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Form **990-PF**

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

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

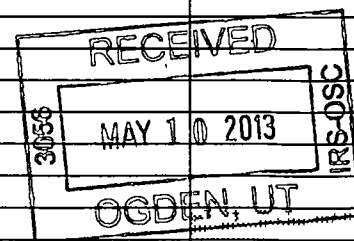
Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation TOUCHING TOMORROW, INC		A Employer identification number 22-3890125
Number and street (or P O box number if mail is not delivered to street address) 2111 N GOLVIEW DRIVE	Room/suite	B Telephone number (see instructions) 813-754-5350
City or town, state, and ZIP code PLANT CITY FL 33566-7670		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 ☒ 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) \$ 709,117	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 (attach schedule)	248			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9	9		
	4 Dividends and interest from securities	17,257	17,257		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 STMT 1	15,035			
	b Gross sales price for all assets on line 6a 400,864				
	7 Capital gain net income (from Part IV, line 2)		289		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	32,549	17,555	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	1,325	1,325		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	605	605		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (att sch) STMT 4	3,688	3,688			
24 Total operating and administrative expenses. Add lines 13 through 23	5,618	5,618	0	0	
25 Contributions, gifts, grants paid	15,200			15,200	
26 Total expenses and disbursements. Add lines 24 and 25	20,818	5,618	0	15,200	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	11,731				
b Net investment income (if negative, enter -0-)		11,937			
c Adjusted net income (if negative, enter -0-)			0		



For Paperwork Reduction Act Notice, see instructions.

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Part II**Balance Sheets**

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	1,668	3,510	3,510
	2	Savings and temporary cash investments	7,055	8,435	8,435
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less allowance for doubtful accounts ▶	0		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)			
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
Liabilities		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) SEE STATEMENT 5	693,248	701,757	697,172
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	701,971	713,702	709,117
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
Net Assets or Fund Balances	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶) SEE STATEMENT 6	61	61	
	23	Total liabilities (add lines 17 through 22)	61	61	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☒			
	24	Unrestricted	701,910	713,641	
	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 (see instructions)	701,910	713,641	
	31	Total liabilities and net assets/fund balances (see instructions)	701,971	713,702	

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	701,910
2	Enter amount from Part I, line 27a	2	11,731
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	713,641
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	713,641

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 289			289
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			289
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)

If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7

2**289****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) (see instructions). If (loss), enter -0- in
Part I, line 8

3**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	31,453	692,129	0.045444
2010	23,245	666,213	0.034891
2009	46,939	600,971	0.078105
2008	71,535	745,685	0.095932
2007	76,529	955,078	0.080129

2 Total of line 1, column (d)**2****0.334501****3** Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years**3****0.066900****4** Enter the net value of noncharitable-use assets for 2012 from Part X, line 5**4****681,419****5** Multiply line 4 by line 3**5****45,587****6** Enter 1% of net investment income (1% of Part I, line 27b)**6****119****7** Add lines 5 and 6**7****45,706****8** Enter qualifying distributions from Part XII, line 4**8****15,200**

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	239
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	239
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	239
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
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	
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	239
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JENINIFER CLOSSHEY 2111 N GOLFVIEW DR Located at ► PLANT CITY FL ZIP+4 ► 33566 Telephone no ► 813-754-2691			
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		
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?	N/A	
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? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes	☒ No
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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	
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)? (see instructions) ☐ Yes ☒ No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JENNIFER CLOSSHEY 2111 N GOLFFVIEW DR PLANT CITY FL 33566	PRESIDENT 1.00	0	0	0
CHARLES CLOSSHEY 2111 N GOLFFVIEW DR PLANT CITY FL 33566	VP 1.00	0	0	0
CHARLEENE CLOSSHEY 2111 N GOLFFVIEW DR PLATN CITY FL 33566	SECRETARY 1.00	0	0	0

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

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

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

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 (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	684,436
b	Average of monthly cash balances	1b	7,360
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	691,796
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	691,796
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	10,377
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	681,419
6	Minimum investment return. Enter 5% of line 5	6	34,071

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	34,071
2a	Tax on investment income for 2012 from Part VI, line 5	2a	239
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	239
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	33,832
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	33,832
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	33,832

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	15,200
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	15,200
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,200

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				33,832
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	27,004			
b From 2008	35,873			
c From 2009	17,172			
d From 2010				
e From 2011				
f Total of lines 3a through e	80,049			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 15,200				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				15,200
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	18,632			18,632
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	61,417			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	8,372			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	53,045			
10 Analysis of line 9				
a Excess from 2008	35,873			
b Excess from 2009	17,172			
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Form **990-PF** (2012)

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 9				15,200
Total			▶ 3a	15,200
b Approved for future payment N/A				
Total			▶ 3b	

03068 TOUCHING TOMORROW, INC

22-3890125

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Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description			How Received		Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost			
20 LIMITED BRANDS INC	1/20/11	1/05/12	\$ PURCHASE 786	\$ 578	\$		208
7 BORGWARNER INC	2/14/11	1/06/12	PURCHASE 458	555			-97
15 ***LYONDELLBASELL INDU-CL A	6/01/11	1/06/12	PURCHASE 518	641			-123
15 LIMITED BRANDS INC	1/20/11	1/06/12	PURCHASE 585	434			151
10 LIMITED BRANDS INC	7/18/11	1/06/12	PURCHASE 390	395			-5
10 LIMITED BRANDS INC	9/19/11	1/06/12	PURCHASE 390	399			-9
13 PEPSICO INC	10/28/11	1/09/12	PURCHASE 850	820			30
10 CONOCOPHILLIPS	7/22/11	1/11/12	PURCHASE 721	755			-34
10 CONOCOPHILLIPS	8/23/11	1/11/12	PURCHASE 721	643			78
6 ROCKWELL AUTOMATION INC	1/20/11	1/12/12	PURCHASE 472	449			23
10 ***LYONDELLBASELL INDU-CL A	6/01/11	1/13/12	PURCHASE 385	428			-43
2 ***ACCENTURE PLC-CL A	2/18/11	1/23/12	PURCHASE 112	108			4
10 FMC TECHNOLOGIES INC	5/26/11	1/23/12	PURCHASE 523	437			86
11 WATSON PHARMACEUTICALS INC	1/06/12	1/24/12	PURCHASE 616	696			-80
6 WATSON PHARMACEUTICALS INC	1/11/12	1/24/12	PURCHASE 336	380			-44
15 MARATHON PETROLEUM CORP	2/28/11	1/25/12	PURCHASE 578	581			-3
5 MARATHON PETROLEUM CORP	7/29/11	1/25/12	PURCHASE 193	219			-26

03068 TOUCHING TOMORROW, INC

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	PURCHASE				
10	MARATHON PETROLEUM CORP	7/29/11	1/25/12	\$	PURCHASE 385 \$	438 \$	\$		-53
10	CELGENE CORP	5/11/11	1/27/12		PURCHASE 730	595			135
15	LOWE'S COS INC	3/01/11	1/31/12		PURCHASE 403	390			13
15	LOWE'S COS INC	4/14/11	1/31/12		PURCHASE 403	405			-2
25	LOWE'S COS INC	5/12/11	1/31/12		PURCHASE 671	641			30
9	PROCTER & GAMBLE CO	4/20/11	1/31/12		PURCHASE 566	574			-8
15	***LYONDELLBASELL INDU-CL A	6/01/11	2/02/12		PURCHASE 650	639			11
2	GOODRICH CORP	5/13/11	2/07/12		PURCHASE 251	182			69
4	VF CORP	8/03/11	2/08/12		PURCHASE 556	450			106
8	***ACCENTURE PLC-CL A	2/18/11	2/10/12		PURCHASE 454	431			23
2	***ACCENTURE PLC-CL A	5/17/11	2/10/12		PURCHASE 114	113			1
13	MARATHON PETROLEUM CORP	7/29/11	2/10/12		PURCHASE 573	570			3
15	MARATHON PETROLEUM CORP	8/09/11	2/10/12		PURCHASE 661	524			137
4	GOODRICH CORP	5/13/11	2/14/12		PURCHASE 502	365			137
8	***ACCENTURE PLC-CL A	5/17/11	2/15/12		PURCHASE 465	452			13
20	GENERAL MILLS INC	5/17/11	2/15/12		PURCHASE 792	796			-4
3	VF CORP	8/03/11	2/15/12		PURCHASE 430	338			92

03068 TOUCHING TOMORROW, INC
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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description				How Received		Net		
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Gain / Loss	
16 ESTEE LAUDER COMPANIES-CL A	10/06/11	2/16/12	\$ PURCHASE 890	\$ 714	\$		\$	176
45 DELL INC	8/30/11	2/21/12	PURCHASE 819	666				153
15 GENERAL MOTORS CO	6/08/11	2/28/12	PURCHASE 394	434				-40
5 GENERAL MOTORS CO	6/09/11	2/28/12	PURCHASE 131	147				-16
40 CMS ENERGY CORP	8/18/11	3/01/12	PURCHASE 859	754				105
30 CMS ENERGY CORP	10/13/11	3/01/12	PURCHASE 644	600				44
45 ***NEXEN INC	1/11/12	3/13/12	PURCHASE 899	799				100
10 MOODY'S CORP	3/25/11	3/16/12	PURCHASE 418	328				90
40 CBRE GROUP INC	8/04/11	3/19/12	PURCHASE 834	796				38
25 CBRE GROUP INC	9/30/11	3/19/12	PURCHASE 521	347				174
6 GOLDMAN SACHS GROUP INC	12/08/11	3/20/12	PURCHASE 760	616				144
15 MOODY'S CORP	3/25/11	3/20/12	PURCHASE 625	492				133
20 UNITEDHEALTH GROUP INC	6/23/11	3/20/12	PURCHASE 1,101	1,017				84
1 DTE ENERGY COMPANY	8/18/11	3/21/12	PURCHASE 54	48				6
10 LAS VEGAS SANDS CORP	8/22/11	3/21/12	PURCHASE 577	407				170
4 LAS VEGAS SANDS CORP	1/24/12	3/21/12	PURCHASE 231	191				40
10 CIT GROUP INC	12/12/11	3/23/12	PURCHASE 414	336				78

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Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
10 TRAVELERS COS INC/THE	9/01/11	3/23/12	\$	505	\$	\$	77
25 AT&T INC	4/08/11	3/26/12	PURCHASE	764			31
10 ***BP PLC-SPONS ADR	8/18/11	3/26/12	PURCHASE	395			67
7 BOEING CO/THE	11/02/11	3/26/12	PURCHASE	451			75
3 BOEING CO/THE	11/10/11	3/26/12	PURCHASE	195			31
10 FMC TECHNOLOGIES INC	6/02/11	3/26/12	PURCHASE	438			58
10 FREEPORT-MCMORAN COPPER	1/13/12	3/26/12	PURCHASE	418			-29
10 HARLEY DAVIDSON INC	10/26/11	3/26/12	PURCHASE	379			126
15 METLIFE INC	4/25/11	3/26/12	PURCHASE	663			-88
10 METLIFE INC	6/03/11	3/26/12	PURCHASE	420			-37
50 MICRON TECHNOLOGY INC	10/18/11	3/26/12	PURCHASE	284			129
4 PERRIGO INC	11/09/11	3/26/12	PURCHASE	358			55
10 ***POTASH CORP OF SASKATCHEWAN	5/09/11	3/26/12	PURCHASE	544			-74
12 ***TRANSOCEAN LTD	5/13/11	3/26/12	PURCHASE	825			-146
10 UNITEDHEALTH GROUP INC	7/01/11	3/26/12	PURCHASE	523			28
5 UNITEDHEALTH GROUP INC	8/08/11	3/26/12	PURCHASE	213			63
20 METLIFE INC	8/11/11	3/28/12	PURCHASE	651			101

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	
			Cost	Expense
			Depreciation	
15 DOW CHEMICAL	11/03/11	3/29/12	\$	\$
15 ILLUMINA INC	10/26/11	4/04/12	428	82
4 SALESFORCE.COM INC	12/01/11	4/04/12	461	318
35 GAMESTOP CORP	4/18/11	4/11/12	474	145
10 MOODY'S CORP	6/16/11	4/18/12	907	-163
15 MOODY'S CORP	6/23/11	4/18/12	389	34
4 PERRIGO INC	11/09/11	4/20/12	560	75
4 PERRIGO INC	11/23/11	4/20/12	358	66
18 ***POTASH CORP OF SASKATCHEWAN	5/17/11	4/25/12	360	64
10 EXPRESS SCRIPTS HOLDING CO	5/13/11	4/26/12	959	-165
10 EXPRESS SCRIPTS HOLDING CO	5/31/11	4/26/12	597	-34
10 EXPRESS SCRIPTS HOLDING CO	1/09/12	4/26/12	590	-27
100 MORGAN STANLEY	12/05/11	5/04/12	497	66
35 MORGAN STANLEY	4/11/12	5/04/12	1,645	-45
10 VERTEX PHARMACEUTICALS INC	1/26/12	5/07/12	620	-60
15 ILLUMINA INC	12/12/11	5/17/12	356	190
20 ***BP PLC-SPONS ADR	8/18/11	5/22/12	407	250
			790	-30

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Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
15 ***POTASH CORP OF SASKATCHEWAN	1/06/12	5/23/12	\$	PURCHASE	629	\$	\$	-44
10 ***POTASH CORP OF SASKATCHEWAN	2/02/12	5/23/12		PURCHASE	477			-87
40 CORNING INC	5/24/11	5/24/12		PURCHASE	785			-274
25 CORNING INC	8/22/11	5/24/12		PURCHASE	360			-40
10 FREEPORT-MCMORAN COPPER	1/13/12	6/01/12		PURCHASE	418			-95
10 FREEPORT-MCMORAN COPPER	1/18/12	6/01/12		PURCHASE	439			-116
15 FREEPORT-MCMORAN COPPER	1/25/12	6/01/12		PURCHASE	657			-172
10 FREEPORT-MCMORAN COPPER	2/16/12	6/01/12		PURCHASE	442			-119
5 CENTURYLINK INC	8/10/11	6/06/12		PURCHASE	168			19
20 DIRECTV-CLASS A	8/30/11	6/12/12		PURCHASE	877			-13
20 DIRECTV-CLASS A	3/21/12	6/12/12		PURCHASE	962			-98
5 BOEING CO/THE	11/10/11	6/14/12		PURCHASE	326			33
7 BOEING CO/THE	11/11/11	6/14/12		PURCHASE	469			34
8 BOEING CO/THE	11/22/11	6/14/12		PURCHASE	515			59
5 BOEING CO/THE	1/03/12	6/14/12		PURCHASE	373			-14
10 BOEING CO/THE	2/15/12	6/14/12		PURCHASE	756			-38
4 PERRIGO INC	12/01/11	6/14/12		PURCHASE	393			50

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
7 PERRIGO INC	2/22/12	6/14/12	\$	PURCHASE 776 \$	663 \$	\$		113
20 MARATHON OIL CORP	9/26/11	6/15/12		PURCHASE 495	449			46
25 GENERAL ELECTRIC CO	12/09/11	6/18/12		PURCHASE 492	422			70
15 ORACLE CORP	12/06/11	6/19/12		PURCHASE 421	474			-53
10 QUALCOMM INC	7/15/11	6/20/12		PURCHASE 569	549			20
10 QUALCOMM INC	8/18/11	6/20/12		PURCHASE 569	484			85
10 QUALCOMM INC	12/01/11	6/20/12		PURCHASE 569	546			23
5 GOLDMAN SACHS GROUP INC	2/07/12	6/21/12		PURCHASE 473	582			-109
5 GOLDMAN SACHS GROUP INC	2/16/12	6/21/12		PURCHASE 473	566			-93
10 JPMORGAN CHASE & CO	7/25/11	6/26/12		PURCHASE 358	418			-60
11 JPMORGAN CHASE & CO	10/28/11	6/26/12		PURCHASE 393	404			-11
14 JPMORGAN CHASE & CO	3/23/12	6/26/12		PURCHASE 501	627			-126
14 DTE ENERGY COMPANY	8/18/11	6/27/12		PURCHASE 821	667			154
25 ANADARKO PETROLEUM CORP	7/05/11	6/28/12		PURCHASE 1,583	1,978			-395
3 ANADARKO PETROLEUM CORP	7/08/11	6/28/12		PURCHASE 190	237			-47
5 ANADARKO PETROLEUM CORP	8/02/11	6/28/12		PURCHASE 317	411			-94
15 EDISON INTERNATIONAL	2/23/12	7/02/12		PURCHASE 692	630			62

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	
			Cost	Expense
			Depreciation	
20 CBRE GROUP INC	9/30/11	7/10/12	\$	\$
25 CBRE GROUP INC	12/09/11	7/10/12	393	
25 CBRE GROUP INC	2/24/12	7/10/12	463	
15 MARATHON PETROLEUM CORP	9/23/11	7/10/12	450	
15 MARATHON PETROLEUM CORP	10/04/11	7/10/12	417	
17 MARATHON PETROLEUM CORP	12/22/11	7/10/12	565	
12 YUM! BRANDS INC	6/01/12	7/11/12	806	
12 PVH CORP	10/17/11	7/13/12	790	
7 PVH CORP	12/21/11	7/13/12	462	
5 BORGWARNER INC	10/31/11	7/18/12	387	
15 TRW AUTOMOTIVE HOLDINGS CORP	10/12/11	7/18/12	586	
10 DOLLAR GENERAL CORP	9/09/11	7/24/12	346	
15 DOLLAR GENERAL CORP	9/21/11	7/24/12	561	
10 DOLLAR GENERAL CORP	12/01/11	7/24/12	402	
15 FMC TECHNOLOGIES INC	8/04/11	7/25/12	619	
15 FMC TECHNOLOGIES INC	9/21/11	7/25/12	646	
12 ***COVIDIEN PLC	8/19/11	7/26/12	578	

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
		Date Acquired	Date Sold				
Whom Sold							
10 ***COVIDIEN PLC		10/19/11	7/26/12	\$			
				PURCHASE			
				539	\$		85
10 ***COVIDIEN PLC		11/01/11	7/26/12				
				PURCHASE			
				539			86
10 ***COVIDIEN PLC		12/02/11	7/26/12				
				PURCHASE			
				539			74
10 ***COVIDIEN PLC		1/25/12	7/26/12				
				PURCHASE			
				539			45
15 VERTEX PHARMACEUTICALS INC		1/26/12	7/27/12				
				PURCHASE			
				748			214
18 AMERICAN EXPRESS CO		6/12/12	7/30/12				
				PURCHASE			
				1,050			39
25 LAM RESEARCH CORP		11/01/11	7/30/12				
				PURCHASE			
				854			-199
10 LEAR CORP		10/07/11	8/02/12				
				PURCHASE			
				366			-87
15 CENTURYLINK INC		8/10/11	8/03/12				
				PURCHASE			
				628			124
45 LIBERTY INTERACTIVE CORP-A		3/08/12	8/03/12				
				PURCHASE			
				854			9
50 ***MARVELL TECHNOLOGY GROUP LT		10/20/11	8/03/12				
				PURCHASE			
				568			-98
35 ***MARVELL TECHNOLOGY GROUP LT		10/31/11	8/03/12				
				PURCHASE			
				397			-95
6 ROCKWELL AUTOMATION INC		8/31/11	8/06/12				
				PURCHASE			
				418			33
15 GENERAL MILLS INC		8/12/11	8/08/12				
				PURCHASE			
				578			38
10 GENERAL MILLS INC		10/11/11	8/08/12				
				PURCHASE			
				385			-16
10 GENERAL MILLS INC		10/31/11	8/08/12				
				PURCHASE			
				385			-5
10 GENERAL MILLS INC		12/01/11	8/08/12				
				PURCHASE			
				385			-14

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	PURCHASE				
10	GENERAL MILLS INC	12/23/11	8/08/12	\$	PURCHASE 385	405	\$	\$	-20
15	STRYKER CORP	1/06/12	8/13/12		PURCHASE 797	776			21
10	STRYKER CORP	1/10/12	8/13/12		PURCHASE 531	521			10
10	STRYKER CORP	1/12/12	8/13/12		PURCHASE 531	524			7
10	STRYKER CORP	2/01/12	8/13/12		PURCHASE 531	556			-25
35	CENTERPOINT ENERGY INC	10/25/11	8/14/12		PURCHASE 719	739			-20
25	CENTERPOINT ENERGY INC	2/16/12	8/14/12		PURCHASE 514	469			45
30	HALLIBURTON CO	6/21/12	8/14/12		PURCHASE 1,053	857			196
10	***BP PLC-SPONS ADR	8/18/11	8/15/12		PURCHASE 424	395			29
5	***BP PLC-SPONS ADR	9/14/11	8/15/12		PURCHASE 212	191			21
11	AMGEN INC	5/17/12	8/16/12		PURCHASE 913	785			128
12	HERSHEY CO/THE	12/15/11	8/16/12		PURCHASE 867	713			154
6	HERSHEY CO/THE	12/22/11	8/16/12		PURCHASE 433	366			67
7	HERSHEY CO/THE	2/13/12	8/16/12		PURCHASE 505	420			85
10	HERSHEY CO/THE	2/21/12	8/16/12		PURCHASE 722	606			116
25	CBS CORP-CLASS B NON VOTING	7/16/12	8/17/12		PURCHASE 897	783			114
40	GANNETT CO	9/23/11	8/20/12		PURCHASE 623	356			267

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
30 GANNETT CO	12/22/11	8/20/12	\$	PURCHASE 467	403	\$	\$	64
10 INFORMATICA CORPORATION	2/13/12	8/21/12		PURCHASE 310	468			-158
30 INFORMATICA CORPORATION	6/27/12	8/21/12		PURCHASE 931	1,281			-350
30 CENTURYLINK INC	9/13/11	8/23/12		PURCHASE 1,247	1,027			220
15 CENTURYLINK INC	10/10/11	8/23/12		PURCHASE 623	502			121
11 LAS VEGAS SANDS CORP	1/24/12	8/24/12		PURCHASE 468	525			-57
10 LAS VEGAS SANDS CORP	2/10/12	8/24/12		PURCHASE 426	521			-95
21 DOLLAR TREE INC	7/10/12	8/27/12		PURCHASE 1,018	1,117			-99
40 KIMBERLY-CLARK CORP	6/25/12	8/27/12		PURCHASE 3,350	3,241			109
10 MCKESSON CORP	3/08/12	8/27/12		PURCHASE 877	849			28
5 MCKESSON CORP	4/27/12	8/27/12		PURCHASE 438	459			-21
5 MCKESSON CORP	5/08/12	8/27/12		PURCHASE 438	446			-8
70 NEWELL RUBBERMAID INC	10/27/11	8/29/12		PURCHASE 1,220	966			254
15 APPLIED MATERIALS INC	10/17/11	9/14/12		PURCHASE 178	172			6
11 FAMILY DOLLAR STORES	5/23/12	9/19/12		PURCHASE 704	709			-5
35 WISCONSIN ENERGY CORP	7/24/12	9/19/12		PURCHASE 1,292	1,418			-126
10 HOME DEPOT INC	5/30/12	9/20/12		PURCHASE 590	496			94

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
45 XCEL ENERGY INC	7/05/12	9/20/12	\$ PURCHASE 1,234	1,288	\$	\$	-54
45 CONSOLIDATED EDISON INC	7/30/12	9/24/12	PURCHASE 2,675	2,922			-247
16 PEPSICO INC	7/26/12	9/24/12	PURCHASE 1,130	1,141			-11
7 PEPSICO INC	8/16/12	9/24/12	PURCHASE 495	510			-15
65 EDISON INTERNATIONAL	8/31/12	10/01/12	PURCHASE 2,991	2,844			147
50 HALLIBURTON CO	6/21/12	10/01/12	PURCHASE 1,688	1,428			260
15 HALLIBURTON CO	8/30/12	10/01/12	PURCHASE 506	492			14
13 GILEAD SCIENCES INC	3/02/12	10/03/12	PURCHASE 911	608			303
25 MONDELEZ INTERNATIONAL-W/I	8/02/12	10/08/12	PURCHASE 690	639			51
30 US BANCORP	6/12/12	10/15/12	PURCHASE 1,005	914			91
30 APOLLO GROUP INC-CL A	12/13/11	10/18/12	PURCHASE 635	1,512			-877
35 MICROSOFT CORP	6/28/12	10/23/12	PURCHASE 981	1,034			-53
15 MICROSOFT CORP	8/16/12	10/23/12	PURCHASE 420	457			-37
20 GENERAL MOTORS CO	11/14/11	10/31/12	PURCHASE 492	460			32
25 GENERAL MOTORS CO	11/16/11	10/31/12	PURCHASE 615	575			40
4 PRICELINE.COM INC	6/19/12	10/31/12	PURCHASE 2,286	2,717			-431
17 AMERICAN EXPRESS CO	6/12/12	11/01/12	PURCHASE 967	955			12

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
25 ABBOTT LABORATORIES	6/29/12	11/08/12	\$ PURCHASE 1,602	\$ 1,598	\$		4
6 MCDONALD'S CORP	6/15/12	11/08/12	PURCHASE 517	543			-26
35 WALGREEN CO	7/27/12	11/08/12	PURCHASE 1,159	1,242			-83
4 AUTOZONE INC	8/07/12	11/09/12	PURCHASE 1,511	1,460			51
30 ENTERGY CORP	8/03/12	11/15/12	PURCHASE 1,887	2,174			-287
19 EMERSON ELECTRIC CO	1/30/12	11/16/12	PURCHASE 913	977			-64
11 EMERSON ELECTRIC CO	2/01/12	11/16/12	PURCHASE 529	575			-46
10 EMERSON ELECTRIC CO	2/24/12	11/16/12	PURCHASE 481	509			-28
15 EMERSON ELECTRIC CO	3/28/12	11/16/12	PURCHASE 721	770			-49
20 EMERSON ELECTRIC CO	8/27/12	11/16/12	PURCHASE 961	1,035			-74
6 UNITED TECHNOLOGIES CORP	8/22/12	11/29/12	PURCHASE 480	477			3
29 LAS VEGAS SANDS CORP	6/14/12	12/03/12	PURCHASE 1,364	1,317			47
10 COACH INC	4/26/12	12/10/12	PURCHASE 567	727			-160
55 CISCO SYSTEMS INC	12/22/11	12/12/12	PURCHASE 1,088	999			89
45 AMEREN CORPORATION	8/14/12	12/21/12	PURCHASE 1,401	1,558			-157
2 CHIPOTLE MEXICAN GRILL-CL A	6/15/12	12/21/12	PURCHASE 574	802			-228
22 CLOROX COMPANY	8/15/12	12/21/12	PURCHASE 1,637	1,586			51

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description				How		
Whom Sold	Date Acquired	Date Sold	Received			
			Sale Price	Cost		
			Expense	Depreciation	Net Gain / Loss	
8 CLOROX COMPANY	8/27/12	12/21/12	580	\$	\$	15
7 O'REILLY AUTOMOTIVE INC	6/27/12	12/21/12	578			53
7 O'REILLY AUTOMOTIVE INC	7/02/12	12/21/12	595			36
30 WALGREEN CO	7/27/12	12/21/12	1,065			27
25 BMC SOFTWARE INC	7/31/12	12/27/12	992			2
1 GOOGLE INC-CL A	4/14/08	1/09/12	456			182
20 MARATHON OIL CORP	5/17/10	1/10/12	378			246
25 MARATHON OIL CORP	5/19/10	1/10/12	491			289
10 MARATHON OIL CORP	6/22/10	1/10/12	205			107
5 ALLERGAN INC	11/19/10	1/17/12	343			100
5 ***ACCENTURE PLC-CL A	11/05/10	1/23/12	228			52
5 MARATHON PETROLEUM CORP	6/24/10	1/25/12	130			63
15 BROADCOM CORP-CL A	11/13/09	1/31/12	420			102
20 STARBUCKS CORP	11/01/10	1/31/12	574			386
35 ***INGERSOLL-RAND PLC	4/05/10	2/01/12	1,259			-25
10 INTUIT INC	12/13/10	2/06/12	484			97
4 GOODRICH CORP	2/02/11	2/07/12	369			132

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
30 JOHNSON CONTROLS INC	1/20/10	2/07/12	\$	PURCHASE 991 \$	876 \$	\$		115
15 GENERAL MOTORS CO	11/18/10	2/08/12		PURCHASE 387	510			-123
15 ORACLE CORP	9/23/10	2/08/12		PURCHASE 430	410			20
15 JOHNSON CONTROLS INC	1/18/11	2/09/12		PURCHASE 497	606			-109
10 JOHNSON CONTROLS INC	1/31/11	2/09/12		PURCHASE 332	380			-48
10 UNITED PARCEL SERVICE-CL B	8/13/10	2/14/12		PURCHASE 769	646			123
15 DOW CHEMICAL	6/08/10	2/21/12		PURCHASE 520	366			154
15 DOW CHEMICAL	7/27/10	2/21/12		PURCHASE 520	419			101
5 MONSANTO CO	8/30/10	2/23/12		PURCHASE 388	283			105
5 MONSANTO CO	1/28/11	2/23/12		PURCHASE 388	362			26
5 MONSANTO CO	2/17/11	2/23/12		PURCHASE 388	369			19
10 GENERAL MOTORS CO	11/18/10	2/28/12		PURCHASE 262	340			-78
5 APPLE INC	4/14/08	3/06/12		PURCHASE 2,640	742			1,898
4 GOLDMAN SACHS GROUP INC	10/15/10	3/06/12		PURCHASE 455	608			-153
5 GOLDMAN SACHS GROUP INC	1/11/11	3/06/12		PURCHASE 569	851			-282
14 JPMORGAN CHASE & CO	5/07/09	3/06/12		PURCHASE 550	522			28
10 CENTURYLINK INC	10/06/10	3/08/12		PURCHASE 389	402			-13

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	
1 GOLDMAN SACHS GROUP INC	10/15/10	3/20/12	\$ PURCHASE 127	\$ 152	\$ -25
15 DTE ENERGY COMPANY	3/14/11	3/21/12	PURCHASE 816	726	90
20 TRAVELERS COS INC/THE	4/15/08	3/23/12	PURCHASE 1,165	970	195
15 TRAVELERS COS INC/THE	7/23/10	3/23/12	PURCHASE 874	735	139
10 TRAVELERS COS INC/THE	3/04/11	3/23/12	PURCHASE 582	589	-7
4 AMAZON.COM INC	5/21/09	3/26/12	PURCHASE 811	304	507
6 ALLERGAN INC	11/19/10	3/26/12	PURCHASE 568	411	157
6 ALLERGAN INC	12/30/10	3/26/12	PURCHASE 568	413	155
3 APPLE INC	4/14/08	3/26/12	PURCHASE 1,821	445	1,376
10 BROADCOM CORP-CL A	11/13/09	3/26/12	PURCHASE 389	249	140
9 CITRIX SYSTEMS INC	10/25/10	3/26/12	PURCHASE 725	548	177
16 COMCAST CORP-CLASS A	3/04/10	3/26/12	PURCHASE 486	273	213
7 COMCAST CORP-CLASS A	4/01/10	3/26/12	PURCHASE 212	132	80
35 CITIGROUP INC	3/11/11	3/26/12	PURCHASE 1,310	1,589	-279
5 CITIGROUP INC	3/15/11	3/26/12	PURCHASE 187	221	-34
20 DOW CHEMICAL	8/03/10	3/26/12	PURCHASE 714	515	199
2 EOG RESOURCES INC	5/04/10	3/26/12	PURCHASE 224	219	5

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
20 EMC CORP/MASS	12/22/09	3/26/12	\$	PURCHASE 592	349	\$	\$	243
7 FLOWERVE CORPORATION	10/22/10	3/26/12		PURCHASE 810	796			14
1 GOOGLE INC-CL A	4/14/08	3/26/12		PURCHASE 649	456			193
50 GANNETT CO	10/07/10	3/26/12		PURCHASE 787	626			161
5 INTUIT INC	12/13/10	3/26/12		PURCHASE 294	242			52
5 INTUIT INC	1/10/11	3/26/12		PURCHASE 294	240			54
10 JPMORGAN CHASE & CO	5/12/09	3/26/12		PURCHASE 462	346			116
5 MONSANTO CO	2/17/11	3/26/12		PURCHASE 400	369			31
15 ORACLE CORP	9/23/10	3/26/12		PURCHASE 437	410			27
5 ORACLE CORP	10/05/10	3/26/12		PURCHASE 146	136			10
50 PFIZER INC	4/14/08	3/26/12		PURCHASE 1,108	1,029			79
12 ***POTASH CORP OF SASKATCHEWAN	12/20/10	3/26/12		PURCHASE 563	558			5
9 SCHLUMBERGER LTD	4/14/08	3/26/12		PURCHASE 652	818			-166
6 SCHLUMBERGER LTD	10/03/08	3/26/12		PURCHASE 434	441			-7
5 TIME WARNER CABLE	4/13/09	3/26/12		PURCHASE 407	140			267
3459.841 BERNSTEIN INTERMEDIATE	4/28/08	3/26/12		PURCHASE 47,815	45,082			2,733
232.909 BERNSTEIN EMERGING MARKETS	4/14/08	3/26/12		PURCHASE 6,560	8,914			-2,354

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
590.845 BERNSTEIN INTERNATIONAL	4/14/08	3/26/12	\$	PURCHASE	13,436	\$	\$	-5,111
2961.445 ALLIANCEBERNSTEIN GLOBAL	4/14/08	3/26/12		PURCHASE	32,191			-5,331
750.877 ALLIANCEBERNSTEIN GLOBAL	1/13/09	3/26/12		PURCHASE	4,280			2,530
214.629 ALLIANCEBERNSTEIN GLOBAL	12/28/09	3/26/12		PURCHASE	1,678			269
149.577 ALLIANCEBERNSTEIN GLOBAL	12/27/10	3/26/12		PURCHASE	1,300			57
10 DOW CHEMICAL	1/19/11	3/29/12		PURCHASE	357			-17
10 BROADCOM CORP-CL A	5/04/10	4/02/12		PURCHASE	334			54
5 GOLDMAN SACHS GROUP INC	2/14/11	4/09/12		PURCHASE	833			-248
7 UNITED PARCEL SERVICE-CL B	8/13/10	4/12/12		PURCHASE	452			103
8 UNITED PARCEL SERVICE-CL B	9/07/10	4/12/12		PURCHASE	536			99
5 BORGWARNER INC	2/14/11	4/20/12		PURCHASE	396			7
3 BORGWARNER INC	2/28/11	4/20/12		PURCHASE	231			11
50 ***MARVELL TECHNOLOGY GROUP LT	10/29/10	4/25/12		PURCHASE	957			-216
25 ***MARVELL TECHNOLOGY GROUP LT	11/22/10	4/25/12		PURCHASE	499			-128
25 ***MARVELL TECHNOLOGY GROUP LT	12/20/10	4/25/12		PURCHASE	472			-101
25 BROADCOM CORP-CL A	5/04/10	4/26/12		PURCHASE	835			71
10 EXPRESS SCRIPTS HOLDING CO	10/08/10	4/26/12		PURCHASE	481			82

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price			
10 EXPRESS SCRIPTS HOLDING CO	2/02/11	4/26/12	\$ 563	PURCHASE	572	\$ -9
10 EXPRESS SCRIPTS HOLDING CO	3/16/11	4/26/12	563	PURCHASE	518	45
5 NORTHROP GRUMMAN CORP	10/20/10	4/26/12	317	PURCHASE	277	40
20 NORTHROP GRUMMAN CORP	12/09/10	4/26/12	1,269	PURCHASE	1,163	106
35 CONSTELLATION BRANDS INC-A	8/05/09	5/07/12	725	PURCHASE	492	233
35 CONSTELLATION BRANDS INC-A	12/01/09	5/07/12	725	PURCHASE	608	117
5 UNITED PARCEL SERVICE-CL B	9/07/10	5/07/12	390	PURCHASE	335	55
5 UNITED PARCEL SERVICE-CL B	10/21/10	5/07/12	390	PURCHASE	349	41
10 UNITED PARCEL SERVICE-CL B	10/22/10	5/07/12	780	PURCHASE	697	83
5 UNITED PARCEL SERVICE-CL B	10/29/10	5/07/12	390	PURCHASE	336	54
5 UNITED PARCEL SERVICE-CL B	11/05/10	5/07/12	390	PURCHASE	349	41
5 UNITED PARCEL SERVICE-CL B	11/23/10	5/07/12	390	PURCHASE	339	51
5 UNITED PARCEL SERVICE-CL B	2/28/11	5/07/12	390	PURCHASE	369	21
285.919 BERNSTEIN INTERMEDIATE	4/28/08	5/09/12	4,000	PURCHASE	3,726	274
8 GILEAD SCIENCES INC	4/14/08	5/17/12	407	PURCHASE	408	-1
15 GILEAD SCIENCES INC	2/05/10	5/17/12	762	PURCHASE	690	72
3 GILEAD SCIENCES INC	4/08/10	5/17/12	152	PURCHASE	137	15

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
10 GILEAD SCIENCES INC	4/13/10	5/17/12	\$	PURCHASE	464	\$	\$	44
5 MONSANTO CO	3/01/11	5/18/12		PURCHASE	354			1
5 MONSANTO CO	3/16/11	5/18/12		PURCHASE	337			18
10 MONSANTO CO	4/07/11	5/18/12		PURCHASE	684			25
10 MONSANTO CO	5/05/11	5/18/12		PURCHASE	661			48
40 CORNING INC	9/30/09	5/24/12		PURCHASE	611			-100
20 CORNING INC	5/18/11	5/24/12		PURCHASE	407			-151
5 JPMORGAN CHASE & CO	5/12/09	5/31/12		PURCHASE	173			-7
1 JPMORGAN CHASE & CO	5/27/09	5/31/12		PURCHASE	36			-3
24 JPMORGAN CHASE & CO	6/05/09	5/31/12		PURCHASE	837			-42
13 JPMORGAN CHASE & CO	3/04/10	5/31/12		PURCHASE	546			-115
38 JPMORGAN CHASE & CO	6/16/10	5/31/12		PURCHASE	1,470			-211
10 JPMORGAN CHASE & CO	6/18/10	5/31/12		PURCHASE	389			-58
9 JPMORGAN CHASE & CO	7/19/10	5/31/12		PURCHASE	345			-47
5 JPMORGAN CHASE & CO	8/27/10	5/31/12		PURCHASE	181			-15
30 CENTURYLINK INC	10/06/10	6/06/12		PURCHASE	1,206			-84
20 CENTURYLINK INC	4/25/11	6/06/12		PURCHASE	784			-36

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Date Sold	Date Acquired	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold											
2	AMAZON.COM INC			PURCHASE	6/08/12	5/21/09	\$	152	\$	\$	284
4	AMAZON.COM INC			PURCHASE	6/08/12	7/13/10		491			382
3	AMAZON.COM INC			PURCHASE	6/08/12	1/31/11		508			147
3	AMAZON.COM INC			PURCHASE	6/08/12	3/17/11		495			160
25	THE WALT DISNEY CO.			PURCHASE	6/08/12	5/11/10		893			250
8	COMCAST CORP-CLASS A			PURCHASE	6/12/12	4/01/10	1,143	151			89
10	COMCAST CORP-CLASS A			PURCHASE	6/12/12	4/29/10	300	199			101
24	COMCAST CORP-CLASS A			PURCHASE	6/12/12	5/04/10	720	476			244
35	COMCAST CORP-CLASS A			PURCHASE	6/12/12	2/28/11	1,050	892			158
20	MARATHON OIL CORP			PURCHASE	6/15/12	6/22/10	495	410			85
10	MARATHON OIL CORP			PURCHASE	6/15/12	6/24/10	248	202			46
30	MARATHON OIL CORP			PURCHASE	6/15/12	2/28/11	743	898			-155
4	SCHLUMBERGER LTD			PURCHASE	6/15/12	10/03/08	265	294			-29
10	SCHLUMBERGER LTD			PURCHASE	6/15/12	11/11/08	662	493			169
10	SCHLUMBERGER LTD			PURCHASE	6/15/12	2/11/09	662	431			231
2	APPLE INC			PURCHASE	6/18/12	11/11/08	1,166	189			977
15	BROADCOM CORP-CL A			PURCHASE	6/18/12	2/28/11	518	622			-104

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
20 BROADCOM CORP-CL A	5/17/11	6/18/12	\$	PURCHASE 690	667	\$	\$	23
5 EMC CORP/MASS	12/22/09	6/18/12		PURCHASE 123	87			36
25 EMC CORP/MASS	12/29/09	6/18/12		PURCHASE 614	438			176
25 EMC CORP/MASS	1/11/10	6/18/12		PURCHASE 614	441			173
25 EMC CORP/MASS	3/17/10	6/18/12		PURCHASE 614	468			146
25 EMC CORP/MASS	6/02/10	6/18/12		PURCHASE 614	463			151
5 GOOGLE INC-CL A	4/14/08	6/18/12		PURCHASE 2,841	2,278			563
30 GENERAL ELECTRIC CO	2/02/10	6/18/12		PURCHASE 590	491			99
50 GENERAL ELECTRIC CO	2/23/10	6/18/12		PURCHASE 983	796			187
5 FLOWSERVE CORPORATION	11/12/10	6/19/12		PURCHASE 553	532			21
4 FLOWSERVE CORPORATION	3/17/11	6/19/12		PURCHASE 442	483			-41
4 FLOWSERVE CORPORATION	4/13/11	6/19/12		PURCHASE 442	509			-67
5 FLOWSERVE CORPORATION	5/17/11	6/19/12		PURCHASE 553	596			-43
10 ORACLE CORP	10/05/10	6/19/12		PURCHASE 281	272			9
30 ORACLE CORP	10/25/10	6/19/12		PURCHASE 843	873			-30
20 ORACLE CORP	11/10/10	6/19/12		PURCHASE 562	573			-11
15 ORACLE CORP	12/03/10	6/19/12		PURCHASE 421	430			-9

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
15 ORACLE CORP	12/14/10	6/19/12	\$	459	\$	\$	-38
15 ORACLE CORP	1/20/11	6/19/12	PURCHASE 421	478			-57
15 ORACLE CORP	3/23/11	6/19/12	PURCHASE 421	467			-46
16 QUALCOMM INC	1/27/11	6/20/12	PURCHASE 911	879			32
9 QUALCOMM INC	2/11/11	6/20/12	PURCHASE 512	516			-4
10 QUALCOMM INC	2/15/11	6/20/12	PURCHASE 569	587			-18
10 QUALCOMM INC	3/17/11	6/20/12	PURCHASE 569	526			43
10 QUALCOMM INC	3/21/11	6/20/12	PURCHASE 569	537			32
15 QUALCOMM INC	5/27/11	6/20/12	PURCHASE 854	862			-8
35 JOHNSON & JOHNSON	6/28/10	6/22/12	PURCHASE 2,331	2,081			250
20 JPMORGAN CHASE & CO	8/27/10	6/26/12	PURCHASE 715	724			-9
10 JPMORGAN CHASE & CO	10/18/10	6/26/12	PURCHASE 358	378			-20
20 JPMORGAN CHASE & CO	11/09/10	6/26/12	PURCHASE 715	810			-95
10 DEVON ENERGY CORPORATION	3/08/11	6/27/12	PURCHASE 560	898			-338
5 DEVON ENERGY CORPORATION	3/11/11	6/27/12	PURCHASE 280	440			-160
5 DEVON ENERGY CORPORATION	5/13/11	6/27/12	PURCHASE 280	410			-130
212.014 BERNSTEIN INTERMEDIATE	4/28/08	7/12/12	PURCHASE 3,000	2,763			237

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
5 BORGWARNER INC	2/28/11	7/18/12	\$	PURCHASE 324	384	\$	\$	-60
5 BORGWARNER INC	3/21/11	7/18/12		PURCHASE 324	381			-57
15 TRW AUTOMOTIVE HOLDINGS CORP	5/27/11	7/18/12		PURCHASE 549	843			-294
30 FORD MOTOR CO	4/20/10	7/19/12		PURCHASE 281	416			-135
25 FORD MOTOR CO	5/07/10	7/19/12		PURCHASE 234	291			-57
4 APPLE INC	11/11/08	7/20/12		PURCHASE 2,428	377			2,051
9 WELLS FARGO & COMPANY	8/12/10	7/25/12		PURCHASE 298	234			64
15 WELLS FARGO & COMPANY	8/16/10	7/25/12		PURCHASE 496	386			110
15 ***COVIDIEN PLC	5/18/11	7/26/12		PURCHASE 808	855			-47
8 ***COVIDIEN PLC	7/20/11	7/26/12		PURCHASE 431	415			16
20 LAM RESEARCH CORP	5/06/11	7/30/12		PURCHASE 683	974			-291
7 NOBLE ENERGY INC	2/04/10	7/30/12		PURCHASE 624	513			111
5 NOBLE ENERGY INC	4/06/10	7/30/12		PURCHASE 446	381			65
5 NOBLE ENERGY INC	4/09/10	7/30/12		PURCHASE 446	384			62
45 DELTA AIR LINES INC	11/16/10	7/31/12		PURCHASE 435	591			-156
50 DELTA AIR LINES INC	1/19/11	7/31/12		PURCHASE 483	588			-105
25 PFIZER INC	4/14/08	8/01/12		PURCHASE 601	515			86

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
15 LEAR CORP	6/14/10	8/02/12	\$	511	\$		37
15 LEAR CORP	5/27/11	8/02/12	PURCHASE 548	756			-208
3 PRECISION CASTPARTS CORP	6/14/11	8/03/12	PURCHASE 469	458			11
15 VIACOM INC-CLASS B	11/24/10	8/03/12	PURCHASE 694	571			123
5 ROCKWELL AUTOMATION INC	1/20/11	8/06/12	PURCHASE 348	374			-26
7 ROCKWELL AUTOMATION INC	3/02/11	8/06/12	PURCHASE 487	600			-113
10 GENERAL MILLS INC	5/20/11	8/08/12	PURCHASE 385	398			-13
8 ALLERGAN INC	1/12/11	8/10/12	PURCHASE 683	566			117
5 ALLERGAN INC	2/10/11	8/10/12	PURCHASE 427	364			63
5 ALLERGAN INC	3/07/11	8/10/12	PURCHASE 427	357			70
5 ALLERGAN INC	3/18/11	8/10/12	PURCHASE 427	351			76
4 HEWLETT-PACKARD CO	4/14/08	8/15/12	PURCHASE 77	183			-106
12 HEWLETT-PACKARD CO	4/21/08	8/15/12	PURCHASE 232	579			-347
2 HEWLETT-PACKARD CO	7/24/08	8/15/12	PURCHASE 39	88			-49
7 HEWLETT-PACKARD CO	5/26/10	8/15/12	PURCHASE 135	324			-189
20 MCGRAW-HILL COMPANIES INC	5/10/11	8/15/12	PURCHASE 981	842			139
18 GILEAD SCIENCES INC	8/08/11	8/16/12	PURCHASE 1,028	663			365

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	
			Cost	Expense
				Depreciation
25 PFIZER INC	4/14/08	8/16/12	\$ 515	\$ 83
13 DANAHER CORP	3/31/09	8/17/12	354	338
12 DANAHER CORP	5/21/09	8/17/12	352	287
5 VISA INC - CLASS A SHRS	8/04/11	8/17/12	428	217
5 EOG RESOURCES INC	5/04/10	8/20/12	547	1
15 GANNETT CO	10/07/10	8/20/12	188	46
15 TIME WARNER CABLE	4/13/09	8/21/12	420	922
12 DANAHER CORP	5/27/09	8/24/12	367	273
10 VISA INC - CLASS A SHRS	8/04/11	8/24/12	857	411
5 EOG RESOURCES INC	7/13/10	8/27/12	538	8
10 VIACOM INC-CLASS B	11/24/10	8/28/12	381	122
3 TIME WARNER CABLE	5/05/09	9/12/12	102	173
2 TIME WARNER CABLE	8/18/09	9/12/12	66	118
5 EOG RESOURCES INC	10/08/10	9/13/12	496	80
13 ***TRANSOCEAN LTD	7/18/11	9/13/12	812	-216
60 APPLIED MATERIALS INC	7/18/11	9/14/12	742	-30
15 THE WALT DISNEY CO.	10/12/10	9/20/12	514	276

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
1 NVR INC	8/17/09	9/20/12	\$	PURCHASE 861	610	\$	\$	251
5 CITIGROUP INC	3/15/11	9/27/12		PURCHASE 166	221			-55
8 CITIGROUP INC	3/16/11	9/27/12		PURCHASE 265	336			-71
20 CITIGROUP INC	4/01/11	9/27/12		PURCHASE 663	895			-232
10 CITIGROUP INC	4/05/11	9/27/12		PURCHASE 332	444			-112
2 CITIGROUP INC	4/19/11	9/27/12		PURCHASE 66	93			-27
12 GILEAD SCIENCES INC	8/08/11	9/27/12		PURCHASE 801	442			359
5 GILEAD SCIENCES INC	8/18/11	9/27/12		PURCHASE 334	186			148
10 GENERAL MOTORS CO	6/09/11	10/01/12		PURCHASE 232	295			-63
25 GENERAL MOTORS CO	6/16/11	10/01/12		PURCHASE 580	720			-140
5 GILEAD SCIENCES INC	8/18/11	10/03/12		PURCHASE 350	186			164
5 INTUIT INC	1/10/11	10/12/12		PURCHASE 299	240			59
5 INTUIT INC	1/21/11	10/12/12		PURCHASE 299	237			62
10 THE WALT DISNEY CO.	7/15/11	10/23/12		PURCHASE 509	394			115
2 APPLE INC	11/11/08	10/26/12		PURCHASE 1,217	189			1,028
20 GENERAL MOTORS CO	9/23/11	10/31/12		PURCHASE 492	410			82
15 GENERAL MOTORS CO	10/28/11	10/31/12		PURCHASE 369	396			-27

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Federal Statements**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)**

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	PURCHASE				
15 ***TRANSOCEAN LTD		8/02/11	11/09/12	\$ 697	PURCHASE	905	\$	\$	-208
20 ***TRANSOCEAN LTD		11/04/11	11/09/12	930	PURCHASE	993			-63
30 TYSON FOODS INC-CL A		5/04/11	11/12/12	507	PURCHASE	583			-76
25 ***ASTRAZENECA PLC-SPONS ADR		5/12/10	11/16/12	1,110	PURCHASE	1,081			29
25 PFIZER INC		4/14/08	11/16/12	594	PURCHASE	515			79
524.843 BERNSTEIN INTERMEDIATE		4/28/08	11/16/12	7,500	PURCHASE	6,839			661
5 EOG RESOURCES INC		10/08/10	12/10/12	585	PURCHASE	496			89
45 NV ENERGY INC		8/18/11	12/14/12	818	PURCHASE	638			180
KRAFT FOODS GROUP INC-W/I			11/12/12	33	PURCHASE				33
TOTAL				\$ 400,575	\$ 385,829	\$ 0	\$ 0	\$ 0	14,746

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	\$ 1,325	\$ 1,325	\$	\$
TOTAL	\$ 1,325	\$ 1,325	\$ 0	\$ 0

Federal Statements**Statement 3 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LICENSES	\$ 10	10	\$	
INCOME TAXES	310	310		
FOREIGN TAXES WITHHELD	285	285		
TOTAL	\$ 605	605	\$ 0	0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$		\$	
INVESTMENT FEES	3,628	3,628		
BANK CHARGES	60	60		
TOTAL	\$ 3,688	3,688	\$ 0	0

Statement 5 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
BERNSTEIN INVESTMENTS	\$ 693,248	\$ 701,757	COST	\$ 697,172
TOTAL	\$ 693,248	\$ 701,757		\$ 697,172

Federal Statements**Statement 6 - Form 990-PF, Part II, Line 22 - Other Liabilities**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
PAYABLE TO JEC, LLC	\$ 61	\$ 61
TOTAL	\$ 61	\$ 61

**Statement 7 - Form 990-PF, Part VII-A, Line 8b - Not Filing with Attorney General
Explanation**Description

WHILE TOUCHING TOMORROW, INC. IS REGISTERED WITH THE STATE OF FLORIDA, IT DOES NOT FURNISH ITS REPORT TO THE ATTORNEY GENERAL BECAUSE FLORIDA DOES NOT HAVE THIS REQUIREMENT.

Form 990-PF, Part XV, Line 2b - Application Format and Required ContentsDescription

NO SPECIFIC REQUIREMENTS.

Form 990-PF, Part XV, Line 2c - Submission DeadlinesDescription

N/A

Statement 8 - Form 990-PF, Part XV, Line 2d - Award Restrictions or LimitationsDescription

AWARDS ARE NOT GIVEN TO PRIVATE FOUNDATIONS, ONLY TO TAX-EXEMPT PUBLIC CHARITIES.

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Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
THE FLORIDA AQUARIUM TAMPA FL 33602		701 CHANNELSIDE DRIVE		SUPPORT	2,250
FIRST UNITED METHODIST PLANT CITY FL 33563		303 NORTH EVERS STREET		SUPPORT	5,000
PLANT CITY CHAMBER FOUNDA PLANT CITY FL 33563		106 N EVERS ST		SUPPORT	3,100
SOUTHEASTERN UNIVERSITY LAKELAND FL 33801		1000 LONGFELLOW BLVD		EDUCATION	1,800
FASHION FEATHER AND FUR PLANT CITY FL 33566		1704 WALDEN VILLAGE CT		SUPPORT	1,000
HCC FOUNDATION TAMPA FL 33606		39 COLUMBIA DR. #719		SUPPORT	500
RELAY FOR LIFE ATLANTA GA 30303		250 WILLIAMS STREET NW		SUPPORT	50
PRESBYTERIAN CHURCH OF SEFFNER SEFFNER FL 33584		1906 SOUTH LENNA AVENUE		SUPPORT	250
LIFE IMPACT NETWORK TAMPA FL 33613		14492 UNIVERSITY COVE PL		SUPPORT	1,000
AMERICAN CANCER SOCIETY ATLANTA GA 30303		250 WILLIAMS STREET NW		RESEARCH	200
IASD BERKELEY CA 94703		1672 UNIVERSITY AVENUE		SUPPORT	50
TOTAL					15,200