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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
WOODRUFF FOUNDATION
co DINGUS AND DAGA INC

A Employer identification number
23-7425631

Number and street (or P O box number if mail is not delivered to street address) Room/suite
20600 CHAGRIN BLVD

B Telephone number (see instructions)
(216) 561-9200

City or town, state, and ZIP code
SHAKER HEIGHTS, OH 44122

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)* ▶$ 10,934,594

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))*

	Line	Description	(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	388,878	388,878	388,878	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-21,315			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)				
	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)	2,414			
	12	**Total.** Add lines 1 through 11	369,977	388,878	388,878	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	6,500	3,250		3,250
	c	Other professional fees (attach schedule)	34,123	34,123		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	10,000	10,000		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	11,468			11,468
	22	Printing and publications	1,371			1,371
	23	Other expenses (attach schedule)	109,854			109,854
	24	**Total operating and administrative expenses.** Add lines 13 through 23	173,316	47,373		125,943
	25	Contributions, gifts, grants paid	382,000			382,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	555,316	47,373		507,943
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-185,339			
	b	**Net investment income** (if negative, enter -0-)		341,505		
	c	**Adjusted net income** (if negative, enter -0-)			388,878	

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
1	Cash—non-interest-bearing	6,489	2,469	2,469
2	Savings and temporary cash investments			
3	Accounts receivable ▶ 73,980			
	Less allowance for doubtful accounts ▶		73,980	73,980
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)	10,272,096	10,858,145	10,858,145
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	10,278,585	10,934,594	10,934,594
17	Accounts payable and accrued expenses	6,700	6,700	
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)	6,700	6,700	
	Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	10,271,885	10,927,894	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	10,271,885	10,927,894	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	10,278,585	10,934,594	

Assets / Liabilities / Net Assets or Fund Balances

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	10,271,885
2	Enter amount from Part I, line 27a	2	-185,339
3	Other increases not included in line 2 (itemize) ▶	3	841,349
4	Add lines 1, 2, and 3	4	10,927,895
5	Decreases not included in line 2 (itemize) ▶	5	1
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,927,894

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				

	(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			(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				
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**

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	542,942	10,879,247	0 04991
2010	555,569	10,393,091	0 05346
2009	558,866	9,315,496	0 05999
2008	632,583	11,916,324	0 05309
2007	853,842	13,674,954	0 06244

2	**Total** of line 1, column (d).	2	0 27888
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 05578
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	10,507,360
5	Multiply line 4 by line 3.	5	586,059
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,415
7	Add lines 5 and 6.	7	589,474
8	Enter qualifying distributions from Part XII, line 4.	8	507,943

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	6,830
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	6,830
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	6,830
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 13,733		
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	13,733
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached		8	3
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	6,900
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 6,900	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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 ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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		No
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	Yes	
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) ▶ OH			
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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		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 ▶Allison Rand Telephone no ▶(216) 621-2901

Located at ▶627 Hanna Building Suite 966 Cleveland OH ZIP +4 ▶44115

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

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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		No
	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		No
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		No
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**		**No**
	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**		**No**

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 ▶	

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
ALLIANCE BERSTEIN 1345 Avenue of the Americas New York, NY 10105	Investment Advisory	21,041
NORTHERN TRUST 200 Public Square Suite 1950 CLEVELAND, OH 44114	Investment Advisory	13,082
FOUNDATION MANAGEMENT SERVICES 627 HANNA BUILDING CLEVELAND, OH 44115	FOUNDATION MGMT	89,232
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A Summary of Direct Charitable Activities

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

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	10,667,371
b	Average of monthly cash balances		1b	0
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	10,667,371
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	
3	Subtract line 2 from line 1d		3	10,667,371
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	160,011
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	10,507,360
6	**Minimum investment return.** Enter 5% of line 5		6	525,368

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	525,368
2a	Tax on investment income for 2012 from Part VI, line 5	2a 6,830		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	6,830
3	Distributable amount before adjustments Subtract line 2c from line 1		3	518,538
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	518,538
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	518,538

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	507,943
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	507,943
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	507,943

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				518,538
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007. 41,850				
b From 2008. 42,371				
c From 2009. 95,414				
d From 2010. 81,511				
e From 2011. 5,175				
f **Total** of lines 3a through e.	266,321			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 507,943				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				507,943
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012	10,595			10,595
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	255,726			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	31,255			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	224,471			
10 Analysis of line 9				
a Excess from 2008. . . . 42,371				
b Excess from 2009. . . . 95,414				
c Excess from 2010. . . . 81,511				
d Excess from 2011. . . . 5,175				
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 or e-mail of the person to whom applications should be addressed

WOODRUFF FOUNDATION
1422 EUCLID AVENUE SUITE 966
CLEVELAND,OH 441151901
(216) 566-1853

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

NO SPECIFIC APPLICATION OR PROPOSAL FORM IS USED APPLICANTS SHOULD SUBMIT PROPOSALS THAT SHOULD INCLUDE ITEMS SUCH AS 1 PURPOSE OF THE PROPOSAL2 A BRIEF HISTORY AND PURPOSE OF THE ORGANIZATION3 A PROFILE OF CLIENTS SERVED, A SUMMARY OF TEH SERVICES OFFERED ALONG WITH THE SERVICE AREA AND APPLICABLE STATISTICS4 AN EXPLANANTION OF SPECIFIC GRANT REQUEST INCLUDING OBJECTIVES, TIME FRAME AND BUDGET5 A STATEMENT OF INCOME AND EXPENSES FOR THE PRECEDING YEAR AND A CURRENT BUDGET6 A LIST OF THE BOARD OF TRUSTEES7 A COPY OF THE LATEST AUDITED FINANCIAL STATEMENTS8 A COPY OF THE MOST RECENT ANNUAL REPORT

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 *Paid during the year*				
SEE ATTACHED LIST SEE LIST SEE LIST, OH 44115	*	***SEE ATTACHED STAT	***SEE ATTACHED STATEMENT 10* NONE OF THE RECIPIENTS IS AN INDIVIDUAL** NONE OF THE RECIPIENTS IS A PRIVATE FOUNDATION*** THE GRANTS ARE TO ASSIST THE PUBLIC CHARITIES IN THEIR DAY TO DAY OPERATIONS IN PURSUIT OF THEIR EXEMPT PURPOSES	382,000
Total . . . . ▶ **3a**				382,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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. . . .					388,878
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory					-21,315
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a Miscellaneous					2,414
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .					369,977

13 Total. Add line 12, columns (b), (d), and (e). 13 369,977

(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

******	2013-09-10	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
SOOKRAM PHALGOO	SOOKRAM PHALGOO			P00113510
Firm's name ▶	Dingus & Daga Inc		Firm's EIN ▶	
	20600 Chagrin Blvd Ste 701			
Firm's address ▶	Cleveland, OH 44122		Phone no (216) 561-9200	

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
ROBERT J RONIS 1427 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115	Trustee 1 00	0		
MARYELLEN DAVIS MD 1427 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115	Trustee 1 00	0		
ELLA HOLT THOMAS 1422 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115	Trustee 1 00	0		
RICHARD A PAULSON 1427 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115	President 1 00	0		
FRANK FECSER 1427 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115	Trustee 1 00	0		
VALERIE RAINES 1422 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115	SEC/TREAS 1 00	0		
MARK BONHARD 1427 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115	Trustee 2 00	0		
VALERIE BRADLEY HICKS 1422 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115	Trustee 1 00	0		
FRANK HICKMAN 1427 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115	Trustee 1 00	0		

TY 2012 Accounting Fees Schedule

Name: WOODRUFF FOUNDATION
co DINGUS AND DAGA INC
EIN: 23-7425631
Software ID: 12000229
Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	6,500	3,250	0	3,250

TY 2012 Contractor Compensation Explanation

Name: WOODRUFF FOUNDATION
co DINGUS AND DAGA INC

EIN: 23-7425631

Software ID: 12000229

Software Version: 2012v2.0

Contractor	Explanation
NORTHERN TRUST	INVESTMENT ADVISORY FEES
FOUNDATION MANAGEMENT SERVICES	FOUNDATION MANAGEMENT SERVICES INC. PROVIDES VARIOUS SERVICES RELATING TO THE MANAGEMENT AND TRACKING OF THE FOUNDATION ACTIVITIES. ITS COMPENSATION IS BASED ON AN ANNUAL CONTRACT THAT IS APPROVED BY THE WOODRUFF BOARD OF TRUSTEES
ALLIANCE BERSTEIN	INVESTMENT ADVISORY FEES

TY 2012 Other Decreases Schedule

Name: WOODRUFF FOUNDATION
co DINGUS AND DAGA INC

EIN: 23-7425631

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
ROUNDING	1

TY 2012 Other Expenses Schedule

Name: WOODRUFF FOUNDATION
co DINGUS AND DAGA INC

EIN: 23-7425631

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
State Registration	200			200
Miscellaneous	1,088			1,088
Membership dues	7,136			7,136
Management Fee	89,232			89,232
Insurance	1,625			1,625
Forum	10,573			10,573

TY 2012 Other Income Schedule

Name: WOODRUFF FOUNDATION
co DINGUS AND DAGA INC

EIN: 23-7425631

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Miscellaneous	2,414		

TY 2012 Other Increases Schedule

Name: WOODRUFF FOUNDATION
co DINGUS AND DAGA INC

EIN: 23-7425631

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
UNREALIZED GAINS	841,349

TY 2012 Other Professional Fees Schedule

Name: WOODRUFF FOUNDATION
co DINGUS AND DAGA INC
EIN: 23-7425631
Software ID: 12000229
Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Inv Management Fees	34,123	34,123	0	0

TY 2012 Taxes Schedule

Name: WOODRUFF FOUNDATION
co DINGUS AND DAGA INC

EIN: 23-7425631

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise Taxes	10,000	10,000		

Wooduff Foundation
Summary of Grants Approved and Paid
December 31, 2012

Approval Date	Name	Amount
2/15/2012	Community Re-Entry Women's Re-Entry network	20,000.00
2/15/2012	The Living Miracles	7,500.00
2/15/2012	Free Medical Clinic	30,000.00
2/15/2012	Magnolia Club House	25,000.00
2/15/2012	North Coast Health Ministry	25,000.00
2/15/2012	Suicide Prevention Education Alliance of NE Ohio	25,000.00
2/15/2012	MetroHealth Foundation	10,000.00
6/20/2012	Hitchcock Center for Women, Inc.	22,500.00
6/20/2012	Joseph's Home	15,000.00
6/20/2012	NAMI Greater Cleveland	15,000.00
6/20/2012	Neighborhood Family Practice	35,000.00
6/20/2012	Recovery Resources	25,000.00
6/20/2012	St. Vincent Charity Medical Center	10,000.00
6/20/2012	University Settlement	7,000.00
10/17/2012	Beech Brook	20,000.00
10/17/2012	Care Alliance and Centers for Families and Children	40,000.00
10/17/2012	Foundation Center-Cleveland	2,000.00
10/17/2012	Ideastream	10,000.00
10/17/2012	Mental Health Advocacy Coalition	18,000.00
10/17/2012	Salvation Army	20,000.00
	TOTAL APPROVED	382,000.00

Woodruff Foundation
Page 1, Part I, Line 6 - Detail of Realized Gains/(Losses)
12/31/2012

Summary of Realized Gains/(Loss)

	Symbol	Date Purchased	Date Sold	Sales Price	Cost	Gain/ (Loss)
Bernstein activity - per attached		Various	Various	1,498,353	1,485,992	12,361
Northern Trust activity:						
MFB Northern FDS Multi-Mgr Emerging Mkts	NMMEX		10/19/2012	50,000	63,964	(13,964)
MFB Northern Multi-Mgr Intl Equity Fund	NMIEX		10/19/2012	50,000	54,104	(4,104)
MFB Northern FDS Multi-Mgr Emerging Mkts	NMMEX		6/27/2012	25,000	35,087	(10,087)
MFB Northern Multi-Mgr Intl Equity Fund	NMIEX		6/27/2012	25,000	30,290	(5,290)
MFB Northern FDS Global Real Estate Index FD	NGREX		4/12/2012	170,000	171,435	(1,435)
MFB Northern FDS STK Index FD	NOSIX		2/17/2012	20,000	18,604	1,396
MFB Northern Multi-Mgr Intl Equity Fund	NMIEX		2/17/2012	10,000	10,856	(856)
MFB Northern Multi-Mgr Mid Cap Fund	NMMCX		2/17/2012	5,000	4,815	185
MFB Northern Multi-Mgr Small Cap Fund	NMMSX		2/17/2012	5,000	5,265	(265)
MFB Northern BD Index FD	NOBOX		1/5/2012	600,000	580,129	19,871
MFO PIMCO FDS Invt Mgr Ser Commodity RealRet	PCRIX		1/5/2012	49,999	69,126	(19,127)
Total - Page 1, Part I, Line 6						(21,316)

BERNSTEIN
Global Wealth Management

Capital Gains

Account: WOODRUFF FOUNDATION (888-60125)
January 1, 2012 - December 31, 2012

Nontaxable Summary[1 9]

Description		Gain/(Loss)
Short-Term		$17,112.18
Long-Term		($12,377.02)
Cash in Lieu[2]		$30.38
	Total	**$4,765.54**

Description		Gain/(Loss)
LT Cap Gains Distribution from Bernstein Funds		$3,041.18
	Overall Total	**$7,806.72**

Nontaxable Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	08/14/2012	12/28/2012	125	BMC SOFTWARE INC	$39 59	$41.22	$4,948.49	$5,152.68	($204.19)
888-60125	08/21/2012	12/27/2012	50	CLOROX COMPANY	$72 94	$72.29	$3,646.83	$3,614.56	$32.27
888-60125	08/15/2012	12/27/2012	100	CLOROX COMPANY	$72 94	$72.07	$7,293.65	$7,206.98	$86.67
888-60125	08/15/2012	12/21/2012	225	AMEREN CORPORATION	$31 13	$34.60	$7,004.50	$7,784.53	($780.03)
888-60125	07/27/2012	12/21/2012	150	WALGREEN CO	$36.39	$35.49	$5,457.81	$5,323 50	$134.31
888-60125	07/02/2012	12/21/2012	35	O'REILLY AUTOMOTIVE INC	$90.20	$83.15	$3,156.97	$2,910 25	$246.72
888-60125	06/27/2012	12/21/2012	40	O'REILLY AUTOMOTIVE INC	$90.20	$82.53	$3,607.96	$3,301 21	$306.75
888-60125	06/05/2012	12/21/2012	10	CHIPOTLE MEXICAN GRILL-CL A	$287.09	$402.14	$2,870.90	$4,021 44	($1,150.54)
888-60125	12/22/2011	12/17/2012	25	NV ENERGY INC	$18.38	$15.88	$459.53	$396 94	$62 59
888-60125	02/07/2012	12/12/2012	50	CISCO SYSTEMS INC	$19.79	$20.26	$989.36	$1,012 75	($23 39)
888-60125	12/27/2011	12/12/2012	250	CISCO SYSTEMS INC	$19.79	$18.55	$4,946.80	$4,637 30	$309 50
888-60125	04/25/2012	12/10/2012	5	COACH INC	$56.72	$72.27	$283.58	$361 33	($77 75)
888-60125	04/13/2012	12/10/2012	45	COACH INC	$56.72	$74 22	$2,552.24	$3,339.95	($787 71)
888-60125	06/05/2012	12/03/2012	150	LAS VEGAS SANDS CORP	$47 03	$44 07	$7,054 28	$6,610 64	$443.64
888-60125	08/27/2012	11/23/2012	150	EMERSON ELECTRIC CO	$48 93	$51 74	$7,338 95	$7,761.11	($422.16)
888-60125	03/28/2012	11/23/2012	35	EMERSON ELECTRIC CO	$48.93	$51.34	$1,712 42	$1,797.06	($84 64)
888-60125	03/16/2012	11/23/2012	50	EMERSON ELECTRIC CO	$48.93	$52.40	$2,446.31	$2,620.14	($173.83)

AB BERNSTEIN
Global Wealth Management

Capital Gains

Account: WOODRUFF FOUNDATION (888-60125)
January 1, 2012 - December 31, 2012

Nontaxable Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	02/10/2012	11/23/2012	40	EMERSON ELECTRIC CO	$48.93	$52.25	$1,957.05	$2,089.83	($132.78)
888-60125	01/31/2012	11/23/2012	25	EMERSON ELECTRIC CO	$48.93	$51.25	$1,223.16	$1,281.28	($58.12)
888-60125	08/22/2012	11/13/2012	50	UNITED TECHNOLOGIES CORP	$77.72	$79 45	$3,885.89	$3,972 74	($86 85)
888-60125	01/31/2012	11/13/2012	10	EMERSON ELECTRIC CO	$50.23	$51 25	$502.29	$512 51	($10 22)
888-60125	01/26/2012	11/13/2012	65	EMERSON ELECTRIC CO	$50.23	$51.96	$3,264.91	$3,377.62	($112.71)
888-60125	08/06/2012	11/09/2012	18	AUTOZONE INC	$377.83	$362.90	$6,801.00	$6,532 14	$268 86
888-60125	07/27/2012	11/09/2012	175	WALGREEN CO	$32.76	$35.49	$5,732.39	$6,210 75	($478 36)
888-60125	08/03/2012	11/08/2012	175	ENTERGY CORP	$65.18	$72.48	$11,406.17	$12,684.51	($1,278.34)
888-60125	06/29/2012	11/08/2012	125	ABBOTT LABORATORIES	$64.06	$63.90	$8,007.64	$7,987.50	$20.14
888-60125	06/15/2012	11/08/2012	25	MCDONALD'S CORP	$86.20	$90.45	$2,154.96	$2,261.24	($106 28)
888-60125	04/30/2012	11/02/2012	60	APOLLO GROUP INC-CL A	$20.19	$35.07	$1,211.22	$2,104.04	($892 82)
888-60125	01/11/2012	11/02/2012	115	APOLLO GROUP INC-CL A	$20.19	$57.07	$2,321.51	$6,563 14	($4,241 63)
888-60125	06/05/2012	11/01/2012	75	AMERICAN EXPRESS CO	$56.91	$53.86	$4,268.12	$4,039 43	$228 69
888-60125	06/05/2012	10/31/2012	20	PRICELINE.COM INC	$571.55	$621.02	$11,431.07	$12,420.46	($989.39)
888-60125	05/30/2012	10/31/2012	150	GENERAL MOTORS CO	$24.60	$22.40	$3,689.43	$3,360.00	$329.43
888-60125	11/14/2011	10/31/2012	225	GENERAL MOTORS CO	$24.60	$23.01	$5,534.14	$5,178.04	$356.10
888-60125	06/05/2012	10/24/2012	50	HOME DEPOT INC	$61.58	$48.89	$3,079.23	$2,444.46	$634.77
888-60125	08/16/2012	10/23/2012	100	MICROSOFT CORP	$28.03	$30.45	$2,803.19	$3,045.34	($242.15)
888-60125	06/28/2012	10/23/2012	175	MICROSOFT CORP	$28.03	$29.55	$4,905.58	$5,170.60	($265.02)
888-60125	06/12/2012	10/15/2012	150	US BANCORP	$33.50	$30.48	$5,025.33	$4,571.81	$453.52
888-60125	09/07/2012	10/08/2012	325	EDISON INTERNATIONAL	$46.99	$44.21	$15,270.26	$14,368.12	$902.14
888-60125	08/02/2012	10/05/2012	125	MONDELEZ INTERNATIONAL-W/I	$27.80	$25.55	$3,475.38	$3,194.27	$281 11
888-60125	07/05/2012	09/26/2012	225	XCEL ENERGY INC	$27.75	$28.63	$6,243.75	$6,441 80	($198 05)
888-60125	08/03/2012	09/24/2012	225	CONSOLIDATED EDISON INC	$59.45	$64 36	$13,375.44	$14,481.32	($1,105.88)
888-60125	08/30/2012	09/21/2012	75	HALLIBURTON CO	$35.94	$32.81	$2,695.18	$2,460.65	$234.53
888-60125	08/16/2012	09/21/2012	50	PEPSICO INC	$70.80	$72.89	$3,540.08	$3,644.42	($104.34)
888-60125	07/26/2012	09/21/2012	75	PEPSICO INC	$70.80	$71.20	$5,310.11	$5,340 27	($30.16)
888-60125	06/21/2012	09/21/2012	250	HALLIBURTON CO	$35.94	$28.57	$8,983.92	$7,141 77	$1,842 15
888-60125	07/19/2012	09/20/2012	175	WISCONSIN ENERGY CORP	$36.77	$41.10	$6,434.14	$7,192 50	($758 36)
888-60125	07/12/2012	09/19/2012	50	FAMILY DOLLAR STORES	$64.03	$68.82	$3,201.46	$3,440 88	($239 42)

BERNSTEIN
Global Wealth Management

Capital Gains

Account: WOODRUFF FOUNDATION (888-60125)
January 1, 2012 - December 31, 2012

Nontaxable Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	10/14/2011	09/14/2012	75	APPLIED MATERIALS INC	$11.87	$11.49	$890.45	$861.65	$28.80
888-60125	10/06/2011	09/14/2012	150	APPLIED MATERIALS INC	$11.87	$10.65	$1,780.91	$1,597.47	$183.44
888-60125	07/25/2012	08/29/2012	100	DOLLAR TREE INC	$48.58	$50.30	$4,858.19	$5,030.03	($171.84)
888-60125	05/31/2012	08/28/2012	10	MCKESSON CORP	$87.46	$87.59	$874.60	$875.90	($1.30)
888-60125	05/31/2012	08/28/2012	25	MCKESSON CORP	$87.46	$87.59	$2,186.50	$2,189.75	($3.25)
888-60125	03/06/2012	08/28/2012	40	MCKESSON CORP	$87.46	$82.38	$3,498.40	$3,295.32	$203.08
888-60125	06/05/2012	08/24/2012	15	LAS VEGAS SANDS CORP	$42.59	$44.07	$638.79	$661.06	($22 27)
888-60125	03/07/2012	08/24/2012	30	VISA INC - CLASS A SHRS	$126.76	$115 34	$3,802.91	$3,460 28	$342 63
888-60125	02/10/2012	08/24/2012	35	LAS VEGAS SANDS CORP	$42.59	$52 06	$1,490.52	$1,822 06	($331 54)
888-60125	01/25/2012	08/24/2012	50	LAS VEGAS SANDS CORP	$42.59	$48 96	$2,129 32	$2,448 17	($318 85)
888-60125	06/06/2012	08/22/2012	225	KIMBERLY-CLARK CORP	$83 89	$79.77	$18,875.54	$17,948.72	$926.82
888-60125	12/14/2011	08/22/2012	125	GANNETT CO	$15.28	$12.82	$1,910.20	$1,602.01	$308 19
888-60125	10/31/2011	08/22/2012	300	NEWELL RUBBERMAID INC	$17.52	$15 05	$5,255 07	$4,515 12	$739 95
888-60125	10/10/2011	08/22/2012	100	CENTURYLINK INC	$41.45	$33 48	$4,145 24	$3,347.91	$797 33
888-60125	09/22/2011	08/22/2012	175	GANNETT CO	$15.28	$8 47	$2,674 28	$1,482 44	$1,191 84
888-60125	09/15/2011	08/22/2012	100	CENTURYLINK INC	$41 45	$34 76	$4,145 24	$3,475 89	$669 35
888-60125	06/05/2012	08/21/2012	155	INFORMATICA CORPORATION	$31 02	$42.05	$4,808.61	$6,518.22	($1,709.61)
888-60125	02/13/2012	08/21/2012	45	INFORMATICA CORPORATION	$31 02	$46 80	$1,396.05	$2,106.18	($710 13)
888-60125	06/05/2012	08/17/2012	200	CBS CORP-CLASS B NON VOTING	$35 87	$31 07	$7,174 26	$6,213 92	$960 34
888-60125	05/17/2012	08/16/2012	75	AMGEN INC	$83 02	$71.38	$6,226.51	$5,353.50	$873.01
888-60125	02/28/2012	08/16/2012	40	HERSHEY CO/THE	$72 21	$59.98	$2,888.42	$2,399.31	$489.11
888-60125	02/14/2012	08/16/2012	35	HERSHEY CO/THE	$72.21	$60.45	$2,527.37	$2,115.65	$411.72
888-60125	12/22/2011	08/16/2012	25	HERSHEY CO/THE	$72.21	$61.02	$1,805 27	$1,525.54	$279.73
888-60125	12/21/2011	08/16/2012	50	HERSHEY CO/THE	$72 21	$60 50	$3,610 53	$3,024 80	$585 73
888-60125	06/21/2012	08/14/2012	150	HALLIBURTON CO	$35 10	$28 57	$5,264 60	$4,285 07	$979 53
888-60125	02/16/2012	08/14/2012	125	CENTERPOINT ENERGY INC	$20 55	$18 75	$2,568.75	$2,343.75	$225.00
888-60125	10/24/2011	08/14/2012	150	CENTERPOINT ENERGY INC	$20 55	$21.24	$3,082.50	$3,186.00	($103.50)
888-60125	01/30/2012	08/13/2012	35	STRYKER CORP	$53.13	$54.70	$1,859.44	$1,914.52	($55 08)
888-60125	01/12/2012	08/13/2012	60	STRYKER CORP	$53.13	$52.39	$3,187.60	$3,143.46	$44.14
888-60125	01/10/2012	08/13/2012	35	STRYKER CORP	$53 13	$52 09	$1,859 43	$1,823.29	$36.14

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888-60125	01/09/2012	08/13/2012	50	STRYKER CORP	$53.13	$51.72	$2,656.34	$2,585.99	$70.35
888-60125	11/03/2011	08/09/2012	25	ROCKWELL AUTOMATION INC	$70.85	$71.24	$1,771.13	$1,781.12	($9.99)
888-60125	08/31/2011	08/09/2012	35	ROCKWELL AUTOMATION INC	$70.85	$64.23	$2,479.59	$2,248.06	$231.53
888-60125	12/22/2011	08/08/2012	50	GENERAL MILLS INC	$38.50	$40.38	$1,925.02	$2,019.14	($94.12)
888-60125	11/02/2011	08/08/2012	50	GENERAL MILLS INC	$38.50	$38.51	$1,925.02	$1,925.30	($0.28)
888-60125	10/11/2011	08/08/2012	60	GENERAL MILLS INC	$38 50	$40.07	$2,310.02	$2,404.07	($94.05)
888-60125	03/07/2012	08/03/2012	180	LIBERTY INTERACTIVE CORP-A	$18 97	$18.74	$3,414.60	$3,373 20	$41.40
888-60125	11/01/2011	08/03/2012	125	MARVELL TECHNOLOGY GROUP LT	$11.29	$13.58	$1,410.86	$1,697.00	($286.14)
888-60125	10/20/2011	08/03/2012	175	MARVELL TECHNOLOGY GROUP LT	$11 29	$13.32	$1,975.21	$2,330.16	($354.95)
888-60125	08/10/2011	08/03/2012	75	CENTURYLINK INC	$41 84	$33.61	$3,137.69	$2,520 91	$616.78
888-60125	09/30/2011	08/01/2012	20	ALLERGAN INC	$87.63	$83.24	$1,752.61	$1,664 83	$87.78
888-60125	06/05/2012	07/30/2012	100	AMERICAN EXPRESS CO	$58 35	$53.86	$5,835.00	$5,385.91	$449.09
888-60125	12/06/2011	07/30/2012	40	LAM RESEARCH CORP	$34 14	$43.05	$1,365.60	$1,721.86	($356.26)
888-60125	11/11/2011	07/30/2012	65	LAM RESEARCH CORP	$34 14	$44.48	$2,219.10	$2,891.49	($672.39)
888-60125	02/10/2012	07/27/2012	100	CBRE GROUP INC	$15 79	$17.97	$1,578.86	$1,797.13	($218.27)
888-60125	01/09/2012	07/27/2012	60	VERTEX PHARMACEUTICALS INC	$49 88	$35.29	$2,992.60	$2,117.48	$875.12
888-60125	11/01/2011	07/27/2012	100	CBRE GROUP INC	$15.79	$17.34	$1,578.86	$1,733.83	($154.97)
888-60125	10/10/2011	07/27/2012	110	TRW AUTOMOTIVE HOLDINGS CORP	$34.63	$38.07	$3,808.94	$4,188 22	($379.28)
888-60125	08/26/2011	07/27/2012	125	CBRE GROUP INC	$15.79	$14.14	$1,973.58	$1,767 71	$205.87
888-60125	01/20/2012	07/26/2012	50	COVIDIEN PLC	$53.88	$47.92	$2,693.77	$2,395 76	$298.01
888-60125	11/01/2011	07/26/2012	80	COVIDIEN PLC	$53 88	$45.26	$4,310.03	$3,620.61	$689.42
888-60125	09/02/2011	07/26/2012	35	COVIDIEN PLC	$53 88	$50.93	$1,885.64	$1,782.61	$103.03
888-60125	11/01/2011	07/25/2012	45	FMC TECHNOLOGIES INC	$42.24	$44.07	$1,900.85	$1,983.29	($82.44)
888-60125	08/25/2011	07/25/2012	40	FMC TECHNOLOGIES INC	$42.24	$41.53	$1,689.64	$1,661.15	$28.49
888-60125	08/02/2011	07/25/2012	55	FMC TECHNOLOGIES INC	$42 24	$44.21	$2,323.26	$2,431.81	($108.55)
888-60125	12/13/2011	07/24/2012	50	DOLLAR GENERAL CORP	$52.52	$41.61	$2,625.90	$2,080.26	$545.64
888-60125	09/21/2011	07/24/2012	50	DOLLAR GENERAL CORP	$52 52	$37.40	$2,625.90	$1,869.88	$756.02
888-60125	09/09/2011	07/24/2012	65	DOLLAR GENERAL CORP	$52 52	$34.65	$3,413.67	$2,252.04	$1,161.63
888-60125	10/25/2011	07/13/2012	30	PVH CORP	$75.75	$72.49	$2,272.59	$2,174.83	$97.76
888-60125	10/24/2011	07/13/2012	35	PVH CORP	$75.75	$73 07	$2,651.36	$2,557.46	$93.90

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888-60125	01/06/2012	07/12/2012	75	MARATHON PETROLEUM CORP	$43.40	$31 59	$3,255 07	$2,369 30	$885 77
888-60125	09/28/2011	07/12/2012	50	MARATHON PETROLEUM CORP	$43.40	$29 83	$2,170 04	$1,491 48	$678 56
888-60125	09/20/2011	07/12/2012	50	MARATHON PETROLEUM CORP	$43 40	$33 96	$2,170 05	$1,698 08	$471 97
888-60125	08/25/2011	07/12/2012	50	MARATHON PETROLEUM CORP	$43 40	$34 63	$2,170.04	$1,731.62	$438.42
888-60125	06/01/2012	07/11/2012	50	YUM! BRANDS INC	$62.07	$67.18	$3,103.56	$3,358.83	($255.27)
888-60125	01/13/2012	07/06/2012	180	FORTUNE BRANDS HOME & SECURI	$23.07	$18.09	$4,152 13	$3,256 22	$895 91
888-60125	03/28/2012	07/02/2012	75	EDISON INTERNATIONAL	$46.12	$42.68	$3,459.00	$3,200.76	$258.24
888-60125	08/17/2011	07/02/2012	60	DTE ENERGY COMPANY	$59.26	$48 50	$3,555.78	$2,910 22	$645 56
888-60125	10/06/2011	06/27/2012	35	DEVON ENERGY CORPORATION	$55.98	$56 90	$1,959.25	$1,991 45	($32 20)
888-60125	03/23/2012	06/26/2012	50	JPMORGAN CHASE & CO	$35.75	$44 80	$1,787.72	$2,240 20	($452 48)
888-60125	09/09/2011	06/26/2012	75	JPMORGAN CHASE & CO	$35.75	$32 29	$2,681.57	$2,421 42	$260 15
888-60125	07/27/2011	06/26/2012	50	JPMORGAN CHASE & CO	$35.75	$41 23	$1,787.72	$2,061.46	($273.74)
888-60125	07/26/2011	06/26/2012	133	JPMORGAN CHASE & CO	$35.75	$41 71	$4,755.32	$5,547.95	($792.63)
888-60125	02/02/2012	06/21/2012	20	GOLDMAN SACHS GROUP INC	$94.69	$113.31	$1,893.86	$2,266.28	($372.42)
888-60125	01/19/2012	06/21/2012	17	GOLDMAN SACHS GROUP INC	$94.69	$107.33	$1,609 78	$1,824 63	($214 85)
888-60125	07/22/2011	06/20/2012	75	QUALCOMM INC	$56.94	$57 25	$4,270 13	$4,293 68	($23 55)
888-60125	02/17/2012	06/14/2012	20	PERRIGO INC	$110.80	$95 05	$2,216 00	$1,900 93	$315 07
888-60125	01/25/2012	06/14/2012	30	BOEING CO	$71.81	$73 91	$2,154.30	$2,217 24	($62 94)
888-60125	11/28/2011	06/14/2012	30	PERRIGO INC	$110.80	$94 75	$3,324.00	$2,842 52	$481 48
888-60125	11/25/2011	06/14/2012	35	BOEING CO	$71.81	$62 98	$2,513.34	$2,204 44	$308 90
888-60125	11/18/2011	06/14/2012	40	BOEING CO	$71.81	$67 49	$2,872.39	$2,699 50	$172 89
888-60125	11/07/2011	06/14/2012	35	BOEING CO	$71.81	$65 59	$2,513.35	$2,295 66	$217 69
888-60125	11/01/2011	06/14/2012	30	BOEING CO	$71.81	$62 98	$2,154.29	$1,889.28	$265.01
888-60125	03/21/2012	06/12/2012	70	DIRECTV-CLASS A	$43.20	$48.11	$3,024.02	$3,367.59	($343.57)
888-60125	10/06/2011	06/12/2012	90	DIRECTV-CLASS A	$43.20	$42.03	$3,888.02	$3,783.12	$104 90
888-60125	08/25/2011	06/12/2012	15	DIRECTV-CLASS A	$43.20	$42.29	$648 00	$634 30	$13 70
888-60125	01/25/2012	06/01/2012	45	FREEPORT-MCMORAN COPPER	$32.33	$43 80	$1,454 98	$1,970 94	($515 96)
888-60125	01/18/2012	06/01/2012	55	FREEPORT-MCMORAN COPPER	$32.33	$43 93	$1,778.32	$2,416 05	($637.73)
888-60125	01/13/2012	06/01/2012	90	FREEPORT-MCMORAN COPPER	$32.33	$41 78	$2,909.97	$3,760.08	($850.11)
888-60125	06/06/2011	05/30/2012	50	MONSANTO CO	$76.79	$68 56	$3,839.31	$3,427.82	$411.49

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888-60125	08/17/2011	05/24/2012	125	CORNING INC	$12 78	$15.09	$1,597.53	$1,885.74	($288.21)
888-60125	02/06/2012	05/23/2012	50	POTASH CORP OF SASKATCHEWAN	$39 03	$46.78	$1,951.50	$2,339.09	($387 59)
888-60125	01/09/2012	05/23/2012	45	POTASH CORP OF SASKATCHEWAN	$39.03	$41.39	$1,756 35	$1,862 60	($106 25)
888-60125	08/01/2011	05/21/2012	30	ANADARKO PETROLEUM CORP	$63.75	$82 10	$1,912 53	$2,462 93	($550 40)
888-60125	07/22/2011	05/21/2012	25	QUALCOMM INC	$57.08	$57 25	$1,427 00	$1,431 23	($4.23)
888-60125	07/20/2011	05/21/2012	14	ANADARKO PETROLEUM CORP	$63.75	$82 88	$892.51	$1,160 33	($267 82)
888-60125	07/11/2011	05/21/2012	30	ANADARKO PETROLEUM CORP	$63.75	$77 20	$1,912.52	$2,315.99	($403 47)
888-60125	07/08/2011	05/21/2012	16	ANADARKO PETROLEUM CORP	$63.75	$78 92	$1,020.01	$1,262.78	($242.77)
888-60125	06/07/2011	05/21/2012	45	ANADARKO PETROLEUM CORP	$63.75	$75 46	$2,868.79	$3,395 90	($527.11)
888-60125	01/13/2012	05/17/2012	45	ILLUMINA INC	$43.81	$35 83	$1,971.45	$1,612.24	$359.21
888-60125	12/12/2011	05/17/2012	5	ILLUMINA INC	$43.81	$27 16	$219.05	$135.79	$83 26
888-60125	01/10/2012	05/11/2012	50	EXPRESS SCRIPTS HOLDING CO	$55.80	$50.29	$2,789.84	$2,514 74	$275 10
888-60125	06/07/2011	05/11/2012	50	EXPRESS SCRIPTS HOLDING CO	$55.80	$56.83	$2,789.84	$2,841 67	($51.83)
888-60125	01/09/2012	05/09/2012	60	VERTEX PHARMACEUTICALS INC	$60.65	$35.29	$3,639.11	$2,117.48	$1,521.63
888-60125	12/07/2011	05/03/2012	100	MORGAN STANLEY	$16.34	$16.80	$1,634.28	$1,680 00	($45.72)
888-60125	12/05/2011	05/03/2012	425	MORGAN STANLEY	$16.34	$16.45	$6,945.69	$6,992.31	($46.62)
888-60125	05/09/2011	04/25/2012	55	POTASH CORP OF SASKATCHEWAN	$44.10	$54.39	$2,425.50	$2,991.19	($565.69)
888-60125	11/08/2011	04/23/2012	25	PERRIGO INC	$104.41	$91.07	$2,610.14	$2,276.81	$333.33
888-60125	01/12/2012	04/18/2012	185	NEXEN INC	$19.06	$17.81	$3,526.30	$3,294.85	$231.45
888-60125	04/18/2011	04/17/2012	150	GAMESTOP CORP	$22.11	$25.91	$3,317.22	$3,886.02	($568.80)
888-60125	07/26/2011	04/12/2012	90	GENERAL MILLS INC	$38 59	$37.78	$3,472.74	$3,400 13	$72.61
888-60125	05/13/2011	04/12/2012	50	GENERAL MILLS INC	$38.59	$39.70	$1,929.30	$1,984.88	($55.58)
888-60125	12/12/2011	04/04/2012	55	ILLUMINA INC	$51 96	$27.16	$2,858.00	$1,493.74	$1,364.26
888-60125	01/26/2012	03/27/2012	50	DOW CHEMICAL	$35 52	$33.62	$1,776.03	$1,681.05	$94.98
888-60125	09/28/2011	03/27/2012	75	METLIFE INC	$38 14	$28.85	$2,860.41	$2,163.94	$696.47
888-60125	08/10/2011	03/27/2012	30	METLIFE INC	$38.14	$32.63	$1,144.16	$978.91	$165.25
888-60125	01/25/2012	03/21/2012	25	LAS VEGAS SANDS CORP	$57 72	$48 96	$1,443.12	$1,224.08	$219 04
888-60125	09/28/2011	03/21/2012	35	LAS VEGAS SANDS CORP	$57 72	$44.46	$2,020 36	$1,556.17	$464 19
888-60125	12/21/2011	03/20/2012	18	GOLDMAN SACHS GROUP INC	$126 74	$90.28	$2,281.40	$1,625.02	$656.38
888-60125	03/31/2011	03/19/2012	40	MOODY'S CORP	$42 18	$34.07	$1,687.29	$1,362.62	$324.67

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888-60125	08/01/2011	03/09/2012	175	CBRE GROUP INC	$18.72	$21 88	$3,276.00	$3,828 77	($552 77)
888-60125	06/08/2011	02/28/2012	75	GENERAL MOTORS CO	$26.24	$28.91	$1,967.94	$2,168.14	($200 20)
888-60125	03/17/2011	02/23/2012	10	MONSANTO CO	$77.69	$67 12	$776.87	$671 17	$105 70
888-60125	02/24/2011	02/23/2012	25	MONSANTO CO	$77.69	$70 90	$1,942.16	$1,772 49	$169 67
888-60125	12/15/2011	02/17/2012	15	SALESFORCE.COM INC	$129.73	$106 84	$1,945.91	$1,602 59	$343 32
888-60125	12/12/2011	02/17/2012	55	ILLUMINA INC	$52.28	$27 16	$2,875.27	$1,493 74	$1,381 53
888-60125	10/25/2011	02/17/2012	45	HARLEY DAVIDSON INC	$45.76	$38 25	$2,059.33	$1,721 46	$337 87
888-60125	10/24/2011	02/17/2012	225	SEAGATE TECHNOLOGY	$26.91	$15.56	$6,053.67	$3,501 16	$2,552 51
888-60125	09/06/2011	02/17/2012	150	DELL INC	$18.04	$14 14	$2,706.07	$2,120 84	$585 23
888-60125	08/15/2011	02/17/2012	20	LORILLARD INC	$126.90	$103.90	$2,537.91	$2,078 07	$459 84
888-60125	08/10/2011	02/17/2012	20	METLIFE INC	$38.65	$32.63	$772.91	$652.60	$120 31
888-60125	08/08/2011	02/17/2012	49	GILEAD SCIENCES INC	$46.88	$36.86	$2,297.25	$1,805 95	$491 30
888-60125	07/01/2011	02/17/2012	55	UNITEDHEALTH GROUP INC	$54.78	$52.31	$3,012.85	$2,877 30	$135 55
888-60125	06/30/2011	02/17/2012	45	UNITEDHEALTH GROUP INC	$54.78	$51 77	$2,465.06	$2,329.52	$135.54
888-60125	06/08/2011	02/17/2012	20	GENERAL MOTORS CO	$27.36	$28.91	$547.14	$578.17	($31.03)
888-60125	05/27/2011	02/17/2012	45	TRW AUTOMOTIVE HOLDINGS CORP	$47.81	$55 95	$2,151.60	$2,517.83	($366.23)
888-60125	04/25/2011	02/17/2012	55	METLIFE INC	$38.65	$44.16	$2,125.50	$2,429.06	($303.56)
888-60125	04/08/2011	02/17/2012	55	AT&T INC	$30.08	$30.55	$1,654.51	$1,680 04	($25 53)
888-60125	03/01/2011	02/17/2012	60	CITIGROUP INC	$32.85	$46.40	$1,970.84	$2,784 12	($813 28)
888-60125	10/06/2011	02/16/2012	60	ESTEE LAUDER COMPANIES-CL A	$55.60	$44.62	$3,335.80	$2,677 46	$658 34
888-60125	07/29/2011	02/15/2012	13	VF CORP	$143.45	$116.61	$1,864.86	$1,515 91	$348 95
888-60125	02/24/2011	02/15/2012	55	ACCENTURE PLC-CL A	$58.08	$51.59	$3,194.58	$2,837 22	$357 36
888-60125	06/10/2011	02/14/2012	14	GOODRICH CORP	$125 51	$87.33	$1,757.17	$1,222 56	$534.61
888-60125	05/13/2011	02/14/2012	50	GENERAL MILLS INC	$39 76	$39.70	$1,988.09	$1,984.89	$3.20
888-60125	07/28/2011	02/10/2012	100	MARATHON PETROLEUM CORP	$44 04	$42.79	$4,403.86	$4,279 36	$124.50
888-60125	10/12/2011	02/09/2012	130	CMS ENERGY CORP	$21.76	$20.04	$2,828.20	$2,604.81	$223.39
888-60125	08/18/2011	02/09/2012	170	CMS ENERGY CORP	$21.76	$18.85	$3,698.42	$3,204.53	$493 89
888-60125	06/02/2011	02/09/2012	50	JOHNSON CONTROLS INC	$33.15	$38.07	$1,657.54	$1,903 73	($246 19)
888-60125	02/24/2011	02/09/2012	25	MONSANTO CO	$77.89	$70.90	$1,947.32	$1,772.49	$174 83
888-60125	06/10/2011	02/07/2012	6	GOODRICH CORP	$125.36	$87.33	$752.13	$523 96	$228 17

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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	07/29/2011	02/03/2012	27	VF CORP	$133 38	$116 61	$3,601 25	$3,148.42	$452.83
888-60125	06/01/2011	02/02/2012	20	LYONDELLBASELL INDU-CL A	$43 31	$42.76	$866.17	$855.26	$10.91
888-60125	05/20/2011	02/02/2012	20	LYONDELLBASELL INDU-CL A	$43.31	$40.18	$866.17	$803.66	$62.51
888-60125	05/20/2011	01/31/2012	40	LYONDELLBASELL INDU-CL A	$42.90	$40.18	$1,715.82	$1,607.31	$108.51
888-60125	05/12/2011	01/31/2012	90	LOWE'S COS INC	$26.85	$25.63	$2,416.50	$2,306.46	$110.04
888-60125	04/28/2011	01/31/2012	40	PROCTER & GAMBLE CO	$62.88	$64.29	$2,515.36	$2,571.59	($56.23)
888-60125	03/21/2011	01/31/2012	1	LOWE'S COS INC	$26 85	$26 32	$26 85	$26.32	$0.53
888-60125	05/10/2011	01/27/2012	25	CELGENE CORP	$73 05	$59 83	$1,826 13	$1,495.65	$330.48
888-60125	02/24/2011	01/25/2012	12	MARATHON PETROLEUM CORP	$38 50	$38 49	$462 06	$461.90	$0.16
888-60125	02/24/2011	01/25/2012	25	MARATHON PETROLEUM CORP	$38 50	$38 49	$962 62	$962.28	$0.34
888-60125	01/25/2011	01/25/2012	25	MARATHON PETROLEUM CORP	$38 50	$33 47	$962 62	$836.73	$125.89
888-60125	01/10/2012	01/24/2012	60	WATSON PHARMACEUTICALS INC	$56 00	$64.06	$3,360 06	$3,843.70	($483.64)
888-60125	05/31/2011	01/24/2012	70	FMC TECHNOLOGIES INC	$51 62	$44.39	$3,613.51	$3,107.62	$505.89
888-60125	12/15/2011	01/17/2012	1	SALESFORCE.COM INC	$105 20	$106.84	$105.20	$106.84	($1.64)
888-60125	12/05/2011	01/17/2012	14	SALESFORCE.COM INC	$105.20	$126.52	$1,472.85	$1,771.25	($298.40)
888-60125	08/19/2011	01/12/2012	25	CONOCOPHILLIPS	$70.79	$64.35	$1,769.82	$1,608.67	$161.15
888-60125	08/18/2011	01/12/2012	25	CONOCOPHILLIPS	$70.79	$64.13	$1,769 83	$1,603.13	$166.70
888-60125	07/27/2011	01/12/2012	25	CONOCOPHILLIPS	$70 79	$73.84	$1,769 82	$1,846.10	($76.28)
888-60125	07/20/2011	01/12/2012	25	CONOCOPHILLIPS	$70 79	$75.70	$1,769 83	$1,892.53	($122.70)
888-60125	07/19/2011	01/12/2012	25	CONOCOPHILLIPS	$70 79	$75.38	$1,769 82	$1,884.46	($114.64)
888-60125	06/07/2011	01/12/2012	45	CONOCOPHILLIPS	$70 79	$71.60	$3,185.69	$3,221.83	($36.14)
888-60125	08/05/2011	01/11/2012	35	ROCKWELL AUTOMATION INC	$77 95	$62.94	$2,728.13	$2,202.78	$525.35
888-60125	05/10/2011	01/11/2012	25	CELGENE CORP	$70 98	$59.83	$1,774.58	$1,495.66	$278.92
888-60125	03/14/2011	01/11/2012	25	ROCKWELL AUTOMATION INC	$77.95	$86.58	$1,948.67	$2,164.60	($215.93)
888-60125	08/04/2011	01/10/2012	20	VISA INC - CLASS A SHRS	$99.59	$85.68	$1,991.88	$1,713.54	$278.34
888-60125	11/01/2011	01/09/2012	40	PEPSICO INC	$65 39	$62.17	$2,615.67	$2,486.97	$128.70
888-60125	09/22/2011	01/09/2012	25	PEPSICO INC	$65 39	$60.25	$1,634.80	$1,506.17	$128.63
888-60125	05/20/2011	01/09/2012	75	LYONDELLBASELL INDU-CL A	$34 46	$40.18	$2,584.16	$3,013.72	($429.56)
888-60125	06/06/2011	01/06/2012	100	LIMITED BRANDS INC	$39 00	$37.04	$3,900.00	$3,704.32	$195.68
888-60125	03/04/2011	01/06/2012	5	BORGWARNER INC	$65 43	$77.04	$327.16	$385.20	($58.04)

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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	02/24/2011	01/06/2012	30	BORGWARNER INC	$65.43	$75 21	$1,962 96	$2,256 40	($293 44)
888-60125	01/07/2011	01/06/2012	40	LIMITED BRANDS INC	$39.00	$28 69	$1,560 00	$1,147 71	$412 29
888-60125	01/07/2011	01/05/2012	35	LIMITED BRANDS INC	$39.28	$28 69	$1,374 80	$1,004 25	$370 55
888-60125	01/05/2011	01/05/2012	25	LIMITED BRANDS INC	$39.28	$29 73	$982 00	$743 18	$238 82
888-60125	01/05/2011	01/04/2012	336.417	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	$11.89	$11 88	$4,000 00	$3,996 63	$3 37
						Total	$690,934.15	$673,821.97	$17,112.18

Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	01/05/2011	12/20/2012	75	SCHLUMBERGER LTD	$71.05	$82 38	$5,328.73	$6,178.83	($850.10)
888-60125	08/16/2011	12/17/2012	225	NV ENERGY INC	$18.38	$14 55	$4,135.77	$3,273.59	$862.18
888-60125	01/05/2011	11/21/2012	210.615	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	$11.87	$11 88	$2,500.00	$2,502.11	($2.11)
888-60125	01/05/2011	11/19/2012	150	ASTRAZENECA PLC-SPONS ADR	$44.76	$47 02	$6,714.44	$7,053 45	($339 01)
888-60125	01/05/2011	11/16/2012	100	PFIZER INC	$23.74	$18 01	$2,374.29	$1,800 82	$573 47
888-60125	06/14/2011	11/12/2012	15	PRECISION CASTPARTS CORP	$179.52	$152 70	$2,692.79	$2,290.44	$402.35
888-60125	05/04/2011	11/12/2012	125	TYSON FOODS INC-CL A	$16.88	$19 45	$2,110.49	$2,431.14	($320.65)
888-60125	11/04/2011	11/08/2012	50	TRANSOCEAN LTD	$46.74	$49.66	$2,336.92	$2,483 00	($146 08)
888-60125	10/06/2011	11/08/2012	35	TRANSOCEAN LTD	$46.74	$46.42	$1,635 85	$1,624 67	$11 18
888-60125	08/02/2011	11/08/2012	55	TRANSOCEAN LTD	$46.74	$60 31	$2,570 61	$3,316 94	($746 33)
888-60125	07/19/2011	11/08/2012	35	TRANSOCEAN LTD	$46.74	$62 85	$1,635 84	$2,199.83	($563.99)
888-60125	03/07/2011	11/08/2012	50	WELLPOINT INC	$57.52	$67 84	$2,876.24	$3,392.00	($515.76)
888-60125	01/05/2011	11/07/2012	4.457	BERNSTEIN INTERNATIONAL PORTFOLIO	$13.30	$15.67	$59.28	$69.84	($10.56)
888-60125	01/05/2011	11/07/2012	45.93	OVERLAY A PORTFOLIO CLASS 2	$10.19	$11.56	$468.03	$530.95	($62.92)
888-60125	05/17/2011	11/06/2012	120.583	ALLIANCEBERNSTEIN DISCOVERY VALUE FUND	$17.83	$18.58	$2,150.00	$2,240.43	($90 43)
888-60125	10/06/2011	10/31/2012	75	GENERAL MOTORS CO	$24.60	$22 20	$1,844.72	$1,664.66	$180.06
888-60125	01/05/2011	10/26/2012	10	APPLE INC	$608.56	$333 57	$6,085 58	$3,335.65	$2,749 93

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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	05/17/2011	10/23/2012	239.15	AB REAL ASSET STRATEGY CLASS 1	$11 29	$11 76	$2,700 00	$2,812 40	($112.40)
888-60125	04/15/2011	10/23/2012	5	THE WALT DISNEY CO.	$50 86	$41 55	$254 28	$207.75	$46 53
888-60125	01/05/2011	10/23/2012	2627.628	BERNSTEIN INTERNATIONAL PORTFOLIO	$13.32	$15.67	$35,000 00	$41,174.93	($6,174.93)
888-60125	01/05/2011	10/23/2012	45	THE WALT DISNEY CO	$50 86	$39.65	$2,288 53	$1,784.10	$504.43
888-60125	01/05/2011	10/22/2012	220.426	BERNSTEIN INTERNATIONAL PORTFOLIO	$13.61	$15.67	$3,000.00	$3,454.08	($454.08)
888-60125	01/05/2011	10/15/2012	75	THE WALT DISNEY CO.	$50.61	$39.65	$3,795.56	$2,973.49	$822.07
888-60125	01/24/2011	10/11/2012	10	INTUIT INC	$59.60	$47.03	$595 98	$470.30	$125.68
888-60125	01/10/2011	10/11/2012	40	INTUIT INC	$59 60	$47.95	$2,383 92	$1,918.13	$465.79
888-60125	05/17/2011	10/10/2012	440.917	AB REAL ASSET STRATEGY CLASS 1	$11 34	$11.76	$5,000 00	$5,185.18	($185.18)
888-60125	08/18/2011	10/03/2012	75	GILEAD SCIENCES INC	$70 08	$37.29	$5,256 23	$2,796.51	$2,459.72
888-60125	09/13/2011	09/28/2012	75	GENERAL MOTORS CO	$22 81	$21.69	$1,711.04	$1,626.85	$84.19
888-60125	08/08/2011	09/28/2012	25	GILEAD SCIENCES INC	$66 07	$36.86	$1,651.81	$921.40	$730.41
888-60125	07/06/2011	09/28/2012	75	GENERAL MOTORS CO	$22 81	$31.41	$1,711.04	$2,355.44	($644.40)
888-60125	06/08/2011	09/28/2012	50	GENERAL MOTORS CO	$22 81	$28.91	$1,140.70	$1,445.42	($304.72)
888-60125	08/08/2011	09/27/2012	75	GILEAD SCIENCES INC	$66.68	$36.86	$5,001.00	$2,764.21	$2,236.79
888-60125	04/21/2011	09/27/2012	20	CITIGROUP INC	$33.15	$45.54	$663.03	$910.70	($247.67)
888-60125	04/05/2011	09/27/2012	70	CITIGROUP INC	$33.15	$44.43	$2,320.59	$3,109.75	($789.16)
888-60125	03/25/2011	09/27/2012	90	CITIGROUP INC	$33.15	$44.74	$2,983.62	$4,026.42	($1,042.80)
888-60125	03/16/2011	09/27/2012	95	CITIGROUP INC	$33 15	$44.75	$3,149.37	$4,251 25	($1,101.88)
888-60125	03/01/2011	09/27/2012	25	CITIGROUP INC	$33 15	$46.40	$828.78	$1,160 05	($331.27)
888-60125	08/08/2011	09/20/2012	25	UNITEDHEALTH GROUP INC	$54 68	$42.64	$1,367.03	$1,066 02	$301.01
888-60125	07/01/2011	09/20/2012	25	UNITEDHEALTH GROUP INC	$54.68	$52.31	$1,367.03	$1,307 86	$59.17
888-60125	01/26/2011	09/20/2012	5	NVR INC	$861 00	$779.70	$4,305.01	$3,898 49	$406.52
888-60125	01/05/2011	09/13/2012	35	EOG RESOURCES INC	$115.24	$92.55	$4,033.30	$3,239.15	$794.15
888-60125	07/19/2011	09/12/2012	15	TRANSOCEAN LTD	$46.22	$62.85	$693.32	$942 78	($249 46)
888-60125	06/17/2011	09/12/2012	80	MOODY'S CORP	$43.55	$36 07	$3,483.85	$2,885 31	$598 54
888-60125	05/13/2011	09/12/2012	60	TRANSOCEAN LTD	$46.22	$68.74	$2,773.29	$4,124.25	($1,350.96)
888-60125	03/31/2011	09/12/2012	80	MOODY'S CORP	$43.55	$34.07	$3,483.85	$2,725.24	$758.61

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888-60125	01/05/2011	09/12/2012	25	TIME WARNER CABLE	$91.83	$67.23	$2,295.73	$1,680.73	$615.00
888-60125	07/22/2011	08/27/2012	275	APPLIED MATERIALS INC	$11.70	$12.97	$3,217.50	$3,566.72	($349.22)
888-60125	01/05/2011	08/27/2012	25	EOG RESOURCES INC	$109.17	$92 55	$2,729 23	$2,313 68	$415.55
888-60125	08/04/2011	08/24/2012	20	VISA INC - CLASS A SHRS	$126.76	$85 68	$2,535.27	$1,713.55	$821.72
888-60125	01/05/2011	08/24/2012	75	DANAHER CORP	$53.36	$47.00	$4,001.93	$3,524.92	$477.01
888-60125	08/10/2011	08/22/2012	50	CENTURYLINK INC	$41.45	$33.61	$2,072.62	$1,680.60	$392 02
888-60125	01/05/2011	08/22/2012	275	GANNETT CO	$15.28	$15 30	$4,202.44	$4,207 78	($5 34)
888-60125	01/05/2011	08/20/2012	20	EOG RESOURCES INC	$109.61	$92.55	$2,192.17	$1,850.94	$341.23
888-60125	01/05/2011	08/20/2012	40	TIME WARNER CABLE	$89.47	$67.23	$3,578.66	$2,689.16	$889.50
888-60125	08/04/2011	08/17/2012	25	VISA INC - CLASS A SHRS	$128.98	$85.68	$3,224.39	$2,141.93	$1,082.46
888-60125	08/08/2011	08/16/2012	25	GILEAD SCIENCES INC	$57.12	$36 86	$1,427.91	$921 40	$506 51
888-60125	01/06/2011	08/16/2012	36	GILEAD SCIENCES INC	$57.12	$37 59	$2,056.20	$1,353.20	$703.00
888-60125	01/05/2011	08/16/2012	64	GILEAD SCIENCES INC	$57.12	$37.22	$3,655.45	$2,382.02	$1,273.43
888-60125	01/05/2011	08/16/2012	100	PFIZER INC	$23.93	$18.01	$2,393.36	$1,800.82	$592.54
888-60125	05/25/2011	08/15/2012	105	MCGRAW-HILL COMPANIES INC	$49.05	$42.32	$5,149 77	$4,444 10	$705 67
888-60125	01/05/2011	08/13/2012	160	LEAR CORP	$39.57	$51.72	$6,331.04	$8,275.71	($1,944.67)
888-60125	01/05/2011	08/03/2012	100	MARVELL TECHNOLOGY GROUP LT	$11.29	$18.35	$1,128.69	$1,835.08	($706.39)
888-60125	03/23/2011	08/01/2012	25	ALLERGAN INC	$87.63	$68 24	$2,190 77	$1,706 02	$484 75
888-60125	03/17/2011	08/01/2012	35	ALLERGAN INC	$87.63	$70 01	$3,067 07	$2,450 18	$616 89
888-60125	02/14/2011	08/01/2012	40	ALLERGAN INC	$87 63	$74 01	$3,505 23	$2,960 26	$544 97
888-60125	01/05/2011	07/31/2012	35	NOBLE ENERGY INC	$89.34	$83.85	$3,126.97	$2,934.60	$192.37
888-60125	05/09/2011	07/30/2012	85	LAM RESEARCH CORP	$34.14	$48.39	$2,901.90	$4,113.39	($1,211.49)
888-60125	05/27/2011	07/27/2012	20	TRW AUTOMOTIVE HOLDINGS CORP	$34.63	$55.95	$692 54	$1,119 03	($426 49)
888-60125	07/25/2011	07/26/2012	35	COVIDIEN PLC	$53 88	$50 53	$1,885 64	$1,768 60	$117 04
888-60125	07/20/2011	07/26/2012	35	COVIDIEN PLC	$53 88	$51 81	$1,885 64	$1,813 42	$72 22
888-60125	05/20/2011	07/26/2012	65	COVIDIEN PLC	$53.88	$56 70	$3,501 90	$3,685 50	($183.60)
888-60125	05/31/2011	07/25/2012	15	FMC TECHNOLOGIES INC	$42.24	$44 39	$633 62	$665 92	($32 30)
888-60125	01/05/2011	07/20/2012	25	APPLE INC	$606 93	$333 57	$15,173 17	$8,339 13	$6,834 04
888-60125	01/05/2011	07/19/2012	275	FORD MOTOR CO	$9 35	$17 92	$2,571 69	$4,929.35	($2,357.66)
888-60125	05/26/2011	07/18/2012	30	BORGWARNER INC	$64 87	$69 93	$1,945.95	$2,097.84	($151.89)

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888-60125	03/23/2011	07/18/2012	35	BORGWARNER INC	$64.87	$74.56	$2,270.28	$2,609 69	($339 41)
888-60125	03/11/2011	07/03/2012	25	UNITED PARCEL SERVICE-CL B	$79.38	$73.95	$1,984.62	$1,848 86	$135 76
888-60125	01/05/2011	07/03/2012	140	UNITED PARCEL SERVICE-CL B	$79.38	$72 70	$11,113.87	$10,178 64	$935 23
888-60125	05/17/2011	06/29/2012	1724.499	AB BOND INFLATION STRATEGY CLASS 1	$10.98	$10 60	$18,935 00	$18,279 69	$655 31
888-60125	01/05/2011	06/29/2012	2539 23	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$14.02	$13 66	$35,600 00	$34,685 88	$914 12
888-60125	05/06/2011	06/27/2012	25	DEVON ENERGY CORPORATION	$55.98	$83.51	$1,399.47	$2,087.71	($688.24)
888-60125	02/25/2011	06/27/2012	40	DEVON ENERGY CORPORATION	$55.98	$90.20	$2,239.14	$3,607.81	($1,368.67)
888-60125	01/05/2011	06/26/2012	117	JPMORGAN CHASE & CO	$35.75	$44.74	$4,183.25	$5,234.09	($1,050.84)
888-60125	01/05/2011	06/22/2012	125	JOHNSON & JOHNSON	$66.60	$63.40	$8,325.00	$7,925.46	$399 54
888-60125	06/10/2011	06/19/2012	20	FLOWSERVE CORPORATION	$110.61	$107 41	$2,212 11	$2,148 14	$63 97
888-60125	06/10/2011	06/19/2012	120	ORACLE CORP	$28.09	$31 36	$3,370 80	$3,763 22	($392 42)
888-60125	04/15/2011	06/19/2012	20	FLOWSERVE CORPORATION	$110.61	$127 93	$2,212 12	$2,558 57	($346 45)
888-60125	03/31/2011	06/19/2012	20	FLOWSERVE CORPORATION	$110.61	$128 82	$2,212 12	$2,576 33	($364 21)
888-60125	03/23/2011	06/19/2012	75	ORACLE CORP	$28.09	$31 14	$2,106 75	$2,335 47	($228 72)
888-60125	03/10/2011	06/19/2012	50	ORACLE CORP	$28 09	$31 92	$1,404 50	$1,595.76	($191.26)
888-60125	01/05/2011	06/19/2012	355	ORACLE CORP	$28 09	$31.18	$9,971.95	$11,069.40	($1,097.45)
888-60125	06/02/2011	06/18/2012	50	BROADCOM CORP-CL A	$34 50	$35.14	$1,725.20	$1,757.01	($31.81)
888-60125	03/10/2011	06/18/2012	75	BROADCOM CORP-CL A	$34.50	$40.03	$2,587.80	$3,002.36	($414.56)
888-60125	01/05/2011	06/18/2012	45	BROADCOM CORP-CL A	$34 50	$42 95	$1,552 68	$1,932.87	($380 19)
888-60125	01/05/2011	06/18/2012	425	EMC CORP/MASS	$24 57	$23 32	$10,441 78	$9,911 21	$530 57
888-60125	01/05/2011	06/18/2012	175	GENERAL ELECTRIC CO	$19 66	$18 60	$3,440 69	$3,254.65	$186 04
888-60125	01/05/2011	06/18/2012	20	GOOGLE INC-CL A	$568.28	$606 97	$11,365 62	$12,139 46	($773 84)
888-60125	01/05/2011	06/15/2012	75	SCHLUMBERGER LTD	$66.21	$82 38	$4,965 61	$6,178 84	($1,213 23)
888-60125	04/01/2011	06/12/2012	55	COMCAST CORP-CL A	$29.99	$25.00	$1,649 71	$1,375 15	$274 56
888-60125	03/30/2011	06/12/2012	75	COMCAST CORP-CL A	$29 99	$24 70	$2,249.61	$1,852.37	$397.24
888-60125	01/21/2011	06/12/2012	36	COMCAST CORP-CL A	$29 99	$23 63	$1,079.81	$850.85	$228.96
888-60125	01/06/2011	06/12/2012	175	COMCAST CORP-CL A	$29 99	$22.85	$5,249.09	$3,998.03	$1,251.06
888-60125	01/05/2011	06/12/2012	39	COMCAST CORP-CL A	$29.99	$22.57	$1,169 80	$880.12	$289.68

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Account: WOODRUFF FOUNDATION (888-60125)
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Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	03/30/2011	06/08/2012	10	AMAZON.COM INC	$218.18	$180 25	$2,181 80	$1,802 47	$379.33
888-60125	02/11/2011	06/08/2012	10	AMAZON.COM INC	$218.18	$186 70	$2,181 80	$1,867 03	$314.77
888-60125	02/02/2011	06/08/2012	10	AMAZON.COM INC	$218.18	$173.61	$2,181 80	$1,736.08	$445 72
888-60125	01/05/2011	06/08/2012	30	AMAZON.COM INC	$218.18	$186.30	$6,545 40	$5,589.01	$956.39
888-60125	04/21/2011	06/06/2012	55	CENTURYLINK INC	$37 41	$39.65	$2,057.73	$2,180.50	($122.77)
888-60125	02/24/2011	06/06/2012	75	MARATHON OIL CORP	$24.76	$29.34	$1,856.80	$2,200 27	($343 47)
888-60125	01/25/2011	06/06/2012	50	MARATHON OIL CORP	$24 76	$25 85	$1,237 86	$1,292 69	($54 83)
888-60125	01/05/2011	06/06/2012	120	CENTURYLINK INC	$37 41	$46.59	$4,489.58	$5,590.38	($1,100.80)
888-60125	01/05/2011	06/06/2012	225	MARATHON OIL CORP	$24 76	$22 68	$5,570 40	$5,102.80	$467.60
888-60125	05/17/2011	06/04/2012	10838.369	AB SMID CAP GROWTH ADV CLASS	$6 62	$6 92	$71,750 00	$75,001.51	($3,251.51)
888-60125	05/17/2011	06/04/2012	4108.073	AB SMID CAP VALUE ADV CLASS	$15 36	$18 58	$63,100.00	$76,328.00	($13,228.00)
888-60125	01/05/2011	05/31/2012	375	JPMORGAN CHASE & CO	$33 13	$44.74	$12,425 10	$16,775.92	($4,350.82)
888-60125	04/07/2011	05/30/2012	50	MONSANTO CO	$76.79	$68.44	$3,839.31	$3,422.21	$417.10
888-60125	03/17/2011	05/30/2012	40	MONSANTO CO	$76.79	$67.12	$3,071.45	$2,684.68	$386.77
888-60125	01/05/2011	05/24/2012	400	CORNING INC	$12.78	$19.02	$5,112.08	$7,607.68	($2,495 60)
888-60125	05/09/2011	05/23/2012	30	POTASH CORP OF SASKATCHEWAN	$39.03	$54.39	$1,170.90	$1,631.56	($460.66)
888-60125	04/28/2011	05/21/2012	75	QUALCOMM INC	$57.08	$57.43	$4,281.00	$4,307.51	($26.51)
888-60125	03/23/2011	05/21/2012	50	QUALCOMM INC	$57.08	$52.06	$2,854.00	$2,603.16	$250.84
888-60125	03/21/2011	05/21/2012	60	QUALCOMM INC	$57.08	$53.74	$3,424.80	$3,224 23	$200.57
888-60125	02/28/2011	05/21/2012	35	QUALCOMM INC	$57.08	$59.63	$1,997.80	$2,087 20	($89 40)
888-60125	02/15/2011	05/21/2012	40	QUALCOMM INC	$57.08	$58.71	$2,283.20	$2,348 50	($65 30)
888-60125	02/04/2011	05/21/2012	40	QUALCOMM INC	$57.08	$54.86	$2,283.20	$2,194 33	$88 87
888-60125	04/25/2011	05/11/2012	50	EXPRESS SCRIPTS HOLDING CO	$55.80	$55.56	$2,789.84	$2,778.12	$11 72
888-60125	03/21/2011	05/11/2012	50	EXPRESS SCRIPTS HOLDING CO	$55.80	$52 16	$2,789.84	$2,607.75	$182.09
888-60125	01/05/2011	05/11/2012	50	EXPRESS SCRIPTS HOLDING CO	$55.80	$56 03	$2,789 84	$2,801.59	($11.75)
888-60125	01/05/2011	05/09/2012	357.398	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$13.99	$13 66	$5,000 00	$4,882 06	$117 94
888-60125	01/05/2011	04/27/2012	130	BROADCOM CORP-CL A	$36.29	$42.95	$4,717.51	$5,583.83	($866 32)
888-60125	01/05/2011	04/27/2012	275	CONSTELLATION BRANDS INC-A	$22.00	$21.41	$6,050.17	$5,888.03	$162.14
888-60125	01/05/2011	04/27/2012	115	NORTHROP GRUMMAN CORP	$63.96	$59 44	$7,355 31	$6,835 61	$519 70

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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	04/01/2011	04/25/2012	35	POTASH CORP OF SASKATCHEWAN	$44 10	$60.76	$1,543.50	$2,126 76	($583.26)
888-60125	01/05/2011	04/25/2012	375	MARVELL TECHNOLOGY GROUP LT	$14 83	$18.35	$5,559.68	$6,881 55	($1,321.87)
888-60125	03/23/2011	04/23/2012	5	BORGWARNER INC	$79 95	$74.56	$399.76	$372 81	$26 95
888-60125	03/04/2011	04/23/2012	25	BORGWARNER INC	$79 95	$77.04	$1,998.78	$1,925 98	$72.80
888-60125	01/05/2011	04/20/2012	25	FLOWSERVE CORPORATION	$112 00	$117.45	$2,800.08	$2,936 19	($136.11)
888-60125	01/05/2011	04/19/2012	35	STARBUCKS CORP	$59 26	$32.38	$2,074.18	$1,133 23	$940.95
888-60125	02/02/2011	04/18/2012	25	GOLDMAN SACHS GROUP INC	$115.59	$165.60	$2,889.73	$4,140.09	($1,250.36)
888-60125	01/05/2011	04/18/2012	35.637	OVERLAY A PORTFOLIO CLASS 2	$10.71	$11.56	$381.67	$411.96	($30.29)
888-60125	01/05/2011	04/11/2012	60	UNITED PARCEL SERVICE-CL B	$78.97	$72.70	$4,738.45	$4,362.28	$376.17
888-60125	01/05/2011	04/04/2012	100	CONSTELLATION BRANDS INC-A	$24.66	$21.41	$2,465.81	$2,141.10	$324.71
888-60125	01/05/2011	04/04/2012	60	POTASH CORP OF SASKATCHEWAN	$45.35	$53.76	$2,721.13	$3,225.57	($504 44)
888-60125	03/16/2011	03/27/2012	70	DTE ENERGY COMPANY	$55.39	$47.94	$3,876.99	$3,355 68	$521 31
888-60125	01/07/2011	03/27/2012	85	DOW CHEMICAL	$35.52	$34.99	$3,019.24	$2,974 04	$45 20
888-60125	03/03/2011	03/22/2012	50	TRAVELERS COS INC/THE	$58.19	$59.39	$2,909.35	$2,969.27	($59.92)
888-60125	01/05/2011	03/22/2012	253 807	BERNSTEIN INTERNATIONAL PORTFOLIO	$13.79	$15.67	$3,500.00	$3,977 16	($477 16)
888-60125	01/05/2011	03/22/2012	225	TRAVELERS COS INC/THE	$58.19	$55.38	$13,092.08	$12,460.39	$631.69
888-60125	01/07/2011	03/21/2012	60	DOW CHEMICAL	$35.04	$34 99	$2,102.39	$2,099 32	$3 07
888-60125	01/05/2011	03/20/2012	12	GOLDMAN SACHS GROUP INC	$126.74	$173 63	$1,520.93	$2,083 60	($562 67)
888-60125	01/05/2011	03/15/2012	5	APPLE INC	$589.64	$333 56	$2,948.21	$1,667 82	$1,280.39
888-60125	01/05/2011	03/06/2012	5	APPLE INC	$529.77	$333.57	$2,648.83	$1,667.83	$981.00
888-60125	01/05/2011	03/06/2012	50	CENTURYLINK INC	$38.38	$46.59	$1,919 18	$2,329 33	($410 15)
888-60125	01/05/2011	03/06/2012	28	GOLDMAN SACHS GROUP INC	$114.02	$173 63	$3,192 60	$4,861 72	($1,669 12)
888-60125	01/05/2011	03/06/2012	50	JPMORGAN CHASE & CO	$39.31	$44 74	$1,965.69	$2,236 79	($271 10)
888-60125	01/05/2011	02/28/2012	5	APPLE INC	$533.76	$333 56	$2,668.79	$1,667 82	$1,000 97
888-60125	01/07/2011	02/27/2012	105	DOW CHEMICAL	$34.13	$34 99	$3,583.94	$3,673.81	($89.87)
888-60125	01/05/2011	02/21/2012	25	CITRIX SYSTEMS INC	$73.64	$68 01	$1,841.09	$1,700.20	$140.89
888-60125	01/28/2011	02/17/2012	50	DELL INC	$18.04	$13.35	$902.03	$667.55	$234 48
888-60125	01/07/2011	02/17/2012	26	GILEAD SCIENCES INC	$46.88	$37 54	$1,218 95	$976 04	$242.91
888-60125	01/05/2011	02/17/2012	20	ALLERGAN INC	$87 95	$69 84	$1,759.01	$1,396.76	$362 25

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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	01/05/2011	02/17/2012	75	ALTRIA GROUP INC	$29.63	$24 46	$2,222.25	$1,834 81	$387.44
888-60125	01/05/2011	02/17/2012	5	APPLE INC	$501.48	$333 57	$2,507.39	$1,667.83	$839.56
888-60125	01/05/2011	02/17/2012	50	BROADCOM CORP-CL A	$37.63	$42 95	$1,881.72	$2,147 63	($265.91)
888-60125	01/05/2011	02/17/2012	55	DANAHER CORP	$52.35	$47 00	$2,879.37	$2,584 94	$294 43
888-60125	01/05/2011	02/17/2012	175	DELTA AIR LINES INC	$10.79	$13 05	$1,889 04	$2,284 10	($395 06)
888-60125	01/05/2011	02/17/2012	125	EMC CORP/MASS	$27.22	$23 32	$3,402 65	$2,915 06	$487 59
888-60125	01/05/2011	02/17/2012	15	FLOWSERVE CORPORATION	$118.38	$117 45	$1,775 74	$1,761 71	$14 03
888-60125	01/05/2011	02/17/2012	75	GENERAL MOTORS CO	$27.19	$38.05	$2,039.16	$2,853.40	($814.24)
888-60125	01/05/2011	02/17/2012	30	GENERAL MOTORS CO	$27.36	$38.05	$820.72	$1,141 36	($320 64)
888-60125	01/05/2011	02/17/2012	10	GILEAD SCIENCES INC	$46.88	$37.22	$468.83	$372 20	$96 63
888-60125	01/05/2011	02/17/2012	125	HEWLETT-PACKARD CO	$29.60	$43.87	$3,699.54	$5,483 73	($1,784 19)
888-60125	01/05/2011	02/17/2012	50	VIACOM INC-CLASS B	$48.86	$40 00	$2,443.11	$1,999 99	$443 12
888-60125	01/05/2011	02/13/2012	35	UNITED PARCEL SERVICE-CL B	$77.03	$72 70	$2,695 98	$2,544 66	$151 32
888-60125	02/03/2011	02/09/2012	50	JOHNSON CONTROLS INC	$33.15	$37.21	$1,657.54	$1,860.57	($203.03)
888-60125	01/05/2011	02/09/2012	65	JOHNSON CONTROLS INC	$33.15	$40 34	$2,154 80	$2,621 92	($467 12)
888-60125	01/05/2011	02/09/2012	75	ORACLE CORP	$28.73	$31.18	$2,154.78	$2,338.60	($183.82)
888-60125	01/10/2011	02/07/2012	5	INTUIT INC	$57.42	$47.95	$287.09	$239.77	$47.32
888-60125	01/06/2011	02/07/2012	40	INTUIT INC	$57.42	$48.31	$2,296 70	$1,932.40	$364.30
888-60125	01/05/2011	02/07/2012	10	GOODRICH CORP	$125.36	$89.67	$1,253.56	$896.72	$356.84
888-60125	01/05/2011	02/03/2012	5	APPLE INC	$458.48	$333.56	$2,292 40	$1,667.82	$624.58
888-60125	01/05/2011	02/02/2012	90	INGERSOLL-RAND PLC	$36 27	$46 50	$3,264 35	$4,185.04	($920 69)
888-60125	01/05/2011	02/01/2012	75	STARBUCKS CORP	$48 21	$32 38	$3,615 55	$2,428.36	$1,187 19
888-60125	01/25/2011	01/31/2012	150	LOWE'S COS INC	$26 85	$25 26	$4,027 50	$3,789 32	$238 18
888-60125	01/05/2011	01/31/2012	10	AMAZON.COM INC	$190 43	$186.30	$1,904.27	$1,863.01	$41.26
888-60125	01/05/2011	01/26/2012	60	JOHNSON CONTROLS INC	$31 67	$40 34	$1,900 03	$2,420.23	($520 20)
888-60125	01/05/2011	01/25/2012	88	MARATHON PETROLEUM CORP	$38.50	$29.29	$3,388.43	$2,577.56	$810.87
888-60125	01/05/2011	01/24/2012	5	APPLE INC	$424.00	$333.57	$2,120.01	$1,667.83	$452.18
888-60125	01/05/2011	01/24/2012	75	BROADCOM CORP-CL A	$35.05	$43.56	$2,628.79	$3,267.20	($638.41)
888-60125	01/05/2011	01/20/2012	68.628	OVERLAY A PORTFOLIO CLASS 2	$10 37	$11.56	$711.67	$793.34	($81.67)
888-60125	01/05/2011	01/19/2012	45	ACCENTURE PLC-CL A	$54 71	$48.29	$2,462.15	$2,172.86	$289.29

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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	01/05/2011	01/17/2012	25	ALLERGAN INC	$88.54	$69.84	$2,213.58	$1,745.94	$467.64
888-60125	01/05/2011	01/12/2012	5	APPLE INC	$421.36	$333.56	$2,106.82	$1,667.82	$439.00
888-60125	01/05/2011	01/10/2012	200	MARATHON OIL CORP	$31 21	$22.68	$6,242.24	$4,535.82	$1,706.42
						Total	**$799,792.92**	**$812,169.94**	**($12,377.02)**

Nontaxable Cash in Lieu Capital Gains[2]

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-60125	N/A	11/12/2012	0	KRAFT FOODS GROUP INC-W/I	$0.00	$0.00	$30.38	$0 00	$30 38
						Total	**$30.38**	**$0.00**	**$30.38**

LT Cap Gains Distribution from Bernstein Funds

Account No.	Income Date	Description		Amount
888-60125	12/26/2012	AB DISCOVERY VALUE FUND CL ADV LONG CAPITAL GAIN		$1,038.62
888-60125	12/18/2012	AB BOND INFLATION STRATEGY CLASS 1 LONG CAPITAL GAIN		$34 01
888-60125	12/17/2012	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO LONG CAPITAL GAIN		$209.63
888-60125	12/14/2012	OVERLAY B PORTFOLIO CLASS 2 LONG CAPITAL GAIN		$1,758.92
			Total	**$3,041.18**

[9] The selected account is Nontaxable.

[2] Cash in Lieu. Cash representing the value of fractional stock shares, generally paid out as the result of corporate mergers

[1]Capital Gain totals do not include accounts that hold Alternatives, Hedge Funds, Private Equity, DBTs or any other investment that receives a K-1

Please note that prior to 2008, long-term capital gains distributions from mutual funds can be found on the Income report. Please see your Year-End Tax Report for your official tax record. You should verify the accuracy of all calculations with your tax advisor

This report includes data for closed accounts