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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

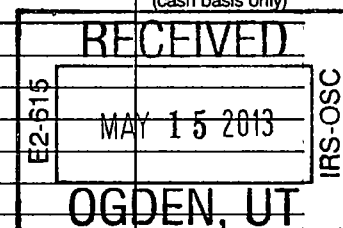
Open to Public Inspection

For calendar year 2012 or tax year beginning**, 2012, and ending****, 20**

Name of foundation JOHN CRAIN KUNKEL FOUNDATION		A Employer identification number 23-7026914
Number and street (or P O box number if mail is not delivered to street address) 225 MARKET STREET, 2ND FLOOR	Room/suite	B Telephone number (see instructions) 717-902-9817
City or town, state, and ZIP code HARRISBURG, PA 17101		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) \$ 12,127,870	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	2	2		
	4 Dividends and interest from securities	266618	266618		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	287429			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		287429		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule) (SHEET 11)	30282				
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	584331	554049	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	90000	0	0	90000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	12321	0	0	12321
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) (SHEET 11)	24000	1200	0	22800
	c Other professional fees (attach schedule) (SHEET 11)	39379	35441	0	3938
	17 Interest				
	18 Taxes (attach schedule) (see instructions) (SHEET 11)	10000			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	5400			5400
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) (SHEET 11)	1897			1897
	24 Total operating and administrative expenses. Add lines 13 through 23	182997	36641	0	136356
	25 Contributions, gifts, grants paid	549685			549685
26 Total expenses and disbursements. Add lines 24 and 25	732682	36641	0	686041	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(148351)				
b Net investment income (if negative, enter -0-)		517408			
c Adjusted net income (if negative, enter -0-)			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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	246258	227388	227388
	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 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)	2191034	2030285	2083547
	b Investments—corporate stock (attach schedule) (SHEET 4)	6686503	6746168	8088435
	c Investments—corporate bonds (attach schedule)	1592481	1564084	1684094
	11 Investments—land, buildings, and equipment: basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule) (SHEET 4)	37900	37900	37900
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶	6506	6506	6506
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	10760682	10612331	12127870
	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)			
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	10760682	10612331	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	10760682	10612331	
	31 Total liabilities and net assets/fund balances (see instructions)	10760682	10612331	

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	10760682
2 Enter amount from Part I, line 27a	2	(148351)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	10612331
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	10612331

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 (SHEET 5)				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
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	287429
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.

(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	687862	12335329	0.055763571
2010	680581	11851011	0.057428096
2009	668427	10877280	0.061451668
2008	741180	12770646	0.058037784
2007	725375	14369208	0.050481210
2 Total of line 1, column (d)			2 0.283162330
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 0.056632466
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 12011870
5 Multiply line 4 by line 3			5 680262
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5174
7 Add lines 5 and 6			7 685436
8 Enter qualifying distributions from Part XII, line 4 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.			8 686041

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1		5174
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		
3	Add lines 1 and 2	3		5174
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		5174
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		10490
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		10490
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		5316
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax 5316 Refunded	11		0

Part VII-A Statements Regarding Activities

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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		✓
c	Did the foundation file Form 1120-POL for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ NONE (2) On foundation managers. ▶ \$ NONE			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ NONE			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		✓
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? <i>If "Yes," attach a conformed copy of the changes.</i>	3		✓
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		✓
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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		✓
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	✓	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PENNSYLVANIA			
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b	✓	
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)? <i>If "Yes," complete Part XIV</i>	9		✓
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► <u>KUNKELFOUNDATION.ORG</u>				
14	The books are in care of ► <u>FOUNDATION OFFICE</u>	Telephone no. ►	<u>717-902-9817</u>	
	Located at ► <u>225 MARKET STREET, 2ND FLOOR, HARRISBURG, PA</u>	ZIP+4 ►	<u>17101</u>	
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►			✓

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	✓
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	✓
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	✓
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	✓

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
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
(SHEET 6)		90000	0	0

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		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 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	
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	12147024
b	Average of monthly cash balances	1b	3812
c	Fair market value of all other assets (see instructions)	1c	43956
d	Total (add lines 1a, b, and c)	1d	12194792
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	0
3	Subtract line 2 from line 1d	3	12194792
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	182922
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12011870
6	Minimum investment return. Enter 5% of line 5	6	600594

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	600594
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5174
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5174
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	595419
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	595419
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	595419

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	686041
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	686041
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	5174
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	680867

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				595419
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____		0		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	30063			
b From 2008	110656			
c From 2009	130705			
d From 2010	95166			
e From 2011	82590			
f Total of lines 3a through e	449180			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 686041				
a Applied to 2011, but not more than line 2a			0	
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				595419
e Remaining amount distributed out of corpus	90621			
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	539801			
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				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)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	30063			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	509738			
10 Analysis of line 9:				
a Excess from 2008	110656			
b Excess from 2009	130705			
c Excess from 2010	95166			
d Excess from 2011	82590			
e Excess from 2012	90621			

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 **NOT APPLICABLE**

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

2a 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	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test—enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

(SHEET 7)

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

WRITTEN, INCLUDE SPECIFIC

c Any submission deadlines:

NONE

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

NONE

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 <i>Paid during the year</i>				
(SHEET 8)				
Total ▶ 3a				549685
b <i>Approved for future payment</i>				
(SHEET 9)				
Total ▶ 3b				100000

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

[illegible]

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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

5913 TRUSTEE

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

GLEN E. BERGERT

Preparer's signature

Eug. Serget

Date

5/9/13

Check ☐ if self-employed

PTIN

PO1608380

Firm's name ► **VENTURE CAPITAL MANAGEMENT LLC**

Firm's EIN ► 232941903

Firm's address ► P.O.BOX 220, CAMP HILL PA 17001

Phone no	7179797575
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[illegible]

			John Crain Kunkel Foundation	
			Form 990PF	2012
			EIN 23-7026914	
	<u>Page 11, Part XV, Item 3</u>			
	<u>Grants and Contributions Paid During the Year</u>			
		Relationship to Substantial	Purpose of	
		Contributor And	Grant or	
	<u>Recipient Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Contribution</u>	<u>Amount</u>
1	Central PA Youth Ballet	None	General Purpose Fund	\$8,200
	Harrisburg, PA	Public		
2	United Way	None	General Purpose Fund	\$10,000
	Harrisburg, PA	Public		
3	Homeland Center	None	Building Fund	\$100,000
	Harrisburg, PA	Public		
4	YWCA	None	General Purpose Fund	\$75,000
	Harrisburg, PA	Public		
5	Stop the Violence	None	General Purpose Fund	\$10,000
	Harrisburg, PA	Public		
6	Central PA College	None	General Purpose Fund	\$5,000
	Enola, PA	Public		
7	Joshua House	None	Building Fund	\$100,000
	Harrisburg, PA	Public		
8	Tri County Assoc. Blind	None	General Purpose Fund	\$2,750
	Harrisburg, PA	Public		
9	PA Heritage Foundation	None	General Purpose Fund	\$6,235
	Harrisburg, PA	Public		
10	American Red Cross - Cent. PA	None	General Purpose Fund	\$25,000
	Harrisburg, PA	Public		
11	Keystone Services	None	General Purpose Fund	\$25,000
	Harrisburg, PA	Public		
12	Harrisburg University	None	General Purpose Fund	\$25,000
	Harrisburg, PA	Public		
13	Vicky's Angel Walk	None	General Purpose Fund	\$5,000
	Harrisburg, PA	Public		
14	Cultural Enrichment Fund	None	General Purpose Fund	\$10,000
	Harrisburg, PA	Public		
15	Brethren Housing	None	General Purpose Fund	\$5,000
	Harrisburg, PA	Public		
16	Shalom House	None	General Purpose Fund	\$2,500
	Harrisburg, PA	Public		
17	Holy Spirit Hospital	None	Building Fund	\$100,000
	Camp Hill, PA	Public		
18	Susquehanna Art Museum	None	General Purpose Fund	\$10,000
	Harrisburg, PA	Public		
19	Planned Parenthood	None	General Purpose Fund	\$10,000
	Harrisburg, PA	Public		
20	Channel Food Rescue	None	General Purpose Fund	\$5,000
	Harrisburg, PA	Public		
21	Dauphin County Historical Soc.	None	General Purpose Fund	\$10,000
	Harrisburg, PA	Public		
			Total	\$549,685

		John Crain Kunkel Foundation	
		Form 990PF	
		EIN 23-7026914	2012
<u>Page 11, Part XV, Item 3b</u>			
<u>Grants and Contributions Approved for Future Payment</u>			
	Relationship to Substantial Contributor And Foundation	Purpose of Grant or	
<u>Recipient Name and Address</u>	<u>Status of Recipient</u>	<u>Contribution</u>	<u>Amount</u>
Holy Spirit Hospital	None	Building Fund	\$100,000
Camp Hill, PA	Public		
		Total	\$100,000

		John Crain Kunkel Foundation		
		Form 990PF		2012
		EIN 23-7026914		
Page 10, Part XV, Line 2a				
Name, Address and Phone for Applications				
Nancy W. Bergert				
225 Market Street 2nd Floor				
Harrisburg, PA 17101				
717-902-9817				

		John Crain Kunkel Foundation				
		Form 990PF		2012		
		EIN 23-7026914				
Page 6, Part VIII, Item 1, List of Officers, Directors, Trustees, Foundations Managers and Compensation						
	Title and			Contributions		
	Time Devoted			to Employee		Expense
<u>Name and Address</u>	<u>To Position</u>	<u>Compensation</u>		<u>Benefit Plans</u>		<u>Account</u>
Nancy W. Bergert	Trustee		\$ 10,000		0	0
225 Market Street 2nd Floor	6					
Harrisburg, PA 17101						
Elizabeth K. Davis	Trustee		\$ 7,500		0	0
225 Market Street 2nd Floor	6					
Harrisburg, PA 17101						
Deborah L. Facini	Trustee		\$ 7,500		0	0
225 Market Street 2nd Floor	6					
Harrisburg, PA 17101						
John C. Kunkel, II	Trustee		\$ 7,500		0	0
225 Market Street 2nd Floor	6					
Harrisburg, PA 17101						
Paul A. Kunkel	Trustee		\$ 7,500		0	0
225 Market Street 2nd Floor	6					
Harrisburg, PA 17101						
John K. Stark	Trustee		\$ 15,000		0	0
225 Market Street 2nd Floor	6					
Harrisburg, PA 17101						
Jay W. Stark	Trustee		\$ 15,000		0	0
225 Market Street 2nd Floor	6					
Harrisburg, PA 17101						
Jennifer R. Maguire-Wright	Trustee		\$ 10,000		0	0
225 Market Street 2nd Floor	6					
Harrisburg, PA 17101						
William T. Wright II	Trustee		\$ 10,000		0	0
225 Market Street 2nd Floor	6					
Harrisburg, PA 17101						
Totals			\$ 90,000		0	0

		John Crain Kunkel Foundation					
		Form 990PF		2012			
		EIN 23-7026914					
		Beginning	Beginning		Ending	Ending	Ending
		Share/Par	Book Value		Share/Par	Book Value	FMV
Page 2, Part II Line 10a							
Investments - U.S. and State Gov. Obligations							
Fed Farm Credit Bk 2 25%, 4/12	\$	35,000	\$34,999				
U S Treasury, 1.0% 4/12	\$	50,000	\$50,399				
Federal Farm Credit 2.125%, 6/12	\$	50,000	\$49,880				
U S Treasury, 4.875 % 6/12	\$	40,000	\$43,589				
U S Treasury, 0 375% 9/12	\$	45,000	\$44,945				
U S Treasury 1 375% 10/12	\$	70,000	\$70,407				
U S Treasury, 4.0%, 11/12	\$	130,000	\$140,269				
U S Treasury 1.125% 12/12	\$	60,000	\$59,856				
Fed Farm Credit Bk 3 4% 2/13	\$	60,000	\$57,520				
U S Treasury 0 625%, 3/13	\$	5,000	\$5,004				
Fed Home Loan Bk 4.25% 6/13	\$	25,000	\$25,047				
FNMA 4.375% 7/13	\$	45,000	\$48,710				
U S Treasury, 4 25% 8/13	\$	155,000	\$170,285	\$	80,000	\$ 86,246	\$ 82,022
U.S. Treasury 0 75% 8/13	\$	30,000	\$30,001	\$	30,000	\$ 30,001	\$ 30,113
U.S. Treasury 0.75% 9/13	\$	20,000	\$20,004	\$	20,000	\$ 20,004	\$ 20,084
North Tx Twy Auth, 2 441%, 9/13	\$	40,000	\$40,000	\$	40,000	\$ 40,000	\$ 40,522
Fed Home Loan Bk 3 625% 10/13	\$	30,000	\$29,914	\$	30,000	\$ 29,914	\$ 30,815
U S Treasury, 4 25%, 11/13	\$	110,000	\$112,715	\$	110,000	\$ 112,715	\$ 113,875
U S Treasury, 1 25%, 2/14	\$	10,000	\$9,979	\$	10,000	\$ 9,979	\$ 10,116
P R Gov Dev Bk, 3 67%, 5/14	\$	25,000	\$25,000	\$	25,000	\$ 25,000	\$ 24,750
BbVaSrSA, 3 25%, 5/14	\$	20,000	\$19,897	\$	20,000	\$ 19,897	\$ 20,018
U S Treasury, 0.75%, 6/14	\$	135,000	\$134,652	\$	135,000	\$ 134,652	\$ 136,049
U S Treasury, 0 625%, 7/14	\$	105,000	\$105,457	\$	105,000	\$ 105,457	\$ 105,644
FNMA 3%, 9/14	\$	15,000	\$14,960	\$	15,000	\$ 14,960	\$ 15,712
U S Treasury, 2 375 % 9/14	\$	15,000	\$15,837	\$	15,000	\$ 15,837	\$ 15,557
U S Treasury, 2 375%, 10/14	\$	20,000	\$21,140	\$	20,000	\$ 21,140	\$ 20,770
U S Treasury, 0 375%, 11/14	\$	85,000	\$84,970	\$	85,000	\$ 84,970	\$ 85,199
U.S. Treasury, 2 125%, 11/14	\$	20,000	\$21,010	\$	20,000	\$ 21,010	\$ 20,709
U.S. Treasury, 1 75% 7/15	\$	20,000	\$20,078	\$	5,000	\$ 5,020	\$ 5,183
U S Treasury, 0 25%, 8/15				\$	5,000	\$ 4,980	\$ 4,991
U S Treasury, 4 5%, 11/15	\$	5,000	\$5,663	\$	5,000	\$ 5,663	\$ 5,591
U S Treasury, 2 125%, 12/15	\$	15,000	\$15,014	\$	15,000	\$ 15,014	\$ 15,784
U.S. Treasury, 2 125%, 2/16				\$	105,000	\$ 111,606	\$ 110,717
U S Treasury, 5 125%, 5/16	\$	15,000	\$15,514	\$	15,000	\$ 15,514	\$ 17,344
U S Treasury, 1 5%, 6/16	\$	40,000	\$40,038	\$	40,000	\$ 40,038	\$ 41,462
U.S. Treasury, 3 25%, 7/16	\$	35,000	\$38,916	\$	35,000	\$ 38,916	\$ 38,462
U S Treasury, 3.25%, 9/16	\$	135,000	\$134,515				
U S Treasury, 1.0%, 9/16				\$	100,000	\$ 99,641	\$ 101,906
U S Treasury, 0 875%, 12/16				\$	5,000	\$ 5,010	\$ 5,069
U S Treasury, 0 875%, 1/17				\$	90,000	\$ 89,079	\$ 91,195
U S Treas Infl Indx, 2 375%, 1/17	\$	67,370	\$67,838	\$	57,353	\$ 57,671	\$ 66,659
U S Treasury, 0 875%, 2/17				\$	55,000	\$ 54,979	\$ 55,722
U S Treasury, 0 875%, 4/17				\$	45,000	\$ 45,292	\$ 45,552
U S Treasury, 2.375% 7/17	\$	15,000	\$15,506				
U S Treasury, 0 625%, 9/17				\$	125,000	\$ 124,083	\$ 124,775
U S Treasury, 0 75%, 10/17				\$	10,000	\$ 10,052	\$ 10,033
U S Treasury, 2 625%, 1/18	\$	35,000	\$34,528	\$	15,000	\$ 14,798	\$ 16,416

U S Treasury, 2 25%, 7/18		\$ 25,000	\$26,098				
U S Treas Infl Bd 1 375%,7/18		\$ 47,253	\$46,335		\$ 48,272	\$ 47,354	\$ 56,191
U S Treasury, 1.25%,4/19					\$ 35,000	\$ 35,410	\$ 35,528
U.S.Treasury, 3 375%,11/19		\$ 30,000	\$29,881		\$ 30,000	\$ 29,880	\$ 34,493
U S Treasury, 3 125 % 5/19		\$ 35,000	\$37,036				
U S Treasury, 3 625 % 2/20		\$ 20,000	\$20,145				
U S Treasury, 3 5 % 5/20		\$ 35,000	\$36,882		\$ 35,000	\$ 36,882	\$ 40,636
U S Treasury, 2 625 % 8/20		\$ 15,000	\$15,004		\$ 15,000	\$ 15,004	\$ 16,472
U S Treasury, 2.625 % 11/20		\$ 20,000	\$18,602		\$ 20,000	\$ 18,602	\$ 21,950
U S Treasury, 3 125 %, 5/21		\$ 25,000	\$25,152		\$ 25,000	\$ 25,151	\$ 28,350
U S Treas InflProt, 0 625 % 7/21		\$ 45,210	\$47,018		\$ 46,185	\$ 47,993	\$ 52,500
U S Treasury, 2.125 % 8/21		\$ 15,000	\$14,825		\$ 15,000	\$ 14,825	\$ 15,769
U S Treasury, 2% 2/22					\$ 65,000	\$ 64,417	\$ 67,219
U S Treasury, 1 75 % 5/22					\$ 135,000	\$ 136,351	\$ 136,170
U S Treasury, 1 625 % 11/22					\$ 50,000	\$ 49,278	\$ 49,453
Totals			\$2,191,034			\$2,030,285	\$2,083,547
Page 2, Part II Line 10b							
Investments - Corporate Stock							
Rydex Managed Futures Strat Fund			\$225,000				
BNY Mellon Emerging Markets Fund			\$220,000			\$610,000	\$678,578
BNY Mellon Focused Equity Fund			\$250,483			\$250,483	\$250,577
BNY Mellon International Fund			\$407,530			\$233,203	\$233,635
BNY Mellon Mid Cap Stock Fund			\$719,222			\$678,871	\$745,202
BNY Mellon Sel Mgrs Small Cap Stock Fund			\$162,791			\$171,349	\$176,346
BNY Mellon U S Core Equity Fund			\$250,000			\$250,000	\$250,816
Dreyfus Global Real Estate Fund						\$120,000	\$127,920
Dreyfus High Yield Fund						\$200,000	\$206,182
Dreyfus Inflation Adj Sec Fund			\$172,910			\$180,077	\$194,699
Dreyfus Newton Intl Equity Fund			\$200,000			\$149,733	\$193,066
Dreyfus Opp.Small Cap fund			\$194,997			\$194,997	\$217,811
Dreyfus Premier Emerging Markets Fund			\$306,229				
Guggenheim Mgd Futures Strat. Fund						\$225,000	\$200,915
Strategic Intl Stock Fund			\$235,000			\$212,348	\$257,530
Individual Security Holdings							
Security							
ADT Corp					432	\$ 8,091	\$ 20,084
Alliance Data Sys Corp		629	\$36,794		584	\$ 33,955	\$ 84,540
Allscripts Hlthcare		1600	\$27,291		1490	\$ 25,390	\$ 14,036
Amazon com		250	\$50,255		233	\$ 46,838	\$ 58,453
Amer. Intl Group					1420	\$ 47,998	\$ 50,126
American Express		1280	\$53,903		1190	\$ 50,080	\$ 68,401
American Tower					290	\$ 20,638	\$ 22,408
Ameriprise Financial		980	\$24,072		910	\$ 19,878	\$ 56,993
Anadarko Petroleum		460	\$19,567		670	\$ 36,244	\$ 49,788
Apache		759	\$52,869		706	\$ 49,173	\$ 55,421
Apple Inc		491	\$78,775		456	\$ 72,582	\$ 242,671
AT&T Corp		2540	\$91,744		1550	\$ 54,523	\$ 52,250
AutoLiv Inc		400	\$10,384		650	\$ 26,216	\$ 43,803
Bank of America		3670	\$45,550		6500	\$ 76,975	\$ 75,465
Baxter		1360	\$71,754				
Beam Inc					780	\$ 46,172	\$ 47,650
Capital One		590	\$23,358		740	\$ 32,407	\$ 42,868
Carnival Corp.		850	\$26,545		490	\$ 24,672	\$ 29,048
Caterpillar Inc.		575	\$37,000				

CBRE Group				2360	\$ 43,619	\$ 46,964
CBS Corp	1450	\$38,916		1790	\$ 48,681	\$ 68,109
Chubb Corp	940	\$49,359		570	\$ 28,379	\$ 42,932
CIGNA	780	\$19,217		720	\$ 17,719	\$ 38,491
Citigroup	725	\$35,038				
Coca Cola				1570	\$ 45,183	\$ 49,816
Cognizant Technol	570	\$39,478		680	\$ 47,999	\$ 50,240
Conagra Inc				1180	\$ 34,991	\$ 34,810
ConocoPhillips	710	\$18,142		660	\$ 12,815	\$ 38,273
Covidien PLC	1130	\$53,408		1050	\$ 49,601	\$ 60,627
Cummins Inc	486	\$16,553				
Danaher Corp	740	\$20,219		680	\$ 18,576	\$ 38,012
Disney, Walt				1620	\$ 74,368	\$ 80,660
Dupont E I	640	\$17,052				
E O G Resources	305	\$31,477		280	\$ 28,883	\$ 33,821
Eaton Corp				1287	\$ 66,480	\$ 69,730
Electronic Arts	2110	\$41,647				
EMC Corp	2820	\$51,059		2620	\$ 45,381	\$ 66,286
Energizer Holdings	460	\$32,413				
Ensco PLC	1150	\$66,153		1070	\$ 61,543	\$ 63,430
Exxon Mobil	1370	\$50,692		1270	\$ 46,788	\$ 109,919
FedEx Corp				790	\$ 72,797	\$ 72,459
Fluor Corp				690	\$ 39,404	\$ 40,531
Ford Motor	3720	\$62,754		3460	\$ 58,014	\$ 44,807
General Electric	5326	\$146,285		4116	\$ 98,771	\$ 86,395
Google Inc.	39	\$17,259				
Hess Corp	744	\$21,844				
Honeywell	1090	\$39,010				
Informatica	750	\$22,669		690	\$ 20,779	\$ 20,921
Intercontinentalexchang	268	\$33,215		249	\$ 30,853	\$ 30,829
Intl Business Machines	360	\$37,959		335	\$ 35,302	\$ 64,169
Intuit	690	\$35,746		650	\$ 33,662	\$ 38,659
J P Morgan Chase	2252	\$49,256		2092	\$ 45,734	\$ 91,983
Johnson & Johnson				970	\$ 63,704	\$ 67,997
Lilly Eli				1340	\$ 66,249	\$ 66,089
Limited Brands	920	\$16,252				
Lincoln National	1800	\$40,505				
Lorrillard	337	\$36,679				
Lyondellbasell Indust				1190	\$ 53,010	\$ 67,937
McKesson	990	\$53,456		470	\$ 21,795	\$ 45,571
Merck	1721	\$42,151		1251	\$ 30,476	\$ 51,216
Moodys Corp				1510	\$ 67,032	\$ 75,983
National Oilwell Varco	1130	\$79,552		1050	\$ 73,747	\$ 71,768
Netapp	1068	\$39,537				
News Corp	3570	\$60,062		3310	\$ 55,208	\$ 86,854
Nextera Energy	1520	\$84,116		1420	\$ 78,491	\$ 98,250
Norfolk Southern	870	\$43,186				
Occidental Petroleum	768	\$48,060		708	\$ 42,993	\$ 54,240
Omnicom Gp	1450	\$70,953				
Oracle Corp	3510	\$63,601		2090	\$ 35,514	\$ 69,639
P V H Corp				500	\$ 36,995	\$ 55,505
Pepsico	1598	\$86,504		1478	\$ 78,038	\$ 101,140
Pfizer	4832	\$82,385		6422	\$ 118,638	\$ 161,059
Philip Morris Intl	1190	\$61,447		1100	\$ 55,048	\$ 92,004
PPL Corp	1140	\$37,210				
Praxair Inc	444	\$19,733		413	\$ 18,346	\$ 45,203
Proctor & Gamble	900	\$37,002				

	PVH Corp		540	\$40,017					
	St Jude Medical		1260	\$65,481					
	Qualcomm		1560	\$64,398		1450	\$ 59,111		\$ 89,696
	Ralcorp Hldgs					380	\$ 28,012		\$ 34,067
	Robert Half Intl		1060	\$28,891		990	\$ 26,934		\$ 31,502
	Sanofi-Aventis					2450	\$ 91,514		\$ 116,081
	Skyworks Solutions					1410	\$ 33,017		\$ 28,623
	T Rowe Price Group					650	\$ 39,032		\$ 42,326
	Target		770	\$40,882		710	\$ 37,652		\$ 42,011
	Teradata Corp		810	\$39,689		440	\$ 21,204		\$ 27,232
	Transcanada Corp		900	\$38,463		840	\$ 35,887		\$ 39,749
	TYCO International		1260	\$26,131		930	\$ 13,350		\$ 27,202
	Unilever		2830	\$83,546		2630	\$ 77,122		\$ 101,834
	Vale SA		1710	\$24,571					
	Vmware Inc		531	\$47,690		494	\$ 44,116		\$ 46,505
	Wells Fargo		3810	\$97,267		3540	\$ 89,718		\$ 120,997
	Zimmer Holdings		670	\$46,243					
	Totals			\$6,686,503			\$6,746,168		\$8,088,435

Page 2, Part II Line 10c

Investments - Corporate Bonds

Vodavone 5 35% 2/12		\$ 30,000	\$32,253					
Jefferies Group, 7.75%, 3/12		\$ 15,000	\$14,917					
Genl Electr Cap , 5 25%, 10/12		\$ 25,000	\$26,718					
Diageo Finance 5 5% 4/13		\$ 20,000	\$20,046		\$ 10,000	\$9,994		\$ 10,125
Nyse Euronext 4 8% 6/13		\$ 30,000	\$29,928					
Goldman Sachs 4 75% 7/13		\$ 35,000	\$34,276					
Crh America 5 3% 10/13		\$ 25,000	\$24,291		\$ 25,000	\$24,291		\$ 25,826
DaimlerChrysNA 6 5% 11/13		\$ 25,000	\$26,396		\$ 25,000	\$26,396		\$ 26,243
CaterpillarFinSrvCp 6 125% 2/14		\$ 25,000	\$24,642		\$ 25,000	\$24,642		\$ 26,654
Td Ameritrade 4.15% 2/14		\$ 20,000	\$19,960					
Rogers Wireless 6.375%, 3/14		\$ 25,000	\$26,363		\$ 25,000	\$26,363		\$ 26,634
MorganStanGlobal 4 75%, 4/14		\$ 35,000	\$34,949		\$ 35,000	\$34,949		\$ 36,242
Wachovia 5 25% 8/14		\$ 35,000	\$37,908		\$ 35,000	\$37,908		\$ 37,322
Amer Intl Group, 4 25%, 9/14		\$ 20,000	\$19,557		\$ 30,000	\$29,488		\$ 31,602
J P Morgan Chase 5 125% 9/14		\$ 20,000	\$22,032					
Citigroup 5% 9/14		\$ 40,000	\$39,184		\$ 40,000	\$39,184		\$ 42,084
Td Ameritrade 4 15% 12/14					\$ 20,000	\$19,960		\$ 21,315
News America 5.3% 12/14		\$ 20,000	\$19,833					
John Deere Cap Corp , 1 25%, 12/14		\$ 20,000	\$19,974		\$ 20,000	\$19,974		\$ 20,266
Illinois ST 4 421% 1/15		\$ 20,000	\$20,000		\$ 20,000	\$20,000		\$ 21,204
Telefonica Emisiones 4 949%, 1/15		\$ 30,000	\$31,240		\$ 30,000	\$31,240		\$ 31,425
SimonPropertyGp 4.2% 2/15		\$ 20,000	\$20,062		\$ 25,000	\$25,399		\$ 26,512
Royal Bank Scotland 4 875% 3/15		\$ 25,000	\$24,981					
Calif ST 5 45% 4/15		\$ 30,000	\$30,185		\$ 30,000	\$30,185		\$ 32,920
Goldman Sachs 3 75%, 5/15					\$ 35,000	\$36,730		\$ 36,478
Hsbc Finance 5% 6/15		\$ 30,000	\$32,747					
Time Warner 3 15% 7/15		\$ 25,000	\$25,065					
Prudential Fin 4 75% 9/15		\$ 20,000	\$20,190		\$ 20,000	\$20,190		\$ 21,923
Royal Bank Scotland 2 55% 9/15					\$ 25,000	\$24,986		\$ 25,585
Amer.Exp Cred Co.2 75% 9/15		\$ 15,000	\$14,912		\$ 15,000	\$14,912		\$ 15,726
Rabobank Nederland 2.125% 10/15		\$ 25,000	\$24,939					
Lloyd's Tsb Bank, 4 875%, 1/16		\$ 25,000	\$24,986					

Petrobras Intl Fin, 3 875%, 1/16	\$ 20,000	\$20,023		\$ 20,000	\$20,023	\$ 21,100
Johnson Controls 5 5% 1/16	\$ 25,000	\$27,043		\$ 25,000	\$27,043	\$ 28,220
Kraft Foods 4 125% 2/16	\$ 30,000	\$29,897		\$ 30,000	\$29,897	\$ 32,685
ThermoFisher Sci , 3 2%, 3/16	\$ 30,000	\$30,532		\$ 30,000	\$30,532	\$ 31,859
BP Cap. Mkts PLC, 3 2%, 3/16	\$ 30,000	\$29,972		\$ 30,000	\$29,972	\$ 32,001
Comcast Corp 5 9% 3/16	\$ 20,000	\$20,171				
California ST 5 95%, 4/16	\$ 20,000	\$20,101		\$ 20,000	\$20,101	\$ 22,676
Wal Mart 2 8% 4/16	\$ 30,000	\$29,889		\$ 30,000	\$29,889	\$ 31,995
MetLife 6 75% 6/16	\$ 20,000	\$19,953		\$ 20,000	\$19,953	\$ 23,687
Occid Petrol , 4 125%, 6/16				\$ 15,000	\$16,637	\$ 16,639
HydroQuebec, 2%, 6/16	\$ 15,000	\$14,997		\$ 15,000	\$14,997	\$ 15,630
Bank of Amer 5 75% 8/16	\$ 55,000	\$56,016		\$ 55,000	\$56,016	\$ 60,144
Barclays Bank 5%, 9/16	\$ 40,000	\$39,948				
Duke Energy Carol, 1.75%, 12/16	\$ 10,000	\$9,984		\$ 10,000	\$9,984	\$ 10,252
Intel, 1 95%, 10/16	\$ 35,000	\$34,946		\$ 35,000	\$34,946	\$ 36,158
Nova Scotia Province 5 125% 1/17	\$ 25,000	\$26,587		\$ 25,000	\$26,587	\$ 29,195
Bear Stearns, 5 55%, 1/17				\$ 25,000	\$27,652	\$ 28,193
Robobank Ned, 3 375%, 1/17				\$ 25,000	\$26,864	\$ 26,857
Kroger Co 2 2%, 1/17				\$ 15,000	\$15,000	\$ 15,501
Diageo Capital 1 5% 5/17				\$ 10,000	\$9,956	\$ 10,141
Ford Motor Credit, 3%, 6/17				\$ 20,000	\$19,993	\$ 20,548
Anheuser Busch, 1 375%, 7/17				\$ 15,000	\$14,957	\$ 15,158
Walgreens, 1.80%, 9/17				\$ 10,000	\$9,979	\$ 10,056
Astrazeneca 5.9% 9/17	\$ 20,000	\$18,923		\$ 20,000	\$18,923	\$ 24,301
RoyalBankCan, 1 205, 9/17				\$ 15,000	\$14,999	\$ 15,036
Nyse Euronext 2% 10/17				\$ 20,000	\$19,934	\$ 20,332
McDonald's 5 8% 10/17	\$ 20,000	\$20,281		\$ 20,000	\$20,281	\$ 24,299
Citigroup 6 125% 11/17	\$ 25,000	\$24,893		\$ 25,000	\$24,893	\$ 29,754
Oracle Corp 5 75% 4/18	\$ 30,000	\$29,986		\$ 30,000	\$29,986	\$ 36,510
Glaxosmithkline 5 65% 5/18	\$ 30,000	\$27,877		\$ 30,000	\$27,877	\$ 36,541
Grupo Televisa, 6%, 5/18				\$ 20,000	\$23,286	\$ 23,609
VerizonComm 8 75% 11/18	\$ 30,000	\$31,927		\$ 18,000	\$19,156	\$ 24,992
Amgen Inc 5 7%, 2/19	\$ 20,000	\$19,955		\$ 20,000	\$19,955	\$ 24,182
United Technologies 6 125% 2/19	\$ 10,000	\$9,984		\$ 10,000	\$9,984	\$ 12,462
Private Exp Funding 4 375%, 3/19	\$ 70,000	\$69,633		\$ 25,000	\$24,869	\$ 29,816
Pfizer 6 2%, 3/19	\$ 15,000	\$14,985		\$ 15,000	\$14,985	\$ 18,960
Jeffries Group, 8.5%, 7/19				\$ 10,000	\$10,975	\$ 11,950
Private Exp. Funding 1 45%, 8/19				\$ 5,000	\$4,990	\$ 5,041
Ontario (Province of) 4%, 10/19	\$ 30,000	\$29,948		\$ 30,000	\$29,948	\$ 34,437
Dow Chem , 4 25%, 11/20	\$ 25,000	\$25,599		\$ 25,000	\$25,599	\$ 27,793
Hsbc Finance 6 676% 1/21				\$ 30,000	\$34,919	\$ 35,591
Gen Electric 5 3%, 2/21				\$ 15,000	\$16,339	\$ 17,412
Time Warner Cable 4 125% 2/21	\$ 30,000	\$29,811		\$ 30,000	\$29,811	\$ 32,854
NBC Universal 4 375% 4/21				\$ 20,000	\$22,891	\$ 22,467
ATT 4 45%, 5/21	\$ 15,000	\$14,989		\$ 15,000	\$14,989	\$ 17,323
Mass ST 4.2% 12/21	\$ 70,000	\$71,096		\$ 40,000	\$40,513	\$ 45,473
Time Warner Inc 4%, 1/22				\$ 25,000	\$26,389	\$ 27,367
CatholicHealth, 2 95%, 11/22				\$ 10,000	\$9,973	\$ 10,094
Private Export Funding 2 45% 7/24				\$ 40,000	\$39,851	\$ 40,717
Totals		\$1,592,481			\$1,564,084	\$1,684,094
Page 2, Part II Line 13						
Investments - Other						
Real Estate		\$37,900			\$37,900	\$37,900

Page 3, Part IV												
Capital Gains and Losses for Tax on Investment Income												
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)
		How	Date	Date	Gross	Deprec.	Cost or	Gain or	FMV	Adjusted	Excess of	
Kind of Property	Description	P or D	Acquired	Sold	Sales Price	Allowed	Other Basis	Loss	as of 12/31/1969	basis as of 12/31/1969	FMV over Adj. Basis	Gain or Loss
Securities	See Attached Schedules											
	Short Term				819820		817301	2519				2519
	Long Term				2935109		2747350	187759				187759
	Timing book/tax				11071			11071				11071
Securities	Capital Gains Distributions	P	Various	Various			0	86080				86080
								287429				287429



Detail of Sales Information

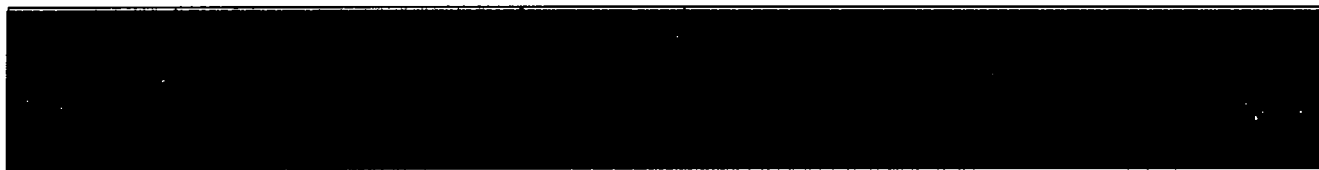
Schedule D Detail of Short Term Capital Gains and Losses

Shares	Security Name	CUSIP	Date Acquired	Date Sold	Sales Price	Cost/Basis	Gain (Loss)
4.00	AMAZON COM INC	023135106	05/02/11	03/15/12	733.27	804.09	-70.82
13.00	AMAZON COM INC	023135106	05/02/11	04/26/12	2,516.76	2,613.29	-96.53
40.00	ANADARKO PETE CORP	032511107	01/27/12	04/26/12	2,935.21	3,179.70	-244.49
20.00	ANADARKO PETE CORP	032511107	01/27/12	03/15/12	1,681.13	1,589.85	91.28
20.00	AUTOLIV INC COM	052800109	01/23/12	03/15/12	1,372.60	1,278.26	94.34
30.00	AUTOLIV INC COM	052800109	01/23/12	04/26/12	1,962.62	1,917.40	45.22
30,000.00	BARCLAYS BANK PLC	06739GAR0	08/01/12	09/17/12	33,644.40	32,737.50	906.90
380.00	BAXTER INTL INC COM	071813109	08/10/11	06/15/12	18,688.51	19,506.81	-818.30
150.00	BAXTER INTL INC COM	071813109	11/02/11	06/14/12	7,370.88	8,185.97	-815.09
250.00	BAXTER INTL INC COM	071813109	08/17/11	06/15/12	12,295.07	13,386.72	-1,091.65
30.00	BAXTER INTL INC COM	071813109	11/02/11	03/15/12	1,794.63	1,637.19	157.44
450.00	BAXTER INTL INC COM	071813109	08/18/11	06/15/12	22,131.13	23,610.51	-1,479.38
70.00	BAXTER INTL INC COM	071813109	11/02/11	04/26/12	3,833.95	3,820.12	13.83
30.00	BAXTER INTL INC COM	071813109	08/17/11	06/14/12	1,474.18	1,606.41	-132.23
20.00	CBRE GROUP INC	12504L109	01/23/12	03/15/12	412.03	360.30	51.73
60.00	CBRE GROUP INC	12504L109	01/23/12	04/26/12	1,126.29	1,080.91	45.38
30.00	CBS CORP NEW	124857202	01/27/12	03/15/12	944.74	865.99	78.75
50.00	CBS CORP NEW	124857202	01/26/12	04/26/12	1,659.56	1,436.30	223.26
60.00	CBS CORP NEW	124857202	01/27/12	04/26/12	1,991.48	1,731.99	259.49
130.00	CHUBB CORPORATION C	171232101	10/18/11	01/20/12	9,204.60	8,276.15	928.45
238.00	CITIGROUP INC	172967424	03/22/12	05/14/12	6,754.31	8,804.05	-2,049.74
692.00	CITIGROUP INC	172967424	03/22/12	05/14/12	19,436.73	25,598.32	-6,161.59
50.00	COCA-COLA ENTERPRIS	19122T109	02/17/12	04/26/12	1,463.57	1,442.43	21.14
40.00	COCA-COLA ENTERPRIS	19122T109	01/20/12	04/26/12	1,170.85	1,187.70	-16.85
10.00	COGNIZANT TECHNOLOG	192446102	10/12/11	03/15/12	762.71	723.29	39.42
50.00	COGNIZANT TECHNOLOG	192446102	03/30/12	04/26/12	3,623.52	3,851.73	-228.21
990.00	COOPER INDUSTRIES P	G24140108	01/01/12	12/03/12	78,380.06	63,121.31	15,258.75
50.00	COOPER INDUSTRIES P	G24140108	03/15/12	04/26/12	3,095.53	3,207.40	-111.87
26.00	DIRECTV - CLASS A	25490A101	01/20/12	07/20/12	1,258.05	1,120.00	138.05
363.00	DIRECTV - CLASS A	25490A101	01/20/12	07/24/12	17,029.55	15,636.99	1,392.56
507.00	DIRECTV - CLASS A	25490A101	01/20/12	07/23/12	23,989.64	21,840.09	2,149.55
20.00	DIRECTV - CLASS A	25490A101	01/20/12	03/15/12	951.45	861.54	89.91
214.00	DIRECTV - CLASS A	25490A101	01/20/12	07/24/12	10,011.17	9,218.50	792.67
60.00	DIRECTV - CLASS A	25490A101	01/20/12	04/26/12	2,878.25	2,584.63	293.62
125.00	DR PEPPER SNAPPLE G	26138E109	06/15/12	12/06/12	5,675.91	5,379.47	296.44
150.00	DR PEPPER SNAPPLE G	26138E109	06/15/12	12/07/12	6,817.99	6,444.41	373.58

Detail of Sales Information

Schedule D Detail of Short Term Capital Gains and Losses

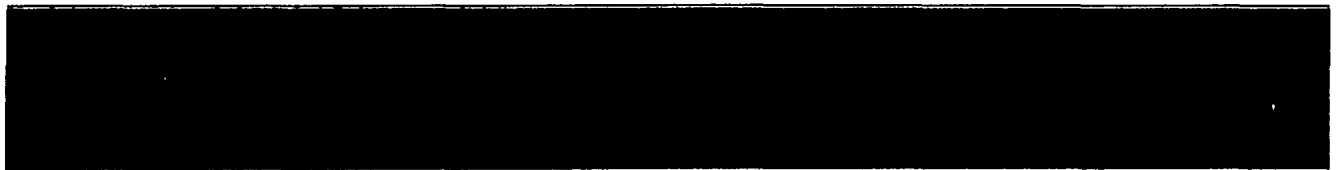
Shares	Security Name	CUSIP	Date Acquired	Date Sold	Sales Price	Cost/Basis	Gain (Loss)
49.00	DR PEPPER SNAPPLE G	26138E109	06/15/12	12/07/12	2,227.21	2,105.29	121.92
95.00	DR PEPPER SNAPPLE G	26138E109	06/14/12	12/07/12	4,318.06	4,075.16	242.90
65.00	DR PEPPER SNAPPLE G	26138E109	06/14/12	12/10/12	2,978.00	2,784.25	193.75
6.00	DR PEPPER SNAPPLE G	26138E109	06/14/12	12/07/12	272.72	257.01	15.71
60.00	DR PEPPER SNAPPLE G	26138E109	06/15/12	12/07/12	2,727.20	2,582.15	145.05
0.04	EATON CORP PLC	G29183103	11/30/12	12/14/12	2.17	2.17	0.00
30.00	EATON CORPORATION C	278058102	03/29/12	04/26/12	1,452.03	1,470.26	-18.23
520.00	EATON CORPORATION C	278058102	01/01/12	12/05/12	26,860.60	25,484.53	1,376.07
30.00	ELECTRONIC ARTS	285512109	08/12/11	03/15/12	502.85	592.13	-89.28
120.00	ELECTRONIC ARTS	285512109	08/12/11	04/26/12	1,884.20	2,368.52	-484.32
23.00	ELECTRONIC ARTS	285512109	08/12/11	06/15/12	281.57	453.97	-172.40
93.00	ELECTRONIC ARTS	285512109	08/12/11	06/15/12	1,148.90	1,835.61	-686.71
76.00	ELECTRONIC ARTS	285512109	08/12/11	06/15/12	936.84	1,500.06	-563.22
1,345.00	ELECTRONIC ARTS	285512109	08/12/11	06/15/12	16,623.16	26,547.20	-9,924.04
423.00	ELECTRONIC ARTS	285512109	08/12/11	06/14/12	5,203.25	8,349.05	-3,145.80
50.00	EMC CORP(MASS) USD	268648102	05/02/11	03/15/12	1,447.57	1,419.64	27.93
150.00	EMC CORP(MASS) USD	268648102	05/02/11	04/26/12	4,254.45	4,258.90	-4.45
20.00	ENSCO INTERNATIONAL	29358Q109	03/24/11	03/15/12	1,140.21	1,152.30	-12.09
9.00	EOG RES INC	26875P101	11/11/11	03/15/12	1,039.59	933.83	105.76
16.00	EOG RES INC	26875P101	11/11/11	04/26/12	1,733.11	1,660.14	72.97
30.00	FEDEX CORPORATION	31428X106	01/26/12	04/26/12	2,599.50	2,778.74	-179.24
10.00	FEDEX CORPORATION	31428X106	01/26/12	03/15/12	949.08	926.25	22.83
14.00	INTERCONTINENTALEXC	45865V100	10/18/11	04/26/12	1,832.03	1,740.19	91.84
5.00	INTERCONTINENTALEXC	45865V100	10/18/11	03/15/12	707.65	621.50	86.15
30.00	INTUIT INC COM	461202103	10/12/11	04/26/12	1,731.02	1,562.81	168.21
10.00	INTUIT INC COM	461202103	10/12/11	03/15/12	600.21	520.94	79.27
15,000.00	JEFFERIES GROUP INC	472319AA0	11/08/11	03/15/12	15,000.00	15,000.00	0.00
616.00	LINCOLN NATIONAL CO	534187109	08/12/11	01/30/12	12,880.31	13,861.66	-981.35
946.00	LINCOLN NATIONAL CO	534187109	08/12/11	01/27/12	19,791.26	21,287.56	-1,496.30
238.00	LINCOLN NATIONAL CO	534187109	08/12/11	01/26/12	4,917.70	5,355.64	-437.94
56.00	LORILLARD INC	544147101	02/16/12	09/12/12	6,494.21	7,074.24	-580.03
23.00	LORILLARD INC	544147101	02/16/12	04/26/12	3,015.51	2,905.49	110.02
7.00	LORILLARD INC	544147101	02/16/12	03/15/12	911.68	884.28	27.40
50.00	LYONDELLBASELL INDU	N53745100	04/02/12	04/26/12	2,239.54	2,207.10	32.44
165.00	MERCK & CO INC	58933Y105	05/14/12	12/21/12	6,873.81	6,331.38	542.43
1,045.00	MERCK & CO INC	58933Y105	05/14/12	12/21/12	43,410.63	40,098.74	3,311.89



Detail of Sales Information

Schedule D Detail of Short Term Capital Gains and Losses

Shares	Security Name	CUSIP	Date Acquired	Date Sold	Sales Price	Cost/Basis	Gain (Loss)
60.00	NATIONAL-OILWELL IN	637071101	12/09/11	04/26/12	4,606.81	4,353.71	253.10
20.00	NATIONAL-OILWELL IN	637071101	12/09/11	03/15/12	1,606.61	1,451.24	155.37
20.00	NETAPP INC	64110D104	10/18/11	03/15/12	868.31	791.10	77.21
64.00	NETAPP INC	64110D104	08/22/11	06/20/12	1,980.02	2,280.00	-299.98
396.00	NETAPP INC	64110D104	08/22/11	06/21/12	11,852.52	14,107.50	-2,254.98
30.00	NETAPP INC	64110D104	08/22/11	06/21/12	908.33	1,068.75	-160.42
100.00	NETAPP INC	64110D104	10/19/11	06/20/12	3,088.24	3,907.30	-819.06
160.00	NETAPP INC	64110D104	08/23/11	06/20/12	4,941.18	5,902.64	-961.46
58.00	NETAPP INC	64110D104	08/19/11	06/20/12	1,794.39	2,091.50	-297.11
20.00	NETAPP INC	64110D104	08/23/11	06/20/12	618.76	737.83	-119.07
150.00	NETAPP INC	64110D104	10/18/11	06/20/12	4,632.36	5,933.23	-1,300.87
20.00	NETAPP INC	64110D104	08/23/11	06/20/12	617.65	739.86	-122.21
50.00	NETAPP INC	64110D104	10/18/11	04/26/12	1,967.06	1,977.74	-10.68
19.00	NEXTERA ENERGY INC	65339F101	04/05/11	03/15/12	1,142.87	1,068.09	74.78
11.00	NEXTERA ENERGY INC	65339F101	04/06/11	03/15/12	661.66	621.49	40.17
90.00	PEPSICO INC	713448108	05/13/11	04/26/12	5,976.57	6,349.65	-373.08
30.00	PEPSICO INC	713448108	05/13/11	03/15/12	1,924.23	2,116.55	-192.32
60.00	PHILIP MORRIS INTER	718172109	10/31/11	04/26/12	5,256.00	4,265.89	990.11
30.00	PHILIP MORRIS INTER	718172109	10/31/11	03/15/12	2,574.64	2,132.95	441.69
1,070.00	PPL CORP	69351T106	04/04/11	01/20/12	29,422.40	27,673.63	1,748.77
370.00	PPL CORP	69351T106	04/05/11	01/20/12	10,174.10	9,536.23	637.87
40.00	PRICE T ROWE GROUP	74144T108	01/20/12	04/26/12	2,513.62	2,402.52	111.10
20.00	PRICE T ROWE GROUP	74144T108	01/20/12	03/15/12	1,291.11	1,201.26	89.85
10.00	PVH CORP	693656100	11/02/11	03/15/12	885.26	755.70	129.56
30.00	PVH CORP	693656100	11/02/11	04/26/12	2,660.40	2,267.12	393.28
70.00	RALCORP HLDGS INC N	751028101	03/30/12	11/27/12	6,215.21	5,178.59	1,036.62
150.00	RALCORP HLDGS INC N	751028101	03/30/12	11/27/12	13,318.31	11,102.53	2,215.78
20.00	RALCORP HLDGS INC N	751028101	02/29/12	11/27/12	1,775.77	1,499.37	276.40
50.00	ROBERT HALF INTL IN	770323103	12/05/11	04/26/12	1,503.06	1,397.67	105.39
20.00	ROBERT HALF INTL IN	770323103	12/05/11	03/15/12	611.63	559.07	52.56
70.00	ST JUDE MEDICAL INC	790849103	04/27/11	04/26/12	2,684.58	3,703.31	-1,018.73
20.00	ST JUDE MEDICAL INC	790849103	04/27/11	03/15/12	850.62	1,058.09	-207.47
50.00	TARGET CORP	87612E106	12/08/11	04/26/12	2,849.54	2,691.54	158.00
10.00	TARGET CORP	87612E106	12/08/11	03/15/12	586.71	538.31	48.40
40.00	TRANSCANADA CORP	89353D107	10/18/11	04/26/12	1,746.84	1,717.37	29.47
20.00	TRANSCANADA CORP	89353D107	10/18/11	03/15/12	884.42	858.68	25.74



Detail of Sales Information

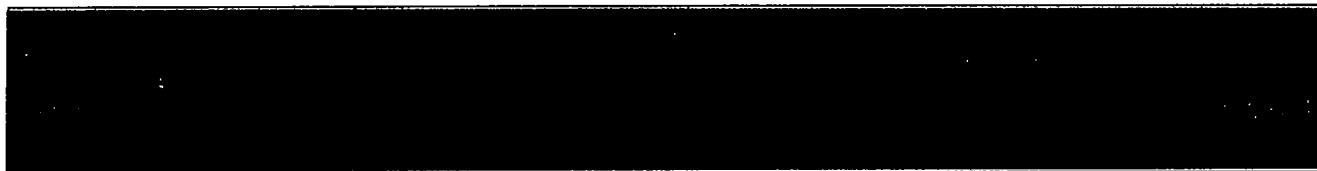
Schedule D Detail of Short Term Capital Gains and Losses

Shares	Security Name	CUSIP	Date Acquired	Date Sold	Sales Price	Cost/Basis	Gain (Loss)
20,000.00	U S TREASURY NOTE	912828NB2	02/07/11	02/01/12	20,044.46	20,136.79	-92.33
35,000.00	U S TREASURY NOTE	912828RJ1	10/20/11	05/01/12	35,456.52	34,874.34	582.18
35,000.00	U S TREASURY NOTE	912828SN1	04/03/12	06/29/12	35,989.70	34,606.39	1,383.31
20,000.00	U S TREASURY NOTE	912828SS0	05/18/12	10/02/12	20,289.00	20,129.75	159.25
10,000.00	U S TREASURY NOTE	912828SS0	05/18/12	09/11/12	10,122.62	10,064.88	57.74
5,000.00	U S TREASURY NOTE	912828SS0	05/18/12	06/07/12	5,040.61	5,032.44	8.17
150.00	UNILEVER PLC AMER S	904767704	05/16/11	04/26/12	5,194.68	4,818.27	376.41
50.00	UNILEVER PLC AMER S	904767704	05/16/11	03/15/12	1,650.57	1,606.09	44.48
25,000.00	UNITED STATES T-NOT	912828QY9	08/24/11	05/01/12	26,664.94	26,097.76	567.18
9.00	VMWARE INC	928563402	10/18/11	03/15/12	973.14	869.48	103.66
28.00	VMWARE INC	928563402	10/18/11	04/26/12	3,012.79	2,705.04	307.75
30.00	ZIMMER HLDGS INC	98956P102	05/11/11	04/26/12	1,849.82	2,076.73	-226.91
10.00	ZIMMER HLDGS INC	98956P102	05/11/11	03/15/12	638.11	692.24	-54.13
Totals:					815,978.91	813,384.22	2,594.69

Schedule D Detail of Short Term Capital Gains and Losses with loss disallowed due to wash sale

Shares	Security Name	CUSIP	Date Acquired	Date Sold	Sales Price	Cost/Basis	Gain (Loss)
							Loss Disallowed
40.00	COCA-COLA ENTERPRIS	19122T109	02/17/12	03/15/12	1,109.62	1,153.95	-44.33
							44.33
20.00	COOPER INDUSTRIES P	G24140108	03/15/12	03/15/12	1,280.41	1,282.96	-2.55
							2.55
20.00	RALCORP HLDGS INC N	751028101	03/30/12	04/26/12	1,451.01	1,480.34	-29.33
							29.33
Totals:					3,841.04	3,917.25	-76.21
Total Short Term Loss Disallowed:							76.21

Short-Term Totals:	Sales Price	Cost/Basis	Loss Disallowed	Net Total
Report on Form 1040, Sch D, Part I, Line 5h	\$819,819.95	\$817,301.47	\$76.21	\$2,594.69



Detail of Sales Information

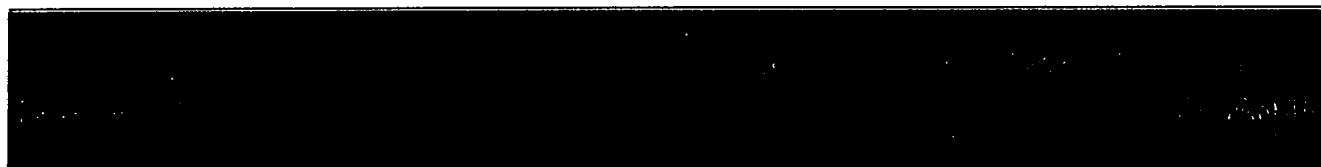
Schedule D Detail of Long Term Capital Gains and Losses

Shares	Security Name	CUSIP	Date Acquired	Date Sold	Sales Price	Cost/Basis	Gain (Loss)
34.00	ALLIANCE DATA SYS C	018581108	07/23/08	04/26/12	4,389.37	2,144.95	2,244.42
11.00	ALLIANCE DATA SYS C	018581108	07/23/08	03/15/12	1,381.56	693.96	687.60
20.00	ALLSCRIPTS HEALTHCA	01988P108	08/17/10	03/15/12	357.92	345.59	12.33
90.00	ALLSCRIPTS HEALTHCA	01988P108	08/17/10	04/26/12	1,441.04	1,555.17	-114.13
70.00	AMERICAN EXPRESS CO	025816109	06/21/10	04/26/12	4,134.95	2,973.77	1,161.18
20.00	AMERICAN EXPRESS CO	025816109	06/21/10	03/15/12	1,134.02	849.65	284.37
48.00	AMERIPRISE FINL INC	03076C106	01/05/11	04/26/12	2,564.68	2,871.46	-306.78
2.00	AMERIPRISE FINL INC	03076C106	01/06/11	04/26/12	106.86	120.23	-13.37
20.00	AMERIPRISE FINL INC	03076C106	01/06/11	03/15/12	1,156.62	1,202.27	-45.65
13.00	APACHE CORPORATION	037411105	02/06/07	03/15/12	1,390.91	906.62	484.29
40.00	APACHE CORPORATION	037411105	02/06/07	04/26/12	3,774.39	2,789.60	984.79
8.00	APPLE COMPUTER INC	037833100	07/08/08	03/15/12	4,697.46	1,415.69	3,281.77
27.00	APPLE COMPUTER INC	037833100	07/08/08	04/26/12	16,414.33	4,777.94	11,636.39
130.00	AT&T INC	00206R102	02/06/07	04/26/12	4,152.37	4,887.62	-735.25
810.00	AT&T INC	00206R102	02/06/07	12/21/12	27,173.92	30,453.65	-3,279.73
50.00	AT&T INC	00206R102	02/06/07	03/15/12	1,576.57	1,879.86	-303.29
190.00	BANK AMER CORP	060505104	06/15/09	04/26/12	1,563.03	2,571.78	-1,008.75
60.00	BANK AMER CORP	060505104	06/15/09	03/15/12	550.91	812.14	-261.23
10,000.00	BARCLAYS BANK PLC	06739FGF2	09/17/09	01/19/12	10,549.70	9,987.10	562.60
30,000.00	BARCLAYS BANK PLC	06739FGF2	09/17/09	08/01/12	32,728.80	29,961.30	2,767.50
4,065.04	BNY MELLON INTL FD	05569M871	01/18/94	03/15/12	40,000.00	47,477.85	-7,477.85
3,157.90	BNY MELLON INTL FD	05569M871	01/18/94	04/26/12	30,000.00	36,882.79	-6,882.79
6,703.91	BNY MELLON INTL FD	05569M871	01/18/94	07/27/12	60,000.00	78,298.65	-18,298.65
999.00	BNY MELLON INTL FD	05569M871	01/18/94	09/14/12	10,000.00	11,667.89	-1,667.89
1,234.57	BNY MELLON MID CAP	05569M509	06/16/95	04/26/12	15,000.00	13,523.64	1,476.36
2,448.98	BNY MELLON MID CAP	05569M509	06/16/95	09/14/12	30,000.00	26,826.49	3,173.51
30.00	CAPITAL ONE FINL CO	14040H105	09/30/10	04/26/12	1,647.02	1,187.71	459.31
10.00	CAPITAL ONE FINL CO	14040H105	09/30/10	03/15/12	540.91	395.90	145.01
40.00	CARNIVAL CORP	143658300	07/01/10	04/26/12	1,287.65	1,249.19	38.46
20.00	CARNIVAL CORP	143658300	07/01/10	03/15/12	647.43	624.60	22.83
87.00	CATERPILLAR INC	149123101	06/16/10	12/04/12	7,324.25	5,598.30	1,725.95
10.00	CATERPILLAR INC	149123101	06/16/10	03/15/12	1,131.18	643.48	487.70
31.00	CATERPILLAR INC	149123101	06/16/10	04/26/12	3,202.91	1,994.80	1,208.11
447.00	CATERPILLAR INC	149123101	06/16/10	12/05/12	38,389.87	28,763.65	9,626.22
30.00	CHUBB CORPORATION C	171232101	11/21/07	04/26/12	2,172.91	1,563.27	609.64
210.00	CHUBB CORPORATION C	171232101	02/06/07	01/20/12	14,860.70	11,141.49	3,719.21



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Detail of Sales Information

Schedule D Detail of Long Term Capital Gains and Losses

Shares	Security Name	CUSIP	Date Acquired	Date Sold	Sales Price	Cost/Basis	Gain (Loss)
10.00	CIGNA CORP COM	125509109	06/19/09	03/15/12	467.31	249.56	217.75
50.00	CIGNA CORP COM	125509109	06/19/09	04/26/12	2,355.54	1,247.79	1,107.75
62.00	CITIGROUP INC	172967424	01/31/11	05/14/12	1,759.53	2,993.55	-1,234.02
177.00	CITIGROUP INC	172967424	01/31/11	05/14/12	5,023.17	8,569.29	-3,546.12
33.00	CITIGROUP INC	172967424	01/31/11	05/14/12	936.52	1,593.80	-657.28
119.00	CITIGROUP INC	172967424	01/31/11	05/14/12	3,377.16	5,746.39	-2,369.23
15.00	CITIGROUP INC	172967424	01/31/11	05/14/12	425.69	723.90	-298.21
10.01	CITIGROUP INC	172967424	01/31/11	04/26/12	333.96	484.49	-150.53
100.00	CITIGROUP INC	172967424	01/31/11	05/14/12	2,837.95	4,838.00	-2,000.05
59.99	CITIGROUP INC	172967424	01/31/11	04/26/12	2,002.03	2,907.42	-905.39
10.00	CITIGROUP INC	172967424	02/07/11	04/26/12	333.71	490.94	-157.23
57.00	CITIGROUP INC	172967424	01/31/11	05/14/12	1,617.63	2,753.10	-1,135.47
25.00	CITIGROUP INC	172967424	01/31/11	05/14/12	709.49	1,209.30	-499.81
57.00	CITIGROUP INC	172967424	01/31/11	05/14/12	1,617.63	2,734.69	-1,117.06
5,000.00	COMCAST CORP NEW	20030NAL5	10/12/07	10/22/12	5,807.55	5,005.60	801.95
10,000.00	COMCAST CORP NEW	20030NAL5	05/03/07	10/22/12	11,615.10	10,236.50	1,378.60
5,000.00	COMCAST CORP NEW	20030NAL5	08/27/07	10/22/12	5,807.55	4,929.10	878.45
40.00	CONOCOPHILLIPS	20825C104	11/15/01	04/26/12	2,864.02	1,028.62	1,835.40
10.00	CONOCOPHILLIPS	20825C104	11/15/01	03/15/12	766.91	257.16	509.75
60.00	COVIDIEN PLC	G2554F113	01/04/11	04/26/12	3,246.04	2,854.99	391.05
20.00	COVIDIEN PLC	G2554F113	01/04/11	03/15/12	1,096.42	951.66	144.76
26.00	CUMMINS ENGINE INC	231021106	05/01/09	04/26/12	2,979.84	887.43	2,092.41
45.00	CUMMINS ENGINE INC	231021106	05/01/09	06/07/12	4,373.90	1,535.94	2,837.96
190.00	CUMMINS ENGINE INC	231021106	05/01/09	06/08/12	18,320.63	6,468.57	11,852.06
8.00	CUMMINS ENGINE INC	231021106	05/01/09	03/15/12	1,017.26	273.06	744.20
40.00	CUMMINS ENGINE INC	231021106	05/06/09	06/08/12	3,856.97	1,346.31	2,510.66
177.00	CUMMINS ENGINE INC	231021106	05/01/09	06/08/12	17,067.11	6,041.36	11,025.75
40.00	DANAHER CORP COMMO	235851102	03/14/05	04/26/12	2,147.63	1,095.16	1,052.47
20.00	DANAHER CORP COMMO	235851102	03/14/05	03/15/12	1,096.82	547.58	549.24
5,000.00	DIAGEO FIN BV	25244SAD3	08/30/07	05/09/12	5,221.10	5,015.95	205.15
5,000.00	DIAGEO FIN BV	25244SAD3	05/03/07	05/09/12	5,221.10	5,035.20	185.90
1,834.19	DREYFUS PRE STRAT I	86271F768	04/28/10	04/26/12	25,000.00	22,652.23	2,347.77
40.00	DREYFUS PREMIER EME	26201H500	12/18/97	11/06/12	400.01	456.33	-56.32
537.50	DREYFUS PREMIER EME	26201H500	12/27/01	11/06/12	5,375.00	6,023.66	-648.66
251.46	DREYFUS PREMIER EME	26201H500	12/22/98	11/06/12	2,514.57	2,372.81	141.76
45.25	DREYFUS PREMIER EME	26201H500	12/20/96	11/06/12	452.52	555.83	-103.31

Detail of Sales Information

Schedule D Detail of Long Term Capital Gains and Losses

Shares	Security Name	CUSIP	Date Acquired	Date Sold	Sales Price	Cost/Basis	Gain (Loss)
5,068.79	DREYFUS PREMIER EME	26201H500	12/13/00	11/06/12	50,687.91	56,244.12	-5,556.21
17,332.83	DREYFUS PREMIER EME	26201H500	05/02/03	11/06/12	173,328.25	200,000.00	-26,671.75
41.14	DREYFUS PREMIER EME	26201H500	12/20/96	11/06/12	411.37	505.30	-93.93
253.80	DREYFUS PREMIER EME	26201H500	12/30/02	11/06/12	2,538.03	2,823.90	-285.87
55.88	DREYFUS PREMIER EME	26201H500	12/22/98	11/06/12	558.79	527.29	31.50
51.11	DREYFUS PREMIER EME	26201H500	12/18/97	11/06/12	511.12	583.09	-71.97
915.58	DREYFUS PREMIER EME	26201H500	12/18/97	11/06/12	9,155.78	10,444.93	-1,289.15
866.19	DREYFUS PREMIER EME	26201H500	10/01/96	11/06/12	8,661.90	10,691.91	-2,030.01
1,418.70	DREYFUS PREMIER EME	26201H500	03/28/03	11/06/12	14,187.02	15,000.00	-812.98
3,059.98	DREYFUS/NEWTON INTE	26203E604	04/28/10	04/26/12	49,724.58	50,000.00	-275.42
16.95	DREYFUS/NEWTON INTE	26203E604	07/28/10	04/26/12	275.42	267.12	8.30
41.00	E I DU PONT DE NEMO	263534109	04/14/09	03/29/12	2,153.70	1,090.64	1,063.06
190.00	E I DU PONT DE NEMO	263534109	04/14/09	03/29/12	9,980.57	5,064.62	4,915.95
329.00	E I DU PONT DE NEMO	263534109	04/14/09	03/29/12	17,276.26	8,751.69	8,524.57
70.00	E I DU PONT DE NEMO	263534109	04/14/09	03/29/12	3,677.05	1,876.55	1,800.50
10.00	E I DU PONT DE NEMO	263534109	04/14/09	03/15/12	533.51	268.08	265.43
196.00	ENERGIZER HLDGS INC	29266R108	11/15/10	06/08/12	14,389.08	13,856.65	532.43
42.00	ENERGIZER HLDGS INC	29266R108	11/15/10	06/07/12	3,057.90	2,979.48	78.42
30.00	ENERGIZER HLDGS INC	29266R108	11/15/10	04/26/12	2,130.01	2,128.20	1.81
100.00	ENERGIZER HLDGS INC	29266R108	11/12/10	06/08/12	7,341.37	6,948.21	393.16
10.00	ENERGIZER HLDGS INC	29266R108	11/15/10	03/15/12	772.78	709.40	63.38
14.00	ENERGIZER HLDGS INC	29266R108	11/12/10	06/08/12	1,027.79	967.13	60.66
68.00	ENERGIZER HLDGS INC	29266R108	11/15/10	06/08/12	4,992.13	4,823.92	168.21
60.00	ENSCO INTERNATIONAL	29358Q109	03/24/11	04/26/12	3,250.24	3,456.91	-206.67
30.00	EXXON MOBIL CORP	30231G102	04/03/01	03/15/12	2,583.91	1,171.05	1,412.86
70.00	EXXON MOBIL CORP	30231G102	04/03/01	04/26/12	5,977.30	2,732.45	3,244.85
35,000.00	FED FARM CREDIT BAN	31331GNQ8	02/19/09	02/01/12	35,173.95	34,999.30	174.65
30,000.00	FEDERAL FARM CR BK	31331GY8	06/12/09	02/24/12	30,182.61	29,928.00	254.61
5,000.00	FEDERAL FARM CR BK	31331GY8	06/12/09	02/17/12	5,032.24	4,988.00	44.24
15,000.00	FEDERAL FARM CR BK	31331GY8	06/12/09	02/17/12	15,096.29	14,964.00	132.29
10,000.00	FEDERAL FARM CR BKS	31331YST8	06/19/08	09/14/12	10,123.17	9,860.61	262.56
10,000.00	FEDERAL FARM CR BKS	31331YST8	06/19/08	07/13/12	10,176.44	9,855.46	320.98
15,000.00	FEDERAL FARM CR BKS	31331YST8	06/19/08	06/29/12	15,287.78	14,781.50	506.28
20,000.00	FEDERAL FARM CR BKS	31331YST8	06/19/08	05/18/12	20,448.60	19,702.14	746.46
5,000.00	FEDERAL FARM CR BKS	31331YST8	06/19/08	10/22/12	5,046.62	4,931.61	115.01
25,000.00	FEDERAL HOME LN BKS	3133XRFL9	07/01/08	10/22/12	25,648.48	25,047.50	600.98

Detail of Sales Information

Schedule D Detail of Long Term Capital Gains and Losses

Shares	Security Name	CUSIP	Date Acquired	Date Sold	Sales Price	Cost/Basis	Gain (Loss)
45,000.00	FEDERAL NATL MTG AS	31359MSL8	09/30/09	10/22/12	46,371.74	48,710.25	-2,338.51
60.00	FORD MOTOR CO DEL	345370860	01/06/11	03/15/12	772.31	1,093.75	-321.44
88.00	FORD MOTOR CO DEL	345370860	01/06/11	04/26/12	1,034.29	1,603.93	-569.64
112.00	FORD MOTOR CO DEL	345370860	01/06/11	04/26/12	1,316.36	2,041.66	-725.30
25,000.00	GENERAL ELEC CAP CO	36962G3K8	01/07/11	10/19/12	25,000.00	26,719.00	-1,719.00
700.00	GENERAL ELECTRIC CO	369604103	08/06/04	12/27/12	14,393.71	22,287.86	-7,894.15
196.00	GENERAL ELECTRIC CO	369604103	03/31/06	12/27/12	4,030.24	6,846.40	-2,816.16
34.00	GENERAL ELECTRIC CO	369604103	06/18/02	12/27/12	699.12	1,060.80	-361.68
216.00	GENERAL ELECTRIC CO	369604103	04/03/01	12/26/12	4,480.76	8,717.76	-4,237.00
370.00	GENERAL ELECTRIC CO	369604103	05/04/05	12/26/12	7,675.37	13,364.40	-5,689.03
254.00	GENERAL ELECTRIC CO	369604103	03/31/06	12/26/12	5,269.04	8,872.37	-3,603.33
80.00	GENERAL ELECTRIC CO	369604103	02/01/01	03/15/12	1,604.93	3,716.00	-2,111.07
94.00	GENERAL ELECTRIC CO	369604103	04/03/01	04/26/12	1,822.81	3,793.84	-1,971.03
120.00	GENERAL ELECTRIC CO	369604103	01/27/01	04/26/12	2,326.99	5,519.67	-3,192.68
76.00	GENERAL ELECTRIC CO	369604103	02/01/01	04/26/12	1,473.76	3,530.20	-2,056.44
15,000.00	GOLDMAN SACHS GROUF	38141GDK7	05/02/07	10/19/12	15,443.25	14,837.06	606.19
10,000.00	GOLDMAN SACHS GROUF	38141GDK7	05/05/10	10/19/12	10,295.50	10,249.90	45.60
10,000.00	GOLDMAN SACHS GROUF	38141GDK7	08/29/07	10/19/12	10,295.50	9,805.88	489.62
1.00	GOOGLE INC	38259P508	06/05/09	03/15/12	621.59	442.54	179.05
38.00	GOOGLE INC	38259P508	06/05/09	03/22/12	24,500.47	16,816.50	7,683.97
113.00	HESS CORP	42809H107	09/29/04	01/27/12	6,219.11	3,317.70	2,901.41
40.00	HESS CORP	42809H107	09/29/04	01/27/12	2,208.24	1,174.41	1,033.83
309.00	HESS CORP	42809H107	09/29/04	01/27/12	17,041.27	9,072.29	7,968.98
282.00	HESS CORP	42809H107	09/29/04	01/26/12	15,497.04	8,279.57	7,217.47
50.00	HONEYWELL INTL INC	438516106	06/01/09	03/13/12	3,011.11	1,767.80	1,243.31
10.00	HONEYWELL INTL INC	438516106	10/16/08	03/13/12	602.22	297.31	304.91
930.00	HONEYWELL INTL INC	438516106	01/14/04	03/13/12	56,006.57	33,472.56	22,534.01
50.00	HONEYWELL INTL INC	438516106	01/14/04	03/13/12	3,011.11	1,800.38	1,210.73
50.00	HONEYWELL INTL INC	438516106	05/06/09	03/13/12	3,011.11	1,671.50	1,339.61
30,000.00	HSBC FIN CORP	40429CCS9	09/30/10	10/03/12	32,466.60	32,746.80	-280.20
10.00	INFORMATICA CORP	45666Q102	08/16/10	03/15/12	518.01	314.89	203.12
50.00	INFORMATICA CORP	45666Q102	08/16/10	04/26/12	2,483.10	1,574.44	908.66
19.00	INTERNATIONAL BUSIN	459200101	01/23/08	04/26/12	3,888.76	2,019.13	1,869.63
6.00	INTERNATIONAL BUSIN	459200101	01/23/08	03/15/12	1,233.88	637.62	596.26
120.00	J P MORGAN CHASE &	46625H100	11/18/02	04/26/12	5,208.12	2,641.49	2,566.63
40.00	J P MORGAN CHASE &	46625H100	11/18/02	03/15/12	1,788.85	880.50	908.35

Detail of Sales Information

Schedule D Detail of Long Term Capital Gains and Losses

Shares	Security Name	CUSIP	Date Acquired	Date Sold	Sales Price	Cost/Basis	Gain (Loss)
20,000.00	JPMORGAN CHASE & CO	46625HBV1	09/22/10	03/29/12	21,431.20	22,031.80	-600.60
205.00	LIMITED INC	532716107	10/05/09	07/24/12	9,117.71	3,533.65	5,584.06
52.00	LIMITED INC	532716107	10/06/09	07/24/12	2,333.73	939.00	1,394.73
85.00	LIMITED INC	532716107	10/05/09	07/24/12	3,814.75	1,465.17	2,349.58
170.00	LIMITED INC	532716107	10/05/09	07/24/12	7,629.49	2,946.34	4,683.15
23.00	LIMITED INC	532716107	10/06/09	07/20/12	1,064.87	415.33	649.54
325.00	LIMITED INC	532716107	10/06/09	07/23/12	14,805.60	5,868.75	8,936.85
10.00	LIMITED INC	532716107	10/06/09	03/15/12	474.61	180.58	294.03
50.00	LIMITED INC	532716107	10/06/09	04/26/12	2,468.04	902.88	1,565.16
5,000.00	LLOYDS TSB BANK PLC	539473AG3	01/14/11	07/06/12	5,269.90	5,001.50	268.40
20,000.00	LLOYDS TSB BANK PLC	539473AG3	01/13/11	07/06/12	21,079.60	19,984.20	1,095.40
16.00	LORILLARD INC	544147101	08/22/11	09/13/12	1,864.64	1,736.60	128.04
258.00	LORILLARD INC	544147101	08/22/11	09/13/12	30,067.29	28,084.71	1,982.58
63.00	LORILLARD INC	544147101	08/22/11	09/12/12	7,305.98	6,857.90	448.08
30,000.00	MASSACHUSETTS ST	57582PWK2	11/23/10	10/25/12	34,036.80	30,583.20	3,453.60
260.00	MCKESSON CORPORATIO	58155Q103	10/07/09	04/30/12	23,786.81	15,372.08	8,414.73
40.00	MCKESSON CORPORATIO	58155Q103	10/07/09	04/30/12	3,659.51	2,360.51	1,299.00
10.00	MCKESSON CORPORATIO	58155Q103	01/04/10	04/30/12	914.88	631.77	283.11
10.00	MCKESSON CORPORATIO	58155Q103	01/05/10	04/27/12	912.76	635.04	277.72
120.00	MCKESSON CORPORATIO	58155Q103	01/04/10	04/27/12	10,953.16	7,581.21	3,371.95
60.00	MCKESSON CORPORATIO	58155Q103	01/05/10	04/26/12	5,488.49	3,810.21	1,678.28
20.00	MCKESSON CORPORATIO	58155Q103	01/05/10	03/15/12	1,743.76	1,270.07	473.69
30.00	MERCK & CO INC	58933Y105	02/06/07	03/15/12	1,138.84	745.22	393.62
90.00	MERCK & CO INC	58933Y105	02/06/07	04/26/12	3,456.10	2,235.65	1,220.45
350.00	MERCK & CO INC	58933Y105	02/06/07	12/21/12	14,580.82	8,694.21	5,886.61
20,000.00	NEWS AMER INC	652482BG4	08/19/08	03/27/12	22,154.00	19,832.60	2,321.40
60.00	NEWS CORP	65248E203	01/15/04	03/15/12	1,229.50	1,120.17	109.33
200.00	NEWS CORP	65248E203	01/15/04	04/26/12	3,900.31	3,733.91	166.40
70.00	NEXTERA ENERGY INC	65339F101	04/05/11	04/26/12	4,497.33	3,935.09	562.24
580.00	NORFOLK SOUTHERN CO	655844108	11/04/09	02/16/12	39,728.82	28,911.61	10,817.21
167.00	NORFOLK SOUTHERN CO	655844108	11/03/09	02/16/12	11,447.88	8,207.16	3,240.72
91.00	NORFOLK SOUTHERN CO	655844108	11/03/09	02/16/12	6,238.07	4,472.52	1,765.55
32.00	NORFOLK SOUTHERN CO	655844108	11/04/09	02/16/12	2,193.61	1,595.12	598.49
30,000.00	NYSE EURONEXT	629491AA9	05/21/08	10/05/12	30,989.40	29,927.70	1,061.70
10.00	OCCIDENTAL PETROLEU	674599105	06/11/10	03/15/12	989.72	844.44	145.28
50.00	OCCIDENTAL PETROLEU	674599105	06/11/10	04/26/12	4,455.00	4,222.20	232.80

Detail of Sales Information

Schedule D Detail of Long Term Capital Gains and Losses

Shares	Security Name	CUSIP	Date Acquired	Date Sold	Sales Price	Cost/Basis	Gain (Loss)
52.00	OMNICOM GROUP INC C	681919106	01/07/11	01/24/12	2,396.27	2,466.78	-70.51
54.00	OMNICOM GROUP INC C	681919106	02/06/07	01/20/12	2,534.01	2,829.14	-295.13
30.00	OMNICOM GROUP INC C	681919106	05/06/09	01/25/12	1,385.44	982.47	402.97
385.00	OMNICOM GROUP INC C	681919106	02/06/07	01/23/12	17,773.53	20,170.75	-2,397.22
10.00	OMNICOM GROUP INC C	681919106	10/16/08	01/25/12	461.81	296.45	165.36
20.00	OMNICOM GROUP INC C	681919106	08/20/08	01/25/12	923.63	856.40	67.23
50.00	OMNICOM GROUP INC C	681919106	06/01/09	01/25/12	2,309.07	1,620.40	688.67
20.00	OMNICOM GROUP INC C	681919106	07/21/08	01/25/12	923.63	844.97	78.66
232.00	OMNICOM GROUP INC C	681919106	01/07/11	01/24/12	10,691.05	10,902.47	-211.42
267.00	OMNICOM GROUP INC C	681919106	02/06/07	01/20/12	12,501.45	13,988.54	-1,487.09
84.00	OMNICOM GROUP INC C	681919106	02/06/07	01/24/12	3,870.90	4,400.89	-529.99
90.00	OMNICOM GROUP INC C	681919106	01/06/11	01/24/12	4,147.39	4,263.30	-115.91
156.00	OMNICOM GROUP INC C	681919106	01/07/11	01/25/12	7,204.29	7,330.97	-126.68
330.00	ORACLE CORPORATION	68389X105	09/30/10	03/30/12	9,620.90	8,928.22	692.68
900.00	ORACLE CORPORATION	68389X105	02/06/07	03/30/12	26,238.83	15,304.95	10,933.88
10.00	ORACLE CORPORATION	68389X105	05/06/09	03/30/12	291.54	190.70	100.84
120.00	ORACLE CORPORATION	68389X105	02/06/07	04/26/12	3,467.56	2,040.66	1,426.90
60.00	ORACLE CORPORATION	68389X105	09/30/10	03/15/12	1,803.71	1,623.31	180.40
167.00	PENTAIR LTD	H6169Q108	03/16/09	12/21/12	8,055.85	2,559.17	5,496.68
0.96	PENTAIR LTD	H6169Q108	03/16/09	11/02/12	44.14	14.71	29.43
80.00	PFIZER INC COM	717081103	05/17/02	03/15/12	1,744.93	2,221.55	-476.62
260.00	PFIZER INC COM	717081103	05/17/02	04/26/12	5,968.56	7,220.02	-1,251.46
30.00	PHILLIPS 66	718546104	11/15/01	05/03/12	947.94	368.58	579.36
30.00	PHILLIPS 66	718546104	10/23/02	05/03/12	947.94	343.34	604.60
244.00	PHILLIPS 66	718546104	11/15/01	05/03/12	7,709.91	3,008.38	4,701.53
26.00	PHILLIPS 66	718546104	11/15/01	05/03/12	816.99	320.56	496.43
7.00	PRAXAIR INC	74005P104	02/08/05	03/15/12	773.01	313.20	459.81
24.00	PRAXAIR INC	74005P104	02/08/05	04/26/12	2,738.62	1,073.84	1,664.78
15,000.00	PRIVATE EXPT FDG CO	742651DG4	02/20/09	07/31/12	17,828.55	14,921.25	2,907.30
30,000.00	PRIVATE EXPT FDG CO	742651DG4	02/20/09	06/26/12	35,351.70	29,842.50	5,509.20
20.00	PROCTER & GAMBLE CO	742718109	02/01/02	03/15/12	1,353.22	823.19	530.03
28.00	PROCTER & GAMBLE CO	742718109	02/01/02	03/28/12	1,878.38	1,149.84	728.54
277.00	PROCTER & GAMBLE CO	742718109	02/01/02	03/28/12	18,553.48	11,375.19	7,178.29
242.00	PROCTER & GAMBLE CO	742718109	02/01/02	03/27/12	16,251.24	9,960.54	6,290.70
28.00	PROCTER & GAMBLE CO	742718109	02/01/02	03/27/12	1,880.17	1,152.46	727.71
135.00	PROCTER & GAMBLE CO	742718109	02/01/02	03/27/12	9,065.77	5,543.86	3,521.91

Detail of Sales Information

Schedule D Detail of Long Term Capital Gains and Losses

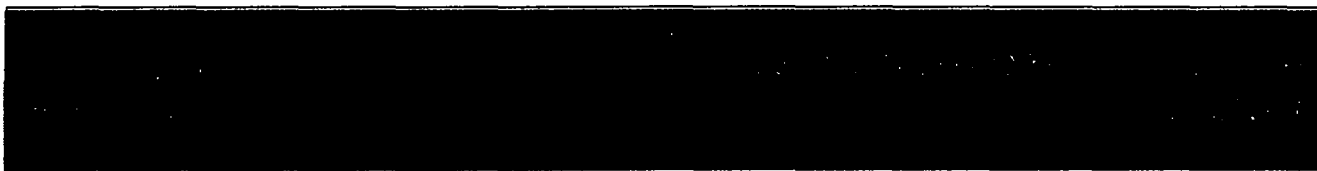
Shares	Security Name	CUSIP	Date Acquired	Date Sold	Sales Price	Cost/Basis	Gain (Loss)
170.00	PROCTER & GAMBLE CO	742718109	02/01/02	03/22/12	11,471.54	6,997.07	4,474.47
30.00	QUALCOMM INC	747525103	01/06/10	03/15/12	1,953.29	1,441.70	511.59
80.00	QUALCOMM INC	747525103	01/06/10	04/26/12	5,083.24	3,844.52	1,238.72
25,000.00	RABOBANK NEDERLAND	21685WBL0	10/05/10	11/19/12	25,811.00	24,938.75	872.25
10,000.00	ROYAL BANK OF SCOTL	78010XAC5	03/09/10	09/13/12	10,776.30	9,976.80	799.50
10,000.00	ROYAL BANK OF SCOTL	78010XAC5	03/09/10	09/13/12	10,776.30	10,001.70	774.60
5,000.00	ROYAL BANK OF SCOTL	78010XAC5	03/09/10	09/13/12	5,388.15	5,002.60	385.55
131.00	ST JUDE MEDICAL INC	790849103	04/26/11	07/18/12	4,917.25	6,822.57	-1,905.32
259.00	ST JUDE MEDICAL INC	790849103	04/27/11	07/18/12	9,721.89	13,702.23	-3,980.34
700.00	ST JUDE MEDICAL INC	790849103	03/22/11	07/18/12	26,275.38	36,029.28	-9,753.90
20.00	ST JUDE MEDICAL INC	790849103	04/27/11	07/18/12	744.33	1,058.09	-313.76
60.00	ST JUDE MEDICAL INC	790849103	03/22/11	07/18/12	2,252.18	3,107.40	-855.22
10.00	TERADATA CORP DEL	88076W103	03/03/11	03/15/12	682.39	500.09	182.30
15.00	TERADATA CORP DEL	88076W103	03/03/11	07/09/12	982.83	747.81	235.02
235.00	TERADATA CORP DEL	88076W103	03/03/11	07/09/12	15,397.75	11,737.00	3,660.75
21.00	TERADATA CORP DEL	88076W103	03/03/11	07/06/12	1,368.17	1,048.84	319.33
49.00	TERADATA CORP DEL	88076W103	03/03/11	07/06/12	3,192.41	2,450.46	741.95
40.00	TERADATA CORP DEL	88076W103	03/03/11	04/26/12	2,768.42	2,000.38	768.04
10,000.00	TIME WARNER INC	887317AJ4	07/07/10	02/16/12	10,597.00	9,988.10	608.90
10,000.00	TIME WARNER INC	887317AJ4	07/08/10	02/16/12	10,597.00	10,045.10	551.90
5,000.00	TIME WARNER INC	887317AJ4	07/08/10	02/16/12	5,298.50	5,031.35	267.15
11,292.00	TSY INFL IX N/B	912828GD6	05/01/07	05/01/12	13,297.62	11,440.74	1,856.88
10.00	TYCO INTERNATIONAL	H89128104	06/01/09	03/15/12	532.39	287.62	244.77
10.00	TYCO INTERNATIONAL	H89128104	02/05/08	03/15/12	532.39	403.86	128.53
330.00	TYCO INTERNATIONAL	H89128104	03/16/09	03/29/12	18,457.57	6,424.87	12,032.70
70.00	TYCO INTERNATIONAL	H89128104	06/01/09	03/29/12	3,915.24	2,013.36	1,901.88
80.00	TYCO INTERNATIONAL	H89128104	05/06/09	03/29/12	4,474.56	2,069.59	2,404.97
20.00	TYCO INTERNATIONAL	H89128104	10/16/08	03/29/12	1,118.64	524.27	594.37
40.00	TYCO INTERNATIONAL	H89128104	03/16/09	04/26/12	2,236.03	778.77	1,457.26
35,000.00	U S TREASURY NOTE	912828KQ2	08/20/10	06/29/12	39,791.85	37,035.88	2,755.97
15,000.00	U S TREASURY NOTE	912828NB2	11/01/10	02/01/12	15,033.35	15,159.96	-126.61
15,000.00	U S TREASURY NOTE	912828NB2	02/07/11	02/17/12	15,025.73	15,102.59	-76.86
5,000.00	U S TREASURY NOTE	912828LR9	02/03/10	04/03/12	5,032.01	5,013.88	18.13
30,000.00	U S TREASURY NOTE	912828LR9	02/03/10	03/30/12	30,195.60	30,083.31	112.29
10,000.00	U S TREASURY NOTE	912828LR9	02/03/10	03/14/12	10,070.28	10,027.77	42.51
20,000.00	U S TREASURY NOTE	912828LR9	02/14/11	03/14/12	20,140.56	20,219.60	-79.04



Detail of Sales Information

Schedule D Detail of Long Term Capital Gains and Losses

Shares	Security Name	CUSIP	Date Acquired	Date Sold	Sales Price	Cost/Basis	Gain (Loss)
5,000.00	U S TREASURY NOTE	912828LR9	02/03/11	03/14/12	5,035.14	5,062.91	-27.77
20,000.00	U S TREASURY NOTE	912828MP2	05/10/10	05/01/12	23,115.55	20,145.39	2,970.16
15,000.00	U S TREASURY NOTE	912828NP1	07/29/10	01/12/12	15,663.23	15,058.60	604.63
20,000.00	U S TREASURY NOTE	912828PT1	02/02/11	04/03/12	21,573.36	19,730.55	1,842.81
40,000.00	UNITED STATES T-NOT	912828NX4	09/29/10	03/14/12	40,045.18	39,951.56	93.62
5,000.00	UNITED STATES T-NOT	912828NX4	09/29/10	02/01/12	5,008.19	4,993.94	14.25
5,000.00	UNITED STATES T-NOT	912828QL7	04/15/11	10/22/12	5,013.07	5,004.12	8.95
10,000.00	UNITED STATES TREAS	912828AP5	11/16/09	04/03/12	10,234.34	10,819.56	-585.22
10,000.00	UNITED STATES TREAS	912828AP5	10/05/09	04/03/12	10,234.34	10,806.28	-571.94
5,000.00	UNITED STATES TREAS	912828AP5	05/14/09	04/03/12	5,117.17	5,447.67	-330.50
5,000.00	UNITED STATES TREAS	912828AP5	04/14/09	04/03/12	5,117.17	5,464.27	-347.10
55,000.00	UNITED STATES TREAS	912828AP5	10/05/09	05/01/12	56,129.89	59,434.56	-3,304.67
15,000.00	UNITED STATES TREAS	912828AP5	08/12/09	05/01/12	15,308.15	15,996.73	-688.58
25,000.00	UNITED STATES TREAS	912828AP5	07/14/09	05/01/12	25,513.59	26,964.93	-1,451.34
5,000.00	UNITED STATES TREAS	912828AP5	06/12/09	05/01/12	5,102.72	5,334.59	-231.87
15,000.00	UNITED STATES TREAS	912828BH2	12/11/08	10/22/12	15,492.72	16,996.93	-1,504.21
5,000.00	UNITED STATES TREAS	912828BH2	03/15/10	12/19/12	5,134.36	5,429.31	-294.95
40,000.00	UNITED STATES TREAS	912828BH2	12/11/08	12/19/12	41,074.86	45,325.13	-4,250.27
15,000.00	UNITED STATES TREAS	912828BH2	03/15/10	12/18/12	15,402.49	16,287.94	-885.45
15,000.00	UNITED STATES TREAS	912828GW4	02/03/10	03/14/12	15,210.30	16,345.95	-1,135.65
25,000.00	UNITED STATES TREAS	912828GW4	02/03/10	02/24/12	25,404.21	27,243.25	-1,839.04
15,000.00	UNITED STATES TREAS	912828MB3	01/11/11	05/18/12	15,081.40	15,152.98	-71.58
45,000.00	UNITED STATES TREAS	912828MB3	02/03/10	05/18/12	45,244.19	44,940.64	303.55
15,000.00	UNITED STATES TREAS	912828NR7	11/01/10	06/07/12	16,197.01	15,506.25	690.76
30.00	VALE SA-SP ADR	91912E105	05/10/06	03/15/12	710.45	432.30	278.15
90.00	VALE SA-SP ADR	91912E105	05/10/06	04/26/12	1,996.79	1,296.91	699.88
1,284.00	VALE SA-SP ADR	91912E105	05/10/06	12/05/12	22,648.61	18,502.60	4,146.01
20.00	VALE SA-SP ADR	91912E105	10/16/08	12/05/12	352.78	217.75	135.03
286.00	VALE SA-SP ADR	91912E105	05/10/06	12/04/12	4,902.07	4,121.30	780.77
12,000.00	VERIZON COMMUNICATI	92343VAQ7	12/11/08	12/17/12	16,824.72	12,770.76	4,053.96
30,000.00	VODAFONE GROUP PLC	92857WAR1	02/08/10	02/27/12	30,000.00	32,253.00	-2,253.00
60.00	WELLS FARGO & CO NE	949746101	08/10/10	03/15/12	2,036.48	1,677.53	358.95
210.00	WELLS FARGO & CO NE	949746101	08/10/10	04/26/12	7,010.06	5,871.35	1,138.71
166.00	ZIMMER HLDGS INC	98956P102	05/10/11	10/16/12	10,601.82	11,460.24	-858.42
70.00	ZIMMER HLDGS INC	98956P102	05/09/11	10/16/12	4,470.64	4,761.44	-290.80
44.00	ZIMMER HLDGS INC	98956P102	05/10/11	10/15/12	2,760.03	3,037.66	-277.63



Detail of Sales Information

Schedule D Detail of Long Term Capital Gains and Losses

Shares	Security Name	CUSIP	Date Acquired	Date Sold	Sales Price	Cost/Basis	Gain (Loss)
191.00	ZIMMER HLDGS INC	98956P102	05/11/11	10/15/12	11,981.03	13,213.82	-1,232.79
149.00	ZIMMER HLDGS INC	98956P102	05/11/11	10/12/12	9,275.28	10,308.16	-1,032.88
10.00	ZIMMER HLDGS INC	98956P102	05/11/11	10/12/12	622.50	692.24	-69.74
Totals:					2,934,745.82	2,746,864.90	187,880.92

Schedule D Detail of Long Term Capital Gains and Losses with loss disallowed due to wash sale

Shares	Security Name	CUSIP	Date Acquired	Date Sold	Sales Price	Cost/Basis	Gain (Loss)	Loss Disallowed
10.00	CITIGROUP INC	172967424	01/31/11	03/15/12	363.61	484.63	-121.02	121.02
Totals:					363.61	484.63	-121.02	121.02
Total Long Term Loss Disallowed:								121.02

Long-Term Totals:	Sales Price	Cost/Basis	Loss Disallowed	Net Total
Report on Form 1040, Sch D, Part II, Line 12h	\$2,935,109.43	\$2,747,349.53	\$121.02	\$187,880.92