Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052 **2012** Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: NICHOLAS MARTINI FOUNDATION

A Employer identification number: 22-2756049

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 29, 50 WALNUT STREET — Room/suite

B Telephone number: 212-571-2300

City or town, state, and ZIP code: NEWARK, NJ 07101-0419

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 12,710,956.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	427,239.	427,239.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	289,717.			
	b Gross sales price for all assets on line 6a 4,130,005.				
	7 Capital gain net income (from Part IV, line 2)		289,717.		
	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	1,815.	1,815.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	718,771.	718,771.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	28,000.	7,000.		21,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	13,000.	3,250.		9,750.
	c Other professional fees STMT 4	81,565.	81,565.		0.
	17 Interest				
	18 Taxes STMT 5	11,686.	4,580.		0.
	19 Depreciation and depletion				
	20 Occupancy	48,396.	0.		48,396.
	21 Travel, conferences, and meetings	5,475.	0.		5,475.
	22 Printing and publications				
	23 Other expenses STMT 6	26,804.	0.		26,804.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	214,926.	96,395.		111,425.
	25 Contributions, gifts, grants paid	487,249.			487,249.
	26 **Total expenses and disbursements.** Add lines 24 and 25	702,175.	96,395.		598,674.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	16,596.			
	b **Net investment income** (if negative, enter -0-)		622,376.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED SEP 24 2013

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

Form **990-PF** (2012)

16450903 758227 52870 2012.04020 NICHOLAS MARTINI FOUNDATION 52870__1

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	52,441.	20,208.	20,208.
	2 Savings and temporary cash investments	160,205.	154,594.	154,594.
	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 7	3,200,953.	3,351,577.	3,544,631.
	b Investments - corporate stock STMT 8	1,984,558.	1,745,847.	2,069,368.
	c Investments - corporate bonds STMT 9	978,320.	954,750.	892,927.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	4,798,477.	4,958,176.	5,323,792.
	14 Land, buildings, and equipment basis ▶ 715,330.			
	Less accumulated depreciation ▶ 28,624.	686,706.	686,706.	686,706.
	15 Other assets (describe ▶ STATEMENT 11)	11,683.	18,730.	18,730.
	16 Total assets (to be completed by all filers)	11,873,343.	11,890,588.	12,710,956.
Liabilities	17 Accounts payable and accrued expenses	17,110.	17,759.	
	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)	17,110.	17,759.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	11,856,233.	11,872,829.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	11,856,233.	11,872,829.	
	31 Total liabilities and net assets/fund balances	11,873,343.	11,890,588.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,856,233.
2	Enter amount from Part I, line 27a	2	16,596.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	11,872,829.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,872,829.

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	M-	P		
b	CHARLES SCHWAB - SEE SCHEDULE ATTACHED	P		
c	CAPITAL GAINS DIVIDENDS			
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	2,531,334.		2,424,802.	106,532.
b	1,454,350.		1,415,486.	38,864.
c	144,321.			144,321.
d				
e				

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				106,532.
b				38,864.
c				144,321.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 289,717.

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	523,675.	11,444,094.	.045759
2010	506,861.	10,996,290.	.046094
2009	426,287.	9,904,916.	.043038
2008	446,582.	11,275,235.	.039607
2007	656,954.	13,732,087.	.047841

2	**Total** of line 1, column (d)	2	.222339
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	.044468
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,764,829.
5	Multiply line 4 by line 3	5	523,158.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,224.
7	Add lines 5 and 6	7	529,382.
8	Enter qualifying distributions from Part XII, line 4	8	598,674.

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 ▶ [X] and enter 1% of Part I, line 27b			1	6,224.
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	6,224.
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	6,224.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,106.		
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	7,106.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	882.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	882.	Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ MCGRATH, DOYLE & PHAIR Telephone no ▶ (212) 571-2300

Located at ▶ 150 BROADWAY, SUITE 1212, NEW YORK, NY ZIP+4 ▶ 10038

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		28,000.	0.	0.

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

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

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

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	11,878,747.
b	Average of monthly cash balances	1b	36,325.
c	Fair market value of all other assets	1c	28,917.
d	**Total** (add lines 1a, b, and c)	1d	11,943,989.
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	11,943,989.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	179,160.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,764,829.
6	**Minimum investment return.** Enter 5% of line 5	6	588,241.

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	588,241.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,224.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,224.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	582,017.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	582,017.
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	582,017.

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	598,674.
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	598,674.
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	6,224.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	592,450.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				582,017.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			413,218.	
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 ▶ $ 598,674.				
a Applied to 2011, but not more than line 2a			413,218.	
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				185,456.
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				396,561.
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 ▶

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

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

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

1 **Information Regarding Foundation Managers:**

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

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

NICHOLAS MARTINI FOUNDATION, 212-571-2300
P.O. BOX 29, 50 WALNUT STREET, NEWARK, NJ 07101

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

SEE ATTACHED

c Any submission deadlines

SEE ATTACHED

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

SEE ATTACHED

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE SCHEDULE ATTACHED	NO INDIVIDUALS	ALL PUBLIC CHARITIES	GENERAL SUPPORT	487,249.
Total			▶ 3a	487,249.
b Approved for future payment				
SEE SCHEDULE ATTACHED	NO INDIVIDUALS	ALL PUBLIC CHARITIES	GENERAL SUPPORT	80,000.
Total			▶ 3b	80,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	427,239.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	1,815.	
8 Gain or (loss) from sales of assets other than inventory			18	289,717.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		718,771.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 718,771.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee — Date 9/16/13 — Title PRESIDENT

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
NICHOLAS JACANGELO		9/4/13		P01452105

Firm's name ▶ MCGRATH, DOYLE & PHAIR — Firm's EIN ▶ 13-5559072

Firm's address ▶ 150 BROADWAY, SUITE 1212 NEW YORK, NY 10038 — Phone no 212-571-2300

Form **990-PF** (2012)

223622 12-05-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS - CORP. STOCKS	276,750.	144,321.	132,429.
INTEREST - CORP. BONDS	69,122.	0.	69,122.
INTEREST - MUNICIPAL BONDS	225,688.	0.	225,688.
TOTAL TO FM 990-PF, PART I, LN 4	571,560.	144,321.	427,239.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INCOME (LOSS) FROM LTD. PART.	1,815.	1,815.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,815.	1,815.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	13,000.	3,250.		9,750.
TO FORM 990-PF, PG 1, LN 16B	13,000.	3,250.		9,750.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	81,565.	81,565.		0.
TO FORM 990-PF, PG 1, LN 16C	81,565.	81,565.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON INV. INCOME	7,106.	0.		0.
FOREIGN TAXES PAID/ADR FEES PAID	4,580.	4,580.		0.
TO FORM 990-PF, PG 1, LN 18	11,686.	4,580.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOOKS AND PUBLICATIONS	1,850.	0.		1,850.
INSURANCE	3,747.	0.		3,747.
SUBSCRIPTIONS	416.	0.		416.
OFFICE SUPPLIES AND MAINTENANCE	350.	0.		350.
MISCELLANEOUS	245.	0.		245.
POSTAGE	3,514.	0.		3,514.
MEMBERSHIP FEE	695.	0.		695.
BARN EXPENSES	15,987.	0.		15,987.
TO FORM 990-PF, PG 1, LN 23	26,804.	0.		26,804.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT		X	3,351,577.	3,544,631.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			3,351,577.	3,544,631.
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,351,577.	3,544,631.

FORM 990-PF | CORPORATE STOCK | STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	1,745,847.	2,069,368.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,745,847.	2,069,368.

FORM 990-PF | CORPORATE BONDS | STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	954,750.	892,927.
TOTAL TO FORM 990-PF, PART II, LINE 10C	954,750.	892,927.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT-MUTUAL FUNDS	COST	4,931,512.	5,297,128.
LIMITED PARTNERSHIPS	COST	26,664.	26,664.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,958,176.	5,323,792.

FORM 990-PF | OTHER ASSETS | STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSIT	4,577.	4,577.	4,577.
PREPAID EXCISE TAX	7,106.	883.	883.
ACCRUED INTEREST PURCHASED	0.	13,270.	13,270.
TO FORM 990-PF, PART II, LINE 15	11,683.	18,730.	18,730.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
FANNIE ROSTA 215 AYCRIGG AVENUE PASSAIC, NJ 07055	TRUSTEE 0.50	2,000.	0.	0.
MARIE SALANITRI 28 DIANE DRIVE BRICK, NJ 08724	TRUSTEE 0.50	2,000.	0.	0.
WILLIAM J. MARTINI P.O. BOX 29, 50 WALNUT STREET NEWARK, NJ 07101	TRUSTEE/PRESIDENT 6.00	22,000.	0.	0.
GAIL A. HANSEN 156 FAIRMONT AVENUE SO PLAINFIELD, NJ 07080	TRUSTEE 0.50	1,000.	0.	0.
PETER GARINO 91 NORTH SHORE ROAD DENVILLE, NJ 07834	TRUSTEE 0.50	1,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		28,000.	0.	0.

Nicholas Martini Foundation
SCHEDULE OF CAPITAL GAINS AND LOSSES
December 31, 2012

Par Value/ Warrants	Description	Date Acquired	Date Sold	Proceeds	Cost	Gain/(Loss) Short-Term	Gain/(Loss) Long-Term
43,000	Gmac LLC Smarnotes (Ally) 7% due 11/15/23	11/21/2006	3/22/2012	40,712 40	43,000 00		(2,287 60)
77,000	Gmac LLC Smarnotes (Ally) 7% due 12/15/2017	11/21/2006	3/22/2012	75,082 70	77,000 00		(1,917 30)
26,000	Gmac LLC Smarnotes (Ally) 7 5% due 11/15/2017	11/21/2006	3/22/2012	25,352 60	26,000 00		(647 40)
250,000	Rialto Cal Redev Agy Tax Alloc 7 5% due 09/01/37	12/31/2008	3/22/2012	252,925 00	256,250 00		(3,325 00)
355,000	Los Angeles Cal Cmnty Redev 7 75% due 09/01/38	12/31/2008	3/22/2012	370,868 50	353,224 00		17,644 50
103,000	Gmac LLC Smarnotes (Ally) 6% due 03/15/19	3/19/2004	04/10/12	90,640	103,000 00		(12,360 00)
97,000	Gmac LLC Smarnotes (Ally) 7% due 11/15/23	11/21/2006	04/10/12	87,543	97,000 00		(9,457 50)
5,000	Hesperia CA Wtr Dist CTF Partn 9% 06/01/22	10/6/1998	06/01/12	5,000	5,500		(500)
35,000	Josephine County Ore Pension 6 25% 06/01/24	4/5/2007	07/02/12	35,000	36,750		(1,750)
55,000	Westchester CO NY IDA ARPT 8 2% 8/01/24	10/18/1994	08/01/12	55,000	53,210		1,790
150,000	Merrill Lynch & Co Inc 6 11% 01/29/37	3/22/2012	08/13/12	147,120	143,250	3,870	
50,000	Merrill Lynch & Co Inc 6 11% 01/29/37	6/7/2010	08/13/12	49,040	45,750		3,290
110,000	Agoura Hills Cal Redev agy 7 642% due 10/01/34	12/31/2010	08/29/12	118,113	113,850		4,263
200,000	Morgan Stanley Enior Note 5 5% due 07/24/20	4/9/2012	10/09/12	215,400	201,960	13,440	
270,000	Hayward Cal Un Sch Dist B A B 7 35% due 08/01/43	7/1/2010	10/09/12	307,163	272,362		34,801
50,000	Merrill Lynch & Co Inc 6 11% due 01/29/37	6/7/2010	11/15/12	53,890	45,750		8,140
200,000	Sanger Cal Uni Sch Dist Ctfs 5 25% due 07/01/27	8/10/2010	11/15/12	195,760	170,056		25,704
100,000	Merrill Lynch P/R 11/20/12 6 375% 11/20/37	6/7/2010	11/20/12	100,000	98,500		1,500
60,000	Jeffries Group Inc 5 125% due 04/13/18	8/8/2012	11/21/12	61,200	60,000	1,200	
230,000	Goldman Sachs Group Inc 6 45% due 05/01/36	6/7/2010	12/07/12	245,525	222,390		23,135
	TOTAL			$ 2,531,334	$ 2,424,802	$ 18,510	$ 88,022

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Nicholas Martini Foundation
SCHEDULE OF CAPITAL GAINS AND LOSSES
December 31, 2012

Accounts		Proceeds	Cost	Gain/(Loss)
Santa Barbara Asset Mgmt.	(4182-4063)	$ 372,395	$ 337,762	$ 34,633
Delaware Capital LCV	(4182-5063)	88,279	61,340	26,939
Northroad Capital	(5240-7076)	192,107	209,592	(17,485)
Schwab Adv. Cash Reserve	(7218-9172)	801,569	806,792	(5,223)
TOTAL		$ 1,454,350	$ 1,415,486	$ 38,864

41824063

Symbol	Name	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis	S/T Realized Gain/Loss	L/T Realized Gain/Loss	Total Realized Gain/Loss
ACN	ACCENTURE PLC CL A F	1/17/2012	1/30/2008	120	$6,408.00	$4,089.36		$2,318.64	$2,318.64
AKAM	AKAMAI TECHNOLOGIES	1/17/2012	4/15/2010	80	$2,563 15	$2,745.35		($182.20)	($182.20)
AGN	ALLERGAN INC	1/17/2012	7/12/2007	40	$3,511.57	$2,330 93		$1,180 64	$1,180.64
ALTR	ALTERA CORPORATION	1/17/2012	4/6/2011	15	$553.06	$645.92	($92 86)		($92 86)
ALTR	ALTERA CORPORATION	1/17/2012	4/6/2011	100	$3,687.03	$4,306.12	($619.09)		($619.09)
AMT	AMERICAN TOWER CORP REIT	1/17/2012	3/23/2011	75	$4,638.66	$3,687.13	$951 53		$951.53
APH	AMPHENOL CORP CL A	1/17/2012	2/20/2009	10	$481 51	$251.76		$229.75	$229.75
APH	AMPHENOL CORP CL A	1/17/2012	2/20/2009	100	$4,815.11	$2,517.64		$2,297 47	$2,297.47
BMC	B M C SOFTWARE INC	1/17/2012	2/4/2011	95	$3,117.84	$4,604.42	($1,486 58)		($1,486 58)
BRCM	BROADCOM CORP CL A CLASS A	1/17/2012	3/3/2011	120	$3,859 37	$5,060.11	($1,200 74)		($1,200 74)
BG	BUNGE LIMITED F	3/23/2012	4/11/2008	65	$4,349 81	$6,699.65		($2,349 84)	($2,349.84)
BG	BUNGE LIMITED F	3/23/2012	6/5/2009	100	$6,692 02	$6,552.88		$139.14	$139.14
BG	BUNGE LIMITED F	1/17/2012	4/11/2008	35	$2,021 91	$3,607.51		($1,585 60)	($1,585.60)
CHKP	CHECK PT SOFTWARE TECH F	1/17/2012	7/30/2010	65	$3,511.95	$2,185.77		$1,326.18	$1,326.18
CBI	CHICAGO BRIDGE & IRON FN Y REGISTRY SH	1/17/2012	11/10/2011	50	$2,031.46	$1,880.97	$150.49		$150.49
CLR	CONTINENTAL RESOURCES	1/17/2012	1/10/2011	60	$4,498.11	$3,559 27		$938 84	$938.84
COST	COSTCO WHSL CORP NEW	1/17/2012	9/9/2010	70	$5,685.99	$4,133 21		$1,552.78	$1,552.78
COST	COSTCO WHSL CORP NEW	2/16/2012	9/9/2010	40	$3,350.64	$2,361.83		$988.81	$988.81
COV	COVIDIEN PLC NEW F	1/17/2012	11/10/2011	65	$2,943.86	$3,036.13	($92 27)		($92.27)
DECK	DECKERS OUTDOOR CORP	5/9/2012	5/13/2011	55	$2,818 99	$4,942.32	($2,123.33)		($2,123 33)
DECK	DECKERS OUTDOOR CORP	5/9/2012	12/20/2011	79	$4,049.10	$7,236.84	($3,187.74)		($3,187 74)
DECK	DECKERS OUTDOOR CORP	1/17/2012	5/13/2011	40	$3,338.38	$3,594.41	($256 03)		($256.03)
DISCA	DISCOVERY COMMUN SER A SERIES A	1/17/2012	5/16/2011	115	$5,015.28	$5,092.59	($77 31)		($77 31)
DCI	DONALDSON COMPANY INC	1/17/2012	3/3/2010	100	$7,172.96	$4,219.46		$2,953 50	$2,953.50
DCI	DONALDSON COMPANY INC	1/17/2012	3/3/2010	10	$717.30	$421.95		$295.35	$295.35
EMC	E M C CORP MASS	1/17/2012	12/16/2009	225	$4,984 33	$3,825.20		$1,159.13	$1,159 13
ECL	ECOLAB INC	1/17/2012	1/20/2010	75	$4,460.16	$3,527.58		$932.58	$932.58
EMR	EMERSON ELECTRIC CO	7/13/2012	3/26/2008	220	$9,817.96	$11,366.89		($1,548.93)	($1,548 93)
EMR	EMERSON ELECTRIC CO	1/17/2012	2/11/2008	100	$4,903.21	$5,142.02		($238 81)	($238 81)
EMR	EMERSON ELECTRIC CO	1/17/2012	3/26/2008	80	$3,922.56	$4,133.42		($210 86)	($210 86)
ESRX	EXPRESS SCRIPTS INC	1/17/2012	10/9/2006	105	$5,233.21	$1,809.63		$3,423.58	$3,423.58
FLIR	FLIR SYSTEMS INC	2/6/2012	6/18/2009	210	$5,471.80	$4,816.90		$654.90	$654 90
FLIR	FLIR SYSTEMS INC	1/17/2012	6/18/2009	90	$2,309.36	$2,064.38		$244 98	$244 98
GILD	GILEAD SCIENCES INC	1/17/2012	8/17/2007	100	$4,613.11	$3,749.09		$864.02	$864.02
GILD	GILEAD SCIENCES INC	1/17/2012	1/30/2008	10	$461.31	$445 90		$15.41	$15.41
GOOG	GOOGLE INC CLASS A	4/25/2012	7/10/2009	5	$3,049 31	$2,067.94		$981.37	$981.37
GOOG	GOOGLE INC CLASS A	4/25/2012	9/18/2009	10	$6,098 63	$4,939.13		$1,159.50	$1,159.50
GOOG	GOOGLE INC CLASS A	1/17/2012	7/10/2009	10	$6,260 79	$4,135 88		$2,124 91	$2,124.91
HLF	HERBALIFE LTD F	1/17/2012	9/9/2010	15	$858.13	$439 60		$418.53	$418.53
HLF	HERBALIFE LTD F	5/10/2012	9/9/2010	110	$5,117.42	$3,223 75		$1,893.67	$1,893.67
INTU	INTUIT INC	1/17/2012	3/21/2007	55	$3,026 59	$1,631 40		$1,395.19	$1,395 19
JCI	JOHNSON CONTROLS INC	3/8/2012	12/1/2010	310	$9,870 03	$11,738.99		($1,868 96)	($1,868 96)

JCI	JOHNSON CONTROLS INC	1/17/2012	12/1/2010	90	$3,134 64	$3,408.09		($273.45)	($273 45)
JNPR	JUNIPER NETWORKS INC	1/17/2012	4/21/2011	70	$1,482.71	$2,798 87	($1,316.16)		($1,316 16)
JNPR	JUNIPER NETWORKS INC	1/17/2012	4/21/2011	100	$2,118.46	$3,998 38	($1,879.92)		($1,879 92)
MCD	MC DONALDS CORP	10/24/2012	11/26/2008	160	$13,976.09	$9,062.56		$4,913.53	$4,913.53
MCD	MC DONALDS CORP	1/17/2012	11/26/2008	40	$4,016.32	$2,265.64		$1,750.68	$1,750.68
MON	MONSANTO CO NEW DEL	1/17/2012	12/17/2008	55	$4,431.81	$4,152 68		$279.13	$279.13
NOV	NATIONAL OILWELL VARCO	1/17/2012	6/15/2011	45	$3,320 94	$3,151.21	$169.73		$169.73
NKE	NIKE INC CLASS B	1/17/2012	4/10/2008	30	$2,979.84	$2,028.49		$951.35	$951 35
NSC	NORFOLK SOUTHERN CORP	5/9/2012	7/25/2008	150	$10,401.74	$10,468.35		($66 61)	($66 61)
NSC	NORFOLK SOUTHERN CORP	5/9/2012	3/19/2010	50	$3,467.25	$2,762 87		$704.38	$704.38
NSC	NORFOLK SOUTHERN CORP	1/17/2012	7/25/2008	50	$3,799.93	$3,489.45		$310.48	$310.48
NUS	NU SKIN ENTERPRISES CL A	1/17/2012	6/1/2011	70	$3,334.74	$2,717 73	$617.01		$617.01
NUS	NU SKIN ENTERPRISES CL A	5/10/2012	6/1/2011	120	$5,228.11	$4,658 96	$569.15		$569.15
OXY	OCCIDENTAL PETE CORP	3/8/2012	2/24/2010	70	$7,069.79	$5,554 50		$1,515.29	$1,515.29
OXY	OCCIDENTAL PETE CORP	11/1/2012	2/24/2010	30	$2,386 07	$2,380 50		$5.57	$5.57
OXY	OCCIDENTAL PETE CORP	11/1/2012	11/10/2010	100	$7,953.55	$8,416.90		($463.35)	($463.35)
OXY	OCCIDENTAL PETE CORP	1/17/2012	2/24/2010	55	$5,447.65	$4,364.25		$1,083.40	$1,083.40
PEP	PEPSICO INCORPORATED	10/24/2012	1/6/2010	175	$11,991.50	$10,780.34		$1,211.16	$1,211.16
PEP	PEPSICO INCORPORATED	1/17/2012	1/6/2010	75	$4,859.91	$4,620.14		$239.77	$239.77
PX	PRAXAIR INC	9/26/2012	4/25/2008	54	$5,642.48	$5,059.62		$582.86	$582.86
PX	PRAXAIR INC	1/17/2012	4/25/2008	70	$7,671.15	$6,558.76		$1,112 39	$1,112.39
QCOM	QUALCOMM INC	1/17/2012	1/30/2008	75	$4,257.67	$3,024.75		$1,232.92	$1,232.92
RHI	ROBERT HALF INTL	1/17/2012	1/10/2011	60	$1,723 17	$1,909.62		($186.45)	($186.45)
RHI	ROBERT HALF INTL	2/6/2012	1/10/2011	190	$5,597.01	$6,047.11		($450.10)	($450 10)
ROST	ROSS STORES INC	1/17/2012	6/17/2009	95	$4,897.16	$1,853.26		$3,043.90	$3,043.90
ROST	ROSS STORES INC	6/29/2012	6/17/2009	25	$1,556.15	$487.70		$1,068.45	$1,068.45
ROST	ROSS STORES INC	6/29/2012	9/4/2009	95	$5,913.38	$2,245.23		$3,668.15	$3,668.15
TROW	ROWE T PRICE GROUP INC	1/17/2012	4/28/2011	65	$3,803.08	$4,197.58	($394.50)		($394.50)
SLB	SCHLUMBERGER LTD F	1/17/2012	3/5/2008	70	$4,738.21	$6,103.13		($1,364.92)	($1,364.92)
SYK	STRYKER CORP	1/17/2012	1/30/2008	30	$1,557.57	$2,022.30		($464.73)	($464 73)
SYK	STRYKER CORP	10/17/2012	1/30/2008	120	$6,390.99	$8,089 20		($1,698 21)	($1,698.21)
TEVA	TEVA PHARM INDS LTD ADRFSPONSORED AI	1/17/2012	9/19/2008	70	$3,128.24	$3,223.66		($95.42)	($95.42)
TEVA	TEVA PHARM INDS LTD ADRFSPONSORED AI	7/6/2012	9/19/2008	230	$9,036.29	$10,592 03		($1,555.74)	($1,555.74)
UTX	UNITED TECHNOLOGIES CORP	1/17/2012	1/30/2008	65	$5,006 85	$4,781.79		$225.06	$225.06
VAR	VARIAN MEDICAL SYSTEMS	1/17/2012	8/8/2005	85	$5,979.29	$3,292.05		$2,687.24	$2,687.24
VAR	VARIAN MEDICAL SYSTEMS	1/17/2012	2/2/2007	30	$2,110.34	$1,440.78		$669.56	$669.56
VAR	VARIAN MEDICAL SYSTEMS	7/13/2012	2/2/2007	170	$9,848.78	$8,164.44		$1,684 34	$1,684.34
V	VISA INC CL A CLASS A	1/17/2012	4/15/2010	50	$5,115 90	$4,714.09		$401.81	$401.81
WAT	WATERS CORP	1/17/2012	5/15/2009	15	$1,166.38	$649.80		$516.58	$516.58
WFC	WELLS FARGO & CO NEW	1/17/2012	10/29/2009	120	$3,563.09	$3,404 11		$158.98	$158.98
					$372,395.20	$337,762 15	($10,268.62)	$44,901.67	$34,633.05

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Symbol	Name	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis	S/T Realized Gain/Loss	L/T Realized Gain/Loss	Total Realized Gain/Loss
KMB	KIMBERLY-CLARK CORP	12/4/2012	11/17/2005	268	$22,946.80	$15,994 24		$6,952.56	$6,952.56
KMB	KIMBERLY-CLARK CORP	12/4/2012	1/23/2012	44	$3,767.38	$3,230.48	$536 90		$536.90
KRFT	KRAFT FOODS GROUP	10/2/2012	11/12/2007	0.33333	$15.29	$11.53		$3.76	$3.76
PSX	PHILLIPS 66	5/29/2012	4/30/2004	108	$3,337.34	$1,784.63		$1,552.71	$1,552.71
PSX	PHILLIPS 66	5/29/2012	10/10/2006	68	$2,101 29	$1,814.59		$286.70	$286.70
PGN	PROGRESS ENERGY INC	1/19/2012	11/29/2005	446	$24,104.15	$20,163 39		$3,940.76	$3,940.76
WMB	WILLIAMS COMPANIES	10/22/2012	3/31/2010	794	$27,746 66	$14,958.38		$12,788.28	$12,788.28
WPX	WPX ENERGY INC	4/26/2012	3/31/2010	264	$4,260.17	$3,382 42		$877.75	$877 75
					$88,279.08	$61,339.66	$536.90	$26,402.52	$26,939.42

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Symbol	Name	Sold/ Closed	Acquired Date	Quantity	Total Proceeds	Cost Basis	S/T Realized Gain/Loss	L/T Realized Gain/Loss	Total Realized Gain/Loss
AXAHY	A X A SPONSORED ADR FSPONSORED ADR 1 ADR	11/21/2012	3/3/2008	65	$1,016.58	$2,189 22		($1,172.64)	($1,172.64)
AKZOY	AKZO NOBEL NV SPON ADR FSPONSORED ADR 3 AI	1/18/2012	10/8/2008	85	$1,399.07	$1,170.93		$228 14	$228.14
AZSEY	ALLIANZ SE ADR FSPONSORED ADR 1 ADR REP	1/18/2012	8/18/2009	250	$2,579.95	$2,625.80		($45.85)	($45.85)
SAN	BANCO SANTANDER SA ADR FSPONSORED ADR 1 A	7/30/2012	10/17/2008	100	$612.10	$1,237.62		($625.52)	($625 52)
SAN	BANCO SANTANDER SA ADR FSPONSORED ADR 1 A	7/30/2012	11/26/2008	500	$3,060 49	$3,787 65		($727 16)	($727 16)
SAN	BANCO SANTANDER SA ADR FSPONSORED ADR 1 A	7/30/2012	6/19/2009	165	$1,009.96	$1,907 24		($897 28)	($897 28)
SAN	BANCO SANTANDER SA ADR FSPONSORED ADR 1 A	7/30/2012	6/22/2011	330	$2,019.92	$3,794.67		($1,774.75)	($1,774 75)
SAN	BANCO SANTANDER SA ADR FSPONSORED ADR 1 A	7/30/2012	1/11/2012	28	$171.38	$201.09	($29 71)		($29 71)
SAN	BANCO SANTANDER SA ADR FSPONSORED ADR 1 A	1/18/2012	10/17/2008	225	$1,633 67	$2,784.64		($1,150.97)	($1,150 97)
SAN	BANCO SANTANDER SA ADR FSPONSORED ADR 1 A	2/8/2012	1/11/2012	0 69565	$6.10	$5.00	$1 10		$1 10
BHP	BHP BILLITON LTD ADR FSPONSORED ADR 1 ADR I	1/18/2012	8/9/2011	32	$2,500.43	$2,431.49	$68 94		$68.94
CRH	C R H PLC SPONSORED ADRFSPONSORED ADR 1 AC	3/21/2012	1/10/2008	10	$214.34	$325 38		($111.04)	($111 04)
CRH	C R H PLC SPONSORED ADRFSPONSORED ADR 1 AC	3/21/2012	9/20/2010	220	$4,715.41	$3,722.40		$993 01	$993.01
CRH	C R H PLC SPONSORED ADRFSPONSORED ADR 1 AC	1/18/2012	1/20/2006	145	$2,867.18	$4,303.36		($1,436 18)	($1,436.18)
CRH	C R H PLC SPONSORED ADRFSPONSORED ADR 1 AC	1/18/2012	1/10/2008	125	$2,471 70	$4,067.19		($1,595.49)	($1,595 49)
CAJ	CANON INC SPONSORED ADRF1 ADR REP 1 ORD	1/18/2012	11/30/2005	150	$6,537.47	$5,646.00		$891.47	$891.47
DEO	DIAGEO PLC NEW ADR FSPONSORED ADR 1 ADR	11/21/2012	11/30/2005	5	$587.95	$291 05		$296 90	$296 90
DEO	DIAGEO PLC NEW ADR FSPONSORED ADR 1 ADR	1/18/2012	11/30/2005	59	$5,089.83	$3,434 39		$1,655.44	$1,655 44
DEO	DIAGEO PLC NEW ADR FSPONSORED ADR 1 ADR	7/20/2012	11/30/2005	56	$5,954.24	$3,259.76		$2,694.48	$2,694.48
E	ENI S P A SPON ADR FSPONSORED ADR 1 SPON A	1/18/2012	11/30/2005	40	$1,718.37	$2,176.00		($457 63)	($457 63)
E	ENI S P A SPON ADR FSPONSORED ADR 1 SPON A	11/21/2012	11/30/2005	15	$683 68	$816.00		($132.32)	($132 32)
ERIC	ERICSSON TEL ADR B NEW FCL B SPONSORED ADR 1 A	1/18/2012	10/19/2007	140	$1,375 05	$2,068.22		($693 17)	($693 17)
GVDNY	GIVAUDAN SA ADR FUNSPONSORED ADR 1 ADR	7/20/2012	5/10/2010	210	$4,031.91	$3,591.00		$440.91	$440.91
GVDNY	GIVAUDAN SA ADR FUNSPONSORED ADR 1 ADR	1/18/2012	5/10/2010	300	$5,624.89	$5,130 00		$494.89	$494 89
GSK	GLAXOSMITHKLINE PLC ADRFSPONSORED ADR 1 A	1/18/2012	11/30/2005	110	$4,983.12	$5,468.10		($484 98)	($484 98)
GSK	GLAXOSMITHKLINE PLC ADRFSPONSORED ADR 1 A	11/21/2012	11/30/2005	15	$638.84	$745.65		($106 81)	($106 81)
ITYBY	IMPERIAL TOB GP PLC ADRFSPONSORED ADR 1 AD	1/18/2012	5/12/2009	90	$6,227.88	$4,331.70		$1,896.18	$1,896.18
ITYBY	IMPERIAL TOB GP PLC ADRFSPONSORED ADR 1 AD	5/22/2012	5/12/2009	50	$3,769.92	$2,406.50		$1,363.42	$1,363.42
KCRPY	KAO CORP NEW ADR FSPONSORED ADR 1 ADR	1/18/2012	1/26/2010	175	$4,777.41	$4,268.25		$509.16	$509.16
MTU	MITSUBISHI UFJ FINL ADRFSPONSORED ADR 1 ADR	3/21/2012	6/28/2006	930	$4,772.67	$12,259.45		($7,486 78)	($7,486 78)
MTU	MITSUBISHI UFJ FINL ADRFSPONSORED ADR 1 ADR	1/18/2012	2/16/2006	1010	$4,324.13	$14,190 50		($9,866.37)	($9,866.37)
MTU	MITSUBISHI UFJ FINL ADRFSPONSORED ADR 1 ADR	1/18/2012	6/28/2006	20	$85 63	$263 64		($178 01)	($178 01)
NSRGY	NESTLE S A REG B ADR F1 ADR REPS 1 ORD	11/21/2012	11/30/2005	10	$631 19	$297.60		$333.59	$333.59
NSRGY	NESTLE S A REG B ADR F1 ADR REPS 1 ORD	1/18/2012	11/30/2005	105	$6,032.13	$3,124 80		$2,907.33	$2,907 33
NTDOY	NINTENDO LTD ADR F8 ADR REP 1 ORD	5/8/2012	6/15/2009	400	$6,186.26	$12,820.00		($6,633 74)	($6,633 74)
NTDOY	NINTENDO LTD ADR F8 ADR REP 1 ORD	5/8/2012	3/15/2011	120	$1,855.88	$3,979 20		($2,123.32)	($2,123.32)
NVS	NOVARTIS A G SPON ADR FSPONSORED ADR 1 ADI	1/18/2012	11/30/2005	80	$4,579.91	$4,197 60		$382 31	$382.31
NVS	NOVARTIS A G SPON ADR FSPONSORED ADR 1 ADI	11/21/2012	11/30/2005	15	$889.50	$787.05		$102 45	$102.45
DCM	NTT DOCOMO INC ADR FSPONSORED ADR 100 A	1/18/2012	11/22/2010	125	$2,231 46	$2,048 62		$182.84	$182.84
PBR	PETROLEO BRASILEIRO ADRFSPONSORED ADR 1 AC	1/18/2012	11/8/2010	185	$5,507.71	$6,641 50		($1,133.79)	($1,133 79)
RUK	REED ELSEVIER NEW ADR FSPONSORED ADR I ADR	1/18/2012	11/19/2009	145	$4,701.97	$4,552.58		$149.39	$149.39

RHHBY	ROCHE HLDG LTD SPON ADRF1 ADR REPS 1/4	GENL	11/21/2012	11/14/2007	15	$705.13	$673 85		$31.28	$31.28
RHHBY	ROCHE HLDG LTD SPON ADRF1 ADR REPS 1/4	GENL	1/18/2012	11/14/2007	130	$5,704.29	$5,840.01		($135.72)	($135.72)
RDSA	ROYAL DUTCH SHELL A ADRFSPONSORED ADR	1 AI	1/18/2012	11/30/2005	105	$7,361.83	$6,485.85		$875.98	$875 98
RDSA	ROYAL DUTCH SHELL A ADRFSPONSORED ADR	1 AI	11/21/2012	11/30/2005	10	$661.70	$617.70		$44.00	$44 00
SAP	S A P AG ADR FSPONSORED ADR	1 ADR REP 1	11/21/2012	4/11/2007	10	$752.79	$462.69		$290.10	$290 10
SAP	S A P AG ADR FSPONSORED ADR	1 ADR REP 1	1/18/2012	4/11/2007	65	$3,708.18	$3,007.51		$700.67	$700.67
SNY	SANOFI ADR FSPONSORED ADR	2 ADR REP 1	1/18/2012	11/30/2005	215	$7,796.18	$8,681.70		($885 52)	($885 52)
SNY	SANOFI ADR FSPONSORED ADR	2 ADR REP 1	11/20/2012	11/30/2005	85	$3,734.14	$3,432 30		$301.84	$301.84
SBGSY	SCHNEIDER ELEC SA ADR F1 ADR REPS 0.1 ORD		11/21/2012	8/9/2011	45	$593.54	$577.80		$15.74	$15.74
SBGSY	SCHNEIDER ELEC SA ADR F1 ADR REPS 0 1 ORD		1/18/2012	8/9/2011	205	$2,496 85	$2,632.20	($135.35)		($135 35)
SOMLY	SECOM LTD ADR FUNSPONSPORED ADR	1 ADR	1/18/2012	6/22/2011	200	$2,303 96	$2,396.68	($92.72)		($92 72)
SYT	SYNGENTA AG ADR FSPONSORED ADR	1 ADR R	1/18/2012	11/11/2008	125	$7,653.60	$4,353 21		$3,300.39	$3,300 39
TSCDY	TESCO PLC SPONSORED ADRF1 ADR REP 3 ORD		11/21/2012	5/4/2011	55	$831.03	$1,116.90		($285 87)	($285.87)
TSCDY	TESCO PLC SPONSORED ADRF1 ADR REP 3 ORD		1/18/2012	5/4/2011	235	$3,489.68	$4,772.21	($1,282.53)		($1,282.53)
TEVA	TEVA PHARM INDS LTD ADRFSPONSORED ADR	1 AI	1/18/2012	7/6/2010	40	$1,801 57	$2,137 56		($335.99)	($335.99)
TOT	TOTAL S A ADR F1 ADR REP 1 ORD		1/18/2012	11/30/2005	40	$2,065 16	$2,505.00		($439.84)	($439 84)
UL	UNILEVER PLC ADR NEW FSPONSORED ADR	1 ADF	11/21/2012	11/30/2005	15	$558.89	$327.75		$231.14	$231.14
UL	UNILEVER PLC ADR NEW FSPONSORED ADR	1 ADF	1/18/2012	11/30/2005	370	$11,814 61	$8,084.50		$3,730.11	$3,730.11
WPPGY	W P P PLC ADR FSPONSORED ADR	1 ADR REP	5/22/2012	1/11/2008	50	$3,102.44	$2,889.30		$213.14	$213.14
WPPGY	W P P PLC ADR FSPONSORED ADR	1 ADR REP	1/18/2012	10/17/2007	25	$1,439 47	$1,794.35		($354.88)	($354.88)
WPPGY	W P P PLC ADR FSPONSORED ADR	1 ADR REP	1/18/2012	1/10/2008	30	$1,727.37	$1,720.60		$6.77	$6.77
WPPGY	W P P PLC ADR FSPONSORED ADR	1 ADR REP	1/18/2012	1/11/2008	30	$1,727.37	$1,733.58		($6 21)	($6.21)
						$192,107.06	$209,592.09	($1,470 27)	($16,014 76)	($17,485 03)

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Symbol	Name	Sold/ Closed	Acquired date	Quantity Sold	Total Proceeds	Cost Basis	S/T Realized Gain/Loss	L/T Realized Gain/Loss	Total Realized Gain/Loss
DHLSX	DIAMOND HILL LONG SHORT FUND CL I	1/17/2012	3/16/2007	3631.124	$62,950.05	$66,186.64		($3,236 59)	($3,236 59)
HSGFX	HUSSMAN STRATEGIC GROWTH	1/17/2012	5/7/2009	13734.237	$168,606.48	$178,035.58		($9,429 10)	($9,429.10)
IVAEX	IVY ASSET STRATEGY FUND CL I	12/12/2012	5/7/2009	1889 645	$49,950 05	$36,399.41		$13,550 64	$13,550 64
IVAEX	IVY ASSET STRATEGY FUND CL I	1/17/2012	5/7/2009	2962.336	$69,950.05	$57,062.19		$12,887 86	$12,887 86
JRGIX	JANUS GLOBAL RESEARCH I	12/12/2012	5/7/2009	2252 252	$34,950.05	$21,509 01		$13,441.04	$13,441 04
SLADX	SELECTED AMERICAN SHARES CL D	9/5/2012	7/31/2008	232 883	$9,950 05	9,625.52		$324.53	324.53
SLADX	SELECTED AMERICAN SHARES CL D	12/12/2012	5/9/2012	1127 142	$49,950.05	46,587.03		$3,363.02	3,363.02
TFSMX	TFS MARKET NEUTRAL FUND	1/17/2012	12/3/2009	11722.331	$170,169.32	$179,049 95		($8,880.63)	($8,880.63)
TFSMX	TFS MARKET NEUTRAL FUND	1/17/2012	12/10/2009	78 046	$1,132.97	$1,186.30		($53.33)	($53.33)
TFSMX	TFS MARKET NEUTRAL FUND	1/17/2012	12/10/2010	972 245	$14,113 77	$14,272 56		($158.79)	($158 79)
TFSMX	TFS MARKET NEUTRAL FUND	1/17/2012	12/10/2010	222.262	$3,226.51	$3,262.80		($36.29)	($36.29)
TFSMX	TFS MARKET NEUTRAL FUND	1/17/2012	4/5/2011	1797.176	$26,089.03	$28,049.95	($1,960.92)		($1,960 92)
TFSMX	TFS MARKET NEUTRAL FUND	1/17/2012	12/9/2011	46.161	$670.10	$658.25	$11 85		$11.85
TFSMX	TFS MARKET NEUTRAL FUND	1/17/2012	12/9/2011	203.935	$2,960.46	$2,908.12	$52.34		$52.34
TAREX	THIRD AVENUE REAL ESTATE VALUE FD INSTL	12/12/2012	3/16/2007	2025.783	$54,950.05	$70,937.45		($15,987.40)	($15,987 40)
TAREX	THIRD AVENUE REAL ESTATE VALUE FD INSTL	5/2/2012	3/16/2007	1300 648	$32,050.05	$45,545.18		($13,495 13)	($13,495.13)
TAREX	THIRD AVENUE REAL ESTATE VALUE FD INSTL	9/5/2012	3/16/2007	794 913	$19,950.05	$27,835.70		($7,885 65)	($7,885 65)
WGRIX	WINTERGREEN FUND INST	12/12/2012	5/7/2009	1973.684	$29,950.05	$17,680.47		$12,269.58	$12,269.58
					$801,569.14	$806,792 11	($1,896 73)	($3,326 24)	($5,222 97)

Nicholas Martini Foundation
SCHEDULE OF MARKETABLE INVESTMENTS
December 31, 2012

Face Amount	Municipal Bonds	Rate	Maturity	Cost	Market Value
100,000	Bridgeview ILL Gen Oblig	5 060%	12/01/25	$ 99,000	$ 97,447
15,000	Chicago ILL Midway ARPT REV	7 168%	01/01/41	16,350	16,532
190,000	Columbus-Franklin Cnty, OH Fin. Auth.	6 625%	08/15/27	192,850	206,718
100,000	Colorado State CTFS B A B.	6 650%	09/15/45	103,915	138,620
145,000	Detroit Michigan City School Dist Gen	6 645%	05/01/29	156,600	170,713
100,000	Dist. Of Columbia, Howard University	7 625%	10/01/35	101,820	122,392
20,000	Franklin County OH Convention FACS	6 640%	12/01/42	22,000	24,422
85,000	Hesperia, CA Water District	9 000%	06/01/22	93,500	89,402
100,000	Illinois St Pension Gen. Oblig	5 100%	06/01/33	99,190	99,358
25,000	Louisiana State Health-Education Authority	6 500%	01/01/31	26,250	23,846
100,000	Metropolitan Wash DC ARPTS REV	7 462%	10/01/46	107,961	122,189
175,000	Minneapolis, MN Dev Rev St	6 500%	06/01/40	175,000	191,933
215,000	Okaloosa County, Florida Airport Rev	7 000%	10/01/30	215,000	225,978
320,000	Oshkosh, Wisconsin Redevelopment	6 250%	09/01/31	320,000	329,331
380,000	Pembroke Pines, FL Comm Svces Rev	5 250%	10/01/33	358,097	390,431
265,000	Pensacola FL Redev Rev	7 210%	04/01/40	273,338	297,547
230,000	Providence RI Gen Oblig	6 740%	01/15/21	246,100	239,957
15,000	Roseville Mich CMNTY SCHS	6.625%	05/01/34	16,388	16,846
305,000	San Jose', CA Arpt Rev	6.600%	03/01/41	312,625	338,846
200,000	Univ Cent FLA CTFS PARTN	5 375%	10/01/35	204,000	199,800
205,000	Virgin Islands Wtr & Pwr Elec Sys	6 060%	07/01/25	211,593	202,323
	TOTAL MUNICIPAL BONDS			$ 3,351,577	$ 3,544,631
	Corporate Bonds				
100,000	Alcoa Inc Semi-Annual Fixed	5 950%	02/01/37	102,825	96,598
225,000	Assured Guaranty SA Fixed	7 000%	06/01/34	230,000	247,203
35,000	GE Cap Corp Internote SA Fixed	5 250%	06/15/36	35,000	37,489
100,000	GE Cap Corp. Internote SA Fixed	4 300%	04/15/32	100,000	100,203
100,000	General Motors Corp (Escrow)	7.400%	09/01/25	76,450	-
160,000	Genworth Financial Inc.	6 500%	06/15/34	161,600	161,398
250,000	Hewlett-Packard Co	6 000%	09/15/41	248,875	247,475
101	Uts Motors Liquidation			-	2,141
	Warrants			-	420
	TOTAL CORPORATE BONDS			$ 954,750	$ 892,927

Nicholas Martini Foundation
SCHEDULE OF MARKETABLE INVESTMENTS
December 31, 2012

Stock Accounts	Cost	Market Value
Santa Barbara Asset Mgmt. - see attached (Page 6)	$ 539,160	$ 657,823
Delaware Capital LCV - see attached (Page 10)	651,235	820,824
Northroad International - see attached (Page 14)	555,452	590,721
TOTAL CORPORATE STOCK	$ 1,745,847	$ 2,069,368

Mutual Fund Accounts		
Equities- see attached (Page 15)	$ 219,978	$ 178,865
Mutual Funds (Page 17)	4,711,534	5,118,263
TOTAL MUTUAL FUNDS	$ 4,931,512	$ 5,297,128

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FINANCIAL PARTNERS

Unrealized Gains and Losses
As of 12/31/2012

Nicholas Martini Foundation Group   Acct #: FOUNDATION
PO Box 29
Newark, NJ 07102

Description	Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Long Gain	Unrealized Short Gain	% G/L	Unrealized Gain (Loss)
Nicholas Martini Foundation	**41824063**	**Santa Barbara Large Growth**							
Equities									
Accenture Ltd	01/30/2008	280	34.078	9,541 84	18,620 00	9,078 16		95.1%	9,078.16
Akamai Technologies	04/15/2010	70	34 317	2,402 19	2,863.70	461.51		19.2%	461 51
Akamai Technologies	04/28/2011	170	35.015	5,952.47	6,954.70	1,002.23		16 8%	1,002.23
		240		8,354.66	9,818.40	1,463.74		17 5%	1,463.74
Allergan Inc	07/12/2007	85	58.273	4,953.24	7,797 05	2,843 81		57 4%	2,843.81
Allergan Inc	01/30/2008	100	66 200	6,620.00	9,173 00	2,553 00		38 6%	2,553 00
		185		11,573 24	16,970 05	5,396.81		46 6%	5,396.81
Altera Corp	04/06/2011	85	43.061	3,660 20	2,923 15	(737 05)		-20 1%	(737.05)
Altera Corp	08/10/2011	235	34 959	8,215 44	8,081 65	(133 79)		-1 6%	(133 79)
		320		11,875 64	11,004 80	(870 84)		-7 3%	(870 84)
Amern Tower Corp Class A	03/23/2011	260	49 162	12,782 07	20,090 20	7,308.13		57 2%	7,308.13
Amphenol Corp New	02/20/2009	190	25.176	4,783 52	12,293 00	7,509.48		157 0%	7,509 48
Amphenol Corp New	10/29/2009	50	41.263	2,063 17	3,235 00	1,171.83		56 8%	1,171.83
		240		6,846 69	15,528 00	8,681.31		126 8%	8,681.31
Apple Computer Inc	05/23/2012	17	559 608	9,513 33	9,046.94		(466 39)	-4 9%	(466 39)
Apple Computer Inc	06/20/2012	15	584 563	8,768 45	7,982.59		(785 86)	-9 0%	(785.86)

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Unrealized Gains and Losses
As of 12/31/2012

Nicholas Martini Foundation Group   Acct # FOUNDATION

Description	Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Long Gain	Unrealized Short Gain	% G/L	Unrealized Gain (Loss)
Nicholas Martini Foundation	**41824063**	**Santa Barbara Large Growth**							
Equities									
Apple Computer Inc	10/24/2012	9	617.173	5,554.56	4,789.56		(765 00)	-13.8%	(765 00)
		41		23,836 34	21,819.09		(2,017 25)	-8 5%	(2,017 25)
B M C Software Inc	02/04/2011	255	48 468	12,359 24	10,103.10	(2,256.14)		-18.3%	(2,256 14)
Broadcom Corp Cl A	03/03/2011	280	42 168	11,806 93	9,298.80	(2,508 13)		-21 2%	(2,508.13)
Broadcom Corp Cl A	09/14/2011	95	34 809	3,306.87	3,154 95	(151 92)		-4.6%	(151 92)
		375		15,113 80	12,453 75	(2,660 05)		-17 6%	(2,660 05)
Check Point Software	07/30/2010	70	33.627	2,353 90	3,334 80	980 90		41.7%	980 90
Check Point Software	11/19/2010	150	43.478	6,521 63	7,146.00	624.37		9 6%	624.37
		220		8,875 53	10,480 80	1,605.27		18.1%	1,605 27
Chicago Bridge & Iron	11/10/2011	175	37.619	6,583 40	8,111 25	1,527.85		23 2%	1,527.85
Chicago Bridge & Iron	03/08/2012	120	45.791	5,494 94	5,562.00		67 06	1.2%	67.06
		295		12,078.34	13,673 25	1,527.85	67.06	13 2%	1,594.91
Continental Resources	01/10/2011	90	59.321	5,338 90	6,614 10	1,275 20		23.9%	1,275 20
Costco Wholesale Corp Ne	09/09/2010	140	59.046	8,266 41	13,822 20	5,555 79		67 2%	5,555.79
Covidien Ltd	11/10/2011	210	46.710	9,809 04	12,125 40	2,316 36		23 6%	2,316 36
Cvs Corporation	10/24/2012	283	46.166	13,064.92	13,683 05		618.13	4 7%	618.13
Discovery Commun Ser A	05/16/2011	80	44 283	3,542.67	5,078.40	1,535.73		43 3%	1,535.73
Discovery Commun Ser A	06/24/2011	220	40.284	8,862 39	13,965.60	5,103.21		57 6%	5,103 21
		300		12,405 06	19,044.00	6,638 94		53 5%	6,638.94
Dollar Gen Corp	05/09/2012	135	46.836	6,322 89	5,952 15		(370.74)	-5 9%	(370.74)

Unrealized Gains and Losses
As of 12/31/2012

Nicholas Martini Foundation Group   Acct #: FOUNDATION

Description	Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Long Gain	Unrealized Short Gain	% G/L	Unrealized Gain (Loss)
Nicholas Martini Foundation	**41824063**	**Santa Barbara Large Growth**							
Equities									
Dollar Gen Corp	08/01/2012	118	51.138	6,034.30	5,202.62		(831.68)	-13.8%	(831.68)
		253		12,357.19	11,154 77		(1,202 42)	-9 7%	(1,202 42)
Donaldson Inc	03/03/2010	480	21 097	10,126 70	15,763 20	5,636.50		55.7%	5,636 50
E M C Corp Mass	12/16/2009	175	17 001	2,975.16	4,427.50	1,452.34		48 8%	1,452 34
E M C Corp Mass	02/03/2010	400	16.990	6,795 96	10,120 00	3,324 04		48 9%	3,324 04
E M C Corp Mass	08/31/2011	170	22.709	3,860 58	4,301.00	440.42		11 4%	440.42
		745		13,631.70	18,848 50	5,216 80		38 3%	5,216 80
Ebay Inc	11/29/2012	191	51.822	9,898 08	9,740 56		(157.52)	-1 6%	(157.52)
Ecolab Inc	01/20/2010	50	47.034	2,351.72	3,595 00	1,243.28		52 9%	1,243 28
Ecolab Inc	02/24/2010	200	41.885	8,376 96	14,380 00	6,003.04		71 7%	6,003 04
		250		10,728 68	17,975 00	7,246.32		67 5%	7,246.32
Express Scripts Inc Cl A	04/03/2012	235	17 235	4,050.14	12,690 00		8,639.86	213 3%	8,639.86
Gilead Sciences	01/30/2008	90	44 590	4,013.10	6,610 50	2,597.40		64 7%	2,597.40
Gilead Sciences	01/30/2008	200	44.590	8,918.00	14,690 00	5,772.00		64 7%	5,772.00
		290		12,931.10	21,300 50	8,369.40		64 7%	8,369 40
Google Inc Class A	09/18/2009	5	493 914	2,469 57	3,536 90	1,067 33		43 2%	1,067.33
Google Inc Class A	03/03/2010	10	546 270	5,462 70	7,073 80	1,611 10		29 5%	1,611 10
Google Inc Class A	06/15/2011	9	502 103	4,518.93	6,366.42	1,847 49		40 9%	1,847 49
Google Inc Class A	11/29/2012	8	684 000	5,472 00	5,659 04		187.04	3 4%	187 04
		32		17,923 20	22,636 16	4,525.92	187.04	26 3%	4,712 96
Grainger Ww Inc	06/20/2012	35	189 207	6,622 24	7,082 95		460 71	7 0%	460 71
Grainger Ww Inc	08/01/2012	28	203.505	5,698 13	5,666 36		(31 77)	-0 6%	(31 77)
		63		12,320.37	12,749 31		428.94	3 5%	428.94

Unrealized Gains and Losses
As of 12/31/2012

Nicholas Martini Foundation Group   Acct #: FOUNDATION

Description	Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Long Gain	Unrealized Short Gain	% G/L	Unrealized Gain (Loss)
Nicholas Martini Foundation	**41824063**	**Santa Barbara Large Growth**							
Equities									
Herbalife Ltd	09/09/2010	75	29 307	2,198.01	2,470 50	272 49		12 4%	272.49
Herbalife Ltd	02/16/2012	60	60 070	3,604 20	1,976 40		(1,627.80)	-45.2%	(1,627 80)
		135		5,802.21	4,446.90	272 49	(1,627 80)	-23 4%	(1,355.31)
I H S Inc	04/10/2012	70	95 167	6,661 66	6,720.00		58 34	0 9%	58.34
I H S Inc	07/13/2012	50	106 084	5,304 18	4,800 00		(504 18)	-9.5%	(504.18)
		120		11,965 84	11,520.00		(445 84)	-3 7%	(445.84)
Intuit Inc	03/21/2007	85	29.662	2,521 26	5,055.41	2,534.15		100 5%	2,534.15
Intuit Inc	01/30/2008	100	30 560	3,056 00	5,947 54	2,891 54		94 6%	2,891 54
		185		5,577.26	11,002 95	5,425.69		97 3%	5,425 69
Juniper Networks Inc	04/21/2011	260	39.984	10,395.78	5,114.20	(5,281.58)		-50 8%	(5,281 58)
Juniper Networks Inc	09/09/2011	290	21.352	6,192 20	5,704.30	(487.90)		-7 9%	(487 90)
		550		16,587 98	10,818 50	(5,769 48)		-34 8%	(5,769.48)
Kansas City Southern	10/24/2012	83	79 309	6,582 61	6,928.84		346.23	5 3%	346 23
Lkq Corp	03/23/2012	420	15 719	6,602 06	8,862 00		2,259 94	34.2%	2,259.94
Mead Johnson Nutrition	08/22/2012	95	71 209	6,764 84	6,259 55		(505 29)	-7 5%	(505 29)
Monsanto Co New Com	12/17/2008	95	75 503	7,172.81	8,991 75	1,818.94		25 4%	1,818 94
Monsanto Co New Com	11/30/2011	75	72.739	5,455 41	7,098 75	1,643.34		30 1%	1,643 34
		170		12,628 22	16,090 50	3,462 28		27 4%	3,462 28
National-Oilwell Inc	06/15/2011	75	70.027	5,252 02	5,126 25	(125.77)		-2 4%	(125.77)
National-Oilwell Inc	02/06/2012	92	83.416	7,674.27	6,288 20		(1,386.07)	-18 1%	(1,386.07)
		167		12,926.29	11,414.45	(125.77)	(1,386.07)	-11.7%	(1,511 84)
Nike Inc Class B	04/10/2008	190	33 808	6,423.55	9,804 00	3,380.45		52 6%	3,380.45

Unrealized Gains and Losses
As of 12/31/2012

Nicholas Martini Foundation Group   Acct #: FOUNDATION

Description	Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Long Gain	Unrealized Short Gain	% G/L	Unrealized Gain (Loss)
Nicholas Martini Foundation	**41824063**	**Santa Barbara Large Growth**							
Equities									
Nike Inc Class B	07/08/2010	100	34.701	3,470 13	5,160 00	1,689.87		48 7%	1,689.87
		290		9,893 68	14,964 00	5,070.32		51.2%	5,070.32
Nu Skin Asia Pac Inc Cl A	06/01/2011	40	38 825	1,552.99	1,482 00	(70 99)		-4 6%	(70.99)
Nu Skin Asia Pac Inc Cl A	09/23/2011	105	43 464	4,563.73	3,890 25	(673.48)		-14 8%	(673.48)
		145		6,116 72	5,372 25	(744 47)		-12 2%	(744 47)
Praxair Inc	04/25/2008	26	93 697	2,436 11	2,845.70	409 59		16 8%	409 59
Praxair Inc	06/04/2008	100	97.051	9,705 11	10,945.00	1,239 89		12 8%	1,239 89
		126		12,141 22	13,790.70	1,649 48		13 6%	1,649.48
Precision Castparts Corp	03/08/2012	60	172.321	10,339 24	11,365 20		1,025 96	9 9%	1,025.96
Qualcomm Inc	01/30/2008	125	40.330	5,041.25	7,732 45	2,691.20		53.4%	2,691.20
Qualcomm Inc	04/15/2010	100	43 046	4,304.57	6,185 96	1,881 39		43 7%	1,881.39
Qualcomm Inc	06/20/2012	110	57.364	6,310 05	6,804 56		494 51	7 8%	494.51
		335		15,655 87	20,722.97	4,572.59	494 51	32 4%	5,067.10
Redhat Inc	08/01/2012	120	53.067	6,367 99	6,355 20		(12 79)	-0 2%	(12 79)
Redhat Inc	10/03/2012	124	55 670	6,903 06	6,567 04		(336 02)	-4 9%	(336.02)
		244		13,271 05	12,922 24		(348 81)	-2 6%	(348 81)
Ross Stores Inc	09/04/2009	205	23 634	4,844 96	11,088 45	6,243 49		128 9%	6,243 49
Schlumberger Ltd	03/05/2008	130	87 188	11,334.39	9,008 82	(2,325 57)		-20 5%	(2,325 57)
Schlumberger Ltd	06/05/2009	50	57 664	2,883.22	3,464 93	581 71		20 2%	581.71
Schlumberger Ltd	11/10/2010	50	74 286	3,714.30	3,464 93	(249.37)		-6 7%	(249 37)
		230		17,931.91	15,938 68	(1,993 23)		-11 1%	(1,993.23)
Starbucks Corp	09/21/2012	134	51 500	6,900 99	7,186 42		285.43	4 1%	285 43

Unrealized Gains and Losses
As of 12/31/2012

Nicholas Martini Foundation Group Acct #: FOUNDATION

Description	Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Long Gain	Unrealized Short Gain	% G/L	Unrealized Gain (Loss)
Nicholas Martini Foundation	**41824063**	**Santa Barbara Large Growth**							
Equities									
Starbucks Corp	10/17/2012	141	48 726	6,870 31	7,561.83		691.52	10 1%	691.52
		275		13,771.30	14,748.25		976.95	7.1%	976 95
T Rowe Price Group Inc	04/28/2011	205	64.578	13,238.51	13,349.01	110.50		0 8%	110.50
Tractor Supply Company	02/06/2012	81	81 485	6,600.28	7,157.16		556.88	8.4%	556.88
United Technologies Corp	01/30/2008	35	73.566	2,574.81	2,870.35	295.54		11.5%	295.54
United Technologies Corp	05/12/2010	100	73 087	7,308 67	8,201.00	892.33		12.2%	892.33
United Technologies Corp	11/10/2011	75	77.667	5,824 99	6,150.75	325.76		5 6%	325.76
		210		15,708.47	17,222.10	1,513.63		9.6%	1,513 63
Visa Inc Cl A	04/15/2010	50	94 282	4,714 09	7,579 00	2,864.91		60.8%	2,864.91
Visa Inc Cl A	11/10/2010	100	78 810	7,881.02	15,158 00	7,276 98		92 3%	7,276 98
		150		12,595.11	22,737 00	10,141 89		80 5%	10,141.89
Waters Corp	05/15/2009	85	43.320	3,682.20	7,405 20	3,723 00		101 1%	3,723 00
Wells Fargo & Co	10/29/2009	130	28.368	3,687.79	4,443.40	755.61		20 5%	755 61
Wells Fargo & Co	02/04/2011	250	32.623	8,155 65	8,545 00	389 35		4 8%	389.35
		380		11,843.44	12,988 40	1,144 96		9 7%	1,144.96
				539,160 15	657,823 49	110,752 84	7,910 50	22 0%	118,663 34
Cash and Money Funds									
CASH				7,846 54	7,846 54				
				547,006.69	665,670 03	110,752 84	7,910.50	21.7%	118,663 34

Unrealized Gains and Losses
As of 12/31/2012

Nicholas Martini Foundation Group   Acct #: FOUNDATION

Description	Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Long Gain	Unrealized Short Gain	% G/L	Unrealized Gain (Loss)
Nicholas Martini Foundation	**41825063**	**Delaware LCV**							
Equities									
Allstate Corp	08/06/2002	504	37.539	18,919.78	20,245.68	1,325 90		7.0%	1,325.90
Allstate Corp	08/03/2007	133	53.226	7,079 06	5,342.61	(1,736 45)		-24 5%	(1,736.45)
Allstate Corp	01/23/2012	136	29 708	4,040.29	5,463.12		1,422 83	35 2%	1,422 83
		773		30,039.13	31,051 41	(410 55)	1,422.83	3 4%	1,012 28
Archer Daniels Midland	09/30/2008	569	21.398	12,175.69	15,584.91	3,409.22		28.0%	3,409.22
Archer Daniels Midland	07/12/2011	141	30.968	4,366.49	3,861 99	(504.50)		-11.6%	(504.50)
		710		16,542.18	19,446 90	2,904.72		17.6%	2,904 72
AT&T	11/17/2005	672	24.200	16,262 40	22,653 12	6,390 72		39 3%	6,390 72
Baxter Intl Inc	07/21/2010	398	42 139	16,771 48	26,530 68	9,759 20		58.2%	9,759.20
Cardinal Health Inc	11/18/2008	362	24 619	8,912 00	14,907 16	5,995 16		67.3%	5,995 16
Cardinal Health Inc	09/14/2009	185	26.389	4,881 97	7,618 30	2,736.33		56 0%	2,736 33
		547		13,793 97	22,525 46	8,731 49		63.3%	8,731 49
Chevrontexaco Corporation	08/06/2002	228	35.700	8,139.63	24,655 92	16,516.29		202 9%	16,516 29
Cisco Sys Inc	06/22/2011	1,408	15.570	21,922 56	27,666 36	5,743 80		26 2%	5,743.80
Comcast Corp New Cl A	01/12/2010	1,079	16.540	17,846.66	40,311 44	22,464 78		125.9%	22,464.78
Conocophillips	04/30/2004	216	27.801	6,005.11	12,525.84	6,520.73		108.6%	6,520 73
Conocophillips	10/10/2006	136	44 896	6,105.91	7,886.64	1,780.73		29 2%	1,780.73
Conocophillips	06/27/2012	76	54.298	4,126.65	4,407 24		280 59	6.8%	280 59
		428		16,237 67	24,819 72	8,301 46	280.59	52.9%	8,582 05
Cvs Corporation	10/24/2008	555	27.637	15,338 70	26,834 25	11,495 55		74.9%	11,495.55
Du Pont E I De	11/17/2005	504	42.160	21,248 64	22,669 16	1,420 52		6 7%	1,420 52

Unrealized Gains and Losses

As of 12/31/2012

Nicholas Martini Foundation Group Acct #: FOUNDATION

Description	Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Long Gain	Unrealized Short Gain	% G/L	Unrealized Gain (Loss)
Nicholas Martini Foundation	**41825063**	**Delaware LCV**							
Equities									
Edison International	04/24/2009	517	28.099	14,527 44	23,363 23	8,835 79		60 8%	8,835.79
Halliburton Company	06/19/2012	821	29 169	23,947 75	28,480 49		4,532.74	18 9%	4,532.74
Intel Corp	04/25/2006	809	18 780	15,193 02	16,681.58	1,488 56		9 8%	1,488.56
Intel Corp	10/04/2012	336	22.468	7,549 25	6,928 32		(620 93)	-8 2%	(620.93)
		1,145		22,742 27	23,609 90	1,488 56	(620.93)	3 8%	867 63
Johnson & Johnson	11/26/2007	282	67 634	19,072 87	19,768 20	695 33		3 6%	695.33
Johnson & Johnson	01/23/2012	75	65.040	4,878.00	5,257.50		379.50	7 8%	379.50
		357		23,950 87	25,025.70	695 33	379.50	4.5%	1,074.83
Kraft Foods Group	11/12/2007	204	34.595	7,057 33	9,275.88	2,218.55		31 4%	2,218.55
Kraft Foods Group	12/05/2012	344	45 808	15,758 06	15,641 68		(116 38)	-0 7%	(116 38)
		548		22,815 39	24,917 56	2,218 55	(116 38)	9.2%	2,102.17
Lowes Co	10/07/2009	798	20 229	16,142 67	28,344 96	12,202.29		75 6%	12,202.29
Marathon Oil Corp	06/03/2008	556	31.096	17,289 65	17,046 96	(242.69)		-1 4%	(242 69)
Marathon Oil Corp	07/12/2011	133	31.855	4,236 72	4,077.78	(158.94)		-3 8%	(158.94)
		689		21,526.37	21,124.74	(401.63)		-1 9%	(401 63)
Marsh McLennan	09/10/2010	705	24.159	17,032.10	24,301 35	7,269.25		42 7%	7,269.25
Merck & Co Inc	08/14/2008	492	36.093	17,758 00	20,142 48	2,384.48		13 4%	2,384.48
Merck & Co Inc	02/09/2011	145	32 998	4,784.74	5,936.30	1,151.56		24 1%	1,151 56
		637		22,542.74	26,078 78	3,536.04		15 7%	3,536.04
Mondelez Intl Inc Cl A	11/12/2007	613	21 331	13,076 09	15,602 81	2,526 72		19 3%	2,526 72
Motorola Solutions Inc	03/07/2007	2.708	76.148	206.21	150 78	(55 43)		-26.9%	(55.43)
Motorola Solutions Inc	04/07/2008	308 292	39 992	12,329.35	17,165 70	4,836 35		39 2%	4,836 35

Unrealized Gains and Losses
As of 12/31/2012

Nichelas Martini Foundation Group Acct #· FOUNDATION

Description	Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Long Gain	Unrealized Short Gain	% G/L	Unrealized Gain (Loss)
Nicholas Martini Foundation	**41825063**	**Delaware LCV**							
Equities									
Motorola Solutions Inc	02/03/2011	216	38 410	8,296.56	12,026 88	3,730 32		45 0%	3,730 32
		527		20,832.12	29,343 36	8,511 24		40.9%	8,511 24
Northrop Grumman Corp (p	05/22/2009	326	43 636	14,225.24	22,031.08	7,805.84		54.9%	7,805.84
Northrop Grumman Corp (p	04/20/2011	30	61 838	1,855 15	2,027 40	172 25		9 3%	172.25
		356		16,080 39	24,058 48	7,978 09		49.6%	7,978 09
Occidental Pete Corp	10/23/2012	309	81.353	25,137.98	23,672 49		(1,465.49)	-5 8%	(1,465 49)
Pfizer Inc	11/17/2005	959	14.939	14,326 12	24,051 05	9,724.93		67.9%	9,724 93
Quest Diagnostic Inc	07/28/2008	307	53.052	16,286 97	17,888 89	1,601 92		9 8%	1,601 92
Quest Diagnostic Inc	01/23/2012	104	56 488	5,874 75	6,060 08		185.33	3.2%	185 33
		411		22,161.72	23,948.97	1,601.92	185.33	8.1%	1,787 25
Raytheon Co New	04/15/2011	450	48 777	21,949.43	25,902 00	3,952 57		18 0%	3,952 57
Safeway Inc	11/17/2005	790	23 630	18,667.70	14,291 10	(4,376 60)		-23 4%	(4,376.60)
Safeway Inc	01/23/2012	244	22 258	5,430 95	4,413.96		(1,016.99)	-18 7%	(1,016 99)
Safeway Inc	11/26/2012	232	16.456	3,817.79	4,196 88		379 09	9 9%	379 09
		1,266		27,916.44	22,901.94	(4,376 60)	(637 90)	-18 0%	(5,014 50)
The Bank of New York Mell	11/14/2008	584	31.202	18,221 73	15,008.80	(3,212 93)		-17.6%	(3,212 93)
The Bank of New York Mell	07/12/2011	287	25.238	7,243 31	7,375.90	132 59		1.8%	132 59
The Bank of New York Mell	01/23/2012	205	21.628	4,433 74	5,268 50		834 76	18.8%	834.76
		1,076		29,898 78	27,653 20	(3,080.34)	834 76	-7 5%	(2,245 58)
Travelers Companies Inc	10/10/2008	342	31.231	10,681 14	24,562.44	13,881 30		130 0%	13,881.30
Verizon Communications	08/06/2002	546	27.349	14,932.32	23,625 42	8,693 10		58 2%	8,693 10
Waste Management Inc Del	11/17/2005	540	30.650	16,551 00	18,219 60	1,668 60		10 1%	1,668.60

Unrealized Gains and Losses
As of 12/31/2012

Nicholas Martini Foundation Group Acct #. FOUNDATION

Description	Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Long Gain	Unrealized Short Gain	% G/L	Unrealized Gain (Loss)
Nicholas Martini Foundation	**41825063**	**Delaware LCV**							
Equities									
Waste Management Inc Del	01/23/2012	133	34.198	4,548.33	4,487.42		(60 91)	-1.3%	(60.91)
		673		21,099.33	22,707 02	1,668.60	(60 91)	7 6%	1,607 69
Xerox Corp	11/17/2005	1,948	14.250	27,759 00	13,285.36	(14,473.64)		-52 1%	(14,473.64)
Xerox Corp	01/23/2012	689	8.728	6,013.59	4,698 98		(1,314 61)	-21.9%	(1,314.61)
		2,637		33,772 59	17,984 34	(14,473 64)	(1,314 61)	-46 7%	(15,788 25)
				651,235.07	820,824.14	165,770 05	3,419.53	26 0%	169,189 58
Cash and Money Funds									
CASH				30,883 71	30,883 71				
				682,118.78	851,707.85	165,770.05	3,419.53	24 8%	169,189.58
Nicholas Martini Foundation	**52407076**	**NORTHROAD INTERNATIONAL**							
Equities									
Abb Ltd Adr	03/09/2012	565	20.229	11,429.39	11,746 35		316 96	2 8%	316 96
Abb Ltd Adr	07/20/2012	190	16.178	3,073.82	3,950.10		876.28	28.5%	876 28
		755		14,503.21	15,696 45		1,193 24	8 2%	1,193 24
Akzo Nobel N V Sponsored	10/08/2008	650	13 776	8,954 14	14,625 00	5,670 86		63.3%	5,670 86
Akzo Nobel N V Sponsored	03/10/2010	210	18.853	3,959 20	4,725.00	765.80		19.3%	765.80
		860		12,913 34	19,350 00	6,436.66		49 8%	6,436.66
Allianz Aktiengesellschaft A	08/18/2009	1,015	10 503	10,660.75	14,027.30	3,366.55		31 6%	3,366.55
Axa SA Sponsored ADR	03/03/2008	80	33 680	2,694 42	1,457.60	(1,236 82)		-45 9%	(1,236 82)
Axa SA Sponsored ADR	03/18/2009	375	11 766	4,412 25	6,832.50	2,420 25		54 9%	2,420 25

Unrealized Gains and Losses
As of 12/31/2012

Nicholas Martini Foundation Group   Acct # FOUNDATION

Description	Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Long Gain	Unrealized Short Gain	% G/L	Unrealized Gain (Loss)
Nicholas Martini Foundation	**52407076**	**NORTHROAD INTERNATIONAL**							
Equities									
Axa SA Sponsored ADR	03/10/2010	120	21.964	2,635.68	2,186.40	(449.28)		-17 0%	(449.28)
		575		9,742.35	10,476 50	734.15		7.5%	734.15
Bhp Billiton Ltd Adr	08/09/2011	143	75.984	10,865.71	11,214 06	348.35		3.2%	348.35
Bhp Billiton Ltd Adr	09/20/2011	35	76 799	2,687 97	2,744.70	56.73		2.1%	56.73
		178		13,553.68	13,958.76	405.08		3 0%	405.08
Canon Inc Sponsored ADR	11/30/2005	367	37.640	13,813.88	14,390 07	576.19		4 2%	576.19
Carrefour Sa Adr New	02/08/2011	1,585	9.574	15,174 00	8,162.75	(7,011.25)		-46.2%	(7,011.25)
COMPASS GROUP PLC S	07/20/2012	1,040	10.530	10,951.20	12,459.20		1,508 00	13.8%	1,508 00
Credit Suisse Grp Adr	11/20/2012	495	22.568	11,171 16	12,157.20		986 04	8.8%	986 04
CRH Plc ADR	09/20/2010	175	16.920	2,961 00	3,559.50	598.50		20.2%	598 50
CRH Plc ADR	09/21/2011	370	15.615	5,777.55	7,525.80	1,748.25		30 3%	1,748.25
CRH Plc ADR	05/22/2012	120	18 190	2,182.80	2,440.80		258.00	11 8%	258.00
		665		10,921.35	13,526.10	2,346 75	258.00	23 9%	2,604.75
Diageo Plc Sponsored ADR	11/30/2005	150	58.210	8,731 50	17,487.00	8,755.50		100.3%	8,755.50
Eni S P A Sponsored ADR	11/30/2005	325	54.400	17,680 00	15,970.50	(1,709 50)		-9 7%	(1,709.50)
Eni S P A Sponsored ADR	10/16/2009	35	53.807	1,883 25	1,719.90	(163.35)		-8 7%	(163.35)
		360		19,563.25	18,191.44	(1,872.85)		-9.6%	(1,872 85)
Ericsson Telephone ADR B	10/19/2007	890	14.773	13,147 97	8,989.00	(4,158 97)		-31 6%	(4,158 97)
Ericsson Telephone ADR B	05/22/2012	310	8.650	2,681.50	3,131 00		449.50	16.8%	449.50
		1,200		15,829.47	12,120 00	(4,158 97)	449 50	-23 4%	(3,709.47)
FRANCE TELECOM ADR	02/16/2006	775	22 630	17,538 25	8,563 75	(8,974 50)		-51 2%	(8,974 50)
Givaudan Sa Adr	05/10/2010	225	17 100	3,847.50	4,747 50	900 00		23 4%	900 00

Unrealized Gains and Losses

As of 12/31/2012

Nicholas Martini Foundation Group Acct # FOUNDATION

Description	Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Long Gain	Unrealized Short Gain	% G/L	Unrealized Gain (Loss)
Nicholas Martini Foundation	**52407076**	**NORTHROAD INTERNATIONAL**							
Equities									
Givaudan Sa Adr	04/13/2011	200	20.770	4,154.00	4,220.00	66.00		1 6%	66.00
Givaudan Sa Adr	10/18/2011	285	16 900	4,816.50	6,013.50	1,197.00		24.9%	1,197.00
		710		12,818.00	14,981 00	2,163.00		16.9%	2,163 00
Glaxosmithkline Plc	11/30/2005	205	49 710	10,190 55	8,911.35	(1,279.20)		-12 6%	(1,279.20)
Glaxosmithkline Plc	07/25/2007	180	52.969	9,534.42	7,824 60	(1,709.82)		-17.9%	(1,709.82)
		385		19,724.97	16,735.95	(2,989 02)		-15 2%	(2,989.02)
Hsbc Hldgs Plc ADR Spon	11/30/2005	85	79.980	6,798.30	4,510 95	(2,287 35)		-33 6%	(2,287 35)
Hsbc Hldgs Plc ADR Spon	09/27/2006	210	91 517	19,218 55	11,144 70	(8,073.85)		-42.0%	(8,073.85)
		295		26,016.85	15,655.65	(10,361.20)		-39 8%	(10,361.20)
Imperial Tob Gp Plc Adrf	05/12/2009	105	48 130	5,053 65	8,136.45	3,082.80		61.0%	3,082.80
Imperial Tob Gp Plc Adrf	09/14/2009	65	58.940	3,831 10	5,036.85	1,205.75		31 5%	1,205.75
		170		8,884.75	13,173 30	4,288 55		48 3%	4,288.55
Infosys Technologies Ltd A	05/08/2012	250	44 550	11,137.50	10,575 00		(562 50)	-5 1%	(562 50)
KAO Corp ADR	01/26/2010	420	24 390	10,243 80	10,907 40	663.60		6 5%	663.60
KAO Corp ADR	03/15/2011	175	24.460	4,280 50	4,544.75	264.25		6 2%	264.25
		595		14,524 30	15,452.15	927.85		6.4%	927.85
Mitsubishi Ujf Finl	06/28/2006	440	13.182	5,800.17	2,384.80	(3,415.37)		-58 9%	(3,415 37)
Mitsubishi Ujf Finl	07/25/2007	645	10.980	7,082.10	3,495.90	(3,586.20)		-50.6%	(3,586.20)
Mitsubishi Ujf Finl	09/14/2009	605	5 985	3,620 93	3,279.10	(341.83)		-9 4%	(341.83)
Mitsubishi Ujf Finl	03/15/2011	1,070	4.800	5,135.47	5,799.40	663.93		12 9%	663.93
		2,760		21,638 67	15,159 38	(6,679 47)		-30 9%	(6,679.47)
Nestle S A Sponsored ADR	11/30/2005	300	29.760	8,928.00	19,551 00	10,623.00		119.0%	10,623.00
Novartis Ag - ADR	11/30/2005	295	52.470	15,478.65	18,673 50	3,194 85		20.6%	3,194.85
Novartis Ag - ADR	10/16/2009	40	51 058	2,042 32	2,532.00	489.68		24 0%	489.68

Unrealized Gains and Losses
As of 12/31/2012

Nicholas Martini Foundation Group Acct # FOUNDATION

Description	Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Long Gain	Unrealized Short Gain	% G/L	Unrealized Gain (Loss)
Nicholas Martini Foundation	**52407076**	**NORTHROAD INTERNATIONAL**							
Equities									
Novartis Ag - ADR	03/21/2012	70	55.348	3,874 36	4,431 00		556.64	14.4%	556 64
		405		21,395 33	25,636 50	3,684 53	556.64	19 8%	4,241.17
Ntt Docomo Inc Adr	11/22/2010	755	16.389	12,373 69	10,879.55	(1,494 14)		-12.1%	(1,494 14)
Petroleo Brasileiro Adrf	11/08/2010	230	35.900	8,257.00	4,478.10	(3,778.90)		-45 8%	(3,778.90)
Petroleo Brasileiro Adrf	05/18/2011	150	34 179	5,126 85	2,920 50	(2,206.35)		-43 0%	(2,206.35)
Petroleo Brasileiro Adrf	10/18/2011	160	23.729	3,796 64	3,115 20	(681 44)		-17.9%	(681.44)
Petroleo Brasileiro Adrf	07/20/2012	115	19 768	2,273 32	2,239 05		(34.27)	-1 5%	(34.27)
		655		19,453.81	12,752 85	(6,666 69)	(34.27)	-34.4%	(6,700 96)
Reed Elsevier New Adr	11/19/2009	335	31 397	10,518 03	14,083.40	3,565 37		33.9%	3,565 37
Roche Hldg Ltd Spon Adrf	11/14/2007	390	44 923	17,520 03	19,695.00	2,174.97		12 4%	2,174 97
Royal Dutch Shell A Adrf	11/30/2005	240	61.770	14,824 80	16,548.00	1,723 20		11.6%	1,723 20
Royal Dutch Shell A Adrf	10/16/2009	10	61.009	610.09	689.50	79 41		13.0%	79.41
		250		15,434 89	17,237.50	1,802 61		11 7%	1,802 61
S A P Aktiengesell Adr	04/11/2007	250	46 269	11,567 33	20,095 00	8,527 67		73 7%	8,527.67
Sanofi-Synthelabo Sponsore	11/30/2005	380	40 380	15,344.40	18,004 40	2,660 00		17 3%	2,660 00
Schneider Elec Sa Adr	08/09/2011	905	12.840	11,620 20	13,384 95	1,764 75		15 2%	1,764.75
Schneider Elec Sa Adr	09/22/2011	270	10 390	2,805.30	3,993.30	1,188.00		42 3%	1,188.00
		1,175		14,425.50	17,378.25	2,952 75		20.5%	2,952 75
SECOM LTD ADR	06/22/2011	1,105	11.983	13,241 66	13,856 70	615.04		4.6%	615 04
Syngenta Ag Adr	11/11/2008	230	34 826	8,009 90	18,584 00	10,574 10		132 0%	10,574.10
Tesco PLC ADR	05/04/2011	705	20 307	14,316.65	11,688 90	(2,627 75)		-18 4%	(2,627 75)

Unrealized Gains and Losses
As of 12/31/2012

Nicholas Martini Foundation Group   Acct #: FOUNDATION

Description	Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Long Gain	Unrealized Short Gain	% G/L	Unrealized Gain (Loss)
Nicholas Martini Foundation	**52407076**	**NORTHROAD INTERNATIONAL**							
Equities									
Tesco PLC ADR	02/09/2012	335	15.560	5,212.60	5,554.30		341 70	6.6%	341.70
		1,040		19,529 25	17,243 20	(2,627 75)	341.70	-11.7%	(2,286.05)
Teva Pharmaceutical Inds A	07/06/2010	200	53 439	10,687.80	7,468 00	(3,219.80)		-30 1%	(3,219.80)
Teva Pharmaceutical Inds A	04/13/2011	70	50.116	3,508.12	2,613.80	(894.32)		-25 5%	(894.32)
		270		14,195.92	10,081 80	(4,114 12)		-29.0%	(4,114 12)
Total Fina Elf S A	11/30/2005	285	62 625	17,848 12	14,822 85	(3,025.27)		-17.0%	(3,025 27)
Total Fina Elf S A	10/16/2009	30	62.958	1,888.74	1,560.30	(328.44)		-17.4%	(328.44)
		315		19,736 86	16,383.15	(3,353 71)		-17 0%	(3,353.71)
Unilever Plc ADR Spon	11/30/2005	524	21 850	11,449 40	20,289 28	8,839.88		77 2%	8,839.88
Vodafone Group Plc	11/20/2012	440	25 328	11,144 32	11,083.60		(60 72)	-0 5%	(60.72)
WPP Group PLC ADR	01/11/2008	115	57.786	6,645.39	8,383.50	1,738.11		26 2%	1,738 11
WPP Group PLC ADR	10/18/2011	95	49 750	4,726 27	6,925 50	2,199 23		46 5%	2,199.23
		210		11,371 66	15,309.00	3,937.34		34 6%	3,937 34
				555,452.41	590,721 08	29,653 87	4,635.63	6 2%	34,289.50
Cash and Money Funds									
CASH				9,276 98	9,276 98				
				564,729.39	599,998.06	29,653.87	4,635.63	6 1%	34,289 50
Nicholas Martini Foundation	**72189172**	**MUTUAL FUNDS**							
Equities									
iPath Dynamic VIX ETN	01/17/2012	1,000	56 622	56,622 30	46,040 00		(10,582 30)	-18 7%	(10,582.30)
iPath Dynamic VIX ETN	01/17/2012	1,000	56 622	56,622 30	46,040.00		(10,582.30)	-18 7%	(10,582 30)
iPath Dynamic VIX ETN	01/17/2012	1,000	56 622	56,622 30	46,040 00		(10,582 30)	-18 7%	(10,582 30)

Unrealized Gains and Losses
As of 12/31/2012

Nicholas Martini Foundation Group   Acct #: FOUNDATION

Description	Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Long Gain	Unrealized Short Gain	% G/L	Unrealized Gain (Loss)
Nicholas Martini Foundation	**72189172**	**MUTUAL FUNDS**							
Equities									
iPath Dynamic VIX ETN	01/17/2012	800	56.622	45,297 84	36,832 00		(8,465 84)	-18.7%	(8,465 84)
iPath Dynamic VIX ETN	01/17/2012	85	56.622	4,812.91	3,913 40		(899.51)	-18 7%	(899 51)
		3,885		219,977 65	178,865.40		(41,112.25)	-18 7%	(41,112 25)
Mutual Funds									
Columbia Marsico Focused	05/09/2012	15,358 362	0 000	383,805.46	310,392.50		310,392 50	100 0%	310,392.50
Columbia Marsico Focused	06/19/2012	981.559	23 320	22,889.95	19,837.31		(3,052.64)	-13 3%	(3,052 64)
Columbia Marsico Focused	12/13/2012	2,214 254	20 100	44,506 51	44,750.07		243.56	0 5%	243 56
Columbia Marsico Focused	12/13/2012	292 298	20 100	5,875 18	5,907 34		32.16	0 5%	32.16
		18,846 473		457,077.10	380,887 22		307,615 58	419 8%	307,615.58
Diamond Hill Long-Short I	03/16/2007	2,949 557	18 228	53,763.31	54,124 37	361 06		0.7%	361.06
Diamond Hill Long-Short I	01/29/2008	552 181	18.200	10,049.95	10,132 52	82 57		0 8%	82.57
Diamond Hill Long-Short I	05/07/2009	4,905 396	14 280	70,049.95	90,014 02	19,964 07		28.5%	19,964.07
		8,407.134		133,863.21	154,270 91	20,407.70		15.2%	20,407 70
Diamond Hill Small Cap	07/31/2008	535 414	22 200	11,886 19	13,358 58	1,472 39		12.4%	1,472.39
Diamond Hill Small Cap	12/16/2008	12 266	16.141	197.98	306 04	108.06		54 6%	108 06
Diamond Hill Small Cap	05/07/2009	7,848 837	17 200	135,000 00	195,828 48	60,828 48		45 1%	60,828 48
Diamond Hill Small Cap	12/03/2009	8,774 51	20.400	179,000 00	218,924.02	39,924 02		22 3%	39,924 02
Diamond Hill Small Cap	12/16/2010	360 81	25.640	9,251.17	9,002.21	(248 96)		-2.7%	(248.96)
Diamond Hill Small Cap	12/15/2011	35 412	22 370	792.17	883.53	91 36		11.5%	91.36
Diamond Hill Small Cap	12/15/2011	840 608	22.370	18,804.41	20,973.17	2,168 76		11.5%	2,168 76
Diamond Hill Small Cap	12/28/2012	101 579	24 540	2,492 76	2,534.40		41 64	1 7%	41 64
Diamond Hill Small Cap	12/28/2012	613 193	24 540	15,047.76	15,299.17		251 41	1.7%	251.41
		19,122 629		372,472.44	477,109 59	104,344 11	293.05	28 1%	104,637.15
Highbridge Dynamic Comm	04/05/2011	11,304 348	20 700	234,000 00	157,130 44	(76,869.56)		-32 9%	(76,869.56)
Highbridge Dynamic Comm	12/15/2011	39 511	17 690	698 95	549 20	(149 75)		-21 4%	(149.75)
Highbridge Dynamic Comm	12/22/2011	27 437	17.100	469.18	381.37	(87 81)		-18.7%	(87.81)

Unrealized Gains and Losses

As of 12/31/2012

Nicholas Martini Foundation Group   Acct #· FOUNDATION

Description	Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Long Gain	Unrealized Short Gain	% G/L	Unrealized Gain (Loss)
Nicholas Martini Foundation	**72189172**	**MUTUAL FUNDS**							
Mutual Funds									
Highbridge Dynamic Comm	05/09/2012	5,478 662	0 000	93,904.26	76,153 40		76,153 40	100 0%	76,153 40
		16,849 958		329,072.39	234,214.42	(77,107.12)	76,153.40	-0 4%	(953.71)
Pyxis Long-Short Equity	05/09/2012	13,098 464	0 000	150,370.32	146,440.83		146,440.83	100.0%	146,440 83
Pysis Long-Short Equity	12/14/2012	353 186	11 100	3,920.37	3,948.62		28 25	0.7%	28.25
		13,451 65		154,290.69	150,389 45		146,469.08	3736 1%	146,469.08
Ivy Asset Strategy Fund	05/07/2009	10,607 705	19.263	204,331 61	276,542.87	72,211 26		35.3%	72,211.26
Janus Global Research I	05/07/2009	27,590 68	9.550	263,490 99	431,518 24	168,027 25		63 8%	168,027 25
Janus Global Research I	12/04/2009	6,213 753	12.070	75,000 00	97,183 10	22,183 10		29.6%	22,183.10
		33,804.433		338,490 99	528,701.33	190,210 35		56 2%	190,210 34
Pimco All Asset All Authori	12/04/2009	15,726 179	10.813	170,049.95	174,403 33	4,353 38		2 6%	4,353 38
Pimco All Asset All Authori	12/08/2010	40 926	10.890	445 68	453.87	8 19		1.8%	8.19
Pimco All Asset All Authori	05/09/2012	2,046 784	0 000	21,818.71	22,698.83		22,698.83	100.0%	22,698.83
		17,813 889		192,314.34	197,556 03	4,361 57	22,698 83	15.9%	27,060.40
Rainier Small Mid Cap	11/01/2006	2,040 187	36 982	75,450 94	76,180 58	729.64		1.0%	729 64
Rainier Small Mid Cap	12/15/2006	12 136	38.037	461 62	453.16	(8.46)		-1 8%	(8 46)
Rainier Small Mid Cap	12/15/2006	384 061	38.034	14,607 40	14,340.84	(266 56)		-1 8%	(266 56)
Rainier Small Mid Cap	03/22/2007	606 369	40 240	24,400 00	22,641.82	(1,758 18)		-7.2%	(1,758 18)
Rainier Small Mid Cap	12/17/2007	606 577	38 473	23,336.92	22,649.59	(687 33)		-2.9%	(687.33)
Rainier Small Mid Cap	12/17/2007	877 964	38 473	33,778 00	32,783.18	(994 82)		-2.9%	(994.82)
Rainier Small Mid Cap	12/16/2008	2 626	20 061	52.68	98.05	45 37		86 1%	45.37
Rainier Small Mid Cap	05/07/2009	2,859 52	20 983	60,000.00	106,774.48	46,774.48		78.0%	46,774.48
Rainier Small Mid Cap	12/03/2009	4,823.529	25.510	123,049 95	180,110 57	57,060 62		46 4%	57,060 62
		12,212.969		355,137 51	456,032 26	100,894 76		28 4%	100,894 75
Royce Global Value Fd	01/17/2012	20,731.707	12.302	255,049.95	267,646.34		12,596.39	4 9%	12,596 39
Selected American Shares	05/09/2012	14,395 721	0 000	537,959.34	600,013 65		600,013 65	100 0%	600,013.65
Selected American Shares	12/18/2012	747 582	42 210	31,555 42	31,159 22		(396 20)	-1 3%	(396 20)

Unrealized Gains and Losses
As of 12/31/2012

Nicholas Martini Foundation Group   Acct #: FOUNDATION

Description	Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Long Gain	Unrealized Short Gain	% G/L	Unrealized Gain (Loss)
Nicholas Martini Foundation	**72189172**	**MUTUAL FUNDS**							
Mutual Funds									
Selected American Shares	12/18/2012	21 35	42 209	901 17	889 87		(11.30)	-1 3%	(11 30)
		15,164 653		570,415.93	632,062.74		599,606 15	1847 4%	599,606.15
Third Ave Real Estate	03/16/2007	1,748 231	35.017	61,218 32	44,352.62	(16,865 70)		-27 6%	(16,865.70)
Third Ave Real Estate	01/29/2008	6,629 834	27.158	180,049.95	168,198.89	(11,851 06)		-6 6%	(11,851.06)
Third Ave Real Estate	07/31/2008	1,309.675	23 708	31,049 95	33,226.45	2,176.50		7 0%	2,176 50
		9,687 74		272,318 22	245,777 96	(26,540 26)		-9 7%	(26,540.26)
Thornburg Intl Value Fd	05/09/2012	21,611 939	0 000	757,683.37	607,079.37		607,079 37	100 0%	607,079 37
Wintergreen Fund	05/07/2009	27,239 7	8.958	244,016 16	411,047.07	167,030.91		68 5%	167,030 91
Wintergreen Fund	12/04/2009	6,556 993	11 438	75,000 00	98,945.02	23,945.02		31.9%	23,945 02
		33,796 693		319,016 16	509,992 10	190,975 93		59.9%	190,975 94
				4,711,534.00	5,118,262 59	579,758 30	1,772,511 85	85.0%	2,352,270 14
Cash and Money Funds									
CASH				106,586 47	106,586 47				
				5,038,098.47	5,403,714 46	579,758 30	1,731,399.60	74 7%	2,311,157.89
				6,831,953.47	7,521,090.40	885,935.06	1,747,365.26	53 9%	2,633,300.31

THE NICHOLAS MARTINI FOUNDATION

The Foundation supports programs in these fields of interest:

Health and Welfare
Organizations dedicated to public health and welfare such as hospitals will be considered for support.

Education
Fellowships for colleges, universities and conservatories for such students of exceptional promise, with emphasis on graduate studies. The Foundation also supports enrichment programs for schools, grades K-12.

Civic Causes
Community and neighborhood improvement, environmental and energy conservation.

Arts and Humanities
Cultural and art programs, such as performing arts, museums, libraries and similar organizations.

In addition, the Foundation supports projects and organizations in the religious community in fields of interest as outlined above.

All applications will be reviewed with special consideration given to organizations located in or providing services to the Passaic, Essex and Bergen County areas.

The Application Process

A letter of inquiry is invited as the first step in communicating with the Foundation. It should include:

- A brief background of the applicant, including qualifications of the people involved
- Description of the nature and scope of the proposed program and the anticipated results
- Preliminary timetable
- Preliminary budget outline
- Financial statement covering the most recent complete year of operation
- Evidence of tax exempt status
- List of Board of Directors

The Foundation will respond promptly to letters of inquiry. When appropriate, the applicant will be notified by the Board of its willingness to receive a more detailed proposal.

The Foundation reserves the right in its sole discretion to accept or reject applications for contributions.

Qualified Applicants

Requests will be accepted only from organizations which are classified by the Internal Revenue Service as non-profit and designated as 501(c)(3).

Organizations seeking funds should have experience which is relevant to the proposed project.

The Foundation places low priority on requests for funds to support normal operating expenses, deficits or fundraising campaigns. It is precluded by its policies from making direct grants to individuals.

Address:
The Nicholas Martini Foundation
P.O. Box 29, 50 Walnut Street
Newark, NJ 07101-0419

Nicholas Martini Foundation
GRANTS PAID DURING THE YEAR ENDED
December 31, 2012

Donee		Amount
Alexander Hamilton Academy Foundation	$	1,000
Alzheimers Association - Greater New Jersey Chapter, Denville, NJ		1,000
American Cancer Society		2,500
American Conference on Diversity		6,000
Armenian Fund USA		500
Association of Small Foundations		1,000
Aureole New York		300
Big Brothers and Big Sisters of Morris County		500
Boys & Girls Club in NJ, New Jersey		15,000
Buoniconti Fund		8,500
Camp Speers-Eljabar YMCA		1,000
Center for Italian Culture		500
Central Park Conservancy, New York, NY		6,000
City Harvest, Inc , New York, NY		13,000
City Meals on Wheels, New York, NY		3,000
Coalition for Homeless, Paterson, NJ		2,500
Collier Services		1,200
Columbian Foundation		500
Eastside House Settlement, New York, NY		3,000
EIES of NJ, South Orange, NJ		1,000
Eva's Village		2,500
Fresh Air Fund, New York, NY		15,650
Friends of the High Line, New York, NY		5,150
Greater Newark Holiday Fund, Newark, NJ		2,000
Guggenheim Museum		500
Hillel Academy		1,000
HUM Center		5,000
John Cabot University, Allendale, MI		105,000
Kids Corp.		3,500
Kips Bay Boys & Girls Club, New York, NY		1,000
Make A Wish Foundation of New York, NY		4,050
Marble Collegiate Church, New York, NY		1,500
Meland Foundation		1,000
Mental Health Clinic of Passaic		2,500
Metropolitan Museum of Art, New York, NY		11,000
MOMA		15,250
Museum of Arts & Design, New York, NY		500
Museum of Modern Art		6,500
National Football Foundation/Passaic County Chap		2,000
National Italian American Foundation, Washington, DC		13,000
New Jersey Performing Arts Center, Newark, NJ		15,000
Newark YMCA		2,500
NJ Volunteer Lawyers for the Arts Inc , New Jersey		500
New Jersey Institute for Social Justice		2,500
NIAF		1,000
North Jersey Regional Chamber of Commerce, Clifton, NJ		20,000
Oasis, Paterson, NJ		2,500
Operation SMILE		1,000
Passaic High School, Passaic, NJ		10,000
Phoenix Center		1,500
Police Unity Tour, Inc., Roseland, NJ		500
RFK Center for Justice		600

GRANTS PAID DURING THE YEAR ENDED
December 31, 2012

Donee	Amount
Rutger Law Review	500
Rutgers Law School	50,000
Rutgers University Law School	2,500
Safe Space Summer Camp	1,000
Salvation Army NJ Division	2,000
Scholarship Fund for Innter City Children, Newark, NJ	15,000
Seeds of Peace	1,649
Shepherds of Youth Charitable Trust (St Michael's), Florham, NJ	1,000
Southamton Hospital Foundation	3,000
Special Olympics New Jersey	1,000
St Joseph's Home for the Elderly	1,500
St. Joseph's Hospital	1,000
St Jude's Childrens Research Hospital, Memphis, TN	1,000
The Foodbank of Monmouth and Ocean Counties, Ocean County, NJ	1,500
Time Out Club of Passaic, Passaic, NJ	1,500
Tri-City Scholarship Fund, Parsippany, NJ	10,000
Turning Point	1,000
U.S Assn of Former Members of Congress, Washington, DC	2,200
Villanova University, Villanova, PA	51,000
Whitney Museum, New York, NY	4,200
Wyonna's House	1,000
Wildlife Conservation Society, New York, NY	5,000
YCS Foundation, Hackensack, NJ	4,500
TOTAL GRANTS PAID	$ 487,249

Nicholas Martini Foundation
GRANTS APPROVED FOR FUTURE PAYMENT
December 31, 2012

New Jersey Performing Arts Center, Newark, NJ	$ 30,000
Villanova University, Villanova, PA	50,000
TOTAL GRANTS APPROVED FOR FUTURE PAYMENT	$ 80,000

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

COPY

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	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	NICHOLAS MARTINI FOUNDATION	22-2756049
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 29, 50 WALNUT STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. NEWARK, NJ 07101-0419	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ MCGRATH, DOYLE & PHAIR 150 BROADWAY, SUITE 1212 - NEW YORK, NY 10038
  Telephone No ▶ (212) 571-2300 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:
▶ [X] 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	$ 0.
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	$ 7,106.
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	$ 0.

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.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions NICHOLAS MARTINI FOUNDATION	Employer identification number (EIN) or 22-2756049
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 29, 50 WALNUT STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEWARK, NJ 07101-0419	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ MCGRATH, DOYLE & PHAIR 150 BROADWAY, SUITE 1212 - NEW YORK, NY 10038

  Telephone No ▶ (212) 571-2300 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.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ________ , and ending ________.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension AWAITING ADDITIONAL INFORMATION IN ORDER TO COMPLETE AN ACCURATE RETURN.

8a	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.	**8a**	$ 6,224.
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 and any amount paid previously with Form 8868.	**8b**	$ 7,106.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ CPA Date ▶ 8/7/13

223842
01-21-13