	SOLD FOR CASH	\$123.91	\$27.73
DODGE & COX INTL STOCK FUND	5,512	17-Jan-07	242.01	29-Jun-12	SOLD FOR CASH	\$141.53	(\$100.48)
DODGE & COX INTL STOCK FUND	11,647	22-Dec-08	244.12	09-Aug-12	SOLD FOR CASH	\$362.50	\$118.38
	201,401		8408.7			6065.24	-2343.46

Asset Name	Shares	Fed Tax Acq Date	Fed Tax Cost	Transaction Date	Transaction Type	Sale Price	Gain/Loss
EATON VANCE FLOATING RATE FUN	18 417	18-Mar-11	166 86	31-Jul-12 SOLD FOR CASH		\$165 94	(\$0 92)
EATON VANCE FLOATING RATE FUN	53 416	18-Mar-11	483 95	04-Jun-12 SOLD FOR CASH		\$477 00	(\$6 95)
EATON VANCE FLOATING RATE FUN	15 235	18-Mar-11	138 03	28-Sep-12 SOLD FOR CASH		\$138 49	\$0 46
EATON VANCE FLOATING RATE FUN	244 306	18-Mar-11	2213 41	09-Aug-12 SOLD FOR CASH		\$2,203.64	(\$9 77)
EATON VANCE FLOATING RATE FUN	26 594	18-Mar-11	240 94	30-Mar-12 SOLD FOR CASH		\$239 35	(\$1 59)
EATON VANCE FLOATING RATE FUN	26 812	18-Mar-11	242 92	31-May-12 SOLD FOR CASH		\$239 70	(\$3 22)
EATON VANCE FLOATING RATE FUN	18 377	18-Mar-11	166 5	31-Aug-12 SOLD FOR CASH		\$166 13	(\$0 37)
EATON VANCE FLOATING RATE FUN	26 544	18-Mar-11	240 49	30-Apr-12 SOLD FOR CASH		\$239 70	(\$0 79)
EATON VANCE FLOATING RATE FUN	18 662	18-Mar-11	169 08	29-Jun-12 SOLD FOR CASH		\$167 40	(\$1 68)
	448 363		4062 18			4037 35	-24 83
EATON VANCE GLOBAL MACRO ADV	21 377	10-Aug-11	215 91	29-Jun-12 SOLD FOR CASH		\$211 85	(\$4 06)
EATON VANCE GLOBAL MACRO ADV	37 613	10-Aug-11	379 89	30-Apr-12 SOLD FOR CASH		\$376 88	(\$3 01)
EATON VANCE GLOBAL MACRO ADV	3 218	07-Jun-12	31 57	28-Sep-12 SOLD FOR CASH		\$33 24	\$1 67
EATON VANCE GLOBAL MACRO ADV	38 615	10-Aug-11	390 01	31-May-12 SOLD FOR CASH		\$376 88	(\$13 13)
EATON VANCE GLOBAL MACRO ADV	21 12	10-Aug-11	213 31	31-Jul-12 SOLD FOR CASH		\$210 78	(\$2 53)
EATON VANCE GLOBAL MACRO ADV	37 633	10-Aug-11	380 09	30-Mar-12 SOLD FOR CASH		\$376.33	(\$3 76)
EATON VANCE GLOBAL MACRO ADV	21 137	10-Aug-11	213 48	31-Aug-12 SOLD FOR CASH		\$212 85	(\$0 63)
EATON VANCE GLOBAL MACRO ADV	279 863	10-Aug-11	2826 61	09-Aug-12 SOLD FOR CASH		\$2,804 23	(\$22 38)
EATON VANCE GLOBAL MACRO ADV	14 256	10-Aug-11	143 99	28-Sep-12 SOLD FOR CASH		\$147 27	\$3 28
ADV A	77 081	10-Aug-11	778 52	04-Jun-12 SOLD FOR CASH		\$750 00	(\$28 52)
	551 913		5573 38			5500 31	-73 07
FMI FUNDS FOCUS FUND	15 841	20-Apr-12	492 97	04-Jun-12 SOLD FOR CASH		\$439 27	(\$53 70)
FMI FUNDS FOCUS FUND	6 121	09-Dec-10	179 59	04-Jun-12 SOLD FOR CASH		\$169 73	(\$9 86)
FMI FUNDS FOCUS FUND	20 815	20-Apr-12	647 76	09-Aug-12 SOLD FOR CASH		\$616 96	(\$30 80)
FMI FUNDS FOCUS FUND	1 322	20-Apr-12	41 14	28-Sep-12 SOLD FOR CASH		\$40 00	(\$1 14)
FMI FUNDS FOCUS FUND	10 667	09-Dec-10	312 97	31-May-12 SOLD FOR CASH		\$306 03	(\$6 94)
FMI FUNDS FOCUS FUND	1 555	20-Apr-12	48 39	29-Jun-12 SOLD FOR CASH		\$45 85	(\$2 54)
FMI FUNDS FOCUS FUND	9 74	09-Dec-10	285 77	30-Apr-12 SOLD FOR CASH		\$306 03	\$20 26
FMI FUNDS FOCUS FUND	4 848	09-Dec-10	142 24	30-Mar-12 SOLD FOR CASH		\$155 05	\$12 81
FMI FUNDS FOCUS FUND	64 579	09-Dec-10	1894 76	03-May-12 SOLD FOR CASH		\$2,000 00	\$105 24
FMI FUNDS FOCUS FUND	1 58	20-Apr-12	49 17	31-Aug-12 SOLD FOR CASH		\$47 07	(\$2 10)
FMI FUNDS FOCUS FUND	1 589	20-Apr-12	49 45	31-Jul-12 SOLD FOR CASH		\$45 74	(\$3 71)
	138 657		4144 21			4171 73	27 52

Asset Name	Shares	Fed Tax Acq Date	Fed Tax Cost	Transaction Date	Transaction Type	Sale Price	Gain/Loss
FRANKLIN CONV SECURITIES FUND	42,934	10-Feb-11	679.22	04-Jun-12	SOLD FOR CASH	\$598.50	(\$80.72)
CL A	9,841	10-Feb-11	155.69	31-Aug-12	SOLD FOR CASH	\$145.84	(\$9.85)
CL A	130,464	10-Feb-11	2,063.94	09-Aug-12	SOLD FOR CASH	\$1,921.73	(\$142.21)
CL A	9,813	10-Feb-11	155.24	29-Jun-12	SOLD FOR CASH	\$142.38	(\$12.86)
CL A	19,875	10-Feb-11	314.42	30-Mar-12	SOLD FOR CASH	\$300.31	(\$14.11)
CL A	9,902	10-Feb-11	156.65	31-Jul-12	SOLD FOR CASH	\$143.08	(\$13.57)
CL A	21,15	10-Feb-11	334.59	31-May-12	SOLD FOR CASH	\$300.75	(\$33.84)
CL A	20,131	10-Feb-11	318.47	30-Apr-12	SOLD FOR CASH	\$300.75	(\$17.72)
CL A	8,212	10-Feb-11	129.91	28-Sep-12	SOLD FOR CASH	\$123.10	(\$6.81)
	272,322		4,308.13			3,976.44	-331.69
GATEWAY FUND-A	19,589	05-Jul-11	519.89	30-Mar-12	SOLD FOR CASH	\$529.87	\$9.98
GATEWAY FUND-A	15,616	05-Jul-11	414.45	31-Jul-12	SOLD FOR CASH	\$426.32	\$11.87
GATEWAY FUND-A	20,047	05-Jul-11	532.05	31-May-12	SOLD FOR CASH	\$530.65	(\$1.40)
GATEWAY FUND-A	15,683	05-Jul-11	416.23	29-Jun-12	SOLD FOR CASH	\$423.59	\$7.36
GATEWAY FUND-A	12,943	05-Jul-11	343.51	28-Sep-12	SOLD FOR CASH	\$356.20	\$12.69
GATEWAY FUND-A	207,231	05-Jul-11	5,499.91	09-Aug-12	SOLD FOR CASH	\$5,671.90	\$171.99
GATEWAY FUND-A	19,552	05-Jul-11	518.91	30-Apr-12	SOLD FOR CASH	\$530.65	\$11.74
GATEWAY FUND-A	15,577	05-Jul-11	413.41	31-Aug-12	SOLD FOR CASH	\$427.28	\$13.87
GATEWAY FUND-A	40,352	05-Jul-11	1,070.94	04-Jun-12	SOLD FOR CASH	\$1,056.00	(\$14.94)
	366,59		9,729.3			9,952.46	223.16
HARBOR INTERNATIONAL FD-INVE	1,645	11-Jun-12	86.53	31-Jul-12	SOLD FOR CASH	\$89.73	\$3.20
HARBOR INTERNATIONAL FD-INVE	1,376	11-Jun-12	72.38	28-Sep-12	SOLD FOR CASH	\$80.02	\$7.64
HARBOR INTERNATIONAL FD-INVE	1,588	11-Jun-12	83.53	29-Jun-12	SOLD FOR CASH	\$85.78	\$2.25
HARBOR INTERNATIONAL FD-INVE	21,513	11-Jun-12	1,131.59	09-Aug-12	SOLD FOR CASH	\$1,209.75	\$78.16
HARBOR INTERNATIONAL FD-INVE	1,62	11-Jun-12	85.21	31-Aug-12	SOLD FOR CASH	\$91.61	\$6.40
	27,742		1,459.24			1,556.89	97.65

Asset Name	Shares	Fed Tax Acq Date	Fed Tax Cost	Transaction Date	Transaction Type	Sale Price	Gain/Loss
HARBOR INTERNATIONAL FUND-ADN	1 659	29-Jun-10	80.23	04-Jun-12	SOLD FOR CASH	\$85.50	\$5.27
HARBOR INTERNATIONAL FUND-ADN	0.208	29-Jun-10	10.06	29-Jun-12	SOLD FOR CASH	\$11.50	\$1.44
HARBOR INTERNATIONAL FUND-ADN	0.18	29-Jun-10	8.7	28-Sep-12	SOLD FOR CASH	\$10.52	\$1.82
HARBOR INTERNATIONAL FUND-ADN	0.814	29-Jun-10	39.37	31-May-12	SOLD FOR CASH	\$42.96	\$3.59
HARBOR INTERNATIONAL FUND-ADN	2.818	29-Jun-10	136.28	09-Aug-12	SOLD FOR CASH	\$162.21	\$25.93
HARBOR INTERNATIONAL FUND-ADN	7.575	29-Jun-10	366.33	11-May-12	SOLD FOR CASH	\$427.00	\$60.67
HARBOR INTERNATIONAL FUND-ADN	0.215	29-Jun-10	10.4	31-Jul-12	SOLD FOR CASH	\$12.03	\$1.63
HARBOR INTERNATIONAL FUND-ADN	0.719	29-Jun-10	34.77	30-Mar-12	SOLD FOR CASH	\$42.90	\$8.13
HARBOR INTERNATIONAL FUND-ADN	0.73	29-Jun-10	35.3	30-Apr-12	SOLD FOR CASH	\$42.96	\$7.66
HARBOR INTERNATIONAL FUND-ADN	0.212	29-Jun-10	10.25	31-Aug-12	SOLD FOR CASH	\$12.04	\$1.79
	15.13		731.69			849.62	117.93
IQ ALPHA HEDGE STRATEGY FUND-I	18.844	18-May-09	180.53	31-May-12	SOLD FOR CASH	\$188.44	\$7.91
INV	113.658	18-May-09	1088.84	09-Aug-12	SOLD FOR CASH	\$1,168.40	\$79.56
INV	8.578	18-May-09	82.18	31-Jul-12	SOLD FOR CASH	\$87.84	\$5.66
INV	18.304	18-May-09	175.35	30-Mar-12	SOLD FOR CASH	\$188.17	\$12.82
INV	18.42	18-May-09	176.46	30-Apr-12	SOLD FOR CASH	\$188.44	\$11.98
INV	37.688	18-May-09	361.05	04-Jun-12	SOLD FOR CASH	\$375.00	\$13.95
INV	7.092	18-May-09	67.94	28-Sep-12	SOLD FOR CASH	\$74.18	\$6.24
INV	8.509	18-May-09	81.52	31-Aug-12	SOLD FOR CASH	\$88.15	\$6.63
INV	8.657	18-May-09	82.93	29-Jun-12	SOLD FOR CASH	\$87.26	\$4.33
	239.75		2296.8			2445.88	149.08
JPMORGAN CHASE Z-CPN 9/28/1	2000	19-Sep-11	2000	28-Sep-12	SOLD FOR CASH	\$2,000.00	\$0.00
JPMORGAN CHASE & CO Z-CPN 4/3	4000	18-Apr-11	4000	30-Apr-12	SOLD FOR CASH	\$3,508.67	(\$491.33)
	6000		6000			5508.67	-491.33

Asset Name	Shares	Fed Tax Acq Date	Fed Tax Cost	Transaction Date	Transaction Type	Sale Price	Gain/Loss
LOOMIS SAYLES BOND FUND-INS	0.713	28-Oct-08	7.1	04-Jun-12	SOLD FOR CASH	\$10.12	\$3.02
LOOMIS SAYLES BOND FUND-INS	1.085	24-Jun-08	15.21	31-May-12	SOLD FOR CASH	\$15.47	\$0.26
LOOMIS SAYLES BOND FUND-INS	0.438	30-Oct-07	6.56	30-Mar-12	SOLD FOR CASH	\$6.43	(\$0.13)
LOOMIS SAYLES BOND FUND-INS	3.236	28-Apr-08	46.34	30-Apr-12	SOLD FOR CASH	\$47.60	\$1.26
LOOMIS SAYLES BOND FUND-INS	3.002	25-Aug-09	37.41	15-Jun-12	SOLD FOR CASH	\$43.29	\$5.88
LOOMIS SAYLES BOND FUND-INS	2.836	26-Jan-10	38.12	15-Jun-12	SOLD FOR CASH	\$40.90	\$2.78
LOOMIS SAYLES BOND FUND-INS	1.765	24-Jun-08	24.74	30-Apr-12	SOLD FOR CASH	\$25.95	\$1.21
LOOMIS SAYLES BOND FUND-INS	2.628	11-Dec-09	34.77	15-Jun-12	SOLD FOR CASH	\$37.90	\$3.13
LOOMIS SAYLES BOND FUND-INS	3.283	24-Mar-09	33.39	04-Jun-12	SOLD FOR CASH	\$46.62	\$13.23
LOOMIS SAYLES BOND FUND-INS	12.503	12-Dec-08	119.9	04-Jun-12	SOLD FOR CASH	\$177.54	\$57.64
LOOMIS SAYLES BOND FUND-INS	3.256	23-Sep-08	40.6	31-May-12	SOLD FOR CASH	\$46.43	\$5.83
LOOMIS SAYLES BOND FUND-INS	3.03	24-Feb-09	31.27	04-Jun-12	SOLD FOR CASH	\$43.03	\$11.76
LOOMIS SAYLES BOND FUND-INS	3.186	28-Oct-08	31.73	31-May-12	SOLD FOR CASH	\$45.43	\$13.70
LOOMIS SAYLES BOND FUND-INS	2.857	27-May-09	31.94	15-Jun-12	SOLD FOR CASH	\$41.20	\$9.26
LOOMIS SAYLES BOND FUND-INS	2.933	26-Aug-08	39.3	31-May-12	SOLD FOR CASH	\$41.83	\$2.53
LOOMIS SAYLES BOND FUND-INS	2.85	28-Apr-09	30.12	15-Jun-12	SOLD FOR CASH	\$41.10	\$10.98
LOOMIS SAYLES BOND FUND-INS	1.755	26-Feb-08	25.24	30-Apr-12	SOLD FOR CASH	\$25.82	\$0.58
LOOMIS SAYLES BOND FUND-INS	6.282	14-Dec-07	90.21	30-Mar-12	SOLD FOR CASH	\$92.16	\$1.95
LOOMIS SAYLES BOND FUND-INS	2.901	27-Nov-07	42.53	30-Mar-12	SOLD FOR CASH	\$42.56	\$0.03
LOOMIS SAYLES BOND FUND-INS	2.759	23-Jun-09	32.12	15-Jun-12	SOLD FOR CASH	\$39.78	\$7.66
LOOMIS SAYLES BOND FUND-INS	2.89	28-Jul-09	34.91	15-Jun-12	SOLD FOR CASH	\$41.67	\$6.76
LOOMIS SAYLES BOND FUND-INS	2.966	29-Jul-08	40.34	31-May-12	SOLD FOR CASH	\$42.30	\$1.96
LOOMIS SAYLES BOND FUND-INS	3.562	25-Mar-08	50.22	30-Apr-12	SOLD FOR CASH	\$52.40	\$2.18
LOOMIS SAYLES BOND FUND-INS	0.007	24-Mar-09	0.07	15-Jun-12	SOLD FOR CASH	\$0.10	\$0.03
LOOMIS SAYLES BOND FUND-INS	2.698	27-May-08	38.69	30-Apr-12	SOLD FOR CASH	\$39.69	\$1.00
LOOMIS SAYLES BOND FUND-INS	2.793	27-Oct-09	36.48	15-Jun-12	SOLD FOR CASH	\$40.28	\$3.80
LOOMIS SAYLES BOND FUND-INS	4.099	25-Nov-08	39.88	04-Jun-12	SOLD FOR CASH	\$58.21	\$18.33
LOOMIS SAYLES BOND FUND-INS	3.203	27-Jan-09	33.66	04-Jun-12	SOLD FOR CASH	\$45.48	\$11.82
LOOMIS SAYLES BOND FUND-INS	1.14	26-Feb-08	16.39	30-Mar-12	SOLD FOR CASH	\$16.71	\$0.32
LOOMIS SAYLES BOND FUND-INS	2.613	22-Sep-09	33.66	15-Jun-12	SOLD FOR CASH	\$37.68	\$4.02
LOOMIS SAYLES BOND FUND-INS	2.271	29-Jan-08	33.05	30-Mar-12	SOLD FOR CASH	\$33.32	\$0.27
LOOMIS SAYLES BOND FUND-INS	2.727	24-Nov-09	36.03	15-Jun-12	SOLD FOR CASH	\$39.32	\$3.29
LOOMIS SAYLES BOND FUND-INS	635.522	07-Sep-11	9221.42	15-Jun-12	SOLD FOR CASH	\$9,164.22	(\$57.20)
	729.789		10373.4			10522.54	149.14

Asset Name	Shares	Fed Tax Acq Date	Fed Tax Cost	Transaction Date	Transaction Type	Sale Price	Gain/Loss
THE YACKTMAN FUND	10 731	11-Jun-12	194 64	31-Aug-12	SOLD FOR CASH	\$202 07	\$ 7 43
THE YACKTMAN FUND	8 958	11-Jun-12	162 48	28-Sep-12	SOLD FOR CASH	\$172 63	\$10 15
THE YACKTMAN FUND	10 835	17-Jun-11	188 2	31-Jul-12	SOLD FOR CASH	\$199 91	\$11 71
THE YACKTMAN FUND	79 492	17-Jun-11	1380 78	10-Aug-12	SOLD FOR CASH	\$1 480 41	\$99 63
THE YACKTMAN FUND	63 281	11-Jun-12	1147 78	10-Aug-12	SOLD FOR CASH	\$1 178 51	\$30 73
THE YACKTMAN FUND	12 17	17-Jun-11	211 39	29-Jun-12	SOLD FOR CASH	\$200 03	(\$11 36)
	185 467		3285 27			3433 56	148 29
MATTHEWS ASIA DIVIDEND FUND	11 233	14-Nov-11	144 12	30-Apr-12	SOLD FOR CASH	\$156 03	\$11 91
MATTHEWS ASIA DIVIDEND FUND	3 758	14-Nov-11	48 22	30-Mar-12	SOLD FOR CASH	\$52 09	\$3 87
MATTHEWS ASIA DIVIDEND FUND	9 548	14-Nov-11	122 5	31-Jul-12	SOLD FOR CASH	\$129 76	\$7 26
MATTHEWS ASIA DIVIDEND FUND	24 334	14-Nov-11	312 21	04-Jun-12	SOLD FOR CASH	\$310 50	(\$1 71)
MATTHEWS ASIA DIVIDEND FUND	9 522	14-Nov-11	122 17	31-Aug-12	SOLD FOR CASH	\$130 55	\$8 38
MATTHEWS ASIA DIVIDEND FUND	9 466	14-Nov-11	121 45	29-Jun-12	SOLD FOR CASH	\$126 56	\$5 11
MATTHEWS ASIA DIVIDEND FUND	12 058	14-Nov-11	154 7	31-May-12	SOLD FOR CASH	\$156 03	\$1 33
MATTHEWS ASIA DIVIDEND FUND	125 772	14-Nov-11	1613 65	09-Aug-12	SOLD FOR CASH	\$1 745 71	\$132 06
MATTHEWS ASIA DIVIDEND FUND	7 483	14-Nov-11	96 01	30-Mar-12	SOLD FOR CASH	\$103 71	\$7 70
MATTHEWS ASIA DIVIDEND FUND	7 933	14-Nov-11	101 78	28-Sep-12	SOLD FOR CASH	\$111 94	\$10 16
	221 107		2836 81			3022 88	186 07
MATTHEWS INTL PAC TIGER FDS	3 384	05-Jul-11	83 28	30-Apr-12	SOLD FOR CASH	\$76 13	(\$7 15)
MATTHEWS INTL PAC TIGER FDS	7 496	05-Jul-11	184 48	04-Jun-12	SOLD FOR CASH	\$151 50	(\$32 98)
MATTHEWS INTL PAC TIGER FDS	1 825	05-Jul-11	44 91	29-Jun-12	SOLD FOR CASH	\$39 59	(\$5 32)
MATTHEWS INTL PAC TIGER FDS	3 371	05-Jul-11	82 96	30-Mar-12	SOLD FOR CASH	\$76 02	(\$6 94)
MATTHEWS INTL PAC TIGER FDS	24 407	05-Jul-11	600 67	09-Aug-12	SOLD FOR CASH	\$540 12	(\$60 55)
MATTHEWS INTL PAC TIGER FDS	1 847	05-Jul-11	45 46	31-Jul-12	SOLD FOR CASH	\$40 05	(\$5 41)
MATTHEWS INTL PAC TIGER FDS	1 863	05-Jul-11	45 85	31-Aug-12	SOLD FOR CASH	\$41 06	(\$4 79)
MATTHEWS INTL PAC TIGER FDS	3 701	05-Jul-11	91 08	31-May-12	SOLD FOR CASH	\$76 13	(\$14 95)
	47 894		1178 69			1040 6	-138 09
MATTHEWS INTL PAC TIGER FDS	1 539	05-Jul-11	37 87	28-Sep-12	SOLD FOR CASH	\$36 08	(\$1 79)

Asset Name	Shares	Fed Tax Acq Date	Fed Tax Cost	Transaction Date	Transaction Type	Sale Price	Gain/Loss
MATTHEWS ASIA GRWTH & INC FUN FUND	5 742	10-Jan-11	103 53	31-Aug-12	SOLD FOR CASH	\$98 54	(\$4.99)
	5 758	10-Jan-11	103 82	31-Jul-12	SOLD FOR CASH	\$96 80	(\$7 02)
	4 764	10-Jan-11	85 89	28-Sep-12	SOLD FOR CASH	\$85 71	(\$0 18)
	5 737	10-Jan-11	103 44	29-Jun-12	SOLD FOR CASH	\$93 52	(\$9 92)
	76 132	10-Jan-11	1372 65	09-Aug-12	SOLD FOR CASH	\$1,301 10	(\$71 55)
	98 133		1769 33			1675 67	-93 66
MERGER FUND	231 476	04-Jun-12	3620 28	09-Aug-12	SOLD FOR CASH	\$3,682 79	\$62.51
MERGER FUND	14 483	04-Jun-12	226 51	28-Sep-12	SOLD FOR CASH	\$230 86	\$4 35
MERGER FUND	17 515	04-Jun-12	273 93	31-Jul-12	SOLD FOR CASH	\$276 91	\$2 98
MERGER FUND	17 446	04-Jun-12	272 86	31-Aug-12	SOLD FOR CASH	\$278 78	\$5 92
MERGER FUND	17 656	04-Jun-12	276 14	29-Jun-12	SOLD FOR CASH	\$278 44	\$2 30
	298 576		4669 72			4747 78	78 06
OPPENHEIMER DEVELOPING MKT-A	6 927	11-Aug-09	169 85	31-Jul-12	SOLD FOR CASH	\$220 06	\$50 21
OPPENHEIMER DEVELOPING MKT-A	15 179	11-Aug-09	372 18	09-Aug-12	SOLD FOR CASH	\$493 32	\$121 14
OPPENHEIMER DEVELOPING MKT-A	6 71	11-Aug-09	164 52	29-Jun-12	SOLD FOR CASH	\$212 43	\$47 91
OPPENHEIMER DEVELOPING MKT-A	6 801	07-Jun-12	206 41	31-Aug-12	SOLD FOR CASH	\$219 33	\$12 92
OPPENHEIMER DEVELOPING MKT-A	74 789	07-Jun-12	2269 85	09-Aug-12	SOLD FOR CASH	\$2,430 63	\$160 78
OPPENHEIMER DEVELOPING MKT-A	2 258	11-Aug-09	55 37	30-Mar-12	SOLD FOR CASH	\$76 02	\$20 65
OPPENHEIMER DEVELOPING MKT-A	2 278	11-Aug-09	55 86	30-Apr-12	SOLD FOR CASH	\$76 13	\$20 27
OPPENHEIMER DEVELOPING MKT-A	1 122	07-Dec-09	32 01	09-Aug-12	SOLD FOR CASH	\$36 46	\$4 45
OPPENHEIMER DEVELOPING MKT-A	5 171	11-Aug-09	126 79	04-Jun-12	SOLD FOR CASH	\$151 50	\$24 71
OPPENHEIMER DEVELOPING MKT-A	5 679	07-Jun-12	172 36	28-Sep-12	SOLD FOR CASH	\$192 58	\$20 22
OPPENHEIMER DEVELOPING MKT-A	2 539	11-Aug-09	62 25	31-May-12	SOLD FOR CASH	\$76 13	\$13 88
	129 453		3687 45			4184 59	497 14

Asset Name	Shares	Fed Tax Acq Date	Fed Tax Cost	Transaction Date	Transaction Type	Sale Price	Gain/Loss
PIMCO TOTAL RETURN FUND-D	37 836	07-Jun-12	426 03	31-Jul-12	SOLD FOR CASH	\$433 98	\$7 95
PIMCO TOTAL RETURN FUND-D	31 335	18-Jun-12	353 77	28-Sep-12	SOLD FOR CASH	\$362 86	\$9 09
PIMCO TOTAL RETURN FUND-D	37 65	18-Jun-12	425 07	31-Aug-12	SOLD FOR CASH	\$432 97	\$7 90
PIMCO TOTAL RETURN FUND-D	175 24	18-Jun-12	1978 46	09-Aug-12	SOLD FOR CASH	\$2,002 99	\$24 53
PIMCO TOTAL RETURN FUND-D	324 795	07-Jun-12	3657 19	09-Aug-12	SOLD FOR CASH	\$3,712 41	\$55 22
PIMCO TOTAL RETURN FUND-D	2 209	07-Jun-12	24 87	09-Aug-12	SOLD FOR CASH	\$25 25	\$0 38
PIMCO TOTAL RETURN FUND-D	38 444	07-Jun-12	432 88	29-Jun-12	SOLD FOR CASH	\$434 42	\$1 54
	647 509		7298 27			7404 88	106 61
PIMCO SHORT TERM FUND-D	14 827	30-Apr-12	145 45	31-Aug-12	SOLD FOR CASH	\$146 34	\$0 89
PIMCO SHORT TERM FUND-D	15 068	30-Apr-12	147 82	29-Jun-12	SOLD FOR CASH	\$147 82	\$0 00
PIMCO SHORT TERM FUND-D	14 884	30-Apr-12	146 01	31-Jul-12	SOLD FOR CASH	\$146 46	\$0 45
PIMCO SHORT TERM FUND-D	12 306	30-Apr-12	120 72	28-Sep-12	SOLD FOR CASH	\$121 71	\$0 99
PIMCO SHORT TERM FUND-D	196 807	30-Apr-12	1930 67	09-Aug-12	SOLD FOR CASH	\$1,938 55	\$7 88
	253 892		2490 67			2500 88	10 21

Asset Name	Shares	Fed Tax Acq Date	Fed Tax Cost	Transaction Date	Transaction Type	Sale Price	Gain/Loss
PIMCO HIGH YIELD FUND-CLASS D	1.713	29-Aug-08	15.05	28-Sep-12	SOLD FOR CASH	\$16.31	\$1.26
PIMCO HIGH YIELD FUND-CLASS D	16.042	17-Jan-07	158.82	29-Jun-12	SOLD FOR CASH	\$148.87	(\$9.95)
PIMCO HIGH YIELD FUND-CLASS D	2.102	31-Jan-08	19.91	31-Aug-12	SOLD FOR CASH	\$19.86	(\$0.05)
PIMCO HIGH YIELD FUND-CLASS D	3.666	30-Apr-07	36.7	09-Aug-12	SOLD FOR CASH	\$34.61	(\$2.09)
PIMCO HIGH YIELD FUND-CLASS D	2.056	30-Nov-07	19.7	31-Aug-12	SOLD FOR CASH	\$19.43	(\$0.27)
PIMCO HIGH YIELD FUND-CLASS D	2.1	31-Dec-07	20.03	31-Aug-12	SOLD FOR CASH	\$19.84	(\$0.19)
PIMCO HIGH YIELD FUND-CLASS D	3.748	31-Aug-07	35.49	09-Aug-12	SOLD FOR CASH	\$35.37	(\$0.12)
PIMCO HIGH YIELD FUND-CLASS D	4.322	31-Jul-07	40.5	09-Aug-12	SOLD FOR CASH	\$40.80	\$0.30
PIMCO HIGH YIELD FUND-CLASS D	1.778	30-Sep-08	14.05	28-Sep-12	SOLD FOR CASH	\$16.93	\$2.88
PIMCO HIGH YIELD FUND-CLASS D	2.292	31-Oct-08	15.72	28-Sep-12	SOLD FOR CASH	\$21.82	\$6.10
PIMCO HIGH YIELD FUND-CLASS D	1.738	31-Jul-08	15.31	28-Sep-12	SOLD FOR CASH	\$16.55	\$1.24
PIMCO HIGH YIELD FUND-CLASS D	0.225	12-Dec-07	2.15	31-Aug-12	SOLD FOR CASH	\$2.13	(\$0.02)
PIMCO HIGH YIELD FUND-CLASS D	1.888	30-May-08	17.71	28-Sep-12	SOLD FOR CASH	\$17.97	\$0.26
PIMCO HIGH YIELD FUND-CLASS D	0.303	28-Nov-08	1.91	28-Sep-12	SOLD FOR CASH	\$2.88	\$0.97
PIMCO HIGH YIELD FUND-CLASS D	15.867	17-Jan-07	157.08	31-Jul-12	SOLD FOR CASH	\$148.99	(\$8.09)
PIMCO HIGH YIELD FUND-CLASS D	0.245	30-Apr-08	2.33	31-Aug-12	SOLD FOR CASH	\$2.31	(\$0.02)
PIMCO HIGH YIELD FUND-CLASS D	0.966	31-Aug-07	9.15	31-Aug-12	SOLD FOR CASH	\$9.13	(\$0.02)
PIMCO HIGH YIELD FUND-CLASS D	1.715	28-Sep-07	16.62	31-Aug-12	SOLD FOR CASH	\$16.21	(\$0.41)
PIMCO HIGH YIELD FUND-CLASS D	3.905	31-May-07	39.13	09-Aug-12	SOLD FOR CASH	\$36.86	(\$2.27)
PIMCO HIGH YIELD FUND-CLASS D	4.097	30-Mar-07	40.72	09-Aug-12	SOLD FOR CASH	\$38.68	(\$2.04)
PIMCO HIGH YIELD FUND-CLASS D	3.398	28-Feb-07	33.88	09-Aug-12	SOLD FOR CASH	\$32.08	(\$1.80)
PIMCO HIGH YIELD FUND-CLASS D	1.762	31-Jan-07	17.41	09-Aug-12	SOLD FOR CASH	\$16.63	(\$0.78)
PIMCO HIGH YIELD FUND-CLASS D	4.22	29-Jun-07	41.23	09-Aug-12	SOLD FOR CASH	\$39.84	(\$1.39)
PIMCO HIGH YIELD FUND-CLASS D	1.97	31-Oct-07	19.13	31-Aug-12	SOLD FOR CASH	\$18.62	(\$0.51)
PIMCO HIGH YIELD FUND-CLASS D	1.836	30-Apr-08	17.42	28-Sep-12	SOLD FOR CASH	\$17.48	\$0.06
PIMCO HIGH YIELD FUND-CLASS D	181.357	17-Jan-07	1795.43	09-Aug-12	SOLD FOR CASH	\$1,712.01	(\$83.42)
PIMCO HIGH YIELD FUND-CLASS D	1.565	30-Jun-08	14.13	28-Sep-12	SOLD FOR CASH	\$14.90	\$0.77
PIMCO HIGH YIELD FUND-CLASS D	2.097	31-Mar-08	19.29	31-Aug-12	SOLD FOR CASH	\$19.82	\$0.53
PIMCO HIGH YIELD FUND-CLASS D	2.34	29-Feb-08	21.83	31-Aug-12	SOLD FOR CASH	\$22.11	\$0.28
	271.313		2657.83			2559.04	-98.79

Asset Name	Shares	Fed Tax Acq Date	Fed Tax Cost	Transaction Date	Transaction Type	Sale Price	Gain/Loss
PIMCO LOW DURATION FUND-CL D	645.368	11-May-12	6757	17-May-12	SOLD FOR CASH	\$6,757.00	\$0.00
PIMCO LOW DURATION FUND-CL D	40.783	11-May-12	427	17-May-12	SOLD FOR CASH	\$427.00	\$0.00
PIMCO LOW DURATION FUND-CL D	113.432	06-Sep-12	1201.24	28-Sep-12	SOLD FOR CASH	\$1,208.05	\$6.81
PIMCO LOW DURATION FUND-CL D	29.704	11-May-12	311	17-May-12	SOLD FOR CASH	\$311.00	\$0.00
PIMCO LOW DURATION FUND-CL D	338.682	11-May-12	3546	17-May-12	SOLD FOR CASH	\$3,546.00	\$0.00
	1167.97		12242.24			12249.05	6.81
PIMCO EMERGING LOCAL BOND FUN	2.497	08-Oct-10	28.09	31-Aug-12	SOLD FOR CASH	\$26.52	(\$1.57)
FUND-D	33.603	08-Oct-10	378.04	09-Aug-12	SOLD FOR CASH	\$361.90	(\$16.14)
FUND-D	4.06	08-Oct-10	45.68	30-Mar-12	SOLD FOR CASH	\$43.65	(\$2.03)
FUND-D	2.506	08-Oct-10	28.19	29-Jun-12	SOLD FOR CASH	\$26.34	(\$1.85)
FUND-D	2.096	08-Oct-10	23.58	28-Sep-12	SOLD FOR CASH	\$22.74	(\$0.84)
FUND-D	4.359	08-Oct-10	49.04	31-May-12	SOLD FOR CASH	\$43.72	(\$5.32)
FUND-D	8.665	08-Oct-10	97.48	04-Jun-12	SOLD FOR CASH	\$87.00	(\$10.48)
FUND-D	2.531	08-Oct-10	28.47	31-Jul-12	SOLD FOR CASH	\$27.01	(\$1.46)
FUND-D	4.059	08-Oct-10	45.66	30-Apr-12	SOLD FOR CASH	\$43.72	(\$1.94)
	64.376		724.23			682.6	-41.63
PIMCO GLBL ADVANT STR BD-B	31.284	08-Oct-10	373.85	09-Aug-12	SOLD FOR CASH	\$358.83	(\$15.02)
PIMCO GLBL ADVANT STR BD-B	8.852	08-Oct-10	105.78	31-Aug-12	SOLD FOR CASH	\$102.51	(\$3.27)
PIMCO GLBL ADVANT STR BD-B	35.442	08-Oct-10	423.53	04-Jun-12	SOLD FOR CASH	\$400.50	(\$23.03)
PIMCO GLBL ADVANT STR BD-B	17.41	08-Oct-10	208.05	30-Apr-12	SOLD FOR CASH	\$201.26	(\$6.79)
PIMCO GLBL ADVANT STR BD-B	8.919	08-Oct-10	106.58	31-Jul-12	SOLD FOR CASH	\$102.48	(\$4.10)
PIMCO GLBL ADVANT STR BD-B	17.52	08-Oct-10	209.36	30-Mar-12	SOLD FOR CASH	\$200.96	(\$8.40)
PIMCO GLBL ADVANT STR BD-B	87.424	08-Oct-10	1044.72	09-Aug-12	SOLD FOR CASH	\$1,002.75	(\$41.97)
PIMCO GLBL ADVANT STR BD-B	17.874	08-Oct-10	213.59	31-May-12	SOLD FOR CASH	\$201.26	(\$12.33)
PIMCO GLBL ADVANT STR BD-B	7.393	08-Oct-10	88.35	28-Sep-12	SOLD FOR CASH	\$86.87	(\$1.48)
PIMCO GLBL ADVANT STR BD-B	8.988	08-Oct-10	107.41	29-Jun-12	SOLD FOR CASH	\$102.46	(\$4.95)
	241.106		2881.22			2759.88	-121.34

Asset Name	Shares	Fed Tax Acq Date	Fed Tax Cost	Transaction Date	Transaction Type	Sale Price	Gain/Loss
PIMCO UNCONSTRAINED BOND FUN	17.26	27-Apr-11	192.97	29-Jun-12	SOLD FOR CASH	\$196.25	\$3.28
FUND-D	6.731	27-Apr-11	75.25	31-May-12	SOLD FOR CASH	\$76.13	\$0.88
FUND-D	187.521	18-Jun-12	2128.36	09-Aug-12	SOLD FOR CASH	\$2,150.87	\$22.51
FUND-D	13.372	27-Apr-11	149.5	04-Jun-12	SOLD FOR CASH	\$151.50	\$2.00
FUND-D	6.822	27-Apr-11	76.27	30-Apr-12	SOLD FOR CASH	\$76.13	(\$0.14)
FUND-D	14.058	18-Jun-12	159.56	28-Sep-12	SOLD FOR CASH	\$163.64	\$4.08
FUND-D	16.939	18-Jun-12	192.26	31-Aug-12	SOLD FOR CASH	\$195.14	\$2.88
FUND-D	37.561	27-Apr-11	419.93	09-Aug-12	SOLD FOR CASH	\$430.82	\$10.89
FUND-D	6.886	27-Apr-11	76.99	30-Mar-12	SOLD FOR CASH	\$76.02	(\$0.97)
FUND-D	16.987	27-Apr-11	189.91	31-Jul-12	SOLD FOR CASH	\$194.84	\$4.93
	324.137		3661			3711.34	50.34
PROSPECTOR CAPITAL APPR FD	19.632	10-Aug-11	284.27	30-Mar-12	SOLD FOR CASH	\$303.32	\$19.05
PROSPECTOR CAPITAL APPR FD	315.951	10-Aug-11	4574.98	18-Jun-12	SOLD FOR CASH	\$4,641.32	\$66.34
PROSPECTOR CAPITAL APPR FD	21.081	10-Aug-11	305.25	31-May-12	SOLD FOR CASH	\$303.77	(\$1.48)
PROSPECTOR CAPITAL APPR FD	19.998	10-Aug-11	289.57	30-Apr-12	SOLD FOR CASH	\$303.77	\$14.20
PROSPECTOR CAPITAL APPR FD	42.184	10-Aug-11	610.82	04-Jun-12	SOLD FOR CASH	\$604.50	(\$6.32)
	418.846		6064.89			6156.68	91.79
T ROWE PRICE NEW AMER GROWTH	6.08	11-Jun-12	200.37	31-Jul-12	SOLD FOR CASH	\$180.08	(\$20.29)
GROWTH	6	11-Jun-12	197.73	29-Jun-12	SOLD FOR CASH	\$179.55	(\$18.18)
GROWTH	4.954	11-Jun-12	163.26	28-Sep-12	SOLD FOR CASH	\$152.49	(\$10.77)
GROWTH	5.889	11-Jun-12	194.07	31-Aug-12	SOLD FOR CASH	\$181.04	(\$13.03)
GROWTH	70.251	11-Jun-12	2315.12	09-Aug-12	SOLD FOR CASH	\$2,409.90	\$94.78
	93.174		3070.55			3103.06	32.51
T ROWE PRICE NEW AMER GRW-AD	3.084	22-Sep-10	88.05	29-Jun-12	SOLD FOR CASH	\$103.76	\$15.71
AD	5.202	22-Sep-10	148.52	31-May-12	SOLD FOR CASH	\$169.60	\$21.08
AD	3.115	22-Sep-10	88.93	31-Aug-12	SOLD FOR CASH	\$107.57	\$18.64
AD	2.608	22-Sep-10	74.46	28-Sep-12	SOLD FOR CASH	\$92.21	\$17.75
AD	3.145	22-Sep-10	89.79	31-Jul-12	SOLD FOR CASH	\$104.69	\$14.90
AD	41.212	22-Sep-10	1176.59	09-Aug-12	SOLD FOR CASH	\$1,409.85	\$233.26
AD	4.872	22-Sep-10	139.1	30-Apr-12	SOLD FOR CASH	\$169.60	\$30.50
AD	4.787	22-Sep-10	136.67	30-Mar-12	SOLD FOR CASH	\$169.35	\$32.68
AD	10.627	22-Sep-10	303.4	04-Jun-12	SOLD FOR CASH	\$337.50	\$34.10
	78.652		2245.51			2664.13	418.62

Asset Name	Shares	Fed Tax Acq Date	Fed Tax Cost	Transaction Date	Transaction Type	Sale Price	Gain/Loss
GUGGENHEIM MANAGD COMODITIS	129 966	21-Sep-09	3409 02	09-Aug-12	SOLD FOR CASH	\$2,791 66	(\$617 36)
STRTY-H	9.811	21-Sep-09	257 34	31-Jul-12	SOLD FOR CASH	\$211.62	(\$45 72)
STRTY-H	8 172	21-Sep-09	214 35	28-Sep-12	SOLD FOR CASH	\$150 70	(\$63.65)
STRTY-H	28 466	21-Sep-09	746 67	04-Jun-12	SOLD FOR CASH	\$712 50	(\$34.17)
STRTY-H	9 97	21-Sep-09	261 51	31-Aug-12	SOLD FOR CASH	\$209.18	(\$52.33)
STRTY-H	14.259	21-Sep-09	374 02	31-May-12	SOLD FOR CASH	\$358 04	(\$15 98)
STRTY-H	13 588	21-Sep-09	356 41	30-Mar-12	SOLD FOR CASH	\$357 51	\$1.10
STRTY-H	14.074	21-Sep-09	369 16	30-Apr-12	SOLD FOR CASH	\$358 04	(\$11.12)
STRTY-H	10 294	21-Sep-09	270 01	29-Jun-12	SOLD FOR CASH	\$239 95	(\$30 06)
	238 6		6258 49			5389 2	-869 29
LARGE CAP VALUE FUND (TRMVX)	21 499	29-Jun-10	291 74	30-Apr-12	SOLD FOR CASH	\$376 88	\$85.14
LARGE CAP VALUE FUND (TRMVX)	388 548	29-Jun-10	5272 59	08-Jun-12	SOLD FOR CASH	\$6,383 84	\$1,111 25
LARGE CAP VALUE FUND (TRMVX)	21 19	29-Jun-10	287 55	30-Mar-12	SOLD FOR CASH	\$376.33	\$88.78
LARGE CAP VALUE FUND (TRMVX)	47 498	29-Jun-10	644 55	04-Jun-12	SOLD FOR CASH	\$750.00	\$105 45
LARGE CAP VALUE FUND (TRMVX)	23 178	29-Jun-10	314 52	31-May-12	SOLD FOR CASH	\$376 88	\$62 36
	501.913		6810 95			8263 93	1452 98
MULTI-STRATEGY ALT FUND (SMSA)	15 719	29-Jun-10	155 15	31-May-12	SOLD FOR CASH	\$150 75	(\$4 40)
(SMSAX)	15 729	29-Jun-10	155.25	30-Mar-12	SOLD FOR CASH	\$150 53	(\$4 72)
(SMSAX)	155 168	29-Jun-10	1531 5	06-Jun-12	SOLD FOR CASH	\$1,483 41	(\$48 09)
(SMSAX)	31 348	29-Jun-10	309 4	04-Jun-12	SOLD FOR CASH	\$300 00	(\$9 40)
(SMSAX)	15.719	29-Jun-10	155 15	30-Apr-12	SOLD FOR CASH	\$150 75	(\$4 40)
	233.683		2306.45			2235 44	-71 01
(TRLVX)	33 571	29-Jun-10	358 2	30-Mar-12	SOLD FOR CASH	\$376 33	\$18 13
(TRLVX)	398 949	29-Jun-10	4256 78	06-Jun-12	SOLD FOR CASH	\$4,516 10	\$259 32
(TRLVX)	33 382	29-Jun-10	356 19	30-Apr-12	SOLD FOR CASH	\$376 88	\$20 69
(TRLVX)	33 205	29-Jun-10	354 3	31-May-12	SOLD FOR CASH	\$376 88	\$22 58
(TRLVX)	66 021	29-Jun-10	704 44	04-Jun-12	SOLD FOR CASH	\$750 00	\$45 56
	565 128		6029 91			6396 19	366 28

Asset Name	Shares	Fed Tax Acq Date	Fed Tax Cost	Transaction Date	Transaction Type	Sale Price	Gain/Loss
HIGH YIELD BOND FUND (SHYAX)	6.383	05-Jul-11	48.06	30-Apr-12	SOLD FOR CASH	\$47.49	(\$0.57)
HIGH YIELD BOND FUND (SHYAX)	13.017	05-Jul-11	98.02	04-Jun-12	SOLD FOR CASH	\$94.50	(\$3.52)
HIGH YIELD BOND FUND (SHYAX)	99.505	05-Jul-11	749.28	06-Jun-12	SOLD FOR CASH	\$722.41	(\$26.87)
HIGH YIELD BOND FUND (SHYAX)	6.497	05-Jul-11	48.92	31-May-12	SOLD FOR CASH	\$47.49	(\$1.43)
HIGH YIELD BOND FUND (SHYAX)	6.408	05-Jul-11	48.25	30-Mar-12	SOLD FOR CASH	\$47.42	(\$0.83)
	131.81		992.53			959.31	-33.22
LARGE CAP GROWTH FUND (SELCX)	16.031	29-Jun-10	282.63	31-May-12	SOLD FOR CASH	\$376.88	\$94.25
(SELCX)	323.778	29-Jun-10	5708.2	08-Jun-12	SOLD FOR CASH	\$7,680.01	\$1,971.81
(SELCX)	32.708	29-Jun-10	576.64	04-Jun-12	SOLD FOR CASH	\$750.00	\$173.36
(SELCX)	14.845	29-Jun-10	261.72	30-Mar-12	SOLD FOR CASH	\$376.33	\$114.61
(SELCX)	14.867	29-Jun-10	262.11	30-Apr-12	SOLD FOR CASH	\$376.88	\$114.77
	402.229		7091.3			9560.1	2468.8
SMALL CAP GROWTH FUND (SSCGX)	4.794	05-Jul-11	90.37	30-Mar-12	SOLD FOR CASH	\$90.32	(\$0.05)
(SSCGX)	91.586	05-Jul-11	1726.39	19-Apr-12	SOLD FOR CASH	\$1,674.19	(\$52.20)
	96.38		1816.76			1764.51	-52.25

Asset Name	Shares	Fed Tax Acq Date	Fed Tax Cost	Transaction Date	Transaction Type	Sale Price	Gain/Loss
GNMA FUND (SEGMX)	0 005	30-Nov-09	0 05	06-Jun-12	SOLD FOR CASH	\$0 05	\$0 00
GNMA FUND (SEGMX)	0 003	30-Mar-12	0 03	06-Jun-12	SOLD FOR CASH	\$0 03	\$0 00
GNMA FUND (SEGMX)	0 002	31-Jan-12	0 02	06-Jun-12	SOLD FOR CASH	\$0 02	\$0 00
GNMA FUND (SEGMX)	0 003	31-Oct-11	0 03	06-Jun-12	SOLD FOR CASH	\$0 03	\$0 00
GNMA FUND (SEGMX)	0 002	30-Sep-11	0 02	06-Jun-12	SOLD FOR CASH	\$0 02	\$0 00
GNMA FUND (SEGMX)	0 004	31-May-12	0 04	06-Jun-12	SOLD FOR CASH	\$0 11	\$0 07
GNMA FUND (SEGMX)	0 002	31-Aug-11	0 02	06-Jun-12	SOLD FOR CASH	\$0 02	\$0 00
GNMA FUND (SEGMX)	0 002	30-Nov-11	0 02	06-Jun-12	SOLD FOR CASH	\$0 02	\$0 00
GNMA FUND (SEGMX)	0 004	28-May-10	0 04	06-Jun-12	SOLD FOR CASH	\$0 04	\$0 00
GNMA FUND (SEGMX)	0 079	06-Dec-11	0 86	06-Jun-12	SOLD FOR CASH	\$0 87	\$0 01
GNMA FUND (SEGMX)	0 002	30-Dec-11	0 02	06-Jun-12	SOLD FOR CASH	\$0 02	\$0 00
GNMA FUND (SEGMX)	0 002	31-Aug-10	0 02	06-Jun-12	SOLD FOR CASH	\$0 02	\$0 00
GNMA FUND (SEGMX)	0 004	30-Apr-10	0 04	06-Jun-12	SOLD FOR CASH	\$0 04	\$0 00
GNMA FUND (SEGMX)	0 005	29-Jan-10	0 05	06-Jun-12	SOLD FOR CASH	\$0 05	\$0 00
GNMA FUND (SEGMX)	0 004	31-Dec-09	0 04	06-Jun-12	SOLD FOR CASH	\$0 04	\$0 00
GNMA FUND (SEGMX)	2 083	02-Nov-09	21 25	06-Jun-12	SOLD FOR CASH	\$22 83	\$1 58
GNMA FUND (SEGMX)	0 032	03-Dec-10	0 34	06-Jun-12	SOLD FOR CASH	\$0 35	\$0 01
GNMA FUND (SEGMX)	0 002	29-Feb-12	0 02	06-Jun-12	SOLD FOR CASH	\$0 02	\$0 00
GNMA FUND (SEGMX)	0 003	30-Jul-10	0 03	06-Jun-12	SOLD FOR CASH	\$0 03	\$0 00
GNMA FUND (SEGMX)	0 002	30-Sep-10	0 02	06-Jun-12	SOLD FOR CASH	\$0 02	\$0 00
GNMA FUND (SEGMX)	0 002	30-Jun-11	0 02	06-Jun-12	SOLD FOR CASH	\$0 02	\$0 00
GNMA FUND (SEGMX)	0 002	31-Dec-10	0 02	06-Jun-12	SOLD FOR CASH	\$0 02	\$0 00
GNMA FUND (SEGMX)	0 002	29-Jul-11	0 02	06-Jun-12	SOLD FOR CASH	\$0 02	\$0 00
GNMA FUND (SEGMX)	0 003	30-Jun-10	0 03	06-Jun-12	SOLD FOR CASH	\$0 03	\$0 00
GNMA FUND (SEGMX)	0 002	29-Apr-11	0 02	06-Jun-12	SOLD FOR CASH	\$0 02	\$0 00
GNMA FUND (SEGMX)	0 002	31-Jan-11	0 02	06-Jun-12	SOLD FOR CASH	\$0 02	\$0 00
GNMA FUND (SEGMX)	0 005	30-Apr-12	0 05	06-Jun-12	SOLD FOR CASH	\$0 05	\$0 00
GNMA FUND (SEGMX)	0 002	29-Oct-10	0 02	06-Jun-12	SOLD FOR CASH	\$0 02	\$0 00
GNMA FUND (SEGMX)	0 002	28-Feb-11	0 02	06-Jun-12	SOLD FOR CASH	\$0 02	\$0 00
GNMA FUND (SEGMX)	0 002	31-May-11	0 02	06-Jun-12	SOLD FOR CASH	\$0 02	\$0 00
	2 269		23 2			24 16	1 67

Asset Name	Shares	Fed Tax Acq Date	Fed Tax Cost	Transaction Date	Transaction Type	Sale Price	Gain/Loss
(SEITX)	93.636	29-Jun-10	666.69	30-Apr-12 SOLD FOR CASH		\$753.77	\$87.08
(SEITX)	91.342	29-Jun-10	650.36	30-Mar-12 SOLD FOR CASH		\$752.66	\$102.30
(SEITX)	876.394	29-Jun-10	6239.93	11-May-12 SOLD FOR CASH		\$6,757.00	\$517.07
(SEITX)	104.69	29-Jun-10	745.39	31-May-12 SOLD FOR CASH		\$753.77	\$8.38
(SEITX)	564.21	29-Jun-10	4017.18	08-Jun-12 SOLD FOR CASH		\$4,118.73	\$101.55
(SEITX)	212.164	29-Jun-10	1510.61	04-Jun-12 SOLD FOR CASH		\$1,500.00	(\$10.61)
	1942.44		13830.16			14635.93	805.77
(SIEMX)	74.917	29-Jun-10	727.44	04-Jun-12 SOLD FOR CASH		\$675.00	(\$52.44)
(SIEMX)	31.893	29-Jun-10	309.68	30-Mar-12 SOLD FOR CASH		\$338.70	\$29.02
(SIEMX)	32.397	29-Jun-10	314.58	30-Apr-12 SOLD FOR CASH		\$339.20	\$24.62
(SIEMX)	36.671	29-Jun-10	356.08	31-May-12 SOLD FOR CASH		\$339.20	(\$16.88)
(SIEMX)	440.815	29-Jun-10	4280.32	06-Jun-12 SOLD FOR CASH		\$4,103.99	(\$176.33)
	616.693		5988.1			5796.09	-192.01
SCHOONER FUND-A	252.951	19-Jan-12	6000	21-Mar-12 SOLD FOR CASH		\$6,177.07	\$177.07
SCHOONER FUND-A	28.366	13-Apr-12	683.05	31-Aug-12 SOLD FOR CASH		\$677.38	(\$5.67)
SCHOONER FUND-A	370.319	15-Feb-12	8883.95	09-Aug-12 SOLD FOR CASH		\$8,887.66	\$3.71
SCHOONER FUND-A	36.869	23-Jan-12	876	21-Mar-12 SOLD FOR CASH		\$900.34	\$24.34
SCHOONER FUND-A	28.559	15-Feb-12	685.13	31-Jul-12 SOLD FOR CASH		\$681.12	(\$4.01)
SCHOONER FUND-A	23.578	13-Apr-12	567.76	28-Sep-12 SOLD FOR CASH		\$565.16	(\$2.60)
SCHOONER FUND-A	28.603	15-Feb-12	686.19	29-Jun-12 SOLD FOR CASH		\$683.61	(\$2.58)
SCHOONER FUND-A	7.085	13-Apr-12	170.61	09-Aug-12 SOLD FOR CASH		\$170.04	(\$0.57)
SCHOONER FUND-A	78.73	15-Feb-12	1888.73	21-Mar-12 SOLD FOR CASH		\$1,922.59	\$33.86
	855.06		20441.42			20664.97	223.55
THE YACKTMAN FUND	158.383	11-Jun-12	2872.73	29-Jun-12 DISTRIBUTION		\$2,872.73	\$0.00
THE YACKTMAN FUND	7.701	17-Jun-11	133.77	31-May-12 SOLD FOR CASH		\$113.07	(\$20.70)
THE YACKTMAN FUND	14.196	17-Jun-11	246.58	04-Jun-12 SOLD FOR CASH		\$225.00	(\$21.58)
THE YACKTMAN FUND	102.497	17-Jun-11	1780.37	29-Jun-12 DISTRIBUTION		\$1,780.37	\$0.00
THE YACKTMAN FUND	7.411	17-Jun-11	128.73	30-Apr-12 SOLD FOR CASH		\$113.07	(\$15.66)
THE YACKTMAN FUND	7.327	17-Jun-11	127.27	30-Mar-12 SOLD FOR CASH		\$112.90	(\$14.37)
	297.515		5289.45			5217.14	-72.31

Total

\$ 267,556.62

\$ 270,967.21 \$ 3,411.30