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

For calendar year 2012, or tax year beginning , 2012, and ending ,

Name of foundation: The Perillo Tours Foundation

Number and street (or P O box number if mail is not delivered to street address): c/o Tornatore, 6075 E. Molloy Rd.

Room/suite:

City or town: Syracuse | State: NY | ZIP code: 13211

A Employer identification number: 22-6665506

B Telephone number (see the instructions): (315) 433-1585

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 303,929.

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

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).)*

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	6,282.	6,282.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	32,416.	L-6a Stmt		
	b Gross sales price for all assets on line 6a 395,650.				
	7 Capital gain net income (from Part IV, line 2)		32,416.		
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	38,698.	38,698.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) L-16c Stmt	3,335.	3,335.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) Miscellaneous Expense	53.	53.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	3,388.	3,388.		
	25 Contributions, gifts, grants paid	46,550.			46,550.
	26 **Total expenses and disbursements.** Add lines 24 and 25	49,938.	3,388.		46,550.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-11,240.			
	b **Net investment income** (if negative, enter -0-)		35,310.		
	c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS 1 Cash — non-interest-bearing	9,340.	6,587.	6,587.
2 Savings and temporary cash investments			
3 Accounts receivable ►			
Less: allowance for doubtful accounts ►			
4 Pledges receivable ►			
Less: allowance for doubtful accounts ►			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach sch) ►			
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 (attach schedule)			
b Investments — corporate stock (attach schedule) L-10b Stmt	281,907.	273,420.	297,342.
c Investments — corporate bonds (attach schedule)			
11 Investments — land, buildings, and equipment: basis ►			
Less: accumulated depreciation (attach schedule) ►			
12 Investments — mortgage loans			
13 Investments — other (attach schedule)			
14 Land, buildings, and equipment: basis ►			
Less: accumulated depreciation (attach schedule) ►			
15 Other assets (describe ►)			
16 **Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)	291,247.	280,007.	303,929.
LIABILITIES 17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, & other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ►)			
23 **Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES **Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ► X and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	291,247.	280,007.	
28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see instructions)	291,247.	280,007.	
31 **Total liabilities and net assets/fund balances** (see instructions)	291,247.	280,007.	

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	291,247.
2	Enter amount from Part I, line 27a	2	-11,240.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	280,007.
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	280,007.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Schedule 3	P	Various	Various
b	See Schedule 4	P	Various	Various
c	See Schedule 5	P	Various	Various
d	See Schedule 6	P	Various	Various
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	191,699.		178,010.	13,689.
b	23,982.		19,222.	4,760.
c	153,457.		146,023.	7,434.
d	26,512.		19,979.	6,533.
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				13,689.
b				4,760.
c				7,434.
d				6,533.
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	32,416.
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	21,123.

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 (column (b) divided by column (c))
2011	84,768.	354,574.	0.239070
2010	10,670.	350,457.	0.030446
2009	15,750.	326,107.	0.048297
2008	60,265.	513,572.	0.117345
2007	93,961.	682,148.	0.137743

2	**Total** of line 1, column (d)	2	0.572901
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	0.114580
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	299,026.
5	Multiply line 4 by line 3	5	34,262.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	353.
7	Add lines 5 and 6	7	34,615.
8	Enter qualifying distributions from Part XII, line 4	8	46,550.

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)

1 a	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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b	1	353.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	353.
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	353.
6	Credits/Payments:		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a: 385.		
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	385.
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	32.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► 32. **Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		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?	1 c		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.*	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
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b		
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, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► NJ - New Jersey			
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*	8 b	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 ► Suzanne Pfister Telephone no. ► (315) 433-1585

Located at ► 6075 E. Molloy Rd., Syracuse, NY ZIP + 4 ► 13211

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

			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
1 a	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)?	1 b		
	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?	1 c		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 ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)	2 b		
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__			
3 a	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.)*	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		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)? **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? ☐ 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? **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
Stephen Perillo 577 Chestnut Ridge Road Woodcliff Lake NJ 07675	Trustee 0.25	0.	0.	0.
Suzanne Pfister 6075 E. Molloy Rd. Syracuse NY 13211	Trustee 0.25	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 ► None

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 ►		None

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 None	
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 None	
2	
All other program-related investments. See instructions. 3 None	
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	300,607.
b	Average of monthly cash balances	1b	2,973.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	303,580.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	303,580.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	4,554.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	299,026.
6	**Minimum investment return.** Enter 5% of line 5	6	14,951.

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	14,951.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	353.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	353.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	14,598.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	14,598.
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	14,598.

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	46,550.
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	46,550.
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	353.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	46,197.

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				14,598.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012:				
a From 2007 ..... 60,832.				
b From 2008 ..... 34,656.				
c From 2009 ..... 0.				
d From 2010 ..... 0.				
e From 2011 ..... 61,067.				
f **Total** of lines 3a through e	156,555.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 46,550.				
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				14,598.
e Remaining amount distributed out of corpus	31,952.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	188,507.			
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				
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 instructions			0.	
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)	60,832.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	127,675.			
10 Analysis of line 9:				
a Excess from 2008 ..... 34,656.				
b Excess from 2009 ..... 0.				
c Excess from 2010 ..... 0.				
d Excess from 2011 ..... 61,067.				
e Excess from 2012 ..... 31,952.				

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)					
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	Tax year (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
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 ► [X] 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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 2 Attached				46,550.
Total			► **3a**	46,550.
***b** Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
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	6,282.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	32,416.	
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)				38,698.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 38,698.

(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). (See instructions.)
	N/A

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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

2 a 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

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] 5/7/13 ▶ Trustee

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Joseph Christy	Joseph Christy	05/02/13		

Firm's name ▶ Tornatore & Company, CPAs, P.C. — Firm's EIN ▶

Firm's address ▶ 6075 East Molloy Road, Syracuse NY 13211 — Phone no.

TEEA0503 03/14/13

Form 990-PF Part I, Line 6a | **Net Gain or Loss From Sale of Assets** | **2012**

Name: The Perillo Tours Foundation

Employer Identification Number: 22-6665506

Asset Information:

Description of Property: See Part IV, See Schedule 3, Short Term
Date Acquired: 12/31/12 How Acquired: Purchased
Date Sold: 12/31/12 Name of Buyer:
Sales Price: 191,699. Cost or other basis (do not reduce by depreciation): 178,010.
Sales Expense: 0. Valuation Method: Cost
Total Gain (Loss): 13,689. Accumulation Depreciation:

Description of Property: See Part IV, See Schedule 4, Long Term
Date Acquired: 12/31/11 How Acquired: Purchased
Date Sold: 12/31/12 Name of Buyer:
Sales Price: 23,982. Cost or other basis (do not reduce by depreciation): 19,222.
Sales Expense: 0. Valuation Method: Cost
Total Gain (Loss): 4,760. Accumulation Depreciation:

Description of Property: See Part IV, See Schedule 5, Short Term
Date Acquired: 12/31/12 How Acquired: Purchased
Date Sold: 12/31/12 Name of Buyer:
Sales Price: 153,457. Cost or other basis (do not reduce by depreciation): 146,023.
Sales Expense: Valuation Method: Cost
Total Gain (Loss): 7,434. Accumulation Depreciation:

Description of Property: See Part IV, See Schedule 6, Long Term
Date Acquired: 12/31/11 How Acquired: Purchased
Date Sold: 12/31/12 Name of Buyer:
Sales Price: 26,512. Cost or other basis (do not reduce by depreciation): 19,979.
Sales Expense Valuation Method: Cost
Total Gain (Loss) 6,533. Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired How Acquired:
Date Sold: Name of Buyer:
Sales Price. Cost or other basis (do not reduce by depreciation).
Sales Expense: Valuation Method:
Total Gain (Loss) Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

The Post-Standard

PROOF OF PUBLICATION

State of New York, County of Onondaga ss. Pamela Gallagher, of the City of Syracuse, in said County, being duly sworn, doth depose and says: this person is the Principal Clerk in the office of THE POST-STANDARD, a public newspaper, published in the City of Syracuse, Onondaga County, New York and that the notice, is an accurate and true copy of the ad as printed in said newspaper, was printed and published in the regular edition and issue of said newspaper on the following days, viz.:

Advertiser: TORNATORE & COMPANY

Reference #: 0000439353 PO #:

Product: Post-Standard-Full Run Start Date: 04/30/2013 End Date: 04/30/2013

Insertions: 1 Run Dates: 04/30/2013

Pamela Gallagher

Pamela Gallagher
Principal Clerk
Subscribed and Sworn to before ~~me~~, this 04/30/2013

Laura M Scales

LAURA M. SCALES
Notary Public, State of New York
No. 01SC6210783
Qualified In Onondaga County
My Commission Expires: 8/3/13

NOTARY PUBLIC, ONONDAGA COUNTY, NY Commission Expires syracuse. MEDIA GROUP

syracuse.com | THE POST STANDARD

Order Confirmation

4/30/2013 3:13:21PM

Ad Order Number	Customer	Payor Customer	PO Number
0000439353	TORNATORE & COMPANY	TORNATORE & COMPAN'	
Sales Rep.	**Customer Account**	**Payor Account**	**Ordered By**
Legals	0033360	0033360	Joe Cristy
Order Taker	**Customer Address**	**Payor Address**	**Customer Fax**
pgallagher	6075 E MOLLOY RD, , SYRACUSE NY 13211 USA	6075 E MOLLOY RD, , SYRACUSE NY 13211 USA	
Order Source	**Customer Phone**	**Payor Phone**	**Customer EMail**
	315-433-1585	315-433-1585	tornator@twcny rr.com
			Special Pricing
			None

Tear Sheets	Proofs	Affidavits	Blind Box	Promo Type	Materials
0	0	1			

Invoice Text

Order Level Cost	Net Amount	Tax Amount	Total Amount	Payment Method	Payment Amount	Amount Due
$0 00	$13 23	$0.00	$13 23		$0.00	$13 23

Ad Number	Ad Type	Ad Size	Color	Production Notes
0000439353-01	CLS Legal	1 0 X 18 cl	<NONE>	

External Ad Number	Sort Field	Production Method	Pick Up
	THEANNUALREPORTOFTHEPERILLOTOURSFOUNDATIONI!	AdBooker	0000368567-01

Run Date	Product	Placement	Position	Ad Size	Subtotal
04/30/2013	Post-Standard..Full Run	Legals	Other Legals-619	1 x 1 63	$13 23
04/30/2013	Online' Full Run	Legals	Other Legals-619	1 x 1 63	$0.00

WYSIWYG Content

The annual report of the Perillo Tours Foundation is available at the address noted below for inspection during normal business hours, by any citizen who so requests, within 180 days after the publication of the notice of availability THE PERILLO TOURS FOUNDATION, 6075 East Molloy Road, Syracuse, New York 13211 The principal manager is Stephen Perillo, Trustee, (315) 433-1585

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Morgan Stanley	Managed Brokerage A/C	3,335.			
Total		3,335.			

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
Morgan Stanley Managed Account	273,420.	297,342.
Total	273,420.	297,342.

Schedule 1

Perillo Tours Foundation

Federal ID # 22-6665506

Year 2012 Federal Form 990-PF

Part XV - Supplementary Information

Recipient	Relationship If Individual	Foundation Status	Purpose of Contribution	Amount
ARC Foundation of Rockland, Inc. Congers, NY 10920	N/A	Public	Support and Services for the Developmentally Disabled.	250
Highlands Football Touchdown Club Allendale, NJ 07401	N/A	N/A	Booster Club for Northern Highlands Regional High School	20,000
Italian American Museum New York, NY 10013	N/A	N/A	Maintain museum dedicated to Italian Americans struggles and achievements.	5,400
Joan Angela D'Alessandro Foundation Hillsdale, NJ 07642	N/A	Public	Promote Child Safety Awareness	150
National Italian American Foundation Washington, DC 20009	N/A	Public	Support for Itialian American Cultural Heritage	2,500
Nazareth Nursery New York, NY 10011	N/A	N/A	Support for Religious Based Child Day Care and Early Childhood Education Center	15,000
Onyx and Breezy Foundation Tuxedo Park, NY 10987	N/A	Public	Support of Animal Welfare Organization	200
Palisades Virtuoni, Inc. Bogota, NJ 07603	N/A	N/A	Promote and Enrich Literature for Flute, Clarinet and Piano	2,500
St. Joseph's High School Hockey Montvale, NJ 07645	N/A	N/A	Support for Hockey Team	250
St. Jude Children's Research Hospital Memphis, TN 38105	N/A	N/A	Support for Hospital and Medical Research	300
Total Contributions				46,550

Schedule 2

THE PERILLO TOURS FOUNDATION
EIN: 22-6665506
Federal Form 990-PF- Part IV
Year Ended December 31, 2012

<table>
<tr><th>SECURITY</th><th>QUANTITY</th><th>DATE ACQUIRED</th><th>DATE SOLD</th><th>UNIT COST ($)</th><th>TOTAL COST ($)</th><th>ADJUSTED COST ($)</th><th>PROCEEDS ($)</th><th>G/L AMOUNT ($)</th><th>HOLDING PERIOD</th></tr>
<tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td colspan="10">ACGL | Arch Capital Group Ltd | G/L Amount: $8.52</td></tr>
<tr><td></td><td>5</td><td>11/23/2011</td><td>1/4/2012</td><td>35.09</td><td>175.45</td><td>175.45</td><td>183.97</td><td>8.52</td><td>short</td></tr>
<tr><td colspan="10">AEE | Ameren Corp | G/L Amount: $24.54</td></tr>
<tr><td></td><td>18</td><td>11/23/2011</td><td>1/4/2012</td><td>31.43</td><td>565.66</td><td>565.66</td><td>590.2</td><td>24.54</td><td>short</td></tr>
<tr><td colspan="10">AIZ | Assurant Inc | G/L Amount: ($103.89)</td></tr>
<tr><td></td><td>14</td><td>4/30/2012</td><td>6/22/2012</td><td>40.46</td><td>566.49</td><td>566.49</td><td>480.16</td><td>(86.33)</td><td>short</td></tr>
<tr><td></td><td>5</td><td>5/8/2012</td><td>6/22/2012</td><td>37.81</td><td>189.05</td><td>189.05</td><td>171.49</td><td>(17.56)</td><td>short</td></tr>
<tr><td>SubTotal</td><td>19</td><td></td><td></td><td>N/A</td><td>$755.54</td><td>$755.54</td><td>$651.65</td><td>(103.89)</td><td></td></tr>
<tr><td colspan="10">AMP | Ameriprise Financial Inc | G/L Amount: $6.37</td></tr>
<tr><td></td><td>1</td><td>11/1/2011</td><td>1/4/2012</td><td>44.67</td><td>44.67</td><td>44.67</td><td>51.04</td><td>6.37</td><td>short</td></tr>
<tr><td colspan="10">APA | Apache Corp | G/L Amount: ($122.87)</td></tr>
<tr><td></td><td>7</td><td>2/24/2012</td><td>3/12/2012</td><td>111.67</td><td>781.67</td><td>781.67</td><td>746.64</td><td>(35.03)</td><td>short</td></tr>
<tr><td></td><td>12</td><td>2/27/2012</td><td>3/12/2012</td><td>110.34</td><td>1,324.11</td><td>1,324.11</td><td>1,279.96</td><td>(44.15)</td><td>short</td></tr>
<tr><td></td><td>20</td><td>2/29/2012</td><td>3/13/2012</td><td>109.1</td><td>2,182.07</td><td>2,182.07</td><td>2,148.13</td><td>(33.94)</td><td>short</td></tr>
<tr><td></td><td>4</td><td>2/29/2012</td><td>3/12/2012</td><td>109.1</td><td>436.41</td><td>436.41</td><td>426.66</td><td>(9.75)</td><td>short</td></tr>
<tr><td>SubTotal</td><td>43</td><td></td><td></td><td>N/A</td><td>$4,724.26</td><td>$4,724.26</td><td>$4,601.39</td><td>(122.87)</td><td></td></tr>
<tr><td colspan="10">BBY | Best Buy Inc | G/L Amount: ($326.62)</td></tr>
<tr><td></td><td>25</td><td>9/12/2011</td><td>5/9/2012</td><td>24.55</td><td>613.75</td><td>613.75</td><td>504.79</td><td>(108.96)</td><td>short</td></tr>
<tr><td></td><td>16</td><td>9/23/2011</td><td>5/9/2012</td><td>24.19</td><td>386.96</td><td>386.96</td><td>323.07</td><td>(63.89)</td><td>short</td></tr>
<tr><td></td><td>14</td><td>10/28/2011</td><td>5/9/2012</td><td>26.94</td><td>377.14</td><td>377.14</td><td>282.68</td><td>(94.46)</td><td>short</td></tr>
<tr><td></td><td>16</td><td>9/13/2011</td><td>5/9/2012</td><td>23.9</td><td>382.38</td><td>382.38</td><td>323.07</td><td>(59.31)</td><td>short</td></tr>
<tr><td>SubTotal</td><td>71</td><td></td><td></td><td>N/A</td><td>$1,760.23</td><td>$1,760.23</td><td>$1,433.61</td><td>(326.62)</td><td></td></tr>
<tr><td colspan="10">BWA | Borgwarner Inc | G/L Amount: ($104.39)</td></tr>
<tr><td></td><td>9</td><td>4/2/2012</td><td>5/2/2012</td><td>85.04</td><td>765.39</td><td>765.39</td><td>723.11</td><td>(42.28)</td><td>short</td></tr>
<tr><td></td><td>10</td><td>4/2/2012</td><td>4/30/2012</td><td>85.04</td><td>850.43</td><td>850.43</td><td>788.32</td><td>(62.11)</td><td>short</td></tr>
<tr><td>SubTotal</td><td>19</td><td></td><td></td><td>N/A</td><td>$1,615.82</td><td>$1,615.82</td><td>$1,511.43</td><td>(104.39)</td><td></td></tr>
<tr><td colspan="10">CA | Ca Inc | G/L Amount: $609.66</td></tr>
<tr><td></td><td>20</td><td>12/23/2011</td><td>2/8/2012</td><td>20.31</td><td>406.21</td><td>406.21</td><td>531.07</td><td>124.86</td><td>short</td></tr>
<tr><td></td><td>74</td><td>12/15/2011</td><td>2/7/2012</td><td>20.05</td><td>1,484.06</td><td>1,484.06</td><td>1,968.86</td><td>484.80</td><td>short</td></tr>
<tr><td>SubTotal</td><td>94</td><td></td><td></td><td>N/A</td><td>$1,890.27</td><td>$1,890.27</td><td>$2,499.93</td><td>609.66</td><td></td></tr>
</table>

SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST ($)	TOTAL COST ($)	ADJUSTED COST ($)	PROCEEDS ($)	G/L AMOUNT ($)	HOLDING PERIOD
CAT | Caterpillar Inc | G/L Amount: ($654.23)									
	4	1/18/2012	7/3/2012	104.18	416.74	416.74	340.76	(75.98)	short
	16	1/18/2012	7/5/2012	104.18	1,666.95	1,666.95	1,381.96	(284.99)	short
	15	1/18/2012	7/2/2012	104.18	1,562.77	1,562.77	1,269.51	(293.26)	short
SubTotal	35			N/A	$3,646.46	$3,646.46	$2,992.23	(654.23)	
CCI | Crown Castle International | G/L Amount: $36.41									
	27	12/6/2011	1/4/2012	43.66	1,178.83	1,178.83	1,215.24	36.41	short
CELG | Celgene Corp | G/L Amount: $865.46									
	10	8/24/2011	5/15/2012	57.38	573.8	573.8	713.77	139.97	short
	18	8/26/2011	5/15/2012	56.86	1,023.48	1,023.48	1,284.78	261.30	short
	9	12/2/2011	5/15/2012	62.52	562.66	562.66	642.39	79.73	short
	10	12/23/2011	5/21/2012	66.98	669.78	669.78	687.64	17.86	short
	7	9/23/2011	5/15/2012	63.24	442.65	442.65	499.64	56.99	short
	42	12/15/2011	5/21/2012	63.18	2,653.41	2,653.41	2,888.08	234.67	short
	4	12/15/2011	5/15/2012	63.18	252.71	252.71	285.5	32.79	short
	7	9/21/2011	5/15/2012	65.36	457.49	457.49	499.64	42.15	short
SubTotal	107			N/A	$6,635.98	$6,635.98	$7,501.44	865.46	
CERN | Cerner Corp | G/L Amount: ($122.29)									
	7	9/21/2011	1/4/2012	70.35	492.47	492.47	433.99	(58.48)	short
	7	10/3/2011	1/4/2012	66.74	467.18	467.18	433.99	(33.19)	short
	19	8/26/2011	1/4/2012	63.61	1,208.60	1,208.60	1,177.98	(30.62)	short
SubTotal	33			N/A	$2,168.25	$2,168.25	$2,045.96	(122.29)	
CIT | Cit Group Inc | G/L Amount: $53.87									
	18	2/8/2012	3/22/2012	41.15	740.72	740.72	756.44	15.72	short
	21	3/6/2012	3/23/2012	39.24	824	824	872.47	48.47	short
	15	2/10/2012	3/22/2012	41.6	623.95	623.95	630.37	6.42	short
	28	2/6/2012	2/29/2012	40.67	1,138.73	1,138.73	1,125.95	(12.78)	short
	6	2/7/2012	3/22/2012	40.92	245.51	245.51	252.15	6.64	short
	15	2/7/2012	2/29/2012	40.92	613.79	613.79	603.19	(10.60)	short
SubTotal	103			N/A	$4,186.70	$4,186.70	$4,240.57	53.87	

THE PERILLO TOURS FOUNDATION
EIN: 22-6665506
Federal Form 990-PF- Part IV
Year Ended December 31, 2012

SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST ($)	TOTAL COST ($)	ADJUSTED COST ($)	PROCEEDS ($)	G/L AMOUNT ($)	HOLDING PERIOD
CMI | Cummins Inc | G/L Amount: ($161.38)									
	21	2/7/2012	3/6/2012	119.6	2,511.55	2,511.55	2,436.89	(74.66)	short
	12	2/8/2012	3/7/2012	119.32	1,431.88	1,431.88	1,408.13	(23.75)	short
	6	2/14/2012	3/7/2012	121.76	730.55	730.55	704.07	(26.48)	short
	5	2/8/2012	3/6/2012	119.32	596.62	596.62	580.21	(16.41)	short
	6	2/13/2012	3/7/2012	120.69	724.15	724.15	704.07	(20.08)	short
SubTotal	50			N/A	$5,994.75	$5,994.75	$5,833.37	(161.38)	
COP | Conocophillips | G/L Amount: $27.71									
	19	12/29/2011	1/4/2012	72.56	1,378.64	1,378.64	1,406.35	27.71	short
CRR | Carbo Ceramics Inc | G/L Amount: ($774.39)									
	3	6/10/2011	2/6/2012	146.31	438.92	438.92	297.11	(141.81)	short
	4	6/13/2011	2/8/2012	140.58	562.32	562.32	370.97	(191.35)	short
	3	8/26/2011	2/14/2012	145.29	435.88	435.88	262.09	(173.79)	short
	2	6/13/2011	2/6/2012	140.58	281.16	281.16	198.08	(83.08)	short
	4	6/13/2011	2/7/2012	140.58	562.32	562.32	377.96	(184.36)	short
SubTotal	16			N/A	$2,280.60	$2,280.60	$1,506.21	(774.39)	
CVS | Cvs Caremark Corp | G/L Amount: $240.80									
	3	5/16/2011	3/7/2012	38.35	115.05	115.05	134.64	19.59	short
	26	5/2/2011	3/7/2012	36.37	945.7	945.7	1,166.91	221.21	short
SubTotal	29			N/A	$1,060.75	$1,060.75	$1,301.55	240.80	
CVX | Chevron Corp | G/L Amount: ($26.43)									
	17	5/22/2012	6/11/2012	99.58	1,692.85	1,692.85	1,704.11	11.26	short
	4	12/22/2011	5/18/2012	105.64	422.55	422.55	401.05	(21.50)	short
	3	12/22/2011	6/11/2012	105.64	316.91	316.91	300.72	(16.19)	short
SubTotal	24			N/A	$2,432.31	$2,432.31	$2,405.88	(26.43)	
DECK | Deckers Outdoor Corp | G/L Amount: ($226.20)									
	11	8/15/2011	1/25/2012	92.95	1,022.41	1,022.41	901.96	(120.45)	short
	6	8/15/2011	2/1/2012	92.95	557.68	557.68	501.2	(56.48)	short
	4	9/23/2011	2/1/2012	95.85	383.41	383.41	334.14	(49.27)	short
SubTotal	21			N/A	$1,963.50	$1,963.50	$1,737.30	(226.20)	

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DISCA | Discovery Communications Inc | G/L Amount: $119.87									
	30	12/23/2011	1/19/2012	40.38	1,211.52	1,211.52	1,331.39	119.87	short
DNR | Denbury Res Inc New | G/L Amount: ($89.26)									
	69	6/12/2012	6/22/2012	14.51	1,001.25	1,001.25	953.31	(47.94)	short
	48	6/12/2012	6/26/2012	14.51	696.53	696.53	655.05	(41.48)	short
	2	6/12/2012	6/29/2012	14.51	29.02	29.02	29.18	0.16	short
SubTotal	119			N/A	$1,726.80	$1,726.80	$1,637.54	(89.26)	
FAST | Fastenal Co | G/L Amount: $192.75									
	31	1/27/2012	3/6/2012	46.66	1,446.58	1,446.58	1,615.07	168.49	short
	4	1/27/2012	3/7/2012	46.66	186.65	186.65	210.91	24.26	short
SubTotal	35			N/A	$1,633.23	$1,633.23	$1,825.98	192.75	
FFIV | F5 Networks Inc | G/L Amount: $153.77									
	9	10/31/2011	3/7/2012	105.94	953.48	953.48	1,107.25	153.77	short
GDI | Gardner Denver Inc | G/L Amount: $120.21									
	6	9/14/2011	1/4/2012	75.05	450.31	450.31	487.67	37.36	short
	5	10/3/2011	1/4/2012	61.48	307.38	307.38	406.38	99.00	short
	2	7/26/2011	1/4/2012	89.36	178.71	178.71	162.56	(16.15)	short
SubTotal	13			N/A	$936.40	$936.40	$1,056.61	120.21	
GOOG | Google Inc | G/L Amount: $40.87									
	4	12/27/2011	1/18/2012	640.57	2,562.29	2,562.29	2,491.83	(70.46)	short
	4	12/27/2011	1/4/2012	640.57	2,562.29	2,562.29	2,673.62	111.33	short
SubTotal	8			N/A	$5,124.58	$5,124.58	$5,165.45	40.87	
GS | Goldman Sachs Group Inc | G/L Amount: ($668.92)									
	74	5/15/2012	6/12/2012	101.15	7,485.18	7,485.18	6,913.86	(571.32)	short
	33	5/21/2012	6/12/2012	96.39	3,180.81	3,180.81	3,083.21	(97.60)	short
SubTotal	107			N/A	$10,665.99	$10,665.99	$9,997.07	(668.92)	
HD | Home Depot Inc | G/L Amount: $3,092.31									
	55	8/26/2011	5/15/2012	34.12	1,876.70	1,876.70	2,690.22	813.52	short
	18	5/18/2011	1/5/2012	37.37	672.63	672.63	764.84	92.21	short
	18	6/15/2011	4/24/2012	34.02	612.33	612.33	919.81	307.48	short

SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST ($)	TOTAL COST ($)	ADJUSTED COST ($)	PROCEEDS ($)	G/L AMOUNT ($)	HOLDING PERIOD
	17	6/29/2011	4/24/2012	36.07	613.21	613.21	868.71	255.50	short
	15	5/24/2011	4/16/2012	36.6	548.93	548.93	767.66	218.73	short
	14	5/18/2011	3/7/2012	37.37	523.15	523.15	652.25	129.10	short
	13	9/16/2011	5/18/2012	34.73	451.44	451.44	608.96	157.52	short
	12	7/26/2011	5/15/2012	36.55	438.61	438.61	586.96	148.35	short
	12	6/22/2011	4/24/2012	35.22	422.64	422.64	613.21	190.57	short
	18	5/24/2011	4/24/2012	36.6	658.72	658.72	919.81	261.09	short
	12	9/15/2011	5/17/2012	34.07	408.8	408.8	578.66	169.86	short
	9	9/15/2011	5/15/2012	34.07	306.6	306.6	440.21	133.61	short
	8	5/24/2011	3/7/2012	36.6	292.76	292.76	372.71	79.95	short
	5	7/26/2011	4/24/2012	36.55	182.75	182.75	255.5	72.75	short
	4	9/15/2011	5/18/2012	34.07	136.26	136.26	187.37	51.11	short
	2	5/16/2011	1/5/2012	37.01	74.02	74.02	84.98	10.96	short
SubTotal	232			N/A	$8,219.55	$8,219.55	$11,311.86	3,092.31	
HES | Hess Corp | G/L Amount: $328.29									
	16	3/13/2012	4/13/2012	62.24	995.88	995.88	901.49	(94.39)	short
	13	9/15/2011	2/27/2012	61.08	794.07	794.07	865.88	71.81	short
	12	9/21/2011	2/29/2012	58.07	696.84	696.84	787.57	90.73	short
	11	12/2/2011	2/29/2012	60.06	660.71	660.71	721.94	61.23	short
	9	9/23/2011	2/29/2012	51.22	460.99	460.99	590.67	129.68	short
	7	9/28/2011	2/29/2012	57.51	402.54	402.54	459.41	56.87	short
	2	9/15/2011	2/29/2012	61.08	122.16	122.16	131.26	9.10	short
	1	12/2/2011	3/7/2012	60.06	60.07	60.07	63.33	3.26	short
SubTotal	71			N/A	$4,193.26	$4,193.26	$4,521.55	328.29	
HOS | Hornbeck Offshore Services | G/L Amount: ($157.42)									
	9	4/9/2012	6/26/2012	41.72	375 5	375.5	299.41	(76.09)	short
	8	4/2/2012	6/22/2012	42.73	341.82	341.82	268.63	(73.19)	short
	1	4/9/2012	6/22/2012	41.72	41.72	41.72	33.58	(8.14)	short
SubTotal	18			N/A	$759.04	$759.04	$601.62	(157.42)	

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HOT | Starwood Hotels & Resorts | G/L Amount: $76.30									
	21	3/6/2012	4/2/2012	53.07	1,114.43	1,114.43	1,175.43	61.00	short
	8	3/6/2012	4/4/2012	53.07	424.54	424.54	439.84	15.30	short
SubTotal	29			N/A	$1,538.97	$1,538.97	$1,615.27	76.30	
HP | Helmerich & Payne Inc | G/L Amount: ($402.44)									
	27	2/7/2012	4/13/2012	60.89	1,644.11	1,644.11	1,445.94	(198.17)	short
	10	3/23/2012	5/2/2012	55.45	554.55	554.55	515.05	(39.50)	short
	7	2/27/2012	4/24/2012	62.02	434.17	434.17	368.88	(65.29)	short
	6	2/16/2012	4/13/2012	58.97	353.83	353.83	321.32	(32.51)	short
	2	2/27/2012	4/13/2012	62.02	124.05	124.05	107.11	(16.94)	short
	4	2/27/2012	5/2/2012	62.02	248.1	248.1	206.02	(42.08)	short
	1	3/23/2012	5/4/2012	55.45	55.45	55.45	47.5	(7.95)	short
SubTotal	57			N/A	$3,414.26	$3,414.26	$3,011.82	(402.44)	
IP | International Paper Co | G/L Amount: $252.82									
	19	8/2/2011	2/29/2012	29.07	552.39	552.39	669.68	117.29	short
	10	8/3/2011	2/29/2012	28.09	280.9	280.9	352.47	71.57	short
	9	8/3/2011	3/1/2012	28.09	252.81	252.81	316.77	63.96	short
SubTotal	38			N/A	$1,086.10	$1,086.10	$1,338.92	252.82	
ISRG | Intuitive Surgical Inc | G/L Amount: $342.97									
	4	12/15/2011	2/24/2012	425.6	1,702.39	1,702.39	2,045.36	342.97	short
JOY | Joy Global Inc | G/L Amount: $330.06									
	21	9/14/2011	2/7/2012	79.53	1,670.08	1,670.08	1,954.52	284.44	short
	11	9/14/2011	1/31/2012	79.53	874.8	874.8	1,019.42	144.62	short
	6	10/28/2011	5/7/2012	90.95	545.73	545.73	395.02	(150.71)	short
	4	9/14/2011	2/8/2012	79.53	318.11	318.11	361.19	43.08	short
	4	9/21/2011	5/7/2012	72.55	290.21	290.21	263.34	(26.87)	short
	2	9/21/2011	2/8/2012	72.55	145.1	145.1	180.6	35.50	short
SubTotal	48			N/A	$3,844.03	$3,844.03	$4,174.09	330.06	

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JPM | Jpmorgan Chase & Co | G/L Amount: ($244.07)									
	20	4/18/2011	3/2/2012	43.84	876.79	876.79	811.82	(64.97)	short
	19	4/18/2011	3/7/2012	43.84	832.95	832.95	748.79	(84.16)	short
	15	4/18/2011	3/14/2012	43.84	657.59	657.59	651.93	(5.66)	short
	13	4/18/2011	3/28/2012	43.84	569.92	569.92	597.62	27.70	short
	11	4/15/2011	1/4/2012	44.98	494.74	494.74	386.46	(108.28)	short
	1	4/18/2011	1/4/2012	43.84	43.84	43.84	35.14	(8.70)	short
SubTotal	79			N/A	$3,475.83	$3,475.83	$3,231.76	(244.07)	
LNC | Lincoln National Corp -Ind- | G/L Amount: ($209.73)									
	56	5/2/2012	6/21/2012	24.48	1,371.11	1,371.11	1,161.38	(209.73)	short
LVS | Las Vegas Sands Corp | G/L Amount: $33.15									
	11	2/6/2012	2/24/2012	51.76	569.32	569.32	585.65	16.33	short
	10	2/6/2012	2/27/2012	51.76	517.56	517.56	534.38	16.82	short
SubTotal	21			N/A	$1,086.88	$1,086.88	$1,120.03	33.15	
MA | Mastercard Inc | G/L Amount: $3,168.40									
	7	8/8/2011	6/12/2012	313.32	2,193.27	2,193.27	2,914.74	721.47	short
	6	8/8/2011	5/31/2012	313.32	1,879.95	1,879.95	2,415.69	535.74	short
	3	8/3/2011	5/31/2012	326.43	979.3	979.3	1,207.85	228.55	short
	3	8/11/2011	6/12/2012	310.74	932.21	932.21	1,249.17	316.96	short
	2	8/12/2011	6/29/2012	325.63	651.26	651.26	855.97	204.71	short
	2	10/11/2011	7/2/2012	322.63	645.26	645.26	875.57	230.31	short
	2	6/10/2011	2/27/2012	269.36	538.72	538.72	828.22	289.50	short
	1	12/6/2011	7/2/2012	374.27	374.27	374.27	437.78	63.51	short
	1	8/12/2011	6/12/2012	325.63	325.63	325.63	416.39	90.76	short
	1	6/27/2011	4/9/2012	273.88	273.88	273.88	433.59	159.71	short
	1	6/27/2011	4/30/2012	273.88	273.87	273.87	456.59	182.72	short
	1	6/10/2011	3/7/2012	269.36	269.36	269.36	413.82	144.46	short
SubTotal	30			N/A	$9,336.98	$9,336.98	$12,505.38	3,168.40	

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MCY | Mercury General Corp-New | G/L Amount: $16.84									
	2	9/22/2011	1/4/2012	36.51	73.01	73.01	89.85	16.84	short
NOC | Northrop Grumman Corp | G/L Amount: $215.02									
	32	7/20/2011	3/23/2012	65.06	2,081.81	2,081.81	1,941.06	(140.75)	short
	11	10/3/2011	4/9/2012	51.58	567.36	567.36	661.02	93.66	short
	9	9/9/2011	4/2/2012	51.87	466.81	466.81	557.24	90.43	short
	8	8/3/2011	3/23/2012	56.43	451.43	451.43	485.26	33.83	short
	8	9/16/2011	4/2/2012	54.79	438.34	438.34	495.31	56.97	short
	7	12/23/2011	4/9/2012	58.15	407.07	407.07	420.65	13.58	short
	7	9/27/2011	4/9/2012	53.28	372.95	372.95	420.65	47.70	short
	3	8/3/2011	4/2/2012	56.43	169.29	169.29	185.75	16.46	short
	2	12/23/2011	4/10/2012	58.15	116.31	116.31	119.45	3.14	short
SubTotal	87			N/A	$5,071.37	$5,071.37	$5,286.39	215.02	
NOV | National Oilwell Varco Inc | G/L Amount: ($359.76)									
	14	3/23/2012	5/10/2012	79.97	1,119.52	1,119.52	960.53	(158.99)	short
	12	3/23/2012	5/9/2012	79.97	959.59	959.59	810.89	(148.70)	short
	5	3/29/2012	5/10/2012	79.02	395.11	395.11	343.04	(52.07)	short
SubTotal	31			N/A	$2,474.22	$2,474.22	$2,114.46	(359.76)	
NTRS | Northern Trust Corp | G/L Amount: $141.87									
	17	11/23/2011	3/7/2012	35.23	598.97	598.97	740.84	141.87	short
ORLY | O Reilly Automotive Inc | G/L Amount: $66.39									
	10	2/1/2012	2/28/2012	81.76	817.58	817.58	868.74	51.16	short
	4	2/3/2012	2/28/2012	83.06	332.26	332.26	347.49	15.23	short
SubTotal	14			N/A	$1,149.84	$1,149.84	$1,216.23	66.39	
PCLN | Priceline.Com Inc (New) | G/L Amount: $412.54									
	3	3/6/2012	3/7/2012	632.21	1,896.63	1,896.63	1,912.46	15.83	short
	2	3/13/2012	4/10/2012	652.45	1,304.90	1,304.90	1,542.84	237.94	short
	1	3/9/2012	4/10/2012	652.07	652.07	652.07	771.42	119.35	short
	1	6/28/2012	7/3/2012	646.14	646.14	646.14	685.56	39.42	short
SubTotal	7			N/A	$4,499.74	$4,499.74	$4,912.28	412.54	

SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST ($)	TOTAL COST ($)	ADJUSTED COST ($)	PROCEEDS ($)	G/L AMOUNT ($)	HOLDING PERIOD
PNC | Pnc Financial Services Group | G/L Amount: ($109.20)									
	45	5/9/2011	4/11/2012	62.23	2,800.43	2,800.43	2,811.80	11.37	short
	24	4/29/2011	1/18/2012	62.15	1,491.70	1,491.70	1,419.22	(72.48)	short
	22	1/27/2012	4/11/2012	58.99	1,297.67	1,297.67	1,374.66	76.99	short
	14	4/29/2011	1/12/2012	62.15	870.16	870.16	858.47	(11.69)	short
	14	4/29/2011	1/4/2012	62.15	870.16	870.16	831.9	(38.26)	short
	14	4/29/2011	1/4/2012	62.15	870.16	870.16	819.82	(50.34)	short
	8	5/9/2011	1/18/2012	62.23	497.86	497.86	473.07	(24.79)	short
SubTotal	141			N/A	$8,698.14	$8,698.14	$8,588.94	(109.20)	
PNM | Pnm Resources Inc | G/L Amount: ($14.69)									
	25	11/28/2011	2/14/2012	18.2	454.97	454.97	452.51	(2.46)	short
	18	11/30/2011	2/22/2012	18.78	337.97	337.97	328.8	(9.17)	short
	16	11/28/2011	2/16/2012	18.2	291.18	291.18	291.03	(0.15)	short
	4	11/30/2011	2/16/2012	18.78	75.11	75.11	72.76	(2.35)	short
	1	11/30/2011	2/24/2012	18.78	18.78	18.78	18.22	(0.56)	short
SubTotal	64			N/A	$1,178.01	$1,178.01	$1,163.32	(14.69)	
PPG | Ppg Industries Inc | G/L Amount: $1,497.81									
	18	6/14/2011	5/2/2012	85.47	1,538.47	1,538.47	1,921.80	383.33	short
	11	12/20/2011	5/2/2012	80.75	888.29	888.29	1,174.44	286.15	short
	8	9/9/2011	5/2/2012	73.14	585.16	585.16	854.13	268.97	short
	7	9/28/2011	5/2/2012	73.69	515.84	515.84	747.37	231.53	short
	6	8/15/2011	5/2/2012	75.96	455.78	455.78	640.6	184.82	short
	5	9/16/2011	5/2/2012	78.16	390.82	390.82	533.83	143.01	short
SubTotal	55			N/A	$4,374.36	$4,374.36	$5,872.17	1,497.81	
PRA | Proassurance Corp | G/L Amount: $77.66									
	5	11/21/2011	1/4/2012	75.52	377.61	377.61	393.79	16.18	short
	4	11/23/2011	1/4/2012	74.13	296.52	296.52	315.04	18.52	short
	4	8/18/2011	1/4/2012	68.02	272.07	272.07	315.03	42.96	short
SubTotal	13			N/A	$946.20	$946.20	$1,023.86	77.66	

SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST ($)	TOTAL COST ($)	ADJUSTED COST ($)	PROCEEDS ($)	G/L AMOUNT ($)	HOLDING PERIOD
PSX | Phillips 66 | G/L Amount: ($117.23)									
	15	4/11/2012	5/10/2012	33.88	508.16	508.16	488.3	(19.86)	short
	14	4/10/2012	5/9/2012	33.82	473.44	473.44	445.38	(28.06)	short
	10	4/11/2012	5/11/2012	33.88	338.77	338.77	317.31	(21.46)	short
	7.5	4/3/2012	5/9/2012	35.01	262.56	262.56	238.6	(23.96)	short
	4.5	4/4/2012	5/9/2012	34.8	156.62	156.62	143.16	(13.46)	short
	3	4/11/2012	5/14/2012	33.88	101.63	101.63	93.72	(7.91)	short
	2	4/10/2012	5/10/2012	33.82	67.63	67.63	65.11	(2.52)	short
SubTotal	56			N/A	$1,908.81	$1,908.81	$1,791.58	(117.23)	
PXP | Plains Exploration& Production | G/L Amount: $349.71									
	27	12/15/2011	1/4/2012	31.62	853.67	853.67	1,055.27	201.60	short
	23	12/16/2011	1/4/2012	32.64	750.83	750.83	898.94	148.11	short
SubTotal	50			N/A	$1,604.50	$1,604.50	$1,954.21	349.71	
SBUX | Starbucks Corp | G/L Amount: $99.33									
	36	5/18/2012	6/8/2012	52.03	1,873.04	1,873.04	1,927.91	54.87	short
	18	5/21/2012	6/8/2012	52.31	941.66	941.66	963.95	22.29	short
	13	5/21/2012	6/11/2012	52.31	680.08	680.08	702.25	22.17	short
SubTotal	67			N/A	$3,494.78	$3,494.78	$3,594.11	99.33	
SHW | Sherwin Williams Co | G/L Amount: $1,351.99									
	14	9/16/2011	5/22/2012	75.33	1,054.60	1,054.60	1,674.18	619.58	short
	6	12/20/2011	5/31/2012	86.34	518.04	518.04	768.97	250.93	short
	6	10/3/2011	5/31/2012	74.33	445.99	445.99	768.97	322.98	short
	3	9/16/2011	5/31/2012	75.33	225.98	225.98	384.48	158.50	short
SubTotal	29			N/A	$2,244.61	$2,244.61	$3,596.60	1,351.99	
STT | State Street Corp | G/L Amount: $201.85									
	19	6/14/2011	3/7/2012	44.06	837.08	837.08	779.17	(57.91)	short
	19	12/20/2011	3/7/2012	40.15	762.76	762.76	779.18	16.42	short
	15	6/14/2011	2/10/2012	44.06	660.85	660.85	610.68	(50.17)	short
	12	9/14/2011	3/7/2012	32.96	395.56	395.56	492.11	96.55	short
	11	9/28/2011	3/7/2012	32.84	361.28	361.28	451.1	89.82	short

SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST ($)	TOTAL COST ($)	ADJUSTED COST ($)	PROCEEDS ($)	G/L AMOUNT ($)	HOLDING PERIOD
	11	9/23/2011	3/7/2012	31.27	343.96	343.96	451.1	107.14	short
SubTotal	87			N/A	$3,361.49	$3,361.49	$3,563.34	201.85	
T | At&T Inc | G/L Amount: $1,787.96									
	95	10/13/2011	5/21/2012	28.93	2,748.13	2,748.13	3,200.10	451.97	short
	56	9/2/2011	5/21/2012	28.17	1,577.45	1,577.45	1,886.38	308.93	short
	38	10/12/2011	5/21/2012	29.1	1,105.89	1,105.89	1,280.04	174.15	short
	29	10/24/2011	5/22/2012	28.84	836.27	836.27	974.66	138.39	short
	29	9/9/2011	5/21/2012	27.62	800.84	800.84	976.87	176.03	short
	24	8/26/2011	3/7/2012	28.91	693.84	693.84	738.25	44.41	short
	21	8/26/2011	1/4/2012	28.91	607.11	607.11	642.87	35.76	short
	19	10/18/2011	5/21/2012	29.1	552.81	552.81	640.02	87.21	short
	14	9/2/2011	5/14/2012	28.17	394.36	394.36	468.22	73.86	short
	14	9/8/2011	5/21/2012	28	391.98	391.98	471.59	79.61	short
	13	10/11/2011	5/21/2012	28.93	376.1	376.1	437.91	61.81	short
	13	8/26/2011	5/14/2012	28.91	375.83	375.83	434.78	58.95	short
	13	9/6/2011	5/21/2012	27.73	360.43	360.43	437.91	77.48	short
	4	10/24/2011	5/21/2012	28.84	115.35	115.35	134.75	19.40	short
SubTotal	382			N/A	$10,936.39	$10,936.39	$12,724.35	1,787.96	
TGT | Target Corp | G/L Amount: $30.82									
	5	4/13/2011	3/7/2012	50.14	250.69	250.69	281.51	30.82	short
TSN | Tyson Foods Inc-Cl A | G/L Amount: $40.61									
	31	5/10/2011	2/6/2012	17.84	552.95	552.95	593.56	40.61	short
TWC | Time Warner Cable Inc | G/L Amount: $21.24									
	16	5/24/2011	3/7/2012	76.78	1,228.47	1,228.47	1,245.67	17.20	short
	4	5/16/2011	3/7/2012	76.84	307.38	307.38	311.42	4.04	short
SubTotal	20			N/A	$1,535.85	$1,535.85	$1,557.09	21.24	
V | Visa Inc Com Cl A | G/L Amount: $654.44									
	21	11/3/2011	2/7/2012	92.51	1,942.76	1,942.76	2,244.86	302.10	short
	10	11/3/2011	2/6/2012	92.51	925.12	925.12	1,074.67	149.55	short
	6	12/2/2011	2/8/2012	98.16	588.97	588.97	645.98	57.01	short

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	5	11/8/2011	2/8/2012	93.84	469.18	469.18	538.32	69.14	short
	3	12/23/2011	2/8/2012	100.55	301.64	301.64	322.99	21.35	short
	2	12/27/2011	3/7/2012	102.94	205.88	205.88	231.13	25.25	short
	2	12/23/2011	3/7/2012	100.55	201.1	201.1	231.14	30.04	short
SubTotal	49			N/A	$4,634.65	$4,634.65	$5,289.09	654.44	
VLO | Valero Energy Corp-New | G/L Amount: $10.15									
	32	4/11/2011	3/19/2012	27.88	892.18	892.18	894.4	2.22	short
	4	5/24/2011	3/19/2012	25.97	103.87	103.87	111.8	7.93	short
SubTotal	36			N/A	$996.05	$996.05	$1,006.20	10.15	
VR | Validus Holdings Ltd | G/L Amount: $5.14									
	17	12/23/2011	2/3/2012	31.4	533.87	533.87	537.95	4.08	short
	16	12/27/2011	2/3/2012	31.58	505.25	505.25	506.31	1.06	short
SubTotal	33			N/A	$1,039.12	$1,039.12	$1,044.26	5.14	
VZ | Verizon Communications | G/L Amount: $653.53									
	25	7/22/2011	5/31/2012	37	924.95	924.95	1,035.16	110.21	short
	25	8/3/2011	6/5/2012	35.55	888.8	888.8	1,032.30	143.50	short
	14	6/15/2011	5/24/2012	35.38	495.3	495.3	577.51	82.21	short
	12	8/15/2011	6/5/2012	34.56	414.71	414.71	495.5	80.79	short
	11	7/20/2011	5/31/2012	37.01	407.09	407.09	455.47	48.38	short
	11	6/22/2011	5/24/2012	35.99	395.85	395.85	453.76	57.91	short
	8	6/27/2011	5/24/2012	36.12	288.95	288.95	330	41.05	short
	8	6/13/2011	5/24/2012	35.42	283.4	283.4	330.01	46.61	short
	7	6/27/2011	5/31/2012	36.12	252.83	252.83	289.84	37.01	short
	1	8/3/2011	5/31/2012	35.55	35.55	35.55	41.41	5.86	short
SubTotal	122			N/A	$4,387.43	$4,387.43	$5,040.96	653.53	

SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST ($)	TOTAL COST ($)	ADJUSTED COST ($)	PROCEEDS ($)	G/L AMOUNT ($)	HOLDING PERIOD
WFC | Wells Fargo & Co New | G/L Amount: $164.76									
	23	5/16/2011	3/9/2012	28.11	646.48	646.48	722.87	76.39	short
	17	5/16/2011	3/15/2012	28.11	477.84	477.84	566.21	88.37	short
SubTotal	40			N/A	$1,124.32	$1,124.32	$1,289.08	164.76	
WMT | Wal-Mart Stores Inc | G/L Amount: $144.18									
	20	3/31/2011	3/7/2012	52.19	1,043.79	1,043.79	1,187.97	144.18	short
ZMH | Zimmer Holdings Inc | G/L Amount: $615.32									
	29	11/4/2011	1/27/2012	51.69	1,499.11	1,499.11	1,751.93	252.82	short
	19	12/9/2011	1/27/2012	49.16	934.05	934.05	1,147.81	213.76	short
	7	12/20/2011	2/7/2012	50.69	354.82	354.82	435.24	80.42	short
	5	12/20/2011	2/8/2012	50.69	253.45	253.45	312.05	58.60	short
	1	12/20/2011	1/27/2012	50.69	50.69	50.69	60.41	9.72	short
SubTotal	61			N/A	$3,092.12	$3,092.12	$3,707.44	615.32	
Short Term Total					**$178,010.48**	**$178,010.48**	**$191,699.34**	**13,688.86**	

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ARW | Arrow Electronics Inc | G/L Amount: $363.27									
	4	2/23/2010	5/8/2012	28.05	112.19	112.19	147.11	34.92	long
	7	3/8/2010	5/8/2012	28.73	201.12	201.12	257.43	56.31	long
	11	4/14/2010	5/9/2012	31.4	345.45	345.45	411.18	65.73	long
	11	3/30/2010	5/9/2012	29.91	329.02	329.02	411.18	82.16	long
	1	2/10/2010	5/3/2012	27.04	27.04	27.04	39.12	12.08	long
	7	2/23/2010	5/3/2012	28.05	196.34	196.34	273.81	77.47	long
	4	3/8/2010	5/9/2012	28.73	114.92	114.92	149.52	34.60	long
SubTotal	45			N/A	$1,326.08	$1,326.08	$1,689.35	363.27	
AVT | Avnet Inc | G/L Amount: $677.45									
	31	7/13/2010	4/13/2012	25.56	792.28	792.28	1,093.46	301.18	long
	13	2/16/2010	4/13/2012	27.63	359.24	359.24	458.55	99.31	long
	11	3/8/2010	4/13/2012	28.1	309.13	309.13	388	78.87	long
	10	7/14/2010	4/13/2012	25.94	259.37	259.37	352.73	93.36	long
	11	6/25/2010	4/13/2012	25.75	283.27	283.27	388	104.73	long
SubTotal	76			N/A	$2,003.29	$2,003.29	$2,680.74	677.45	
BGC | General Cable Corp | G/L Amount: $174.10									
	18	8/12/2010	5/2/2012	23.43	421.7	421.7	595.8	174.10	long
COF | Capital One Finl Corp | G/L Amount: $108.37									
	3	11/18/2010	1/4/2012	38.56	115.67	115.67	133.74	18.07	long
	12	11/22/2010	1/4/2012	37.05	444.64	444.64	534.94	90.30	long
SubTotal	15			N/A	$560.31	$560.31	$668.68	108.37	
CVX | Chevron Corp | G/L Amount: $199.29									
	21	2/1/2011	5/18/2012	95.53	2,006.17	2,006.17	2,105.57	99.40	long
	7	1/19/2011	2/13/2012	92.93	650.49	650.49	743.04	92.55	long
	1	1/19/2011	5/18/2012	92.93	92.93	92.93	100.27	7.34	long
SubTotal	29			N/A	$2,749.59	$2,749.59	$2,948.88	199.29	
HRS | Harris Corp-Delaware- | G/L Amount: ($22.94)									
	10	7/13/2010	3/7/2012	43.92	439.16	439.16	428.59	(10.57)	long
	7	7/14/2010	3/7/2012	44.63	312.38	312.38	300.01	(12.37)	long
SubTotal	17			N/A	$751.54	$751.54	$728.60	(22.94)	

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HUM | Humana Inc | G/L Amount: $497.06									
	5	1/6/2011	3/29/2012	56.26	281.33	281.33	441.44	160.11	long
	5	12/17/2010	1/9/2012	54.84	274.17	274.17	464.54	190.37	long
	4	1/6/2011	1/9/2012	56.26	225.06	225.06	371.64	146.58	long
SubTotal	14			N/A	$780.56	$780.56	$1,277.62	497.06	
JPM | Jpmorgan Chase & Co | G/L Amount: ($237.88)									
	14	7/28/2010	1/4/2012	40.47	566.55	566.55	491.86	(74.69)	long
	10	4/21/2011	6/28/2012	44.61	446.08	446.08	354.54	(91.54)	long
	8	4/19/2011	6/28/2012	44.41	355.28	355.28	283.63	(71.65)	long
SubTotal	32			N/A	$1,367.91	$1,367.91	$1,130.03	(237.88)	
SNX | Synnex Corp | G/L Amount: $198.29									
	10	10/2/2009	3/7/2012	29.33	293.25	293.25	399.39	106.14	long
	7	10/7/2009	3/7/2012	29.95	209.66	209.66	279.57	69.91	long
	3	10/7/2009	4/13/2012	29.95	89.85	89.85	112.09	22.24	long
SubTotal	20			N/A	$592.76	$592.76	$791.05	198.29	
TGT | Target Corp | G/L Amount: $65.82									
	7	1/18/2011	3/1/2012	55.25	386.75	386.75	395.14	8.39	long
	7	2/14/2011	3/1/2012	53.84	376.9	376.9	395.14	18.24	long
	7	2/24/2011	3/7/2012	51.75	362.28	362.28	394.1	31.82	long
	3	2/14/2011	3/7/2012	53.84	161.53	161.53	168.9	7.37	long
SubTotal	24			N/A	$1,287.46	$1,287.46	$1,353.28	65.82	
TWC | Time Warner Cable Inc | G/L Amount: $34.72									
	9	5/24/2011	6/29/2012	76.78	691.02	691.02	725.74	34.72	long
UNH | Unitedhealth Group Inc | G/L Amount: $831.59									
	20	7/22/2009	4/3/2012	26.03	520.69	520.69	1,177.59	656.90	long
	6	7/22/2009	3/29/2012	26.03	156.21	156.21	330.9	174.69	long
SubTotal	26			N/A	$676.90	$676.90	$1,508.49	831.59	
VLO | Valero Energy Corp-New | G/L Amount: $1,623.57									
	116	8/20/2010	3/16/2012	16.43	1,906.37	1,906.37	3,287.54	1,381.17	long
	42	3/3/2011	3/16/2012	28.76	1,207.75	1,207.75	1,190.32	(17.43)	long
	28	2/2/2011	3/16/2012	26.61	745.11	745.11	793.54	48.43	long
	21	9/30/2010	3/16/2012	17.51	367.64	367.64	595.16	227.52	long

SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST ($)	TOTAL COST ($)	ADJUSTED COST ($)	PROCEEDS ($)	G/L AMOUNT ($)	HOLDING PERIOD
	20	3/3/2011	3/19/2012	28.76	575.12	575.12	559	(16.12)	long
SubTotal	227			N/A	$4,801.99	$4,801.99	$6,425.56	1,623.57	
WMT | Wal-Mart Stores Inc | G/L Amount: $247.17									
	10	4/11/2011	5/25/2012	52.8	528.02	528.02	651.21	123.19	long
	10	4/8/2011	5/17/2012	52.56	525.56	525.56	617.8	92.24	long
	2	3/31/2011	5/17/2012	52.19	104.38	104.38	123.56	19.18	long
	1	4/8/2011	5/25/2012	52.56	52.56	52.56	65.12	12.56	long
SubTotal	23			N/A	$1,210.52	$1,210.52	$1,457.69	247.17	
Long Term Total					**$19,221.63**	**$19,221.63**	**$23,981.51**	**4,759.88**	

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Allstate Corp | G/L Amount: $762.66									
	82	5/9/2012	9/12/2012	34.39	2,820.24	2,820.24	3,172.29	352.05	short
	5	5/9/2012	9/20/2012	34.39	171.97	171.97	196.43	24.46	short
	25	5/10/2012	9/20/2012	34.64	866.08	866.08	982.15	116.07	short
	19	6/22/2012	9/20/2012	34.13	648.45	648.45	746.43	97.98	short
	30	7/17/2012	9/20/2012	33.55	1,006.48	1,006.48	1,178.58	172.10	short
SubTotal	161			$34.24	$5,513.22	$5,513.22	$6,275.88	$762.66	
Amer Intl Gp Inc New | G/L Amount: $586.95									
	9	4/13/2012	9/4/2012	32.63	293.71	293.71	312.65	18.94	short
	17	4/13/2012	10/17/2012	32.63	554.78	554.78	624.02	69.24	short
	20	4/13/2012	12/12/2012	32.63	652.68	652.68	706.9	54.22	short
	122	4/13/2012	12/24/2012	32.63	3,981.38	3,981.38	4,276.00	294.62	short
	94	9/12/2012	12/24/2012	34	3,195.72	3,195.72	3,294.62	98.90	short
	46	9/20/2012	12/24/2012	33.94	1,561.24	1,561.24	1,612.27	51.03	short
SubTotal	308			$33.25	$10,239.51	$10,239.51	$10,826.46	$586.95	
Ameriprise Fincl Inc | G/L Amount: $335.45									
	33	6/12/2012	9/11/2012	47.81	1,577.63	1,577.63	1,854.83	277.20	short
	5	6/12/2012	9/14/2012	47.81	239.03	239.03	297.28	58.25	short
SubTotal	38			$47.81	$1,816.66	$1,816.66	$2,152.11	$335.45	
Arch Capital Group Ltd | G/L Amount: $109.28									
	15	8/27/2012	10/26/2012	40.49	607.31	607.31	663	55.69	short
	8	8/29/2012	10/26/2012	40.24	321.91	321.91	353.6	31.69	short
	5	8/29/2012	12/3/2012	40.24	201.2	201.2	223.1	21.90	short
SubTotal	28			$40.37	$1,130.42	$1,130.42	$1,239.70	$109.28	
Assurant Inc | G/L Amount: ($21.67)									
	6	5/8/2012	7/17/2012	37.81	226.85	226.85	205.18	(21.67)	short
Ca Incorporated | G/L Amount: $152.89									
	51	8/2/2012	9/11/2012	24.03	1,225.69	1,225.69	1,378.58	152.89	short

SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST ($)	TOTAL COST ($)	ADJUSTED COST ($)	PROCEEDS ($)	G/L AMOUNT ($)	HOLDING PERIOD
Cabot Corp | G/L Amount: ($140.16)									
	8	5/15/2012	8/27/2012	40.71	325.64	325.64	283	(42.64)	short
	1	5/21/2012	8/27/2012	38	38	38	35.37	(2.63)	short
	9	5/21/2012	8/29/2012	38	342.03	342.03	314.52	(27.51)	short
	8	5/22/2012	9/6/2012	39	311.98	311.98	290.31	(21.67)	short
	1	6/27/2012	9/6/2012	38.35	38.35	38.35	36.29	(2.06)	short
	9	6/27/2012	11/9/2012	38.35	345.17	345.17	318.27	(26.90)	short
	2	6/27/2012	11/13/2012	38.35	76.71	76.71	69.93	(6.78)	short
	7	10/1/2012	11/13/2012	36.32	254.21	254.21	244.75	(9.46)	short
	3	10/1/2012	11/14/2012	36.32	108.95	108.95	108.44	(0.51)	short
SubTotal	48			$38.36	$1,841.04	$1,841.04	$1,700.88	($140.16)	
Capital One Financial Corp | G/L Amount: $902.47									
	14	5/24/2012	7/27/2012	51.15	716.05	716.05	789.21	73.16	short
	20	5/24/2012	8/2/2012	51.15	1,022.94	1,022.94	1,089.75	66.81	short
	14	5/25/2012	8/2/2012	51.6	722.42	722.42	762.83	40.41	short
	37	5/31/2012	8/2/2012	50.91	1,883.64	1,883.64	2,016.04	132.40	short
	59	5/31/2012	8/3/2012	50.91	3,003.65	3,003.65	3,339.53	335.88	short
	46	5/31/2012	8/8/2012	50.91	2,341.83	2,341.83	2,595.64	253.81	short
SubTotal	190			$51.00	$9,690.53	$9,690.53	$10,593.00	$902.47	
Carnival Cp New Paired Com | G/L Amount: $934.71									
	7	7/17/2012	8/31/2012	32.48	227.39	227.39	243.65	16.26	short
	79	7/17/2012	10/26/2012	32.48	2,566.30	2,566.30	3,027.31	461.01	short
	32	7/18/2012	10/26/2012	32.53	1,041.08	1,041.08	1,226.25	185.17	short
	17	7/18/2012	11/1/2012	32.53	553.08	553.08	650.91	97.83	short
	28	7/23/2012	11/1/2012	32.06	897.66	897.66	1,072.10	174.44	short
SubTotal	163			$32.43	$5,285.51	$5,285.51	$6,220.22	$934.71	

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Carter's | G/L Amount: $77.11									
	9	6/12/2012	9/21/2012	52.22	469.95	469.95	500.28	30.33	short
	11	6/15/2012	9/21/2012	52.16	573.74	573.74	611.46	37.72	short
	10	7/10/2012	9/21/2012	54.68	546.81	546.81	555.87	9.06	short
SubTotal	30			$53.02	$1,590.50	$1,590.50	$1,667.61	$77.11	
Caterpillar Inc | G/L Amount: ($1,971.86)									
	8	1/18/2012	7/16/2012	104.18	833.47	833.47	648.76	(184.71)	short
	5	1/19/2012	7/16/2012	104.57	522.85	522.85	405.48	(117.37)	short
	8	1/19/2012	7/17/2012	104.57	836.55	836.55	646.26	(190.29)	short
	8	1/25/2012	7/17/2012	106.85	854.82	854.82	646.26	(208.56)	short
	9	1/31/2012	7/17/2012	111.77	1,005.90	1,005.90	727.05	(278.85)	short
	17	2/7/2012	7/17/2012	113.52	1,929.92	1,929.92	1,373.31	(556.61)	short
	1	2/7/2012	7/18/2012	113.52	113.52	113.52	81.26	(32.26)	short
	5	2/8/2012	7/18/2012	113.88	569.38	569.38	406.28	(163.10)	short
	4	5/3/2012	7/18/2012	102.86	411.43	411.43	325.03	(86.40)	short
	6	5/10/2012	7/18/2012	97.03	582.18	582.18	487.53	(94.65)	short
	4	5/10/2012	7/19/2012	97.03	388.12	388.12	329.06	(59.06)	short
SubTotal	75			$107.31	$8,048.14	$8,048.14	$6,076.28	($1,971.86)	
Cerner Corp | G/L Amount: $63.90									
	14	5/21/2012	7/11/2012	77.29	1,082.05	1,082.05	1,139.50	57.45	short
	3	5/21/2012	9/6/2012	77.29	231.87	231.87	223.38	(8.49)	short
	5	6/8/2012	9/6/2012	78.5	392.49	392.49	372.3	(20.19)	short
	20	8/2/2012	9/6/2012	72.7	1,454.06	1,454.06	1,489.19	35.13	short
SubTotal	42			$75.25	$3,160.47	$3,160.47	$3,224.37	$63.90	
Chesapeake Energy Corp | G/L Amount: ($2.14)									
	41	11/13/2012	11/26/2012	17.64	723.13	723.13	703.76	(19.37)	short
	26	11/15/2012	11/26/2012	16.5	429.05	429.05	446.28	17.23	short
SubTotal	67			$17.20	$1,152.18	$1,152.18	$1,150.04	($2.14)	

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Citigroup Inc New | G/L Amount: ($46.80)									
	9	11/13/2012	12/3/2012	36.73	330.55	330.55	309.73	(20.82)	short
	11	11/13/2012	12/4/2012	36.73	404.01	404.01	378.03	(25.98)	short
SubTotal	20			$36.73	$734.56	$734.56	$687.76	($46.80)	
Conocophillips | G/L Amount: ($118.81)									
	15	4/3/2012	8/6/2012	58.9	883.47	883.47	842.4	(41.07)	short
	9	4/4/2012	8/6/2012	58.56	527	527	505.44	(21.56)	short
	32	4/10/2012	8/6/2012	56.9	1,820.64	1,820.64	1,797.11	(23.53)	short
	39	4/11/2012	8/6/2012	57	2,222.87	2,222.87	2,190.22	(32.65)	short
SubTotal	95			$57.41	$5,453.98	$5,453.98	$5,335.17	($118.81)	
Crown Castle Intl | G/L Amount: $247.28									
	33	8/3/2012	11/9/2012	62.75	2,070.79	2,070.79	2,199.02	128.23	short
	7	8/6/2012	11/9/2012	62.72	439.03	439.03	466.46	27.43	short
	6	8/14/2012	11/9/2012	62.61	375.65	375.65	399.82	24.17	short
	8	9/5/2012	11/9/2012	63.57	508.56	508.56	533.1	24.54	short
	13	9/6/2012	11/9/2012	64.98	844.74	844.74	866.28	21.54	short
	2	9/6/2012	11/12/2012	64.98	129.96	129.96	132.88	2.92	short
	9	9/27/2012	11/12/2012	64.39	579.5	579.5	597.95	18.45	short
SubTotal	78			$63.44	$4,948.23	$4,948.23	$5,195.51	$247.28	
D R Horton Inc | G/L Amount: $259.12									
	27	8/6/2012	9/4/2012	17.37	468.88	468.88	514.06	45.18	short
	48	8/6/2012	9/6/2012	17.37	833.56	833.56	944.49	110.93	short
	46	8/8/2012	9/6/2012	17.59	809.08	809.08	905.13	96.05	short
	3	8/8/2012	9/11/2012	17.59	52.77	52.77	59.73	6.96	short
SubTotal	124			$17.45	$2,164.29	$2,164.29	$2,423.41	$259.12	
Dollar Tree Inc | G/L Amount: ($144.13)									
	42	2/24/2012	10/17/2012	43.82	1,840.58	1,840.58	1,696.45	(144.13)	short

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Estee Lauder Co Inc Cl A | G/L Amount: $603.95									
	26	7/2/2012	8/17/2012	54.47	1,416.21	1,416.21	1,589.38	173.17	short
	11	7/2/2012	10/17/2012	54.47	599.16	599.16	710.01	110.85	short
	13	7/11/2012	10/17/2012	50.93	662.11	662.11	839.1	176.99	short
	12	7/24/2012	10/17/2012	52.64	631.62	631.62	774.56	142.94	short
SubTotal	62			$53.37	$3,309.10	$3,309.10	$3,913.05	$603.95	
Fedex Corp | G/L Amount: $1,611.40									
	8	8/2/2011	7/23/2012	84.76	678.06	678.06	712.13	34.07	short
	11	8/17/2011	7/23/2012	80.7	887.74	887.74	979.18	91.44	short
	7	8/19/2011	7/23/2012	73.87	517.08	517.08	623.12	106.04	short
	25	8/26/2011	7/23/2012	75.05	1,876.27	1,876.27	2,225.42	349.15	short
	7	9/15/2011	7/23/2012	77.12	539.85	539.85	623.12	83.27	short
	4	9/19/2011	7/23/2012	74.9	299.6	299.6	356.07	56.47	short
	3	9/19/2011	7/24/2012	74.9	224.7	224.7	261.63	36.93	short
	19	9/23/2011	7/24/2012	67.51	1,282.78	1,282.78	1,656.97	374.19	short
	6	10/3/2011	7/24/2012	66.21	397.29	397.29	523.25	125.96	short
	4	10/3/2011	7/26/2012	66.21	264.86	264.86	353.74	88.88	short
	2	10/3/2011	7/30/2012	66.21	132.43	132.43	181.35	48.92	short
	10	9/21/2012	10/11/2012	85.1	850.96	850.96	908.63	57.67	short
	1	9/24/2012	10/11/2012	84.96	84.96	84.96	90.86	5.90	short
	20	9/24/2012	10/15/2012	84.96	1,699.12	1,699.12	1,814.82	115.70	short
	5	9/24/2012	10/17/2012	84.96	424.78	424.78	461.59	36.81	short
SubTotal	132			$76.97	$10,160.48	$10,160.48	$11,771.88	$1,611.40	
F5 Networks Inc | G/L Amount: ($123.58)									
	8	10/31/2011	7/24/2012	105.94	847.53	847.53	723.95	(123.58)	short

SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST ($)	TOTAL COST ($)	ADJUSTED COST ($)	PROCEEDS ($)	G/L AMOUNT ($)	HOLDING PERIOD
Goldman Sachs Grp Inc | G/L Amount: $84.65									
	6	11/12/2012	12/13/2012	116.79	700.72	700.72	706.73	6.01	short
	1	11/13/2012	12/13/2012	116.09	116.09	116.09	117.79	1.70	short
	6	11/13/2012	12/19/2012	116.09	696.55	696.55	773.49	76.94	short
SubTotal	13			$116.41	$1,513.36	$1,513.36	$1,598.01	$84.65	
Hartford Fin Sers Grp Inc | G/L Amount: ($182.12)									
	50	5/9/2012	7/17/2012	19.81	990.74	990.74	808.62	(182.12)	short
Hornbeck Offshore Svcs Inc | G/L Amount: $38.68									
	3	4/9/2012	7/16/2012	41.72	125.17	125.17	118.02	(7.15)	short
	11	5/21/2012	7/16/2012	35.17	386.9	386.9	432.73	45.83	short
SubTotal	14			$36.58	$512.07	$512.07	$550.75	$38.68	
Intuitive Surgical Inc | G/L Amount: ($44.76)									
	3	10/25/2012	11/13/2012	545.89	1,637.66	1,637.66	1,592.90	(44.76)	short
Johnson Controls Incorporated | G/L Amount: $268.75									
	41	7/23/2012	12/21/2012	24.64	1,010.27	1,010.27	1,223.55	213.28	short
	3	11/26/2012	12/21/2012	27.21	81.62	81.62	89.53	7.91	short
	16	11/26/2012	12/24/2012	27.21	435.3	435.3	482.86	47.56	short
SubTotal	60			$25.45	$1,527.19	$1,527.19	$1,795.94	$268.75	
Lincoln Ntl Corp Ind | G/L Amount: ($366.95)									
	51	5/2/2012	7/16/2012	24.48	1,248.69	1,248.69	1,042.18	(206.51)	short
	4	5/2/2012	7/18/2012	24.48	97.94	97.94	83.71	(14.23)	short
	14	5/11/2012	7/18/2012	23.41	327.7	327.7	292.98	(34.72)	short
	22	5/14/2012	7/18/2012	23.25	511.48	511.48	460.4	(51.08)	short
	15	5/14/2012	7/23/2012	23.25	348.73	348.73	288.32	(60.41)	short
SubTotal	106			$23.91	$2,534.54	$2,534.54	$2,167.59	($366.95)	
Loews Corporation | G/L Amount: $44.75									
	42	8/27/2012	9/20/2012	40.38	1,696.15	1,696.15	1,736.52	40.37	short
	11	9/5/2012	9/20/2012	41.02	451.17	451.17	454.8	3.63	short
	13	9/7/2012	9/20/2012	41.29	536.74	536.74	537.49	0.75	short
SubTotal	66			$40.67	$2,684.06	$2,684.06	$2,728.81	$44.75	

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Marathon Petroleum Corp | G/L Amount: $301.82									
	16	3/16/2012	12/17/2012	44.01	704.23	704.23	1,006.05	301.82	short
Markel Corp (Holding Co) | G/L Amount: $150.62									
	1	9/6/2012	10/26/2012	436.62	436.62	436.62	478.64	42.02	short
	1	9/6/2012	11/13/2012	436.62	436.62	436.62	499.89	63.27	short
	1	9/24/2012	11/13/2012	454.55	454.55	454.55	499.88	45.33	short
SubTotal	3			$442.60	$1,327.79	$1,327.79	$1,478.41	$150.62	
Marriott Intl Inc New Cl A | G/L Amount: ($280.86)									
	34	5/17/2012	11/27/2012	38.48	1,308.41	1,308.41	1,174.99	(133.42)	short
	12	5/18/2012	11/27/2012	37.25	446.94	446.94	414.7	(32.24)	short
	25	5/21/2012	11/27/2012	37.49	937.19	937.19	863.96	(73.23)	short
	41	7/23/2012	11/27/2012	35.58	1,458.88	1,458.88	1,416.91	(41.97)	short
SubTotal	112			$37.07	$4,151.42	$4,151.42	$3,870.56	($280.86)	
Mckesson Corp | G/L Amount: $81.89									
	9	9/21/2012	10/17/2012	87.22	784.99	784.99	824.17	39.18	short
	9	9/24/2012	10/17/2012	86.83	781.45	781.45	824.16	42.71	short
SubTotal	18			$87.02	$1,566.44	$1,566.44	$1,648.33	$81.89	
Mdc Holdings Inc | G/L Amount: $65.58									
	12	6/12/2012	7/23/2012	26.43	317.17	317.17	382.75	65.58	short
Murphy Oil Corp | G/L Amount: ($281.85)									
	19	2/28/2012	11/19/2012	64.93	1,233.68	1,233.68	1,106.59	(127.09)	short
	26	2/29/2012	11/19/2012	64.19	1,669.04	1,669.04	1,514.28	(154.76)	short
SubTotal	45			$64.51	$2,902.72	$2,902.72	$2,620.87	($281.85)	
Nordson Cp | G/L Amount: $119.38									
	7	6/8/2012	8/14/2012	51.44	360.08	360.08	380.36	20.28	short
	6	6/8/2012	8/16/2012	51.44	308.64	308.64	325.42	16.78	short
	4	6/8/2012	8/27/2012	51.44	205.76	205.76	236.88	31.12	short
	6	6/29/2012	8/27/2012	50.69	304.13	304.13	355.33	51.20	short
SubTotal	23			$51.24	$1,178.61	$1,178.61	$1,297.99	$119.38	

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Northern Trust Corp | G/L Amount: $261.46									
	14	11/23/2011	11/19/2012	35.23	493.27	493.27	663.12	169.85	short
	10	12/2/2011	11/19/2012	38.21	382.05	382.05	473.66	91.61	short
SubTotal	24			$36.47	$875.32	$875.32	$1,136.78	$261.46	
Nrg Energy Inc | G/L Amount: $83.52									
	36	7/17/2012	7/24/2012	17.58	632.88	632.88	676.7	43.82	short
	13	7/18/2012	7/24/2012	17.89	232.57	232.57	244.36	11.79	short
	17	7/18/2012	7/27/2012	17.89	304.13	304.13	332.04	27.91	short
SubTotal	66			$17.72	$1,169.58	$1,169.58	$1,253.10	$83.52	
Partnerre Hldgs | G/L Amount: $14.95									
	10	8/27/2012	9/6/2012	74.38	743.84	743.84	747.3	3.46	short
	1	8/27/2012	9/12/2012	74.38	74.38	74.38	74.99	0.61	short
	10	8/29/2012	9/12/2012	73.91	739.05	739.05	749.93	10.88	short
SubTotal	21			$74.16	$1,557.27	$1,557.27	$1,572.22	$14.95	
Pnc Finl Svcs Gp | G/L Amount: $335.80									
	19	6/12/2012	7/20/2012	56.86	1,080.29	1,080.29	1,140.05	59.76	short
	50	6/12/2012	8/30/2012	56.86	2,842.87	2,842.87	3,096.02	253.15	short
	5	7/12/2012	8/30/2012	60.39	301.97	301.97	309.6	7.63	short
	4	7/12/2012	9/11/2012	60.39	241.57	241.57	256.83	15.26	short
SubTotal	78			$57.27	$4,466.70	$4,466.70	$4,802.50	$335.80	
Ppg Industries Inc | G/L Amount: $77.53									
	10	7/3/2012	8/21/2012	104.62	1,046.18	1,046.18	1,087.79	41.61	short
	5	7/11/2012	8/21/2012	101.6	507.98	507.98	543.9	35.92	short
SubTotal	15			$103.61	$1,554.16	$1,554.16	$1,631.69	$77.53	
Priceline.Com Inc New | G/L Amount: ($15.91)									
	2	12/20/2012	12/24/2012	625.08	1,250.16	1,250.16	1,234.25	(15.91)	short

SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST ($)	TOTAL COST ($)	ADJUSTED COST ($)	PROCEEDS ($)	G/L AMOUNT ($)	HOLDING PERIOD
Proassurance Cp | G/L Amount: ($36.91)									
	5	3/16/2012	10/26/2012	89.32	446.61	446.61	441.5	(5.11)	short
	6	3/16/2012	11/6/2012	89.32	535.94	535.94	538.33	2.39	short
	7	3/16/2012	12/14/2012	89.32	625.26	625.26	601.75	(23.51)	short
	3	3/16/2012	12/17/2012	89.32	267.97	267.97	257.29	(10.68)	short
SubTotal	21			$89.32	$1,875.78	$1,875.78	$1,838.87	($36.91)	
Protective Life Cp | G/L Amount: ($166.71)									
	15	4/2/2012	9/27/2012	30.12	451.78	451.78	395.08	(56.70)	short
	17	4/9/2012	9/27/2012	28.48	484.18	484.18	447.75	(36.43)	short
	3	4/9/2012	10/1/2012	28.48	85.44	85.44	78.62	(6.82)	short
	16	4/16/2012	10/1/2012	28.11	449.82	449.82	419.33	(30.49)	short
	1	6/29/2012	10/1/2012	29.31	29.31	29.31	26.21	(3.10)	short
	10	6/29/2012	10/2/2012	29.31	293.1	293.1	259.93	(33.17)	short
SubTotal	62			$28.93	$1,793.63	$1,793.63	$1,626.92	($166.71)	
Pvh Corporation | G/L Amount: $240.85									
	14	10/2/2012	11/8/2012	93.95	1,315.27	1,315.27	1,556.12	240.85	short
Slm Corporation | G/L Amount: $303.54									
	85	5/18/2012	8/27/2012	12.92	1,098.54	1,098.54	1,339.63	241.09	short
	1	6/12/2012	8/27/2012	14.41	14.41	14.41	15.76	1.35	short
	57	6/12/2012	8/30/2012	14.41	821.14	821.14	882.24	61.10	short
SubTotal	143			$13.53	$1,934.09	$1,934.09	$2,237.63	$303.54	
Stanley Black & Decker Inc | G/L Amount: $672.87									
	19	6/21/2012	9/24/2012	61.71	1,172.43	1,172.43	1,468.56	296.13	short
	7	6/22/2012	9/24/2012	61.6	431.21	431.21	541.05	109.84	short
	11	6/26/2012	9/24/2012	60.97	670.7	670.7	850.22	179.52	short
	8	8/29/2012	9/24/2012	66.37	530.95	530.95	618.33	87.38	short
SubTotal	45			$62.34	$2,805.29	$2,805.29	$3,478.16	$672.87	

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SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST ($)	TOTAL COST ($)	ADJUSTED COST ($)	PROCEEDS ($)	G/L AMOUNT ($)	HOLDING PERIOD
Textron Inc | G/L Amount: ($145.98)									
	17	3/15/2012	10/25/2012	27.4	465.81	465.81	431.36	(34.45)	short
	25	3/16/2012	10/25/2012	27.58	689.41	689.41	634.35	(55.06)	short
	13	3/29/2012	10/25/2012	27.01	351.12	351.12	329.86	(21.26)	short
	10	4/19/2012	10/25/2012	26.92	269.19	269.19	253.75	(15.44)	short
	14	4/19/2012	10/26/2012	26.92	376.87	376.87	357.1	(19.77)	short
SubTotal	79			$27.25	$2,152.40	$2,152.40	$2,006.42	($145.98)	
Time Warner Cable Inc New | G/L Amount: $948.10									
	10	12/12/2011	10/2/2012	62.22	622.15	622.15	983.92	361.77	short
	5	12/23/2011	10/2/2012	63.54	317.7	317.7	491.96	174.26	short
	4	12/23/2011	10/5/2012	63.54	254.16	254.16	397.85	143.69	short
	4	1/6/2012	10/5/2012	65.08	260.3	260.3	397.85	137.55	short
	4	1/6/2012	10/9/2012	65.08	260.3	260.3	391.13	130.83	short
SubTotal	27			$63.50	$1,714.61	$1,714.61	$2,662.71	$948.10	
Tractor Supply Co | G/L Amount: $75.56									
	9	6/22/2012	8/30/2012	87.29	785.63	785.63	861.19	75.56	short
Travelers Companies Inc Com | G/L Amount: $116.28									
	63	4/24/2012	8/27/2012	63.25	3,984.65	3,984.65	4,092.69	108.04	short
	5	5/2/2012	8/27/2012	64.5	322.48	322.48	324.82	2.34	short
	52	5/2/2012	8/29/2012	64.5	3,353.81	3,353.81	3,356.90	3.09	short
	23	5/2/2012	9/5/2012	64.5	1,483.41	1,483.41	1,486.22	2.81	short
SubTotal	143			$63.95	$9,144.35	$9,144.35	$9,260.63	$116.28	
Verizon Communications | G/L Amount: $37.13									
	13	7/23/2012	10/5/2012	44.01	572.08	572.08	609.21	37.13	short
Visa Inc Cl A | G/L Amount: $547.81									
	4	12/27/2011	10/15/2012	102.94	411.75	411.75	556	144.25	short
	2	12/27/2011	11/8/2012	102.94	205.88	205.88	285.24	79.36	short
	2	1/12/2012	11/8/2012	99.87	199.75	199.75	285.23	85.48	short
	4	1/12/2012	12/24/2012	99.87	399.49	399.49	604.5	205.01	short
	1	3/1/2012	12/24/2012	117.42	117.42	117.42	151.13	33.71	short
SubTotal	13			$102.64	$1,334.29	$1,334.29	$1,882.10	$547.81	

SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST ($)	TOTAL COST ($)	ADJUSTED COST ($)	PROCEEDS ($)	G/L AMOUNT ($)	HOLDING PERIOD
Whole Foods Markets Inc | G/L Amount: ($124.77)									
	9	9/11/2012	11/13/2012	96.33	866.96	866.96	817.6	(49.36)	short
	9	9/20/2012	11/13/2012	99.22	893.01	893.01	817.6	(75.41)	short
SubTotal	18			$97.78	$1,759.97	$1,759.97	$1,635.20	($124.77)	
Wyndham Worldwide Corp | G/L Amount: $131.70									
	20	7/16/2012	12/10/2012	49.98	999.59	999.59	1,001.02	1.43	short
	10	7/16/2012	12/12/2012	49.98	499.79	499.79	500.24	0.45	short
	7	7/16/2012	12/14/2012	49.98	349.86	349.86	352.18	2.32	short
	17	7/16/2012	12/20/2012	49.98	849.65	849.65	892.83	43.18	short
	19	7/23/2012	12/20/2012	49.62	942.7	942.7	997.87	55.17	short
	2	7/24/2012	12/20/2012	49.17	98.33	98.33	105.04	6.71	short
	6	7/24/2012	12/21/2012	49.17	294.99	294.99	317.43	22.44	short
SubTotal	81			$49.81	$4,034.91	$4,034.91	$4,166.61	$131.70	
Short Term Total					**$146,022.96**	**$146,022.96**	**$153,457.38**	**$7,434.42**	

SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST ($)	TOTAL COST ($)	ADJUSTED COST ($)	PROCEEDS ($)	G/L AMOUNT ($)	HOLDING PERIOD
Alaska Air Group Incorporated | G/L Amount: $1,110.97									
	18	9/18/2009	11/14/2012	13.1	235.88	235.88	739.37	503.49	long
	9	9/30/2009	11/14/2012	13.46	121.13	121.13	369.68	248.55	long
	11	9/30/2009	11/15/2012	13.46	148.05	148.05	451.79	303.74	long
	2	9/30/2009	11/19/2012	13.46	26.92	26.92	82.11	55.19	long
SubTotal	40			$13.30	$531.98	$531.98	$1,642.95	$1,110.97	
Eli Lilly & Co | G/L Amount: $2,438.36									
	7	12/22/2010	7/13/2012	35.16	246.13	246.13	301.83	55.70	long
	5	1/10/2011	7/13/2012	34.87	174.34	174.34	215.59	41.25	long
	11	1/10/2011	10/9/2012	34.87	383.56	383.56	567.44	183.88	long
	9	5/16/2011	10/9/2012	39.2	352.79	352.79	464.26	111.47	long
	14	5/16/2011	10/17/2012	39.2	548.78	548.78	747.28	198.50	long
	9	5/16/2011	10/18/2012	39.2	352.79	352.79	480.44	127.65	long
	7	5/17/2011	10/18/2012	39.12	273.81	273.81	373.68	99.87	long
	5	5/17/2011	10/19/2012	39.12	195.58	195.58	267.18	71.60	long
	21	5/24/2011	10/19/2012	38.61	810.91	810.91	1,122.14	311.23	long
	20	5/24/2011	11/6/2012	38.61	772.29	772.29	974.3	202.01	long
	18	6/6/2011	11/6/2012	37.15	668.71	668.71	876.87	208.16	long
	4	8/26/2011	11/6/2012	35.74	142.95	142.95	194.85	51.90	long
	10	8/26/2011	11/8/2012	35.74	357.39	357.39	479.33	121.94	long
	12	9/21/2011	11/8/2012	37.95	455.39	455.39	575.2	119.81	long
	6	9/21/2011	12/3/2012	37.95	227.69	227.69	295.82	68.13	long
	12	9/27/2011	12/3/2012	37.2	446.36	446.36	591.63	145.27	long
	1	9/27/2011	12/5/2012	37.2	37.2	37.2	49.4	12.20	long
	11	9/28/2011	12/5/2012	37.54	412.99	412.99	543.41	130.42	long
	14	10/3/2011	12/5/2012	36.73	514.24	514.24	691.61	177.37	long
SubTotal	196			$37.62	$7,373.90	$7,373.90	$9,812.26	$2,438.36	

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SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST ($)	TOTAL COST ($)	ADJUSTED COST ($)	PROCEEDS ($)	G/L AMOUNT ($)	HOLDING PERIOD
Jpmorgan Chase & Co | G/L Amount: ($128.88)									
	2	4/21/2011	9/7/2012	44.61	89.22	89.22	78.4	(10.82)	long
	12	4/25/2011	9/7/2012	44.48	533.74	533.74	470.38	(63.36)	long
	14	4/26/2011	10/5/2012	45.07	630.92	630.92	591.48	(39.44)	long
	13	4/26/2011	12/21/2012	45.07	585.86	585.86	570.6	(15.26)	long
SubTotal	41			$44.87	$1,839.74	$1,839.74	$1,710.86	($128.88)	
Target Corporation | G/L Amount: $124.45									
	12	4/13/2011	7/31/2012	50.14	601.65	601.65	726.1	124.45	long
Time Warner Cable Inc New | G/L Amount: $1,127.93									
	2	5/24/2011	8/29/2012	76.78	153.56	153.56	178.17	24.61	long
	12	8/18/2011	8/29/2012	62.72	752.58	752.58	1,069.05	316.47	long
	3	8/18/2011	10/1/2012	62.72	188.15	188.15	287.83	99.68	long
	13	8/26/2011	10/1/2012	63.01	819.13	819.13	1,247.25	428.12	long
	3	9/15/2011	10/1/2012	65.09	195.27	195.27	287.82	92.55	long
	5	9/15/2011	10/2/2012	65.09	325.46	325.46	491.96	166.50	long
SubTotal	38			$64.06	$2,434.15	$2,434.15	$3,562.08	$1,127.93	
Trw Automotive Holding Corp | G/L Amount: $317.69									
	9	11/1/2011	12/6/2012	39.22	352.94	352.94	457.02	104.08	long
	9	11/1/2011	12/7/2012	39.22	352.94	352.94	466.09	113.15	long
	8	11/1/2011	12/10/2012	39.22	313.72	313.72	414.18	$100.46	long
SubTotal	26			$39.22	$1,019.60	$1,019.60	$1,337.29	$317.69	
Ulta Salon Cos & Fragr Inc | G/L Amount: $1,187.15									
	8	6/14/2011	11/14/2012	58.95	471.61	471.61	702.95	231.34	long
	7	6/16/2011	11/14/2012	56.69	396.82	396.82	615.08	218.26	long
	11	6/22/2011	11/14/2012	61.91	680.99	680.99	966.55	285.56	long
	7	7/11/2011	11/14/2012	68.14	476.99	476.99	615.08	138.09	long
	3	9/14/2011	11/14/2012	69.97	209.9	209.9	263.61	53.71	long
	3	9/14/2011	11/29/2012	69.97	209.9	209.9	281.38	71.48	long
	6	10/3/2011	11/29/2012	62.34	374.06	374.06	562.77	188.71	long
SubTotal	45			$62.67	$2,820.27	$2,820.27	$4,007.42	$1,187.15	

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SECURITY	QUANTITY	DATE ACQUIRED	DATE SOLD	UNIT COST ($)	TOTAL COST ($)	ADJUSTED COST ($)	PROCEEDS ($)	G/L AMOUNT ($)	HOLDING PERIOD
Wal Mart Stores Inc | G/L Amount: $187.64									
	7	4/11/2011	7/10/2012	52.8	369.61	369.61	502.85	133.24	long
	3	4/13/2011	7/10/2012	53.7	161.11	161.11	215.51	54.40	long
SubTotal	10			$53.07	$530.72	$530.72	$718.36	$187.64	
Walgreen Co | G/L Amount: ($213.85)									
	13	5/16/2011	12/24/2012	45.05	585.59	585.59	473.58	(112.01)	long
	10	5/17/2011	12/24/2012	44.3	443.04	443.04	364.29	(78.75)	long
	3	5/18/2011	12/24/2012	44.12	132.37	132.37	109.28	(23.09)	long
SubTotal	26			$44.65	$1,161.00	$1,161.00	$947.15	($213.85)	
Wellpoint Inc | G/L Amount: $162.24									
	7	6/10/2009	12/24/2012	45.95	321.62	321.62	427.13	105.51	long
	5	7/15/2009	12/24/2012	49.67	248.36	248.36	305.09	56.73	long
SubTotal	12			$47.50	$569.98	$569.98	$732.22	$162.24	
Wells Fargo & Co New | G/L Amount: $218.80									
	17	5/16/2011	7/12/2012	28.11	477.84	477.84	557.36	79.52	long
	22	5/16/2011	12/24/2012	28.11	618.38	618.38	757.66	139.28	long
SubTotal	39			$28.11	$1,096.22	$1,096.22	$1,315.02	$218.80	
Long Term Total					**$19,979.21**	**$19,979.21**	**$26,511.71**	**$6,532.50**	