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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation
A DONALD & MARY G BEHLER FOUNDATION

A Employer identification number
23-2903583

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

Room/suite

B Telephone number (see instructions)
(610) 377-2510

City or town, state, and ZIP code
PALMERTON, PA 18071

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 821,343

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	21,599	21,599		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	29,704			
	b	Gross sales price for all assets on line 6a 365,888				
	7	Capital gain net income (from Part IV, line 2)		29,704		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	51,303	51,303		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,850	0		1,850
	c	Other professional fees (attach schedule)	9,342	9,342		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	205	205		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	11,397	9,547		1,850
	25	Contributions, gifts, grants paid	38,850			38,850
	26	**Total expenses and disbursements.** Add lines 24 and 25	50,247	9,547		40,700
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,056			
	b	**Net investment income** (if negative, enter -0-)		41,756		
	c	**Adjusted net income** (if negative, enter -0-)				

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	20,836	27,377	27,377
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 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)	671,045	644,085	743,915
	c	Investments—corporate bonds (attach schedule)	16,768	16,768	13,220
	11	Investments—land, buildings, and equipment basis ▶ 2,817 Less accumulated depreciation (attach schedule) ▶ 2,817			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	14,692	36,167	36,831
	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)	723,341	724,397	821,343
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	723,341	724,397	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	723,341	724,397	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	723,341	724,397	

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	723,341
2	Enter amount from Part I, line 27a	2	1,056
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	724,397
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	724,397

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	29,704
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	47,549	793,605	0 059915
2010	51,479	806,000	0 063870
2009	44,752	729,518	0 061345
2008	56,438	904,110	0 062424
2007	50,350	1,143,621	0 044027

2	**Total** of line 1, column (d).	2	0 291581
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 058316
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	784,590
5	Multiply line 4 by line 3.	5	45,754
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	418
7	Add lines 5 and 6.	7	46,172
8	Enter qualifying distributions from Part XII, line 4.	8	40,700

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	835
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	835
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	835
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,976		
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	1,976
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	1,141
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,141	**Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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		No
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶A DONALD BEHLER Telephone no ▶(610) 377-2510

Located at ▶333 COLUMBIA AVENUE PALMERTON PA ZIP+4 ▶18071

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

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

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
	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
See Additional Data Table				

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

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

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

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

Total number of others receiving over $50,000 for professional services . . . . ▶	0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	772,431
b	Average of monthly cash balances	1b	24,107
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	796,538
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	796,538
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,948
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	784,590
6	**Minimum investment return.** Enter 5% of line 5	6	39,230

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	39,230
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 835		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	835
3	Distributable amount before adjustments Subtract line 2c from line 1	3	38,395
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	38,395
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	38,395

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	40,700
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	40,700
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	40,700

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				38,395
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			5,613	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 40,700				
a Applied to 2011, but not more than line 2a			5,613	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				35,087
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				3,308
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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 Additional Data Table				
Total . . . . ▶ **3a**				38,850
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	21,599	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14		
8 Gain or (loss) from sales of assets other than inventory			18	29,704	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		51,303	0

13 Total. Add line 12, columns (b), (d), and (e). 13 51,303

(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)

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

******	2013-06-07	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
RONALD ULITCHNEY CPA	RONALD ULITCHNEY CPA	2013-05-30		P00132606

Firm's name ▶	KRONICK KALADA BERDY & CO PC	Firm's EIN ▶ 23-2667890
Firm's address ▶	190 LATHROP ST KINGSTON, PA 18704	Phone no (570) 283-2727

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
SEE ATTACHED PDF I	P	2011-02-14	2012-01-18
SEE ATTACHED PDF I	P	2011-01-24	2012-10-10
SEE ATTACHED PDF 2	P	2009-01-02	2012-10-04
SEE ATTACHED PDF 4	P	2012-05-21	2012-09-21
BANK MONTREAL QUEBEC	P	2010-03-31	2012-03-31
DELTA AIRLINES	P	2008-08-28	2012-06-21
PULTE GROUP	P	2009-07-28	2012-09-13
SEE ATTACHED PDF 19	P	2011-05-20	2012-02-15
SEE ATTACHED PDF 20	P	2012-06-15	2012-12-12
SEE ATTACHED PDF 23	P	2011-05-10	2012-10-01
SEE ATTACHED PDF 28	P	2010-04-08	2012-09-25
SPDR - ROP	P	2012-01-01	2012-12-31
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
46,482		41,091	5,391
58,677		63,131	-4,454
58,176		49,971	8,205
10,752		3,503	7,249
9,614		8,032	1,582
8,486		6,132	2,354
13,195		7,675	5,520
110,348		114,384	-4,036
2,287		2,211	76
17,986		16,380	1,606
29,840		23,674	6,166
8			8
37			37

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			5,391
			-4,454
			8,205
			7,249
			1,582
			2,354
			5,520
			-4,036
			76
			1,606
			6,166
			8
			37

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
A DONALD BEHLER 333 COLUMBIA AVENUE PALMERTON, PA 18071	PRESIDENT,TREASURER, DIR 0 00	0	0	0
MARY G BEHLER 333 COLUMBIA AVENUE PALMERTON, PA 18071	SECRETARY & DIRECTOR 0 00	0	0	0
ANDREW D BEHLER 925 CHARLES STREET PALMERTON, PA 18071	DIRECTOR 0 00	0	0	0
JUDITH ANN BARTHOLOMEW 175 OLIVE STREET LEHIGHTON, PA 18235	DIRECTOR 0 00	0	0	0
DONNA L CORRELL 460 PETER AVENUE PALMERTON, PA 18071	DIRECTOR 0 00	0	0	0

Form 990PF Part XV Line 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*				
AMERICAN CANCER SOCIETY 712 KEYSER AVENUE TAYLOR,PA 18517	NONE	PUBLIC	UNRESTRICTED	500
AMERICAN RED CROSS OF CARBON COUNTY 2200 AVENUE A BETHLEHEM,PA 18017	NONE	PUBLIC	UNRESTRICTED	500
BOWMANSTOWN FIRE COMPANY 259 LIME STREET BOWMANSTOWN,PA 18030	NONE	PUBLIC	UNRESTRICTED	250
CALADIUM ARTS & CRAFTS 132 E INTERLAKE BLVD LAKE PLACID,FL 33852	NONE	PUBLIC	UNRESTRICTED	1,000
FIRST UNITED CHURCH OF CHRIST 457 DELAWARE AVE PALMERTON,PA 18071	NONE	PUBLIC	UNRESTRICTED	10,000
LAKE PLACID ART LEAGUE 127 DAL HALL BLVD LAKE PLACID,FL 33852	NONE	PUBLIC	UNRESTRICTED	500
LEIGHTON MEMORIAL LIBRARY 124 NORTH STREET LEHIGHTON,PA 18235	NONE	PUBLIC	UNRESTRICTED	500
MAUCH CHUNK HISTORICAL SOCIETY 14 WEST BROADWAY JIM THORPE,PA 18229	NONE	PUBLIC	UNRESTRICTED	1,000
MINISI TRAILS COUNCIL - FRIENDS OF SCOUTING 991 POSTAL ROAD ALLENTOWN,PA 18109	NONE	PUBLIC	UNRESTRICTED	1,000
PALMERTON LIBRARY 402 DELAWARE AVE PALMERTON,PA 18071	NONE	PUBLIC	UNRESTRICTED	20,500
PALMERTON MEALS ON WHEELS 4240 FRITCH DRIVE BETHLEHEM,PA 18017	NONE	PUBLIC	UNRESTRICTED	500
PALMERTON MEMORIAL PARK PO BOX 33 PALMERTON,PA 18071	NONE	PUBLIC	UNRESTRICTED	1,000
TAFTON FIRE COMPANY 235 ROUTE 507 TAFTON,PA 18464	NONE	PUBLIC	UNRESTRICTEDUNRESTRICTED	250
WENTWORTH INSTITUTE 550 HUNTINGTON AVE BOSTON,MA 02115	NONE	PUBLIC	UNRESTRICTED	1,000
WEST END FIRE CO #2 855 PRINCETON AVE PALMERTON,PA 18071	NONE	PUBLIC	UNRESTRICTED	250

Form 990PF Part XV Line 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*				
LAKE WALLENPAUPAK WATERSHED MANAGEMENT DISTRICT 2552 ROUTE 6 HAWLEY,PA 18428	NONE	PUBLIC	UNRESTRICTED	100
Total . . . . ▶ **3a**				38,850

TY 2012 Accounting Fees Schedule

Name: A DONALD & MARY G BEHLER FOUNDATION

EIN: 23-2903583

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,850	0		1,850

TY 2012 General Explanation Attachment

Name: A DONALD & MARY G BEHLER FOUNDATION

EIN: 23-2903583

Identifier	Return Reference	Explanation
DETAIL GAIN/LOSS WORKSHEETS	OVERFLOW STATMENT, FORM 990, PART IV ATTACHMENT	BEHLER FOUNDATION2012 REALIZED GAIN/LOSS SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIESSHARE AUSTED PRICE/ OPEN DATE/ DATE OF SALE AUSTED COST}DESCREI ILON QUANTITY RLGINAL PRIC E ACGULS1ILON DALE OR EXCHANGE PROCEEDS RLGINAL COST GAIN OR LOSS AMOUNTCVS CAREMARK CORPCUSIP 126650100 500 00000 32 7595 02/14/11 01/18/12 19,299 638 16,379 75 2,919 88FASTENAL COCUSIP 311900104 400 00000 33 0049 10/14/11 01/27/12 16 670 968 13 201 96 3 469 00KRAFT FOODS GROUPCUSIP 500760106 0 33360 36 5263 11/02/11 10/02/12 15 19 12 19 3 00PROSHARES SHORT S&P 500NON-TRADITIONAL ETF 1XCUSIP 74347R503 307 00000 37 4488 03/07/12 12/26/12 10,496 10 11,496 78 -1,000 68TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES $46,481 88 $41,090 68 $5,391 20LONG TERM GAINS OR LOSSES FOR COVERED SECURITIESSHARE A USTED PRICE/ OPEN DATE/ DATE OF SALEDESCRI TION QUANTI' RI INA\ PRICE AC UIS1TION DATE OR EXCHAN E PROCEEDS GAIN OR LOSS AMOUNTABBOTT LABORATORIESCUSIP 002824100 300 00000 48 1147 01/24/11 10/10/12 18 299 598 3 865 16HARRIS CORP DELCUSIP 413875105 300 00000 46 5260 02/01/11 10/17/12 14 119 33/ 13 957 81 161 52PROSHARESSHORTS&P500NON-TRADITIONAL ETF 1XCUSIP 74347R503 264 00000 44 1379 08/15/11 12/26/12 9,025 95 11,652 43 -2,626 48196 00000 43 1897 08/31/11 12/26/12 6,701 09 8,465 18 -1,764 09SUBTOTAL 460 00000 151727 04 20,117 61 -4,390 57RYDER SYSTEM INC CUSIP 783549108 300 00000 48 7367 03/24/11 06/22/12 10,531 30 / 14,621 02 -4,089 72 TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES $58,677 26 $63,130 87 -$4,453 61REALIZED GAIN/LOSSLONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIESSHARE AUSTED PRICE/ OEN DATE/ DATE OF SALE A USTED COST/DESCQEHON QUANTITY RISINAL PRICE ACGULS TION DATE OR ELTC HANGE PROCEEDS RIGINAL C OS T GA-IN OR LOSS AMOUNTAT & TJNCCUSIP 00206R102 140 00000 29 1400 01/02/09 10/04/12 4,941 898 4, 080 72 861 17SHORT TERM OPTIONS REALIZED GAIN/LOSS SHARE OP EN DATE/ DATE OF SALE A USTED COST/ DESCRI LION QUANTI AC UIS1TION DATE OR EXCHAN E PROCEEDS RIGINAL COST GAIN OR LOSS AMOUNTC ADM 031712 33 -5 00000 0 6600 11/10/11 03/17/12 329 99 0 00 329 99C ADM 092212 35 -5 00000 0 7766 03/19/12 09/22/12 388 30 0 00 388 30C AXP 042112 57 50 -3 00000 1 5200 11/10/11 04/18/12 455 99 CD 381 00 74 9904/17/12C AXP 102012 65 -3 00000 1 3178 04/17/12 10/20/12 395 36 0 00 395 36C BHI 011913 50 -3 00000 2 3568 05/25/12 11/16/12 707 02 28 34 678 6811/15/12CECA 102012 25 -5 00000 0 6000 05/01/12 10/20/12 299 99 0 00 299 99C FLR 102012 57 50 - 2 00000 1 3500 06/07/12 10/17/12 269 98 140 01 129 9710/16/12C FLR 102012 65 -2 00000 2 4509 04/27/12 06/08/12 490 18 60 01 430 1706/07/12C GDX 061612 61 -2 00000 2 6300 02/01/12 06/16/12 525 99 0 00 525 99C HRS 051912 45 -3 00000 0 9000 02113/12 05/19/12 269 990 0 00 269 99C INTC 042112 27 -8 00000 0 7300 10/24/11 02123/12 583 99 I 616 00 -32 0102122112C INTC 072112 29 -8 00000 0 6300 02/22/12 07/21/12 503 99 0 00 503 99C INTU 072112 57 50 -1 00000 2 3000 01/06/12 06/07/12 230 00 199 01 30 99 06/06/12 C INTU 102012 62 50 -1 00000 1 8100 06/06/12 10/20/12 180 99 0 00 180 99C JCI102012 36 - 2 00000 1 0500 05/11/12 10/20/12 210 00 0 00 210 00C ORCL 122212 33 -5 00000 0 6700 07/24/12 12/20/12 334 97 517 67 -182 70 12/19/ 12 C PNC 012112 60 -2 00000 1 3400 09/15/11 01/19/1201/18/12 267 990 72 00 195 99 C PNC 051912 67 50 -2 00000 0 9750 01/18/12 05/19/12 195 01 0 00 195 01C PNC 11171267 50 - 2 00000 2 6400 05/21/12 09/21/12 527 98 214 29 313 6909/20/12C QCOM 012112 60 -2 00000 1 2000 11/03/11 01/2111 2 240 00 Q 0 00 240 00C QCOM 072112 67 50 -2 00000 0 9867 01/23/12 07/21/12 197 35 0 00 197 35C TGT 072112 57 50 -3 00000 1 0800 12/29111 07/11/12 323 99(I J 558 83 -234 8407/10/12C WAG 011913 38 -4 00000 0 7840 07/24/12 11/16/12 313 58 12 02 301 5611/15/1 2C WAG 012112 38 - 4 00000 0 6,300 12/05111 01/21112 252 00 (J J 0 00 252 00C WAG 072112 37 -4 00000 1 0839 01/23/12 07/21112 433 58 0 00 433 58CALL FLR 07 2112 65 -2 00000 2 8500 02/03/12 04/30/12 569 99 190 00 379 9904/27/12CALL GIS 012112 40 -4 00000 0 6094 07/06/11 01/10/12 243 770 229 04 14 7301/04/12CALL R 021812 52 50 -3 00000 1 9665 09/15/11 02/07/12 589 94 (/) 255 00 334 9402/06/12CALL R 081812 62 50 - 3 00000 1 4000 03/19/12 06/25/12 419 99 30 01 389 9806/22/12TOTAL SHORT TERM OPTIONS $10,751 90 $3,503 23 $1,248 67EXCHANGE PROCEEDS AUSLED COS T/RLAINAL COST GAIN OR LOSS AMOUNTCUSIP 0636711 01 34 00476 63 9323 03/31/10 03/21/12 2,005 67 2,174 00 -168 33 62 61904 43 7295 12/03/10 03/21/12 3,693 40 2,738 30 955 10 66 37620 46 9968 12/13/10 03/21/12 3,915 02 3,119 47 795 55SUBTOTAL 163 00000 9,614 09 8,031 77 1,582 32REALIZED GAIN/LOSSLONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES CONTINUEDSHARE A USTED PRICE/ O[JEN DATE/ DATE OF SALE A USTED COST/DESCRIF2TION QUANTI' RIGINAL PRICE ACAUIS1TION DATE OR EXCHANOE PROCEEDS RIGINAL COST GAIN OR LOSS AMOUNTDELTA AIR LINES INC NEWCUSIP 24736170 2 755 00000 8 1200 08/28/08 06/21/12 8 486 08 6131 50 2 354 58KRAFT FOODS GROUPCUSIP 500760106 0 00016 27 4859 09/15/09 10/02/12 0 01 NOT PROVIDED N/APULTE GROUP INCCUSJP 745867101 460 00000 10 6300 07/28/09 09/13/12 7,057 94 4,893 02 2,164 92400 00000 6 9568 12/09/10 09/13/12 6,137 34 2, 782 72 3,354 62SUBTOTAL 860 00000 13,195 28 7,675 74 5,519 54TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES $31,295 46 $21,839 01 $9,456 44REALIZED GAIN/LOSSSHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES CONTINUEDSHARE AUS TED PRICE/ OEEN DATE/ DATE OF SALE A USTED COST/DESCRIQTION QUAN'LT RIGLNAT PRICE A29UISTION DATE OR EXCHANGE PROCEEDS RIGINAT COST GAIN OR LOSS AMOUNTAVALONBAY COMMUNITIESREIT INCCUSIP 053484101 10 00000 148 4889 07/13/12 09/13/12 1,413 82 1,484 89 -71 075 00000 149 6400 07/18/12 09/13/12 706 91 748 20 -41 295 00000 147 2388 08/01/12 09/13/12 706 92 736 19 -29 27SUBTOTAL 20 00000 2 827 65 2 969 28 -141 63BARNES & NOBLE INCCUSIP 067774109 16 00000 18 8025 05/15/12 12128/12 245 43 300 85 -55 42BRISTOL MYERS SQUIBBCOCUSIP 110122108 9 00000 27 6086 06/10/11 01126/12 293 74 248 48 45 26CAPIT AL ONE FINANCIAL CORPCUSIP 14040H105CF INDUSTRIES HOLDI GS INCCUSIP 125269100 3 00000 182 6564 02/01/12 05/09/12 526 60 547 97 -21 375 00000 182 6564 02/01/12 05/14/12 834 34 913 28 -78 945 00000 182 6564 02/01/12 05/17/12 791 88 913 28 -121 404 00000 177 9079 02/16/12 05/17/12 633 52 711 63 - 78 11SUBTOTAL 17 00000 2 786 34 3 086 16 -299 82CHENIERE ENERGY INC NEWCUSIP 16411R208 100 00000 15 7384 03/15/12 06/05/12 1,243 32 1,573 84 -330 5219 00000 15 8513 04/03/12 06/05/12 236 24 301 18 -64 94SUBTOTAL 119 00000 1 479 56 1 875 02 -395 46CREE INCCUSIP 225447101 1 00000 31 1150 04/11/12 12/28/12 33 30 31 12 2 18REALIZED GAIN/LOSSSHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES CONTINUEDSHARE AUSTED PRICE/ OPEN DATE/ DATE OF SALE USTED COSTLOESCRIETION CUANTLT RIGINAL P CE AGUIS T TION DATE OR EXCHANOE PROCEEDS RIGLNAL COST GAIN OR LOSS AMOUNTCROWN HOLDINGS INCCUSIP 228368106 6 00000 37 6352 04/20/11 03/14/12 222 11 225 81 -3 70D R HORTON INCCUSIP 23331A109 30 00000 12 6318 12/09/11 06/06/12 458 61 378 95 79 6655 00000 12 5408 12/12/11 06/06/12 840 80 689 74 151 0617 00000 12 0963 12/16/11 06/06/12 259 89 205 64 54 25SUBTOTAL 102 00000 1 559 30 1 274 33 284 97E LAN PLCADRCUSIP 284131208 1 00000 10 9565 08/08/12 12/28112 10 04 10 96 -0 92ELL LILLY & COCUSIP 532457108 2 00000 44 5162 07/18/12 12/28'12 97 64 89 04 8 60ENERGYX BERMUDALTDCUSIP G10082140 2 00000 37 3344 09/14/12 12/28/12 62 43 74 67 -12 24EOG RESO RCES INCCUSIP 26875P101 1 00000 108 8724 08/09/12 12/28/12 119 67 108 88 10 79EQUITY RESDI ENTIALCUSIP 29476L107 24 00000 62 5662 07/11/12 09/12/12 1,421 08 1 ,501 59 -80 5111 00000 64 7834 07/18/12 09/12/12 651 33 712 62 -61 29SUBTOTAL 35 00000 2,072 41 2 214 21 -141 80GNC HOLDINGS INCCUSIP 36191G107 2 00000 36 5073 05/18/12 12/28/12 64 94 73 02 -8 08GOLDCORP INCCUSIP 380956409 35 00000 49 1884 03/01/12 04/05/12 1,432 05 1,721 59 -289 5413 00000 49 2481 03/02/12 04/05/12 531 91 640 23 -108 32SUBTOTAL 48 00000 1 963 96 2 361 82 -397 86HER TZ GLOBAL HLDGS INCCUSIP 42805T105 40 00000 9 5466 10/07/11 07/26/12 421 42 381 87 39 55REALIZED GAIN/LOSSSHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES CONTINUEDSHARE A USTED PRICE! O EN DATE/ DATE OF SALE AUSTED COST/DESCRIF'LLON QUANTITY RLGLNAL PRICE AGUIS LION DATE OR EXCHANGE PROCEEDS RIGINAL COST GAIN OR LOSS AMOUNTHOME DE POT INCCUSIP 437076102 28 00000 43 1576 01/06/12 06/14/12 1 457 39 1 208 42 248 97INGREDION INCORPORATEDCUSIP 457187102 1 00000 54 0927 08/17/12 12128/12 64 31 54 10 10 21INTERNATIONAL PAPER COCUSIP 460146103 28 00000 28 7774 06/22/11 04/09/12 951 11 805 77 145 3422 00000 28 7774 06/22/11 04/11/12 721 79 633 10 88 6922 00000 28 5038 06/23/11 04/11/12 721 80 627 09 94 717 00000 28 5038 06/23/11 04/16/12 230 04 199 52 30 5213 00000 30 4719 07/01/11 04/16/12 427 23 396 13 31 1050 00000 28 6987 12/02/11 04/16/12 1,643 23 1,434 94 208 29SUBTOTAL 142 00000 4 695 20 4 096 55 598 65ISRAEL CHEMICALS-UNSPONADRCUSIP 465036200 5 00000 10 5292 02/02/12 05/10/12 53 84 52 65 1 19 156 00000 10 5292 02/02/12 06/21/12 1,625 81 1,642 55 -16 74SUBTO TAL 161 00000 1 679 65 1 695 20 -15 55I TAU U \BANCO HLDG S A SPONSORED ADRREPSTG 1 PREFERRED SHARECUSIP 465562106 28 00000 21 2817 03/08/12 04/25/12 441 59 595 89 - 154 3012 00000 21 2817 03/08/12 04/26/12 185 81 255 38 -69 5771 00000 21 0685 03/13/12 04/26/12 1,099 40 1,495 86 -396 46 SUBTOTAL 111 00000 1 726 80 2 347 13 -620 33LTC HOLDINGS CORPCUSIP 465685105 REALIZED GAIN/LOSSSHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES CONTINUEDSHARE AUSRECT PRICE/ OPEN DATE/ DATE OF SALE AUSLED COST/DESCRI('LON QUANLI'Y - RTOINAL PRICE AGUISRTION DATE OR EXCHANOE PROCEEDS RIGINAJ COST GAIN OR LOSS AMOUNTSUBTOTAL 20 00000 1 442 85 1 461 08 -18 23J M SMUCKER COCUSIP 832696405 20 00000 78 7289 05/31/11 01/26/12 1,586 71 1 ,574 58 12 132 00000 76 9475 06/17/11 01/26/12 158 68 153 90 4 78SUBTOTAL 22 00000 1 745 39 1,728 48 16 91JPMOR GAN CHASE & COCUSIP 46625H100 62 00000 36 2262 06/22/12 10/18/12 2,664 71 2 246 02 418 69JUNIPER NETWORK INCCUSIP 48203R104 41 00000 23 3723 01/19/12 04/25/12 841 28 958 27 -116 9925 00000 23 3723 01/19/12 04/27/12 529 66 584 30 - 54 64SUBTOTAL 66 00000 1 370 94 1 542 57 -171 63KEY CORP NEWCUSIP 493267108 103 00000 6 3738 1 0/1 0/11 10/10/12 887 06 656 50 230 56106 00000 7 1493 10/24/11 10/16/12 877 08 757 83 119 2532 00000 7 2538 10/26/11 10/16/12 264 78 232 13 32 6583 00000 7 6609 06/19/12 12/12/12 685 99 635 85 50 14SUBTO TAL 324 00000 2 714 91 2 282 31 432 60K INDER MORGAN MGMT LLCCUSIP 49455U100 0 63911 0 0000 02/14/12 02/14/12 50 77 0 01 50 760 68989 0 0000 05/15/12 05/15/12 49 33 0 01 49 320 52839 0 0000 08/14/12 08/14/12 38 81 0 01 38 800 55294 0 0000 11/1 4/12 11/14/12 39 82 0 01 39 81SUBTOTAL 2 41033 178 73 0 0 4 178 69KIRBY CORPCUSIP 497266106 3 00000 59 5070 08/01/11 05/18/12 165 29 178 52 -13 239 00000 59 5070 08/01/11 05/21/12 495 18 535 56 -40 386 00000 56 8327 1 0/12/11 05/21/12 330 12 341 00 -1 0 88 REALIZED GAIN/LOSSSHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES CONTINUEDSHARE A USTED PRICE/ OPEN DATE/ DATE OF SALE A USTED CASUDESCRITION QUANTITV RIGINAT PRICE ACQUISITION DATE OR EXCHANGE PROCEEDS RIAINAL COST GAIN OR LOSS AMOUNTSUBTOTAL 18 00000 990 59 1 055 08 -64 49LENNAR CORPORATIONCLASS ACUSIP 526057104 30 00000 19 6314 12/09/11 06/05/12 744 99 588 94 156 0525 00000 19 3191 12/12/11 06/05/12 620 83 482 98 137 8510 00000 18 8026 12/16/11 06/05/12 248 34 188 03 60 3111 00000 18 8026 12/16/11 06/14/12 280 17 206 82 73 3514 00000 18 7900 12/19/11 06/14/12 356 58 263 06 93 526 00000 19 4494 12/20/11 06/14/12 152 82 116 70 36 125 00000 19 8307 12/21/11 06/14/12 127 35 99 16 28 19SUBTOTAL 101 00000 2 531 08 1,945 69 585 39LYONDELLBASELLINDUSTRIES AF SCACLASS ACUSIP N53745100REALIZED GAIN/LOSSSHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES CONTINUEDSHARE A USTED PRICE/ OPEN DATE/ DATE OF SALE AUSTED COST/DESCRI[TIO N QUANTI' RIGINAL PRICE ACGUIS1TION DATE OR EXCHANGE PROCEEDS RIGINAL COST GAIN OR LOSS AMOUNTMONSTER BEVERAGE CORPCUSIP 611740101 16 00000 44 0623 09/15/11 08/13/12 841 20 705 00 136 202 00000 46 2436 09/19/11 08/13/12 105 15 92 49 12 667 00000 46 2453 09/27/11 08/13/12 368 04 323 72 44 3211 00000 46 2453 09/27/11 08/29/12 652 44 508 70 143 74SUBTOTAL 36 00000 1 966 83 1 629 91 336 92MORGAN STANLEY & COCUSIP 617446448 9 00000 12 9257 07/25/12 12/28/12 168 30 116 34 51 96MOSAIC COMPANY CUSIP 61945C103 24 00000 59 6100 08/16/12 11/14/12 1 176 28 1,430 64 - 254 36NIKE INC CLASS BCUSIP 654106103 11 00000 93 7177 07/07/11 06/29/12 957 16 1 030 89 - 73 73NUANCE COMMUNICATIONSINCCUSIP 67020Y100 28 00000 16 9774 09/09/11 07/03/12 669 11 475 37 193 744 00000 18 0788 09/13/11 07/03/12 95 59 72 32 23 2726 00000 18 0788 09/13/11 07/11/12 566 95 470 04 96 915 00000 19 0516 09/15/11 07/11/12 109 03 95 26 13 7711 00000 19 0516 09/15/11 07/16/12 233 79 209 57 24 221 00000 18 6053 09/23/11 07/16/12 21 25 18 61 2 6425 00000 20 9588 10/06/11 07/16/12 531 35 523 98 7 372 00000 20 9588 10/06/11 07/24/12 40 84 41 91 -1 0716 00000 24 9086 12/05/11 07/24/12 326 80 398 54 -71 7410 00000 26 6405 02/10/12 07/24/12 204 25 266 41 -62 16SUBTOTAL 128 00000 2 798 96 2 572 01 226 95OCWEN FINL CORPCUSIP 675746309 1 00000 35 7274 10/19/12 12/28/12 33 35 35 73 -2 38REALIZED GAIN/LOSSSHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES CONTINUEDSHARE A USTED PRICE/ O EN DATE/ DATE OF SALE A USTED COST/DES ORTLLON QUANLI'Y RLGINAL PRICE A,,GULS1FION DATE OR EXCHANGE PROCEEDS RLGINAL COST GAIN OR LOSS AMOUNTONEOK INC NEWCUSIP 682680103 5 00000 72 0567 06/22/11 02/01/12 409 74 360 28 49 4621 00000 73 2632 06/24/11 02/01/12 1,720 93 1,538 53 182 40SUBTOTAL 26 00000 2130 67 1 898 81 231 86ORACLE CORPORATIONCUSIP 68389X105 18 00000 27 4367 08/29/11 02/01/12 510 55 493 86 16 6912 00000 30 2021 09/29/11 02/01/12 340 37 362 43 -22 06SUBTOTAL 30 00000 850 92 856 29 -5 37OWENS CORNING INCCUSIP 690742101 17 00000 28 5732 11/04/11 05/09/12 555 31 485 75 69 5611 00000 28 5732 11/04/11 05/14/12 352 74 314 31 38 438 00000 28 5732 11/04/11 05/18/12 228 06 228 58 -0 5215 00000 28 7647 11/07/11 05/18/12 427 62 431 47 -3 852 00000 29 1072 12/01/11 05/18/12 57 02 58 22 -1 2021 00000 29 1072 12/01/11 05/21/12 595 69 611 25 -15 564 00000 27 2889 12/20/11 05/21/12 113 47 109 16 4 315 00000 27 2889 12/20/11 06/01/12 142 96 136 44 6 5212 00000 27 6125 12/21/11 06/01/12 343 11 331 35 11 7610 00000 31 1218 01/05/12 06/01/12 285 93 311 22 -25 299 00000 30 6157 02/15/12 06/01/12 257 35 275 54 -18 19SUBTOTAL 114 00000 3,359 26 3,293 29 65 97PFIZER INCORPORATEDCUSIP 717081103 2 00000 23 7598 07/19/12 12/28/12 49 93 47 52 2 41PHARMACYCLICS INCCUSIP 716933106 29 00000 50 1331 06/28/12 11/09/12 1,384 15 1,453 86 -69 71 REALIZED GAIN/LOSSSHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES CONTINUEDSHARE AUSTED PRICE/ O EN DALE/ DATE OF SALE AUST ECL COS TJDESCNQTLON QUANTL T,L NATNAL PNCE ACGUIS TION DA TE OR EXCHANGE PROCEEDS RIOINAL COST GATN OR LOSS AMOUNTPHILIP MORRISINTERNATIONAL INCCUSIP 718172109 1 00000 89 2122 07/05/12 12128/12 83 21 89 22 -6 01PLMCO TRUST ETF20+ YR ZERO CPN US TREAS INDEX FUNDCUSIP 72201R882SUBTOTAL PLUM CREEK TIMBER CO INC DEPOSITARY UNITCUSIP 729251108 1 00000 43 9727 09119/12 12128/12 44 14 43 98 0 16PROSHAR ES TR ETCULTRASHORT MSCJ EUROPENON-TRADITIONAL ETP 2X CUSIP 74348A301REALIZED GAIN/LOSSSHORT TERM GAJNS OR LOSSES FOR COVERED SECURITIES CONTINUEDSHARE A USTED PRICE/ OPEN DATE/ DALE OF SALE A USTED COST/DESTRIQ TION QUANTI'Y RIGTNAL PRICE AOGUIS1TION DATE OR EXCHANGE PROCEEDS RLGINA1 COST GAIN OR LOSS AMOUNTPROSHARES TR ETFULTRASHORT MSCI EMRGNG NON-TRADITIONAL ETP 2XCUSIP 74347X575 26 00000 29 6670 07/09/12 08/06/12 697 05 771 34 -74 2936 00000 31 1000 07/12/12 08/06/12 965 15 1,119 60 -154 4510 00000 31 1000 07/12/12 09/14/12 236 09 311 00 -74 9123 00000 31 3000 07/23/12 09/14/12 543 01 719 90 -176 8923 00000 31 2200 07/25/12 09/14/12 543 03 718 06 -175 03SUBTOTAL 118 00000 2 984 33 3 639 90 -655 57PREALIZED GAIN/LOSSSHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES CONTINUEDSHARE A USTED PRICE/ O EN DATE/ DATE OF SALE A USTED COST' DESCR1 'LON QUANLI'Y RIOIR'TAL PRICE ACGUISTTION DATE OR EXCHANGE PROCEEDS RLGINAL COST GAIN OR LOSS AMOUNT7 00000 43 2660 11/16/11 02/01/12 265 95 302 86 -36 916 00000 45 2485 11/17/11 02/01/12 227 96 271 50 -43 549 00000 45 2485 11/17/11 02/03/12 329 84 407 24 -77 401 00000 45 2485 11/17/11 07/18/12 32 15 45 24 -13 0914 00000 49 1883 11/21/11 07/18/12 450 11 688 64 -238 533 00000 50 2670 11/23/11 07/18/12 96 45 150 80 -54 3519 00000 32 7003 05/07/12 07/18/12 610 87 621 31 - 10 4410 00000 32 8486 05/10/12 07/18/12 321 52 328 49 -6 9713 00000 34 6361 05/17/12 07/19/12 405 60 450 27 -44 6722 00000 36 3641 06/01/12 07/19/12 686 41 800 01 -113 6040 00000 34 5749 06/14/12 07/19/12 1,248 02 1,383 00 -134 98 SUBTOTAL 157 00000 5185 12 6 019 52 -834 40PROSHARES TRUST ETFULTRASHORT S&P 500 NEW CUSIP 743478300 SUBTOTAL 23 00000 1 223 89 1 397 34 -173 45REALIZED GAIN/LOSSSHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES CONTINUEDSHARE ADJUSTED PRICE/ OPEN DATE/ DATE OF SALE A USTED COST/DESCRIPTION QUANTILJ ORIOINAL PRICE ACGUISITION DATE OR EXCHANAE PROCEEDS RIAINAL COST GAIN OR LOSS AMOUNT5 00000 15 9186 05/10/12 07/05/12 76 71 79 59 -2 8826 00000 16 8690 05/17/12 07/05/12 398 92 438 59 -39 6774 00000 17 8500 06/05/12 07/05/12 1 '135 42 1,320 90 -185 4830 00000 17 8500 06/05/12 07/18/12 468 00 535 50 -67 50 SUBTOTAL 275 00000 4 530 50 4,998 47 -467 97PROTHENA CRP PLC ADRCUSIP 872800108 0 63413 8 7005 08/08/12 12/21/12 4 81 5 51 -0 70 1 00000 8 7005 08/08/12 12/28/12 6 74 8 70 -1 96SUBTOTAL 1 63413 11 55 14 21 - 2 66RED HAT INCCUSIP 756577102 12 00000 40 8984 09/15/11 07/10/12 617 88 490 78 127 10 4 00000 41 5547 10/06/11 07/10/12 205 96 166 22 39 74 1 00000 45 8849 10/12/11 07/10/12 51 49 45 89 5 60 6 00000 45 8849 10/12/11 07/17/12 311 06 275 30 35 76 9 00000 56 4007 05/16/12 07/17/12 466 61 507 61 - 41 00SUBTOTAL 32 00000 1 653 00 1 485 80 167 20ROYAL CARIBBEANCRUISES LTD NORWAY CUSIP V7780T103 26 00000 28 2475 01/11/12 02/24/12 740 83 734 44 6 39 3 00000 28 7861 01/13/12 02/24/12 85 49 86 36 -0 87 23 00000 28 7861 01/13/12 02/27/12 645 59 662 08 -16 49 3 00000 27 1589 01/17/12 02/27/12 84 21 81 48 2 73 13 00000 27 1589 01/17/12 04/23/12 337 95 353 06 -15 11SUBTOTAL 68 00000 1 894 07 1 917 42 -23 35SALESFORCE COMCUSIP 79466L302 4 00000 121 9904 10/06/11 05/07/12 609 79 487 96 121 83 REALIZED GAIN/LOSSSHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES CONTINUEDSHARE AUSTED PRICE/ OEN DATE/ DATE OF SALE AUSTED COST/DESCRIQTLON QUANTI' RIGINAL PRICE ACGUIS TION DATE OR EXCHANGE PROCEEDS RLGINAL COST GAIN OR LOSS AMOUNTSM ENERGY CO COMCUSIP 78454L100 2 00000 80 7199 10/26/11 02/01/12 143 40 161 44 -18 046 00000 87 9577 10/27/11 02/01/12 430 21 527 75 -97 54 SUBTOTAL 8 00000 573 61 689 19 -115 58SMITHFIELD FOODS INCCUSIP 832248108 78 00000 19 9057 09/04/12 12/28/12 1,627 58 1,552 64 74 941 00000 19 7441 09/05/12 12/28/12 20 87 19 74 1 13 SUBTOTAL 79 00000 1 648 45 1 572 38 76 07STANLEY BLACK & DECKERINCCUSIP 854502101 SUBTOTAL 57 00000 3 569 81 4 039 38 -469 57TIFFANY & CO NEW CUSIP 886547108 S UBTOTAL 33 00000 1 978 96 2 595 72 -616 76REALIZED GAIN/LOSSSHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES CONTINUEDSHARE A USLE D PRICE/ OEEN DATA/ DATE OF SALE USLED CASUDESCF'QTLON QUANLLT'[RIGLNAL PRICE A99ULSRTION DATE OR EXCHANGE PROCEEDS RIGLNAL COST GAIN OR LOSS AMOUNTUNITED CONTINENTALHOLDINGS INCCUSIP 910047109 35 00000 20 6433 12/09/11 02/24/12 718 64 722 52 -3 8862 00000 20 7522 12/12/11 02/27/12 1,252 14 1,286 64 - 34 5010 00000 20 7522 12/12/11 03/14/12 193 95 207 52 -13 5727 00000 21 2636 12/16/11 03/14/12 523 67 574 12 -50 4572 00000 21 7898 01/26/12 03/21/12 1,493 44 1,568 87 -75 43SUBTOTAL 206 00000 4181 84 4 359 67 -177 83VEECOINSTRUMENTSINC DELCUSIP 9224171DO 10 00000 34 8578 05/30/12 08/03/12 341 25 348 58 -7 3317 00000 34 4159 05/31/12 08/03/12 580 15 585 07 -4 9217 00000 34 4159 05/31/12 10/17/12 511 44 585 07 -73 63SUBTOTAL 44 00000 1 432 84 1 518 72 -85 88VERIFONE SYSTEMS INCCUSIP 92342Y109 24 00000 31 2241 06/13/12 09/13/12 749 29 749 38 -0 09VERIZON COMMUNICATIONSCOMCUSIP 92343V104 24 00000 44 7857 08/03/12 12/03/12 1,059 51 1,074 86 -15 358 00000 44 7857 08/03/12 12/12/12 356 79 358 28 -1 4917 00000 44 7216 08/06/12 12/12/12 758 18 760 27 -2 09SUBTOTAL 49 00000 2 174 48 2 193 41 -18 93VIVUS INCCUSIP 928551100 23 00000 29 6348 07/05/12 07/20/12 516 53 681 60 - 165 073 00000 29 6348 07/05/12 07/23/12 67 32 88 90 -21 5824 00000 30 9532 07/18/12 07/23/12 538 57 742 88 -204 31SUBTOTAL 50 00000 1,122 42 1,513 38 -390 96 REALIZED GAIN/LOSSSHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES CONTLNUL,'DSHARE A USTED PRICE/ O EF''L DATE/ DATE OF SALE A USTED COST/DESCN[2TLON QUANTI' RIGINAL PRICE AUI S TLON DATE OR EXCHANGE PROCEEDS NCIINAL COS T GAIN OR LOSS AMOUNRWEIGHT WATCHERS INTLINCCUSIP 948626106 11 00000 84 8037 05/20/11 02/15/12 841 20 932 84 -91 64 7 00000 68 5020 11/09/11 02/15/12 535 30 479 51 55 79 1 00000 66 4454 11/10/11 02/15/12 76 47 66 45 10 02 5 00000 67 8950 11/11/11 02/15/12 382 36 339 48 42 88 8 00000 68 1908 11/14/11 02/15/12 611 80 545 53 66 27SUBTOTAL 32 00000 2 447 13 2 363 81 83 32WELLS FARGO COMPANY CUSIP 949746101 2 00000 34 5667 10/18/12 12/28/12 68 10 69 14 -1 04WHIRLPOOL CORPCUSIP 963320106 11 00000 75 2665 03/12/12 06/26/12 602 89 827 93 -225 04 3 00000 78 6677 03/14/12 06/26/12 164 43 236 01 -71 58SUBTOTAL 14 00000 767 32 1 063 94 -296 62WYNDHAM WORLDWIDE CORPCUSIP 98310W108 15 00000 39 8971 01/19/12 07/13/12 752 97 598 46 154 51 13 00000 39 8696 01/20/12 07/13/12 652 58 518 31 134 27SUBTOTAL 28 00000 1,405 55 1,116 77 288 78TOTAL SHORT TERM GAINS OR L OSSES FOR COVERED S ECURITIES $110,347 91 $114,383 88 -$4,035 97 $114,386 82 DESCNPTION QUANLLTY RIAINAL PRICE ACGU1S1TI ON DETE OR EXCHANGE PROCEEDS RIGINAL COS1 GAIN OR LOSS ARNOUNTADT CORP/THE CUSIP 00101J106 8 00000 32 7090 05/10111 10/04112 310 38BEAMINGCUSIP 073730103 1 00000 49 9979 0512 7/11 12/28112 60 32BIOGEN IDEC INCCUSIP 09062X103 5 00000 101 5058 06/24/11 10/01112 749 101 00000 101 5058 06124111 12128/12 146 85SUBTOTAL 6 00000 895 95CAPITAL ONE FINANCIALCORP 261 67 48 7150 00 10 32507 53 241 57101 51 45 34609 04 286 91 CUSIP 14040H105 2 00000 45 3009 11/02/11 12/28/12 113 70 90 60 23 10CHUBB CORPCUSIP 171232101 2 00000 68 4816 10/21/11 12/28{12 149 28 136 97 12 31DISCOVER FINANCIAL CUSIP 254709108 25 00000 23 0951 03/23/11 12/03/12 1,035 13 REALIZED GAIN/LOSSLONG TERM GAINS OR LOSSES FOR COVERED SECURITIES CONTINUEDSHARE AUSTED PRICE/ OP,M DATE/ DATE OF SALE AUSTED COSVDESCRTIION QUANTI!JO' RIOLNAL PRICE ACGUIS1LION DATE OR EXCHANOE PROCEEDS RIGINAL COST GA1 N OR LOSS AMOUNT2 00000 24 3877 03/28/11 12/03/12 82 82 48 78 34 044 00000 24 3877 03/28/11 12/28/12 151 84 97 56 54 28SUBTOTAL 31 00000 1 269 79 723 72 546 07DOW CHEMICAL COMPANY CUSIP 260543103 15 00000 36 9855 02/04/11 05/07/12 482 28 554 78 -72 50EBAY INCCUSIP 278642103 11 00000 34 1957 02/11/11 07/02/12 452 50 376 16 76 343 00000 34 1957 02/11/11 07/11/12 118 06 102 58 15 4815 00000 32 9934 05/04/11 07/11/12 590 36 494 91 95 452 00000 32 9934 05/04/11 12/28/12 100 08 65 99 34 09SUBTOTAL 31 00000 1 261 00 1 039 64 221 36KEYCORP NEWCUSIP 493267108 6 00000 6 3738 10/10/11 10/16/12 49 64 38 24 11 4048 00000 6 8238 10/1 2/11 1 0/1 6/12 397 16 327 54 69 6268 00000 7 2538 1 0/26/11 12/12/12 562 00 493 25 68 75SUBTOTAL 122 00000 1 008 80 859 03 149 77KINDER MORGAN MGMT LLCCUSIP 49455U100 5 00000 63 5556 06/08/11 06/25/12 346 53 31 7 78 28 754 00000 64 5973 06/10/11 06/25/12 277 23 258 39 18 842 00000 64 5973 06/10/11 12/28/12 146 76 129 20 17 56SUBTOTAL 11 00000 770 52 705 37 65 15KIRBY CORPCUSIP 497266106 10 00000 55 18555 00000 55 08091 00000 55 95606 00000 55 9560REALIZED GAIN/LOSSLONG TERM GAINS OR LOSSES FOR COVERED SECURITIES CONTINUEDSHARE AUSTED PRICE/ O EN DATE/ DATE OF SALE ADJ1 1SIED COST/ DESCRI[1UON QUANTITY NOINAL PRICE AS GUL S1TFON DATE OR EXCHANGE P[OCEEDS ORI GI NAL COST GA1N OR LOSS AMOUNTSUBTOTAL 22 00000 1 358 25 1 218 95 139 30LORILLARD INCCUSIP 544147101 6 00000 116 2005 05/20/11 09/13/12 696 61 697 20 -0 593 00000 116 0042 05/23/11 09/1 3/12 348 30 348 01 0 292 00000 114 6884 05/26/11 09/13/12 232 21 229 38 2 831 00000 114 6884 05/26/11 09/17/12 116 48 114 69 1 796 00000 101 3712 06/13/11 09/17/12 698 91 608 23 90 68SUBTOTAL 18 00000 2 092 51 1 997 51 95 00MARSH AND MC LENNAN COMPANIES INCCUSIP 571748102 47 00000 30 5066 02/28/11 09/10/12 1,605 67 1,433 82 171 8513 00000 30 5066 02/28/11 10/26/12 434 29 396 58 37 7110 00000 30 4523 03/01/11 10/26/12 337 81 304 52 33 295 00000 30 4523 03/01/11 10/26/12 167 03 152 26 14 7712 00000 30 5699 03/14/11 10/26/12 400 89 366 84 34 0514 00000 28 0826 08/10/11 10/26/12 472 94 393 16 79 7812 00000 26 7546 10/05/11 10/26/12 405 38 321 06 84 3211 00000 27 0152 10/06/11 10/26/12 371 62 297 17 74 45SUBTOTAL 124 00000 4195 63 3 665 41 530 22MCDONALDS GORPCUSIP 580135101 6 00000 81 0169 06/10/11 11/14/12 512 05 486 10 25 95NORDSTROM INCCUSIP 655664100 15 00000 47 2118 04/21/11 07/12/12 753 25 708 18 45 071 00000 47 2118 04/21/11 12/28/12 51 34 47 21 4 13 SUBTOTAL 16 00000 804 59 755 39 49 20OMNICARE INCCUSIP 681904108 2 00000 26 4020 10/11/11 12128/12 71 14 52 81 18 33REALIZED GAIN/LOSSLONG TERM GAINS OR LOSSES FOR COVERED SECURITIES CONTINUEDSHARE A USTED PRICE/ O EN DATE/ DATE OF SALE A USTED COST/DESCN LLON QUANTI!)' RLGFNAL PRICE ACGLLLS TJON DATE OR EXCHANGE PROCEEDS RLGINAL COST GAIN OR LOSS AMOUNTPENTAIR INC XXXCUSIP 709631105 0 28348 50 3062 05/10/11 10/01/12 12 10 10 57 1 53PENTAIR LTDCUSIP H6169Q108 3 55556 37 2778 05/10/11 10/04/12 157 30 132 54 24 76QUESTAR CORPCUSIP 748356102 2 00000 17 7065 06/27/11 12/28/12 38 74 35 42 3 32SLM CORPCUSIP 78442P106 25 00000 14 1165 01/12/11 11/01/12 441 26 352 92 88 343 00000 14 1165 01/12/11 12/28/12 50 22 42 35 7 87SUBTOTAL 28 00000 491 48 395 27 96 21TW TELECOM INCCUSIP 87311L104 10 00000 21 1988 04/26/11 12128/12 252 99 211 99 41 00TYCO INTERNATIONAL LTOSHSCUSIP H89128104 16 00000 25 0072 05/10/11 10/04/12 458 22 400 12 58 10VERIFONE SYSTEMS INCCUSIP 92342Y109 19 00000 48 7805 02/16/11 09/06/12 594 47 926 82 -332 352 00000 48 7805 02/16/11 09/13/12 62 44 97 56 -35 1218 00000 53 5180 03/22/11 09/13/12 561 96 963 32 -401 36SUBTOTAL 39 00000 1,218 87 1,987 70 -768 83TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES $17,985 89 $16,380 60 $1,605 29REALIZED GAIN/LOSSLONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIESSHARE USTED PRICE/ OI JEN DATE/ DATE OF SALE A T1SLED COS V DESCRITION QUANTITY RIGINAL PRICE ACGUIS1TLON DATE OR EXCHANGE PROCEEDS RLGLNAJ COST GAI N OR LOSS AMOUNTADT CORP/THECUSIP 00101J106 1 00000 25 6156 04/08/10 10/04/12 38 79 25 61 13 18ALBEMARLE CORPCUSIP 012653101 1 00000 46 6695 09/30/10 05/09/12 61 57 46 66 1 4 916 00000 46 9849 10/01/10 05/09/12 369 44 281 91 87 536 00000 46 9849 10/01/10 05/14/12 368 23 281 91 86 321 00000 46 9849 10/01/10 05/23/12 59 42 46 98 12 446 00000 48 1155 10/07/10 05/23/12 356 53 288 70 67 839 00000 48 1155 10/07/10 06/14/12 520 25 433 03 87 22SUBTOTAL 29 00000 1 735 44 1 379 19 356 25ALLEGHENY TECHNOLOGIESINCCUSIP 01741R102 2 00000 48 6733 '" 07/13/10 06/01/12 62 13 97 34 -35 216 00000 47 9148 07/21/10 06/01/12 186 39 287 49 -101 108 00000 49 5679 07/22/10 06/01/12 248 53 396 54 -148 014 00000 44 8199 08/12/10 06/01/12 124 26 179 28 -55 025 00000 47 5500 09/13/10 06/01/12 155 34 237 75 -82 412 00000 47 5500 09/13/10 06/05/12 60 47 95 10 - 34 639 00000 45 2785 09/24/10 06/05/12 272 12 407 51 -135 39SUBTOTAL 36 00000 1 109 24 1 701 01 - 591 77APPLE INCCUSIP 037833100 2 00000 269 0066 04/23/10 07/25/12 1 142 73 538 02 604 71BRISTOL MYERS SQUIBBCOCUSIP 110122108 48 00000 26 2066 04/08/10 01/26/12 1,566 55 1,257 90 308 6515 00000 24 4718 06/10/10 01/26/12 489 55 367 08 122 476 00000 25 1729 07/15/10 01/26/12 195 82 151 04 44 78 LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES CONTINUEDSHARE A USTED PRICE/ O EN DATE/ DATE OF SALE A USTED COST/ DESC R ITION QUANTITZ RIQINAL PRICE ACGUIS1TION DATE OR EXCHANGE PROCEEDS RIGINAL COST GAIN OR LOSS AMOUNTSUBTOTAL 69 00000 2 251 92 1 776 02 475 90CLEAN HARBORS INCCUSIP 184496107 5 00000 34 1173 05/03/10 12/28/12 261 49 170 59 90 90CROWN HOLDINGS INCCUSIP 228368106 15 00000 25 0820 06/28/10 03/08/12 547 23 376 23 171 0025 00000 24 8712 06/29/10 03/08/12 912 05 621 78 290 2712 00000 24 8712 06/29/10 03/14/12 444 20 298 45 145 759 00000 25 9826 07/13/10 03/14/12 333 15 233 84 99 31SUBTOTAL 61 00000 2 236 63 1 530 30 706 33EBAY INCCUSIP 278642103 17 00000 26 4657 04/08/10 05/30/12 676 22 449 91 226 3119 00000 26 9372 04/14/10 05/30/12 755 78 511 81 243 978 00000 26 9372 04/14/10 07/02/12 329 09 215 49 113 60SUBTOTAL 44 00000 1 761 09 1 177 21 583 88GLOBAL PAYMENTS INCCUSIP 37940X1 02 17 00000 46 6473 12/30/10 01/06{12 788 66 793 00 -4 34HASBROINCCUSIP 418056107 12 00000 25 0900 10/27/06 01/17/12 398 53 301 16 97 3712 00000 25 0900 10/27/06 01/18/12 395 59 301 16 94 4315 00000 30 6700 12/02/09 01/19/12 491 17 460 08 31 0917 00000 40 2038 07/21/10 01/19/12 556 67 683 46 - 126 797 00000 42 1777 07/26/10 01/19/12 229 22 295 24 -66 02SUBTOTAL 63 00000 2 071 18 2 041 10 30 08LTC HOLDINGS CORPCUSIP 465685105 3 00000 60 0660 09/09/10 05/09/12 216 22 180 20 36 022 00000 60 4119 09/10{1 0 05/09/12 144 15 120 83 23 323 00000 60 4119 09/10/10 05/10/12 216 42 181 23 35 19LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES CONTINUEDSHARE A USTED PRICE/ O EN DATE/ DATE OF SALE A USTED COST/DESCRI'2TION QUANTI'Y RIGINAL PRICE ACQUISITION DATE OR EXCHANGE PROCEEDS RIGINAL COST GAIN OR LOSS AMOUNT14 00000 61 4182 09/15/10 05/10/12 1,009 99 859 85 150 14SUBTOTAL 22 00000 1 586 78 1,342 11 244 67MCDONALDS CORPCUSIP 580135101 13 00000 73 7036 08/23/10 06/01/12 1,138 74 958 14 180 606 00000 73 2153 08/25/10 06/01/12 525 58 439 29 86 29SUBTOTAL 19 00000 1 664 32 1 397 43 266 89MICROCHIP TECHNOLOGY INCCUSIP 595017104 25 00000 25 2196 04/08/10 07/10/12 787 08 630 49 156 5928 2965 707 4125 00000 25 2200 04/08/10 07/11/12 783 58 630 50 153 0828 2965 707 411 00000 24 4700 04/08/10 12/28/12 32 27 24 47 7 8028 2965 28 30SUBTOTAL 51 00000 1,602 93 1,285 46 317 471 443 12NATIONAL FUEL GAS COCUSIP 636180101 8 00000 51 0700 04/08/10 01/19/12 387 79 408 56 -20 776 00000 51 0700 04/08/10 02/03/12 301 80 306 42 -4 627 00000 51 0700 04/08/10 02/17/12 335 68 357 49 -21 813 00000 51 0700 04/08/10 03/15/12 148 20 153 21 -5 018 00000 49 3489 06/04/10 03/15/12 395 20 394 79 0 415 00000 65 4415 12/02/10 03/15/12 247 00 327 21 -80 21 SUBTOTAL 37 00000 1 815 67 1 947 68 -132 01PENTAIR INC XXXCUSIP 709631105 0 03544 39 3965 04/08/10 10/01/12 1 51 1 03 0 48PENTAIR LT DCUSIP H6169Q108 0 44444 29 1935 04/08/10 10/04/12 19 66 12 97 6 69REALIZED GAIN/LOSSLONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES CONTINUEDSHARE A UST'L{J PRICE/ O EN DATE/ DATE OF SALE A USTED COSLLDESCRLETLON QUANTI RIGINAL PRICE ACGUIS1 TION DATE OR EXCHANGE PROCEEDS RIGINAL COST GAM OR LOSS AMOUNTPERRIGO COMPANY CUSIP 714290103 9 00000 58 7400 04/08/10 03/14/12 932 88 528 66 404 22PVH CORPCUSIP 693656100 9 00000 57 5318 09/17/10 07/12/12 671 40 517 79 153 617 00000 57 5318 09/17/10 08/03/12 544 86 402 71 142 151 00000 59 5766 09/20/10 12/28/12 107 94 59 58 48 36SUBTOTAL 17 00000 1,324 20 980 08 344 12ROBERT HALF INTL INCCUSIP 770323103 20 00000 26 9912 05/10/10 07/18/12 570 95 539 82 31 1314 00000 27 5304 05/13/10 07/18/12 399 67 385 43 14 241 00000 27 5304 05/13/10 12/28/12 31 50 27 53 3 97SUBTOTAL 35 00000 1 002 12 952 78 49 34ROPER 'NOS INC NEWCUSIP 776696106 2 00000 59 8600 04/08/10 12/28/12 219 14 119 72 99 42SLM CORPCUSIP 78442P106 1 00000 12 8073 12/20/10 11/01112 17 65 12 80 4 8550 00000 12 9910 12/21/10 11/01112 882 51 649 55 232 9625 00000 13 0017 12/22/10 11/01/12 441 26 325 04 116 22SUBTOTAL 76 00000 1 341 42 987 39 354 03TRANSDIGM GROUP INCCUSIP 893641100 10 00000 54 5094 04/08/10 03/19/12 1 '133 90 545 10 588 8012 00000 54 5094 04/08/10 08/09/12 1,520 16 654 12 866 041 00000 54 5094 04/08/10 12/28/12 133 88 54 51 79 37SUBTOTAL 23 00000 2,787 94 1,253 73 1,534 21TYCO INTERNATIONAL LTOSHSCUSIP H89128104 12 00000 39 3965 04/08/10 01/03/12 573 27 472 76 100 51REALIZED GAIN/LOSS LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIESSHA R E ADLUSTED PRICE/DESCRIPTION QUANTITY ''RLGLNAL PRICE27 00000 39 39652 00000 19 5840SUBTOTAL 41 00000TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES CONTINUEDO EN DATE! DATE OF SALE- A USTED COS T'ACQUISITION DATE OR EXCHANGE PROCEEDS NOLNAL COST GA1 N OR LOSS AMOUNT04/08/10 09/25/12 1 ,513 42 1 ,063 69 449 7304/08/10 10/04/12 57 27 39 18 18 092,143 96 1,575 63 568 33$29,839 70 $23,516 72 $6,322 98$23,674 38

TY 2012 Investments Corporate Bonds Schedule

Name: A DONALD & MARY G BEHLER FOUNDATION

EIN: 23-2903583

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	16,768	13,220

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491176005003

TY 2012 Investments Corporate Stock Schedule

Name: A DONALD & MARY G BEHLER FOUNDATION

EIN: 23-2903583

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	644,085	743,915

TY 2012 Investments - Other Schedule

Name: A DONALD & MARY G BEHLER FOUNDATION

EIN: 23-2903583

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER INVESTMENTS	AT COST	36,167	36,831

TY 2012 Other Expenses Schedule

Name: A DONALD & MARY G BEHLER FOUNDATION

EIN: 23-2903583

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	205	205		0

TY 2012 Other Professional Fees Schedule

Name: A DONALD & MARY G BEHLER FOUNDATION

EIN: 23-2903583

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKER FEES	9,342	9,342		0