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Form **990-PF**

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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

Name of foundation Kimberly A. Foundation Corp		A Employer identification number 26-1392806
Number and street (or P O box number if mail is not delivered to street address) 590 Channel Lane	Room/suite	B Telephone number (see instructions) 941-545-5451
City or town state and ZIP code Longboat Key FL 34228		C If exemption application is pending check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A) check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,003,575	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b) (c) and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	20,311	20,311		
4 Dividends and interest from securities	58,619	58,619		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10 Stmt 1	30,116			
b Gross sales price for all assets on line 6a 775,656				
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	109,046	78,930	0	
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	13,546	13,546		
17 Interest				
18 Taxes (attach schedule) (see instructions) Stmt 3	1,250	1,250		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att sch)				
24 Total operating and administrative expenses. Add lines 13 through 23	14,796	14,796	0	
25 Contributions, gifts, grants paid	99,000			99,000
26 Total expenses and disbursements. Add lines 24 and 25	113,796	14,796	0	99,000
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-4,750			
b Net investment income (if negative, enter -0-)		64,134		
c Adjusted net income (if negative, enter -0-)			0	

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Operating and Administrative Expenses

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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	677	427	427
	2 Savings and temporary cash investments	105,649	66,689	66,689
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) See Stmt 4	708,448	742,489	774,048
	c Investments – corporate bonds (attach schedule) See Stmt 5	880,651	764,873	785,647
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) See Statement 6	244,453	360,650	376,764
	14 Land buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	1,939,878	1,935,128	2,003,575	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	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	1,939,878	1,935,128		
30 Total net assets or fund balances (see instructions)	1,939,878	1,935,128		
31 Total liabilities and net assets/fund balances (see instructions)	1,939,878	1,935,128		

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	1,939,878
2 Enter amount from Part I, line 27a	2	-4,750
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,935,128
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	1,935,128

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	N/A			
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) 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 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	99,334	1,975,619	0.050280
2010	65,990	1,988,193	0.033191
2009	54,500	1,890,112	0.028834
2008	50,640	1,455,007	0.034804
2007		328,333	

2	Total of line 1, column (d)	2	0.147109
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	0.036777
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,970,430
5	Multiply line 4 by line 3	5	72,467
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	641
7	Add lines 5 and 6	7	73,108
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	99,000

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	641
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	641
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	641
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	770
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	770
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> 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	126
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax 126 Refunded	11	

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► Fred Wittlinger 590 Channel Lane Located at ► Longboat Key FL ZIP+4 ► 34228	Telephone no ► 941-545-5451		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? N/A	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? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) N/A	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here **N/A** **5b**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870 **6b** **X**

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** Yes No **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
Fred A. Wittlinger 590 Channel Lane Longboat Key FL 34228	Pres/Dir 1.00	0	0	0
Jane C. Wittlinger 590 Channel Lane Longboat Key FL 34228	V. Pres/Dir 1.00	0	0	0
Todd A. Wittlinger 590 Channel Lane Longboat Key FL 34228	Treas/Dir 1.00	0	0	0
Katie J. Riemenschneider 590 Channel Lane Longboat Key FL 34228	Secret/Dir 1.00	0	0	0

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

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

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

0

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	

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	1,890,776
b	Average of monthly cash balances	1b	109,661
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2,000,437
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,000,437
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	30,007
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,970,430
6	Minimum investment return. Enter 5% of line 5	6	98,522

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	98,522
2a	Tax on investment income for 2012 from Part VI, line 5	2a	641
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	641
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	97,881
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	97,881
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	97,881

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	99,000
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	99,000
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	641
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	98,359

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				97,881
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			95,067	
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>99,000</u>				
a Applied to 2011, but not more than line 2a			95,067	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				3,933
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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				93,948
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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))
Fred Wittlinger

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
N/A

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
N/A

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

c Any submission deadlines:
N/A

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 7				99,000
Total			▶ 3a	99,000
b Approved for future payment N/A				
Total			▶ 3b	

Federal Statements

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

Description		How Received	Whom Sold	Date Acquired	
Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
Fifth Third Bank Securities Various	\$ 236,760	\$ 239,220	Purchase		Various -2,460
Fifth Third Bank Securities Various	538,896	506,320	Purchase		Various 32,576
Total	\$ 775,656	\$ 745,540	0	0	\$ 30,116

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Investment Fees	\$ 13,546	\$ 13,546	\$	\$
Total	\$ 13,546	\$ 13,546	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Tax on investment income	\$ 1,250	\$ 1,250	\$	\$
Total	\$ 1,250	\$ 1,250	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See Attached Listing - 690	\$ 708,448	\$ 686,277	Cost	\$ 751,128
See Attached Listing - 597		56,212	Cost	22,920
Total	\$ 708,448	\$ 742,489		\$ 774,048

Statement 5 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See Attached Listing - 690	\$ 830,506	\$ 714,507	Cost	\$ 735,807
See Attached Listing - 597	50,145	50,366	Cost	49,840
Total	<u>\$ 880,651</u>	<u>\$ 764,873</u>		<u>\$ 785,647</u>

Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See Attached Listing-Alternative-690	\$ 174,358	\$ 225,893	Cost	\$ 224,165
See Attached Listing-Real Estate-690	70,095	134,757	Cost	152,599
Total	<u>\$ 244,453</u>	<u>\$ 360,650</u>		<u>\$ 376,764</u>

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Address
Relationship	Status	Purpose
		Amount
Bright Stars of Bethlehem	Religious Education	1,000
CASA for Children	Child Advocacy	1,000
Concordia University	Religious Education	5,000
Immanuel	Religious Education	34,500
Lutheran Church Missouri Synod	Religious	22,000
Master Builder Program	Religious Education	1,000
Rays of Hope for Haiti	Asst Indigent Families	9,500
Salvation Army	Asst Indigent Families	12,000
Shining Stars	Child Advocacy	5,000

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

<u>Name</u>	<u>Address</u>	<u>Address</u>	
<u>Relationship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
St Armands Key Lutheran Church	Religious		2,000
St James Lutheran School	Religious Education		1,000
St Matthews Church	Religious		5,000
Total			<u>99,000</u>



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Investment Account 23-23-000-9420597
KIMBERLY FDN CUSTODIAL

12/01/2012 - 12/31/2012

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income									
995.0000	JPM P	JPMORGAN CHASE & CO PREFERRED DEPOSITORY SHS REPSTG 1/400TH PFD SER O CUSIP - 48126E750	\$25.140	\$25,014.30	33.3%	\$25,203.35	\$(189.05)	\$1,368.13	5.5%
995.0000	PNC P	PNC FINL SVCS GROUP INC DEP SHS REPSTG 1/4000TH PERP PFD SER Q CUSIP - 693475832	\$24.950	\$24,825.25	33.0%	\$25,162.56	\$(337.31)	\$1,337.28	5.4%
						Fixed Income - Total	\$(526.36)	\$2,705.41	5.4%
Equities									
2,000.0000	RRD	DONNELLY R R & SONS CO CUSIP - 257867101	\$8.990	\$17,980.00	23.9%	\$29,711.50	\$(11,731.50)	\$2,080.00	11.6%
2,000.0000	SVU	SUPERVALU INC CUSIP - 868536103	\$2.470	\$4,940.00	6.6%	\$26,500.00	\$(21,560.00)	\$700.00	14.2%
						Equities - Total	\$(33,291.50)	\$2,780.00	12.1%



Investment Account 23-23-000-9300690
KIMBERLY A FOUNDATION CONSOLIDAT

12/01/2012 - 12/31/2012

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
50,000.0000		BOEING CO 02/11/03 5.125 02/15/13 CUSIP - 097023AT2	\$100.552	\$50,276.00	2.6%	\$48,655.50	\$1,620.50	\$2,562.50	5.1%
50,000.0000		CATERPILLAR FINL SVCS CORP 02/12/09 6.125 02/17/14 CUSIP - 14912L4F5	\$106.615	\$53,307.50	2.8%	\$50,069.50	\$3,238.00	\$3,062.50	5.7%
48.0000	DDR P	DDR CORP 6.5000% SERIES J CUSIP - 23317H607	\$24.460	\$1,174.08	0.1%	\$1,193.76	\$(19.68)	\$78.00	6.6%
50,000.0000		DEUTSCHE BK AG LONDON SR NT 08/29/07 6.000 09/01/17 CUSIP - 25152CMN3	\$119.904	\$59,952.00	3.1%	\$59,485.00	\$467.00	\$3,000.00	5.0%
49.0000	EPR P	EPR PPTY'S PFD CUSIP - 26884U406	\$24.600	\$1,205.40	0.1%	\$1,215.20	\$(9.80)	\$81.14	6.7%
25,000.0000		FORD MOTOR CRED 09/23/03 7.000 10/01/13 CUSIP - 345397TZ6	\$104.510	\$26,127.50	1.4%	\$25,843.75	\$283.75	\$1,750.00	6.7%

Fixed Income

Investment Account 23-23-000-9300690



Investment Account 23-23-000-9300690
KIMBERLY A FOUNDATION CONSOLIDAT

12/01/2012 - 12/31/2012

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
(continued)									
1,095.0000	GER	GENERAL ELEC CAP CORP 6.450 PFD CUSIP - 369622477	\$25.000	\$27,375.00	1.4%	\$28,317.25	\$(942.25)	\$1,765.14	6.4%
212.0000	CNPF	GLOBAL X FDS GLB X CDA PFD CUSIP - 37950E481	\$14.650	\$3,105.80	0.2%	\$3,162.58	\$(56.78)	\$112.15	3.6%
850.0000	HBA P	HSBC USA INC-NEW 6.5000% SERIES H PERP/CALL 7/1/2011 @ 25.00 CUSIP - 40428H862	\$25.130	\$21,360.50	1.1%	\$19,429.00	\$1,931.50	\$1,381.25	6.5%
50,000.0000		HEWLETT-PACKARD CO 09/13/10 2.125 09/13/15 CUSIP - 428236BC6	\$99.931	\$49,965.50	2.6%	\$50,432.95	\$(467.45)	\$1,062.50	2.1%
260.0000	TIP	ISHARES BARCLAYS TIPS BOND FUND CUSIP - 464287176	\$121.410	\$31,566.60	1.6%	\$27,135.94	\$4,430.66	\$700.18	2.2%
295.0000	HYG	ISHARES HIGH YIELD CORP BND FND CUSIP - 464288513	\$93.350	\$27,538.25	1.4%	\$24,918.36	\$2,619.89	\$1,817.20	6.6%
2,428.0000	PFF	ISHARES S&P PFD STK INDX FN CUSIP - 464288687	\$39.620	\$96,197.36	5.0%	\$93,720.15	\$2,477.21	\$5,785.93	6.0%
1,250.0000	JPM P	JPMCHASE CAP XIV PREFERRED 09/29/04 6.200 10/15/34 CUSIP - 48122F207	\$25.440	\$31,800.00	1.6%	\$29,866.50	\$1,933.50	\$1,937.50	6.1%
541.0000	MGF	MFS GOVT MKTS INCOME TR SH BEN INT CUSIP - 552939100	\$6.850	\$3,705.85	0.2%	\$3,822.54	\$(116.69)	\$269.96	7.3%
25,000.0000		MAY DEPT STORES 12/17/04 5.750 07/15/14 CUSIP - 57778B51	\$107.240	\$26,810.00	1.4%	\$26,050.00	\$760.00	\$1,437.50	5.4%
4,743.4170	OIBYX	OPPENHEIMER INTL BD FD CL Y CUSIP - 68380T509	\$6.580	\$31,211.68	1.6%	\$31,686.03	\$(474.35)	\$1,674.43	5.4%

Investment Account 23-23-000-9300690



Investment Account 23-23-000-9300690
KIMBERLY A FOUNDATION CONSOLIDAT

12/01/2012 - 12/31/2012

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield	
(continued)										
50,000.0000		PRAXAIR INC 03/07/08 4 625 03/30/15 CUSIP - 74005PAR5	\$108.875	\$54,437.50	2.8%	\$55,283.00	\$(845.50)	\$2,312.50	4.2%	
7,429.4210	PRHYX	T ROWE HIGH YIELD FD-INV CUSIP - 741481105	\$6.980	\$51,857.36	2.7%	\$50,000.00	\$1,857.36	\$3,543.83	6.8%	
54.0000	SNHN	SENIOR HOUSING PROPERTIES TRUST 07/20/12 5.625 08/01/42 CUSIP - 81721M208	\$24.610	\$1,328.94	0.1%	\$1,347.30	\$(18.36)	\$75.92	5.7%	
3,464.2030	TGEIX	TCW FDS INC EMERGING MKTS INCOME FD CL I CUSIP - 87234N765	\$9.320	\$32,286.37	1.7%	\$30,000.00	\$2,286.37	\$1,777.14	5.5%	
50,000.0000		TOTAL CAPITAL SA 10/02/09 3.125 10/02/15 CUSIP - 89152UAA0	\$106.436	\$53,218.00	2.8%	\$52,872.63	\$345.37	\$1,562.50	2.9%	
						Fixed Income - Total	\$714,506.94	\$21,300.25	\$37,749.77	5.1%

Equities

58.0000	ENH	ENDURANCE SPECIALTY HOLDING CUSIP - G30397106	\$39.690	\$2,302.02	0.1%	\$2,273.27	\$28.75	\$71.92	3.1%
245.0000	MRH	MONTPELLIER RE HOLDINGS LTD CUSIP - G62185106	\$22.860	\$5,600.70	0.3%	\$5,280.04	\$320.66	\$112.70	2.0%
9.0000	WTM	WHITE MOUNTAINS INS GRP COM CUSIP - G9618E107	\$515.000	\$4,635.00	0.2%	\$4,738.20	\$(103.20)	\$9.00	0.2%
378.0000	BLX	BANCO LATINOAMERICAN DE COMERCIO EXTERIOR SA CUSIP - P16994132	\$21.560	\$8,149.68	0.4%	\$6,500.85	\$1,648.83	\$453.60	5.6%
190.0000	T	AT&T INC CUSIP - 00206R102	\$33.710	\$6,404.90	0.3%	\$5,739.35	\$665.55	\$342.00	5.3%

Investment Account 23-23-000-9300690



Investment Account 23-23-000-9300690
KIMBERLY A FOUNDATION CONSOLIDAT

12/01/2012 - 12/31/2012

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
143.0000	ADVS	ADVENT SOFTWARE INC CUSIP - 007974108	\$21.380	\$3,057.34	0.2%	\$3,388.23	\$(330.89)		
44.0000	A	AGILENT TECHNOLOGIES INC CUSIP - 00846U101	\$40.940	\$1,801.36	0.1%	\$1,527.15	\$274.21	\$17.60	1.0%
127.0000	ALB	ALBEMARLE CORP CUSIP - 012653101	\$62.120	\$7,889.24	0.4%	\$6,923.87	\$965.37	\$101.60	1.3%
14.0000	ALXN	ALEXION PHARMACEUTICALS INC CUSIP - 015351109	\$93.740	\$1,312.36	0.1%	\$367.83	\$944.53		
9.0000	Y	ALLEGHANY CORP DEL COM CUSIP - 017175100	\$335.420	\$3,018.78	0.2%	\$3,031.68	\$(12.90)		
97.0000	MTGE	AMERICAN CAP MTG INVT CORP CUSIP - 02504A104	\$23.570	\$2,286.29	0.1%	\$2,278.05	\$8.24	\$349.20	15.3%
184.0000	AEO	AMERICAN EAGLE OUTFITTERS INC NEW COM CUSIP - 02553E106	\$20.510	\$3,773.84	0.2%	\$4,082.96	\$(309.12)	\$80.96	2.1%
29.0000	AXP	AMERICAN EXPRESS CO CUSIP - 025816109	\$57.480	\$1,666.92	0.1%	\$1,455.02	\$211.90	\$23.20	1.4%
69.0000	AME	AMETEK INC NEW COM CUSIP - 031100100	\$37.570	\$2,592.33	0.1%	\$1,783.45	\$808.88	\$16.56	0.6%
12.0000	AAPL	APPLE INC CUSIP - 037833100	\$532.172	\$6,386.07	0.3%	\$2,861.89	\$3,524.18	\$127.20	2.0%
256.0000	ATW	ATWOOD OCEANICS INC CUSIP - 050095108	\$45.790	\$11,722.24	0.6%	\$10,868.49	\$853.75		
34.0000	BANF	BANCFIRST CORP COMMON CUSIP - 05945F103	\$42.360	\$1,440.24	0.1%	\$1,391.28	\$48.96	\$39.44	2.7%

Investment Account 23-23-000-9300690



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Investment Account 23-23-000-9300690
KIMBERLY A FOUNDATION CONSOLIDAT

12/01/2012 - 12/31/2012

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
64.0000	BBS	BILL BARRETT CORP CUSIP - 06846N104	\$17.790	\$1,138.56	0.1%	\$2,490.88	\$(1,352.32)		
28.0000	BEAM	BEAM INC CUSIP - 073730103	\$61.090	\$1,710.52	0.1%	\$1,675.05	\$35.47	\$22.96	1.3%
144.0000	BHE	BENCHMARK ELECTRS INC CUSIP - 08160H101	\$16.620	\$2,393.28	0.1%	\$2,380.30	\$12.98		
127.0000	BRLI	BIO-REFERENCE LABS INC COM PAR \$0.01 NEW CUSIP - 09057G602	\$28.629	\$3,635.98	0.2%	\$2,178.39	\$1,457.59		
13.0000	BIIB	BIOGEN IDEC INC CUSIP - 09062X103	\$146.370	\$1,902.81	0.1%	\$1,123.83	\$778.98		
196.0000	CAB	CABELAS INC CUSIP - 126804301	\$41.750	\$8,183.00	0.4%	\$9,384.26	\$(1,201.26)		
242.0000	CCC	CALGON CARBON CORP COM CUSIP - 129603106	\$14.180	\$3,431.56	0.2%	\$3,484.99	\$(53.43)	\$29.04	0.8%
162.0000	CTL	CENTURYLINK INC COM CUSIP - 156700106	\$39.120	\$6,337.44	0.3%	\$5,432.49	\$904.95	\$469.80	7.4%
71.0000	GTLS	CHART INDUSTRIES INC CUSIP - 16115Q308	\$66.689	\$4,734.93	0.2%	\$2,020.65	\$2,714.28		
125.0000	EEB	CLAYMORE/BNY BRIC ETF CUSIP - 18383M100	\$36.020	\$4,502.50	0.2%	\$5,229.69	\$(727.19)	\$118.88	2.6%
92.0000	KO	COCA COLA CO CUSIP - 191216100	\$36.250	\$3,335.00	0.2%	\$2,797.72	\$537.28	\$93.84	2.8%
65.0000	CSTR	COINSTAR INC CUSIP - 19259P300	\$52.010	\$3,380.65	0.2%	\$3,291.44	\$89.21		
68.0000	COLM	COLUMBIA SPORTSWEAR CO CUSIP - 198516106	\$53.360	\$3,628.48	0.2%	\$3,606.61	\$21.87	\$59.84	1.6%

Investment Account 23-23-000-9300690



Investment Account 23-23-000-9300690
KIMBERLY A FOUNDATION CONSOLIDAT

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12/01/2012 - 12/31/2012

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
22.0000	COO	COOPER COS INC CUSIP - 216648402	\$92.480	\$2,034.56	0.1%	\$1,824.87	\$209.69	\$1.32	0.1%
218.0000	CXW	CORRECTIONS CORP AMER NEW CUSIP - 22025Y407	\$35.470	\$7,732.46	0.4%	\$7,202.72	\$529.74	\$174.40	2.3%
25.0000	COST	COSTCO WHOLESALE CORP CUSIP - 22160K105	\$98.730	\$2,468.25	0.1%	\$1,761.35	\$706.90	\$27.50	1.1%
16.0000	CMI	CUMMINS INC CUSIP - 231021106	\$108.350	\$1,733.60	0.1%	\$1,314.41	\$419.19	\$32.00	1.8%
158.0000	DDR	DDR CORP CUSIP - 23317H102	\$15.660	\$2,474.28	0.1%	\$2,237.86	\$236.42	\$75.84	3.1%
25.0000	DSW	DSW INC CL A CUSIP - 23334L102	\$65.690	\$1,642.25	0.1%	\$1,590.24	\$52.01	\$18.00	1.1%
28.0000	DHR	DANAHER CORP CUSIP - 235851102	\$55.900	\$1,565.20	0.1%	\$1,092.28	\$472.92	\$2.80	0.2%
21.0000	DFS	DISCOVER FINANCIAL SERVICES CUSIP - 254709108	\$38.550	\$809.55	0.0%	\$861.65	\$(52.10)	\$11.76	1.5%
165.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	\$44.978	\$7,421.45	0.4%	\$7,564.10	\$(142.65)	\$283.80	3.8%
93.0000	EMC	E M C CORP/MASS CUSIP - 268648102	\$25.300	\$2,352.90	0.1%	\$1,821.32	\$531.58		
16.0000	EOG	EOG RES INC COM CUSIP - 26875P101	\$120.790	\$1,932.64	0.1%	\$1,789.83	\$142.81	\$10.88	0.6%
287.0000	EV	EATON VANCE CORP COM NON VTG CUSIP - 278265103	\$31.850	\$9,140.95	0.5%	\$8,005.64	\$1,135.31	\$229.60	2.5%
448.0000	ETW	EATON VANCE TAX MAN GBL BR	\$10.690	\$4,789.12	0.2%	\$5,493.40	\$(704.28)	\$523.26	10.9%

(continued)
(continued)



PORTFOLIO POSITIONS

		(continued)							
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
		CUSIP - 27829C105							
42.0000	EBAY	EBAY INC COM	\$50.997	\$2,141.90	0.1%	\$1,878.33	\$263.57		
		CUSIP - 278642103							
27.0000	ECL	ECOLAB INC CUSIP - 278865100	\$71.900	\$1,941.30	0.1%	\$1,796.21	\$145.09	\$24.84	1.3%
		CUSIP - 29266R108							
43.0000	ENR	ENERGIZER HLDGS INC CUSIP - 29266R108	\$79.980	\$3,439.14	0.2%	\$2,951.42	\$487.72	\$68.80	2.0%
		CUSIP - 29444U502							
5.0000	EQIX	EQUINIX INC CUSIP - 29444U502	\$206.200	\$1,031.00	0.1%	\$977.37	\$53.63		
		CUSIP - 30219G108							
18.0000	ESRX	EXPRESS SCRIPTS HOLDINGS CUSIP - 30219G108	\$54.000	\$972.00	0.1%	\$1,112.64	\$(140.64)		
		CUSIP - 30231G102							
41.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	\$86.550	\$3,548.55	0.2%	\$3,402.77	\$145.78	\$93.48	2.6%
		CUSIP - 302491303							
28.0000	FMC	FMC CORP CUSIP - 302491303	\$58.520	\$1,638.56	0.1%	\$1,075.06	\$563.50	\$15.12	0.9%
		CUSIP - 311900104							
34.0000	FAST	FASTENAL CO CUSIP - 311900104	\$46.650	\$1,586.10	0.1%	\$865.60	\$720.50	\$28.56	1.8%
		CUSIP - 337738108							
33.0000	FISV	FISERV INC CUSIP - 337738108	\$79.030	\$2,607.99	0.1%	\$2,062.07	\$545.92		
		CUSIP - 343412102							
28.0000	FLR	FLUOR CORP NEW COM	\$58.740	\$1,644.72	0.1%	\$1,741.81	\$(97.09)	\$17.92	1.1%
		CUSIP - 34964C106							
42.0000	FBHS	FORTUNE BRANDS HOME & SEC INC CUSIP - 34964C106	\$29.220	\$1,227.24	0.1%	\$1,228.29	\$(1.05)		
		CUSIP - 349853101							
114.0000	FWRD	FORWARD AIR CORP CUSIP - 349853101	\$35.010	\$3,991.14	0.2%	\$3,150.96	\$840.18	\$45.60	1.1%
		CUSIP - 349853101							
88.0000	FSYS	FUEL SYSTEMS SOLUTIONS INC	\$14.710	\$1,294.55	0.1%	\$3,064.16	\$(1,769.61)		



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PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
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CUSIP - 35952W103

178.0000	GMT	GATX CORP COM	\$43.300	\$7,707.40	0.4%	\$6,144.00	\$1,563.40	\$213.60	2.8%
		CUSIP - 361448103							
136.0000	GPC	GENUINE PARTS CO COM	\$63.580	\$8,646.88	0.4%	\$6,866.23	\$1,780.65	\$269.28	3.1%
		CUSIP - 372460105							
30.0000	GILD	GILEAD SCIENCES INC COMMON CUSIP - 375558103	\$73.450	\$2,203.50	0.1%	\$1,730.36	\$473.14		
4.0000	GOOG	GOOGLE INC-CL A CUSIP - 38259P508	\$707.380	\$2,829.52	0.1%	\$2,808.15	\$21.37		
74.0000	HBHC	HANCOCK HLDG CO CUSIP - 410120109	\$31.730	\$2,348.02	0.1%	\$1,639.31	\$708.71	\$71.04	3.0%
1,426.0990	HAINX	HARBOR INTERNATIONAL INST CUSIP - 411511306	\$62.120	\$88,589.27	4.6%	\$80,000.00	\$8,589.27	\$1,791.18	2.0%
394.0000	HLIT	HARMONIC INC COM CUSIP - 413160102	\$5.070	\$1,997.58	0.1%	\$2,667.34	\$(669.76)		
287.0000	HL	HECLA MNG CO COM CUSIP - 422704106	\$5.830	\$1,673.21	0.1%	\$2,213.31	\$(540.10)	\$25.83	1.5%
518.0000	HTGC	HERCULES TECHNOLOGY GROWTH CUSIP - 427096508	\$11.130	\$5,765.34	0.3%	\$5,235.62	\$529.72	\$497.28	8.6%
24.0000	HSY	THE HERSHEY COMPANY COM CUSIP - 427866108	\$72.220	\$1,733.28	0.1%	\$1,727.15	\$6.13	\$40.32	2.3%
43.0000	HD	HOME DEPOT INC CUSIP - 437076102	\$61.850	\$2,659.55	0.1%	\$1,821.03	\$838.52	\$49.88	1.9%

(continued)

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PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
162.0000	HON	HONEYWELL INTL INC CUSIP - 438516106	\$63.470	\$10,282.14	0.5%	\$9,775.17	\$506.97	\$265.68	2.6%
141.0000	XXIA	IXIA CUSIP - 45071R109	\$16.980	\$2,394.18	0.1%	\$1,611.87	\$782.31		
91.0000	IPXL	IMPAX LABORATORIES INC COMMON CUSIP - 45256B101	\$20.490	\$1,864.59	0.1%	\$1,942.29	\$(77.70)		
40.0000	IDCC	INTERDIGITAL INC PA CUSIP - 45867G101	\$41.090	\$1,643.60	0.1%	\$1,344.39	\$299.21	\$16.00	1.0%
25.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	\$191.550	\$4,788.75	0.2%	\$3,445.76	\$1,342.99	\$85.00	1.8%
2.0000	ISRG	INTUITIVE SURGICAL INC CUSIP - 46120E602	\$490.370	\$980.74	0.1%	\$1,007.91	\$(27.17)		
75.0000	EWZ	ISHARES MSCI BRAZIL FREE INDEX CUSIP - 464286400	\$55.940	\$4,195.50	0.2%	\$5,397.75	\$(1,202.25)	\$117.68	2.8%
125.0000	FXI	ISHARES FTSE/XINHUA CHINA 25 CUSIP - 464287184	\$40.450	\$5,056.25	0.3%	\$5,211.13	\$(154.88)	\$117.13	2.3%
48.0000	ITRI	ITRON INC COM CUSIP - 465741106	\$44.550	\$2,138.40	0.1%	\$2,780.16	\$(641.76)		
37.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	\$43.969	\$1,626.86	0.1%	\$1,519.53	\$107.33	\$44.40	2.7%
133.0000	KAMN	KAMAN CORP CUSIP - 483548103	\$36.800	\$4,894.40	0.3%	\$4,370.02	\$524.38	\$85.12	1.7%
138.0000	KMB	KIMBERLY CLARK CORP CUSIP - 494368103	\$84.430	\$11,651.34	0.6%	\$8,737.82	\$2,913.52	\$408.48	3.5%
54.0000	KRFT	KRAFT FOODS GROUP INC CUSIP - 50076Q106	\$45.470	\$2,455.38	0.1%	\$1,965.16	\$490.22	\$108.00	4.4%

(continued)

(continued)



PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
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157.0000	KRA	KRATON PERFORMANCE POLYMERS INC CUSIP - 50077C106	\$24.030	\$3,772.71	0.2%	\$4,164.09	\$(391.38)		
84.0000	LKFN	LAKELAND FINL CORP CUSIP - 511656100	\$25.840	\$2,170.56	0.1%	\$1,736.28	\$434.28	\$57.12	2.6%
24.0000	EL	LAUDER ESTEE COS INC CL A CUSIP - 518439104	\$59.860	\$1,436.64	0.1%	\$660.92	\$775.72	\$17.28	1.2%
62.0000	LNW	LINDSAY CORP CUSIP - 535555106	\$80.120	\$4,967.44	0.3%	\$3,673.09	\$1,294.35	\$28.52	0.6%
76.0000	LMT	LOCKHEED MARTIN CORP COM CUSIP - 539830109	\$92.290	\$7,014.04	0.4%	\$5,927.04	\$1,087.00	\$349.60	5.0%
470.0000	MBI	MBIA INC CUSIP - 55262C100	\$7.850	\$3,689.50	0.2%	\$5,131.93	\$(1,442.43)	\$639.20	17.3%
110.0000	MVC	MVC CAPITAL INC CUSIP - 553829102	\$12.150	\$1,336.50	0.1%	\$1,358.50	\$(22.00)	\$59.40	4.4%
52.0000	SHOO	MADDEN STEVEN LTD COM CUSIP - 556269108	\$42.270	\$2,198.04	0.1%	\$2,309.12	\$(111.08)		
33.0000	MLM	MARTIN MARIETTA MATLS INC COM CUSIP - 573284106	\$94.280	\$3,111.24	0.2%	\$2,515.44	\$595.80	\$52.80	1.7%
6.0000	MA	MASTERCARD INC CL A CUSIP - 57636Q104	\$491.280	\$2,947.68	0.2%	\$2,225.54	\$722.14	\$7.20	0.2%
223.0000	MATX	MATSON INC CUSIP - 57686G105	\$24.720	\$5,512.56	0.3%	\$5,185.86	\$326.70	\$133.80	2.4%
74.0000	MXIM	MAXIM INTEGRATED PRODS INC	\$29.400	\$2,175.60	0.1%	\$1,900.91	\$274.69	\$71.04	3.3%



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PORTFOLIO POSITIONS

		(continued)							
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									

		COM							
		CUSIP - 57772K101							
26.0000	MCD	MCDONALDS CORP CUSIP - 580135101	\$88.210	\$2,293.46	0.1%	\$1,719.83	\$573.63	\$80.08	3.5%
181.0000	MRK	MERCK & CO INC NEW CUSIP - 58933Y105	\$40.940	\$7,410.14	0.4%	\$6,455.63	\$954.51	\$311.32	4.2%
142.0000	MMSI	MERIT MED SYS INC COM CUSIP - 589889104	\$13.900	\$1,973.80	0.1%	\$1,721.04	\$252.76		
9.0000	MTD	METTLER-TOLEDO INTL INC CUSIP - 592688105	\$193.300	\$1,739.70	0.1%	\$1,573.27	\$166.43		
458.0000	MCRL	MICREL INC CUSIP - 594793101	\$9.500	\$4,351.00	0.2%	\$4,557.88	\$(206.88)	\$77.86	1.8%
102.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	\$26.709	\$2,724.39	0.1%	\$3,223.71	\$(499.32)	\$93.84	3.4%
272.0000	MCHP	MICROCHIP TECHNOLOGY INC COM CUSIP - 595017104	\$32.590	\$8,864.48	0.5%	\$9,246.78	\$(382.30)	\$382.98	4.3%
21.0000	MON	MONSANTO CO NEW CUSIP - 61166W101	\$94.650	\$1,987.65	0.1%	\$1,841.64	\$146.01	\$31.50	1.6%
88.0000	MYGN	MYRIAD GENETICS INC COM CUSIP - 62855J104	\$27.250	\$2,398.00	0.1%	\$2,054.41	\$343.59		
56.0000	NAVG	NAVIGATORS GROUP INC COM CUSIP - 638904102	\$51.070	\$2,859.92	0.1%	\$2,753.52	\$106.40		
36.0000	NEU	NEWMARKET CORP CUSIP - 651587107	\$262.200	\$9,439.20	0.5%	\$8,821.91	\$617.29	\$108.00	1.1%
144.0000	NUS	NU SKIN ASIA PACIFIC A	\$37.050	\$5,335.20	0.3%	\$5,934.01	\$(598.81)	\$115.20	2.2%

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PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
(continued)									
Equities									
		COM							
		CUSIP - 67018T105							
252.0000	ODFL	OLD DOMINION FIGHT LINE INC CUSIP - 679580100	\$34.280	\$8,638.56	0.4%	\$7,442.19	\$1,196.37		
500.0000	OLN	OLIN CORP COM PAR \$1 CUSIP - 680665205	\$21.590	\$10,795.00	0.6%	\$9,656.28	\$1,138.72	\$400.00	3.7%
106.0000	OVTI	OMNIVISION TECHNOLOGIES INC CUSIP - 682128103	\$14.080	\$1,492.48	0.1%	\$3,277.18	\$(1,784.70)		
80.0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	\$33.320	\$2,665.60	0.1%	\$2,192.83	\$472.77	\$19.20	0.7%
1,955.8360	ODVX	OPPENHEIMER DVLPIG MKTS-Y CUSIP - 683974505	\$34.880	\$68,219.56	3.5%	\$65,000.00	\$3,219.56	\$487.00	0.7%
22.0000	PVH	PVH CORP COMMON CUSIP - 693656100	\$111.010	\$2,442.22	0.1%	\$1,640.01	\$802.21	\$3.30	0.1%
53.0000	PRXL	PAREXEL INTL CORP COM CUSIP - 699462107	\$29.590	\$1,568.27	0.1%	\$1,060.00	\$508.27		
409.0000	PFE	PFIZER INC CUSIP - 717081103	\$25.079	\$10,257.43	0.5%	\$7,406.40	\$2,851.03	\$392.64	3.8%
36.0000	PRAA	PORTFOLIO RECOVERY ASSOCS INC CUSIP - 73640Q105	\$106.860	\$3,846.96	0.2%	\$2,337.12	\$1,509.84		
178.0000	PBH	PRESTIGE BRANDS HILDGS INC CUSIP - 74112D101	\$20.030	\$3,565.34	0.2%	\$2,137.76	\$1,427.58		
2.0000	PCLN	PRICELINE COM INC COM NEW CUSIP - 741503403	\$620.390	\$1,240.78	0.1%	\$929.42	\$311.36		
107.0000	PSMT	PRICESMART INC CUSIP - 741511109	\$76.990	\$8,237.93	0.4%	\$7,765.08	\$472.85	\$64.20	0.8%

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PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
19.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	\$67.890	\$1,289.91	0.1%	\$1,173.36	\$116.55	\$42.71	3.3%
47.0000	QCOM	QUALCOMM INC COM CUSIP - 747525103	\$61.859	\$2,907.40	0.2%	\$2,771.01	\$136.39	\$47.00	1.6%
136.0000	RTN	RAYTHEON CO CUSIP - 755111507	\$57.560	\$7,828.16	0.4%	\$6,141.64	\$1,686.52	\$272.00	3.5%
175.0000	RBA	RITCHE BROS AUCTIONEERS INC CUSIP - 767744105	\$20.890	\$3,655.75	0.2%	\$3,510.65	\$145.10	\$85.75	2.3%
167.0000	SBH	SALLY BEAUTY CO INC CUSIP - 79546E104	\$23.570	\$3,936.19	0.2%	\$2,583.52	\$1,352.67	\$86.84	2.2%
26.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	\$69.298	\$1,801.76	0.1%	\$1,970.26	\$(168.50)	\$28.60	1.6%
52.0000	SCHN	SCHNITZER STEEL INDS INC CL A CUSIP - 806882106	\$30.330	\$1,577.16	0.1%	\$2,835.07	\$(1,257.91)	\$39.00	2.5%
156.0000	SMTC	SEMTECH CORP COM CUSIP - 816850101	\$28.950	\$4,516.20	0.2%	\$3,651.94	\$864.26		
539.0000	SCI	SERVICE CORP INTL COM CUSIP - 817565104	\$13.810	\$7,443.59	0.4%	\$7,023.92	\$419.67	\$129.36	1.7%
24.0000	HOT	STARWOOD HOTELS & RESORTS WORLDWIDE INC CUSIP - 85590A401	\$57.360	\$1,376.64	0.1%	\$1,230.99	\$145.65	\$30.00	2.2%
19.0000	SRCL	STERICYCLE INC CUSIP - 858912108	\$93.280	\$1,772.32	0.1%	\$1,202.04	\$570.28		
65.0000	RGR	STURM RUGER & CO INC COM	\$45.400	\$2,951.00	0.2%	\$2,809.28	\$141.72	\$99.32	3.4%

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PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
		CUSIP - 864159108							
99.0000	SNHY	SUN HYDRAULICS CORP CUSIP - 866942105	\$26.080	\$2,581.92	0.1%	\$2,120.30	\$461.62	\$35.64	1.4%
86.0000	SPN	SUPERIOR ENERGY SVCS INC CUSIP - 868157108	\$20.720	\$1,781.92	0.1%	\$2,696.09	\$(914.17)		
115.0000	SYNA	SYNAPTICS INC COMMON CUSIP - 87157D109	\$29.970	\$3,446.55	0.2%	\$3,037.42	\$409.13		
47.0000	TJX	TJX COS INC NEW COM CUSIP - 872540109	\$42.450	\$1,995.15	0.1%	\$2,054.25	\$(59.10)	\$21.62	1.1%
254.0000	TTMI	TTM TECHNOLOGIES INC COMMON CUSIP - 87305R109	\$9.190	\$2,334.26	0.1%	\$3,368.02	\$(1,033.76)		
268.0000	VIV	TELEFONICA BRASIL SA SPONSORED ADR CUSIP - 87936R106	\$24.060	\$6,448.08	0.3%	\$7,004.35	\$(556.27)	\$369.84	5.7%
204.0000	THC	TENET HEALTHCARE CORP COM NEW CUSIP - 88033G407	\$32.470	\$6,623.88	0.3%	\$4,291.92	\$2,331.96		
30.0000	TDC	TERADATA CORP DEL CUSIP - 88076W103	\$61.890	\$1,856.70	0.1%	\$1,634.36	\$222.34		
48.0000	THOR	THORATEC LABS CUSIP - 885175307	\$37.520	\$1,800.96	0.1%	\$1,244.63	\$556.33		
26.0000	TIBX	TIBCO SOFTWARE INC CUSIP - 88632Q103	\$21.980	\$571.48	0.0%	\$803.95	\$(232.47)		
128.0000	TTC	TORO CO COM CUSIP - 891092108	\$42.980	\$5,501.44	0.3%	\$3,844.73	\$1,656.71	\$71.68	1.3%



PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
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635.0000	TYG	TORTOISE ENERGY INFRASTRUCTURE CORP CUSIP - 89147L100	\$37.900	\$24,066.56	1.2%	\$23,858.01	\$208.55	\$1,435.10	6.0%
18.0000	TSCO	TRACTOR SUPPLY CO CUSIP - 892356106	\$88.360	\$1,590.48	0.1%	\$1,703.75	\$(113.27)	\$14.40	0.9%
183.0000	TG	TREDEGAR CORPORATION COM CUSIP - 894650100	\$20.420	\$3,736.86	0.2%	\$2,963.32	\$773.54	\$43.92	1.2%
18.0000	UNP	UNION PAC CORP CUSIP - 907818108	\$125.720	\$2,262.96	0.1%	\$1,474.42	\$788.54	\$49.68	2.2%
88.0000	UNFI	UNITED NAT FOODS INC CUSIP - 911163103	\$53.590	\$4,715.92	0.2%	\$3,236.63	\$1,479.29		
33.0000	UNH	UNITEDHEALTH GROUP INC CUSIP - 91324P102	\$54.240	\$1,789.92	0.1%	\$1,061.51	\$728.41	\$28.05	1.6%
106.0000	WOOF	VCA ANTECH INC COMMON CUSIP - 918194101	\$21.050	\$2,231.30	0.1%	\$2,191.32	\$39.98		
10.0000	VFC	V F CORP CUSIP - 918204108	\$150.970	\$1,509.70	0.1%	\$1,627.71	\$(118.01)	\$34.80	2.3%
44.0000	VAL	VALSPAR CORPORATION CUSIP - 920355104	\$62.400	\$2,745.60	0.1%	\$1,664.56	\$1,081.04	\$40.48	1.5%
327.0000	VCLK	VALUECLICK INC CUSIP - 92046N102	\$19.410	\$6,347.07	0.3%	\$5,268.82	\$1,078.25		
375.0000	VVO	VANGUARD MSCI EMERGING MARKETS ETF CUSIP - 922042858	\$44.530	\$16,698.75	0.9%	\$15,224.63	\$1,474.12	\$365.63	2.2%
74.0000	WMS	WMS INDUSTRIES INC COMMON CUSIP - 929297109	\$17.500	\$1,295.00	0.1%	\$3,261.91	\$(1,966.91)		

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PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield	
53.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	\$34.180	\$1,811.54	0.1%	\$1,502.80	\$308.74	\$46.64	2.6%	
92.0000	WY	WEYERHAEUSER CO COM CUSIP - 962166104	\$27.820	\$2,559.44	0.1%	\$2,471.41	\$88.03	\$62.56	2.4%	
472.0000	WIN	WINDSTREAM CORP CUSIP - 97381W104	\$8.280	\$3,908.16	0.2%	\$6,104.20	\$(2,196.04)	\$472.00	12.1%	
56.0000	WEC	WISCONSIN ENERGY CORP COM CUSIP - 976657106	\$36.850	\$2,063.60	0.1%	\$1,793.14	\$270.46	\$76.16	3.7%	
133.0000	INT	WORLD FUEL SVCS CORP CUSIP - 981475106	\$41.170	\$5,475.61	0.3%	\$4,913.13	\$562.48	\$19.95	0.4%	
Equities - Total							\$686,277.32	\$64,850.25	\$16,462.53	2.2%

Alternative Strategies

1,668.0000	AMLPL	ALERIAN MLP ETF CUSIP - 00162Q866	\$15.950	\$26,604.60	1.4%	\$28,003.13	\$(1,398.53)	\$1,661.33	6.2%
730.0000	AMJ	JPM ALERIAN MLP INDEX ETN CUSIP - 46625H365	\$38.460	\$28,075.80	1.5%	\$28,944.14	\$(868.34)	\$1,476.79	5.3%
50,000.0000		JPMORGAN STRUCTURED CD MAT 9/30/2015 CUSIP - 48123YPF7	\$97.900	\$48,950.00	2.5%	\$51,216.00	\$(2,266.00)		
637.7550	MERFX	THE MERGER FUND CUSIP - 589509108	\$15.830	\$10,095.66	0.5%	\$10,000.00	\$95.66	\$165.18	1.6%
9,215.0690	PAUPX	PIMCO ALL ASSET ALL AUTH FUND CUSIP - 72201M438	\$11.090	\$102,195.12	5.3%	\$99,500.00	\$2,695.12	\$5,400.03	5.3%
330.0000	BKLN	POWERSHARES EXCHANGE-TRADED FD	\$24.980	\$8,243.40	0.4%	\$8,230.20	\$13.20	\$396.33	4.8%



PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Alternative Strategies									
TR II									
		SENIOR LN PORT NYSE ARCA INC							
		CUSIP - 73936Q769							
		Alternative Strategies - Total		\$224,164.58	11.6%	\$225,893.47	\$(1,728.89)	\$9,099.66	4.1%

(continued)

Real Estate Investments

149.0000	ALEX	ALEXANDER & BALDWIN INC NEW CUSIP - 014491104	\$29.370	\$4,376.13	0.2%	\$4,378.65	\$(2.52)		
29.0000	ARE	ALEXANDRIA REAL ESTATE EQUITIES INC CUSIP - 015271109	\$69.320	\$2,010.28	0.1%	\$2,092.35	\$(82.07)	\$64.96	3.2%
256.0000	ACC	AMERICAN CAMPUS CMNTYS INC CUSIP - 024835100	\$46.130	\$11,809.28	0.6%	\$8,867.41	\$2,941.87	\$345.60	2.9%
136.0000	AGNC	AMERICAN CAP AGY CORP CUSIP - 02503X105	\$28.900	\$3,930.40	0.2%	\$3,939.02	\$(8.62)	\$680.00	17.3%
268.0000	NLY	ANNALY CAPITAL MANAGEMENT INC CUSIP - 035710409	\$14.040	\$3,762.72	0.2%	\$4,761.73	\$(999.01)	\$482.40	12.8%
24.0000	BXP	BOSTON PPTYS INC CUSIP - 101121101	\$105.810	\$2,539.44	0.1%	\$2,456.73	\$82.71	\$62.40	2.5%
120.0000	DLR	DIGITAL RLTY TR INC CUSIP - 253868103	\$67.890	\$8,146.80	0.4%	\$7,057.30	\$1,089.50	\$350.40	4.3%
37.0000	EPR	EPR PPTY COM SH BEN INT CUSIP - 26884U109	\$46.110	\$1,706.07	0.1%	\$1,709.15	\$(3.08)	\$111.00	6.5%
66.0000	EQR	EQUITY RESIDENTIAL COM CUSIP - 29476L107	\$56.670	\$3,740.22	0.2%	\$3,626.83	\$113.39	\$202.62	5.4%
49.0000	EXR	EXTRA SPACE STORAGE INC CUSIP - 30225T102	\$36.390	\$1,783.11	0.1%	\$1,300.44	\$482.67	\$49.00	2.7%
22.0000	FRT	FEDERAL RLTY INVT TR	\$104.020	\$2,288.44	0.1%	\$2,123.88	\$164.56	\$64.24	2.8%



PORTFOLIO POSITIONS

Quantity		Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Real Estate Investments										
			SH BEN INT NEW							
			CUSIP - 313747206							
264.0000	FR		FIRST INDL RLT Y TR INC	\$14.080	\$3,717.12	0.2%	\$3,411.59	\$305.53	\$264.00	7.1%
			CUSIP - 32054K103							
54.0000	HCP		HCP INC	\$45.160	\$2,438.64	0.1%	\$2,236.10	\$202.54	\$108.00	4.4%
			CUSIP - 40414L109							
137.0000	HTS		HATTERAS FINL CORP	\$24.810	\$3,398.97	0.2%	\$3,974.70	\$(575.73)	\$383.60	11.3%
			CUSIP - 41902R103							
105.0000	HR		HEALTHCARE REALTY TRUST INC	\$24.010	\$2,521.05	0.1%	\$2,443.25	\$77.80	\$126.00	5.0%
			CUSIP - 421946104							
314.0000	HPT		HOSPITALITY PPTYS TR	\$23.420	\$7,353.88	0.4%	\$7,120.78	\$233.10	\$590.32	8.0%
			COM SH BEN INT							
			CUSIP - 44106M102							
498.0000	IFAS		ISHARES FTSE EPRA/NAREIT ASIA IX	\$33.670	\$16,767.66	0.9%	\$14,805.12	\$1,962.54	\$1,062.73	6.3%
			CUSIP - 464288463							
226.0000	IFEU		ISHARES FTSE EPRA/NAREIT EUROPE	\$30.750	\$6,949.50	0.4%	\$6,153.98	\$795.52	\$303.07	4.4%
			CUSIP - 464288471							
192.0000	LTC		LTC PPTYS INC	\$35.190	\$6,756.48	0.4%	\$5,213.46	\$1,543.02	\$357.12	5.3%
			COM							
			CUSIP - 502175102							
154.0000	NHI		NATIONAL HEALTH INVS INC	\$56.530	\$8,705.62	0.5%	\$6,989.70	\$1,715.92	\$412.72	4.7%
			COM							
			CUSIP - 63633D104							
422.0000	OHI		OMEGA HEALTHCARE INVS INC	\$23.850	\$10,064.70	0.5%	\$7,068.71	\$2,995.99	\$742.72	7.4%
			COM							
			CUSIP - 681936100							
33.0000	PPS		POST PPTYS INC	\$49.950	\$1,648.35	0.1%	\$1,610.03	\$38.32	\$33.00	2.0%
			COM							
			CUSIP - 737464107							

(continued)



Investment Account 23-23-000-9300690
KIMBERLY A FOUNDATION CONSOLIDAT

12/01/2012 - 12/31/2012

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Real Estate Investments									
82.0000	PLD	PROLOGIS INC CUSIP - 74340W103	\$36.490	\$2,992.18	0.2%	\$2,672.86	\$319.32	\$91.84	3.1%
180.0000	RYN	RAYONIER INC CUSIP - 754907103	\$51.830	\$9,329.40	0.5%	\$7,153.68	\$2,175.72	\$316.80	3.4%
118.0000	O	REALTY INCOME CORP COM CUSIP - 756109104	\$40.210	\$4,744.78	0.2%	\$3,993.69	\$751.09	\$214.88	4.5%
43.0000	SPG	SIMON PPTY GROUP INC NEW CUSIP - 828806109	\$158.090	\$6,797.87	0.4%	\$5,960.82	\$837.05	\$189.20	2.8%
108.0000	STWD	STARWOOD PPTY TR INC CUSIP - 855718105	\$22.960	\$2,479.68	0.1%	\$2,449.94	\$29.74	\$190.08	7.7%
37.0000	TCO	TAUBMAN CTRS INC COM CUSIP - 876664103	\$78.720	\$2,912.64	0.2%	\$2,605.17	\$307.47	\$68.45	2.4%
143.0000	TRC	TEJON RANCH CO COM CUSIP - 879080109	\$28.080	\$4,015.44	0.2%	\$3,992.65	\$22.79	\$7.15	0.2%
45.0000	VTR	VENTAS INC COM CUSIP - 92276F100	\$64.720	\$2,912.40	0.2%	\$2,587.28	\$325.12	\$111.60	3.8%
Real Estate Investments - Total				\$152,599.25	7.9%	\$134,757.00	\$17,842.25	\$7,985.90	5.2%

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