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 , and ending

Name of foundation
THE CHARLES E. AND
MARY ELIZABETH SCRIPPS FOUNDATION, INC.

A Employer identification number
26-1541507

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
250 GRANDVIEW AVE., SUITE 400

B Telephone number
859-655-4514

City or town, state, and ZIP code
FT. MITCHELL, KY 41017

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [X] Address change [ ] Name change

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 9,871,489.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

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

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	262,565.	262,565.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	54,655.			STATEMENT 1
	b Gross sales price for all assets on line 6a 1,678,328.				
	7 Capital gain net income (from Part IV, line 2)		98,832.		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	317,220.	361,397.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 3	86,364.	44,243.		0.
	17 Interest				
	18 Taxes STMT 4	15,444.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	24,017.	0.		619.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	125,825.	44,243.		619.
	25 Contributions, gifts, grants paid	451,500.			451,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	577,325.	44,243.		452,119.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<260,105.>			
	b **Net investment income** (if negative, enter -0-)		317,154.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	32,714.	55,520.	55,520.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 6	399,598.	251,257.	259,024.
	b Investments - corporate stock STMT 7	6,374,504.	6,227,373.	6,898,563.
	c Investments - corporate bonds STMT 8	1,978,206.	1,978,127.	2,088,149.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	511,649.	524,907.	570,233.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	9,296,671.	9,037,184.	9,871,489.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9,296,671.	9,037,184.	
	30 **Total net assets or fund balances**	9,296,671.	9,037,184.	
	31 **Total liabilities and net assets/fund balances**	9,296,671.	9,037,184.	

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	9,296,671.
2 Enter amount from Part I, line 27a	2	<260,105.>
3 Other increases not included in line 2 (itemize) ▶ 2011 TAX REFUND	3	1,571.
4 Add lines 1, 2, and 3	4	9,038,137.
5 Decreases not included in line 2 (itemize) ▶ BOOK VALUE ADJUSTMENT	5	953.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,037,184.

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				
b	SEE ATTACHED STATEMENTS			
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	1,678,328.		1,579,496.	98,832.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				98,832.

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 98,832.

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).
If (loss), enter -0- in Part I, line 8 3 N/A

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	415,905.	9,569,886.	.043460
2010	430,771.	9,000,312.	.047862
2009	409,035.	8,038,547.	.050884
2008	24,556.	9,336,903.	.002630
2007	0.	452,440.	.000000

2	**Total** of line 1, column (d)	2	.144836
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	.028967
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,713,552.
5	Multiply line 4 by line 3	5	281,372.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,172.
7	Add lines 5 and 6	7	284,544.
8	Enter qualifying distributions from Part XII, line 4	8	452,119.

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

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

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 ▶ [X] and enter 1% of Part I, line 27b		1	3,172.
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	3,172.
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	3,172.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 8,220.		
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	8,220.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	5,048.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	5,048. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NV			
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ TRACY TUNNEY WARD Telephone no ▶859-581-5758

Located at ▶250 GRANVIEW AVE., SUITE 400, FT. MITCHELL, KY ZIP+4 ▶41017

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 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
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.			
	▶ ____, ____, ____, ____			
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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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?	4b		X

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

			Yes	No
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)?	☐ 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)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53.4945-5(d)*	N/A ☐ Yes ☐ No			
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? *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	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.

(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
MRS. MARY ELIZABETH SCRIPPS BYRNE 250 GRANDVIEW AVE., SUITE 400 FT MITCHELL, KY 41017	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
MR. BEN BRESLIN 250 GRANDVIEW AVE., SUITE 400 FT MITCHELL, KY 41017	TREASURER/DIRECTOR 1.00	0.	0.	0.
MR. ANDREW BRESLIN 250 GRANDVIEW AVE., SUITE 400 FT MITCHELL, KY 41017	DIRECTOR 1.00	0.	0.	0.
MR. BRUCE W. SANFORD 250 GRANDVIEW AVE., SUITE 400 FT MITCHELL, KY 41017	SECRETARY/DIRECTOR 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
N/A	0.00	0.	0.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
N/A		0.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	9,788,278.
b	Average of monthly cash balances	1b	73,196.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	9,861,474.
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	9,861,474.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	147,922.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,713,552.
6	**Minimum investment return.** Enter 5% of line 5	6	485,678.

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	485,678.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,172.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,172.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	482,506.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	482,506.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	482,506.

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	452,119.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	452,119.
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	5	3,172.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	448,947.

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				482,506.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			451,374.	
b Total for prior years: ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 452,119.				
a Applied to 2011, but not more than line 2a			451,374.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				745.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				481,761.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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).)

MRS. MARY ELIZABETH SCRIPPS BYRNE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AVE MARIA UNIVERSITY 5050 AVE MARIA BLVD AVE MARIA, FL 34142	NONE	PUBLIC CHARITY	FINANCIAL AID FOR STUDENTS	20,000.
BOYS & GIRLS CLUB OF COLLIER COUNTY PO BOX 8896 NAPLES, FL 34101	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000.
CASA FOR KIDS 317 SHELBY ST SUITE 206 KINGSPORT, TN 37660	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET, MORTGAGE REDUCTION AND BUILDING IMPROVEMENTS	58,000.
FREESTORE FOODBANK 1141 CENTRAL PARKWAY CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	GENERAL PUPOSES	10,000.
GREATER CHICAGO FOOD DEPOSITORY 4100 W ANN LURIE PLACE CHICAGO, IL 60632	NONE	PUBLIC CHARITY	GENERAL PUPOSES	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	451,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	262,565.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	54,655.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		317,220.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	317,220.

(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).

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

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

Sign Here

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

Ben P. Bresler | 5/7/13 | DIRECTOR

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TRACY TUNNEY WARD	Tracy Tunney Ward	5/6/13		P01300864
Firm's name ▶ MIRAMAR SERVICES, INC.			Firm's EIN ▶ 35-2181574	
Firm's address ▶ 334 BEECHWOOD ROAD, SUITE 400 FT. MITCHELL, KY 41017-2086			Phone no. (859) 581-5758	

223622 12-05-12

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	300 SHS ABB LTD	P	03/22/12	12/12/12
b	150 SHS ABBOTT LABS COM	P	07/25/11	06/22/12
c	1700 SHS AECOM TECHNOLOGY CORP DELAWARE	P	07/25/11	03/22/12
d	75 SHS ANHEUSER BUSCH INBEV ADR	P	11/02/12	12/12/12
e	50 SHS BERKSHIRE HATHAWAY CL B STCK	P	03/21/12	12/12/12
f	225 SHS CHEVRON	P	02/08/11	01/24/12
g	100 SHS EMC CORP MASS COM	P	11/02/12	12/12/12
h	100 SHS INTEL CORP	P	07/30/12	12/12/12
i	75 SHS INTEL CORP	P	07/30/12	12/12/12
j	15 SHS IBM	P	11/02/12	12/12/12
k	50 SHS MCDONALDS CORP	P	11/02/12	12/12/12
l	75 SHS NOVARTIS	P	07/30/12	12/12/12
m	75 SHS ORACLE CORP	P	07/10/12	12/12/12
n	100 SHS TJX COMPANIES	P	07/30/12	12/12/12
o	75 SHS VANGUARD EUROPE PACIFIC	P	07/30/12	12/12/12

	(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	6,035.		6,017.	18.
b	9,355.		7,957.	1,398.
c	38,235.		45,392.	<7,157.>
d	6,569.		6,281.	288.
e	4,463.		4,071.	392.
f	23,952.		21,942.	2,010.
g	2,460.		2,501.	<41.>
h	2,058.		2,574.	<516.>
i	1,543.		1,931.	<388.>
j	2,882.		2,930.	<48.>
k	4,460.		4,385.	75.
l	4,745.		4,373.	372.
m	2,388.		2,182.	206.
n	4,253.		4,511.	<258.>
o	2,603.		2,389.	214.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				18.
b				1,398.
c				<7,157.>
d				288.
e				392.
f				2,010.
g				<41.>
h				<516.>
i				<388.>
j				<48.>
k				75.
l				372.
m				206.
n				<258.>
o				214.

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). If (loss), enter "-0-" in Part I, line 8	3	

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	100 SHS VANGUARD EUROPE PACIFIC	P	07/30/12	12/12/12
b	125 SHS WHITING PETROLEUM	P	01/24/12	12/12/12
c	375 SHS ABBOTT LABS	P	01/24/11	06/22/12
d	100 SHS ABBOTT LABS	P	01/24/11	12/12/12
e	2700 SHS AECOM TECHNOLOGY	P	01/24/11	03/22/12
f	75 SHS AMGEN	P	01/24/11	12/12/12
g	50 SHS APACHE CORP	P	07/25/11	12/12/12
h	5 SHS APPLE COMPUTER	P	07/25/11	12/12/12
i	175 SHS AVON PRODUCTS	P	01/24/11	12/12/12
j	75 SHS BAXTER INTL	P	01/24/11	12/12/12
k	150 SHS CANADIAN NATIONAL	P	03/18/11	12/12/12
l	100 SHS CHEVRON	P	02/08/11	11/02/12
m	30 SHS CHEVRON	P	02/08/11	12/12/12
n	75 SHS CULLEN FROST BANKERS	P	01/24/11	12/12/12
o	150 SHS CVS CORP	P	11/08/11	12/12/12

	(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	3,471.		3,186.	285.
b	5,323.		6,208.	<885.>
c	23,389.		18,072.	5,317.
d	6,606.		4,819.	1,787.
e	60,727.		79,064.	<18,337.>
f	6,748.		4,296.	2,452.
g	3,870.		6,394.	<2,524.>
h	2,684.		1,974.	710.
i	2,505.		5,080.	<2,575.>
j	4,941.		3,725.	1,216.
k	4,266.		7,291.	<3,025.>
l	10,858.		9,752.	1,106.
m	3,243.		2,926.	317.
n	4,067.		4,603.	<536.>
o	7,132.		5,754.	1,378.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				285.
b				<885.>
c				5,317.
d				1,787.
e				<18,337.>
f				2,452.
g				<2,524.>
h				710.
i				<2,575.>
j				1,216.
k				<3,025.>
l				1,106.
m				317.
n				<536.>
o				1,378.

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). If (loss), enter "-0-" in Part I, line 8	3	

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	50 SHS DEERE & CO	P	01/24/11	12/12/12
b	250 SHS DIAGEO PLC ADR	P	01/24/11	11/02/12
c	50 SHS DIAGEO PLC ADR	P	01/24/11	12/12/12
d	75 SHS FEDEX CORP	P	01/24/11	12/12/12
e	35 SHS FLOWSERVE CORP	P	02/08/11	12/12/12
f	200 FRANKLIN RES INC.	P	02/08/11	11/02/12
g	50 SHS FRANKLIN RES INC.	P	02/08/11	12/12/12
h	10 SHS GOOGLE	P	01/24/11	12/12/12
i	125 SHS KANSAS CITY SOUTHERN	P	03/18/11	07/10/12
j	365 SHS KANSAS CITY SOUTHERN	P	01/24/11	07/10/12
k	75 SHS KANSAS CITY SOUTHERN	P	01/24/11	12/12/12
l	50 SHS LABORATORY CORP OF AMERICAN HOLDINGS	P	01/24/11	12/12/12
m	270 SHS LINCOLN NATIONAL CORP	P	01/24/11	11/02/12
n	175 SHS LINCOLN NATIONAL CORP	P	01/24/11	12/12/12
o	135 SHS LOWES	P	01/24/11	12/12/12

	(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	4,305.		4,500.	<195.>
b	28,946.		19,659.	9,287.
c	5,929.		3,932.	1,997.
d	6,715.		7,064.	<349.>
e	4,956.		4,593.	363.
f	26,699.		25,237.	1,462.
g	6,324.		6,309.	15.
h	6,976.		6,084.	892.
i	8,852.		6,515.	2,337.
j	25,848.		17,554.	8,294.
k	6,083.		3,607.	2,476.
l	4,360.		4,476.	<116.>
m	6,891.		7,795.	<904.>
n	4,502.		5,053.	<551.>
o	4,689.		3,374.	1,315.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				<195.>
b				9,287.
c				1,997.
d				<349.>
e				363.
f				1,462.
g				15.
h				892.
i				2,337.
j				8,294.
k				2,476.
l				<116.>
m				<904.>
n				<551.>
o				1,315.

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). If (loss), enter "-0-" in Part I, line 8	3	

223591
05-01-12

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	100 SHS MACK CALI REALTY	P	11/08/11	12/12/12
b	40 SHS MASTERCARD	P	03/18/11	07/10/12
c	10 SHS MASTERCARD	P	01/24/11	07/10/12
d	90 SHS MASTERCARD	P	01/24/11	11/02/12
e	15 SHS MASTERCARD	P	01/24/11	12/12/12
f	150 SHS METLIFE	P	02/08/11	12/12/12
g	720 MICROSOFT	P	02/08/11	07/10/12
h	225 MICROSOFT	P	02/08/11	12/12/12
i	84.725 PEPSICO	P	02/08/11	12/12/12
j	75 SHS POTASH	P	09/21/11	12/12/12
k	125 SHS QUALCOMM	P	01/24/11	12/12/12
l	250 SHS RANGE RES CORP	P	01/24/11	11/02/12
m	100 SHS RANGE RES CORP	P	01/24/11	12/12/12
n	50 SHS RIO TINTO PLC	P	01/24/11	12/12/12
o	130 SHS SCHLUMBERGER LTD	P	07/25/11	11/02/12

	(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	2,544.		1,453.	1,091.
b	17,053.		9,714.	7,339.
c	4,263.		2,382.	1,881.
d	42,573.		21,440.	21,133.
e	7,251.		3,573.	3,678.
f	5,032.		7,281.	<2,249.>
g	21,404.		20,297.	1,107.
h	6,103.		6,343.	<240.>
i	5,950.		5,425.	525.
j	3,067.		3,830.	<763.>
k	7,933.		6,431.	1,502.
l	16,314.		11,618.	4,696.
m	6,562.		4,647.	1,915.
n	2,668.		3,512.	<844.>
o	8,997.		12,364.	<3,367.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				1,091.
b				7,339.
c				1,881.
d				21,133.
e				3,678.
f				<2,249.>
g				1,107.
h				<240.>
i				525.
j				<763.>
k				1,502.
l				4,696.
m				1,915.
n				<844.>
o				<3,367.>

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). If (loss), enter "-0-" in Part I, line 8 3

223591
05-01-12

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	20 SHS SCHLUMBERGER LTD	P	03/18/11	11/02/12
b	50 SHS SCHLUMBERGER LTD	P	03/18/11	12/12/12
c	275 SHS SCRIPPS NETWORKS INTERACTIVE	P	03/18/11	11/02/12
d	50 SHS SCRIPPS NETWORKS INTERACTIVE	P	03/18/11	12/12/12
e	25 SHS SCRIPPS NETWORKS INTERACTIVE	P	02/08/11	12/12/12
f	2350 SHS SYSCO CORP	P	01/24/11	07/10/12
g	1200 SHS TARGET CORPORATION	P	01/24/11	07/30/12
h	500 SHS TARGET CORPORATION	P	07/25/11	07/30/12
i	75 SHS UNITED TECHOLOGIES	P	02/08/11	12/12/12
j	950 SHS USBANCORP DELAWARE	P	01/24/11	11/02/12
k	150 SHS USBANCORP DELAWARE	P	01/24/11	12/12/12
l	200 SHS VANGUARD EUROPE PACIFIC	P	07/27/11	12/12/12
m	71 SHS VERIZON COMMUNICATIONS	P	01/24/11	12/12/12
n	900 SHS WELLS FARGO	P	01/24/11	11/02/12
o	150 SHS WELLS FARGO	P	01/24/11	12/12/12

	(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	1,384.		1,741.	<357.>
b	3,631.		4,353.	<722.>
c	16,927.		13,558.	3,369.
d	2,918.		2,465.	453.
e	1,459.		1,228.	231.
f	68,707.		70,247.	<1,540.>
g	74,253.		66,870.	7,383.
h	30,939.		25,676.	5,263.
i	6,053.		6,276.	<223.>
j	31,969.		25,452.	6,517.
k	4,767.		4,019.	748.
l	6,942.		7,468.	<526.>
m	3,176.		2,492.	684.
n	30,647.		29,323.	1,324.
o	5,028.		4,887.	141.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<357.>
b				<722.>
c				3,369.
d				453.
e				231.
f				<1,540.>
g				7,383.
h				5,263.
i				<223.>
j				6,517.
k				748.
l				<526.>
m				684.
n				1,324.
o				141.

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).
If (loss), enter "-0-" in Part I, line 8 **3**

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	150 SHS WESTERN UNION COMPANY	P	01/24/11	12/12/12
b	100 SHS WINCONSIN ENERGY CORP	P	07/25/11	12/12/12
c	1025.69 SHS FNMA 5% 12/1/39	P	06/23/11	02/27/12
d	125.35 SHS FNMA 5% 12/1/39	P	06/23/11	03/26/12
e	964.97 SHS FNMA 5% 12/1/39	P	06/23/11	04/25/12
f	586.78 SHS FNMA 5% 12/1/39	P	06/23/11	05/25/12
g	1289.38 SHS FNMA 5.5% 6/1/38	P	07/26/11	02/27/12
h	1470.88 FNMA 5.5% 6/1/38	P	07/26/11	03/26/12
i	1584.72 FNMA 5.5% 6/1/38	P	07/26/11	04/25/12
j	1565.79 FNMA 5.5% 6/1/38	P	07/26/11	05/25/12
k	1782.87 SHS FNMA 5.5% 6/1/38	P	07/26/11	06/25/12
l	1736.16 SHS FNMA 5.5% 6/1/38	P	07/26/11	07/25/12
m	953.42 SHS FNMA AH3401 4.5% 1/1/41 FX	P	03/21/11	02/27/12
n	25000 ABBOTT LABS 5.875% 5/15/16	P	03/15/11	11/13/12
o	50000 ABBOTT LABS 5.875% 5/15/16	P	06/09/09	11/13/12

	(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	1,978.		2,987.	<1,009.>
b	3,761.		3,165.	596.
c	1,026.		1,100.	<74.>
d	125.		134.	<9.>
e	965.		1,035.	<70.>
f	587.		629.	<42.>
g	1,289.		1,400.	<111.>
h	1,471.		1,597.	<126.>
i	1,585.		1,721.	<136.>
j	1,566.		1,700.	<134.>
k	1,783.		1,936.	<153.>
l	1,736.		1,885.	<149.>
m	953.		981.	<28.>
n	29,587.		27,619.	1,968.
o	59,174.		52,015.	7,159.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<1,009.>
b				596.
c				<74.>
d				<9.>
e				<70.>
f				<42.>
g				<111.>
h				<126.>
i				<136.>
j				<134.>
k				<153.>
l				<149.>
m				<28.>
n				1,968.
o				7,159.

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). If (loss), enter "-0-" in Part I, line 8	3	

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	1655 SHS AT&T	D	01/14/08	11/02/12
b	100 SHS AT&T	D	01/14/08	12/12/12
c	20 SHS CHEVRON	P	08/13/08	12/12/12
d	1000 SHS CICSO SYSTEMS	P	11/11/10	07/10/12
e	3000 SHS CICSO SYSTEMS	P	02/10/09	07/10/12
f	50000 SHS DUKE ENERGY 6.25% 1/15/12	P	01/06/09	01/17/12
g	1575 EMERSON ELECTRIC CO	D	01/14/08	11/02/12
h	100000 FED HOME LOAN 2% 5/23/18	P	11/04/11	11/23/12
i	621.15 FNMA 5% 12/1/39	P	06/23/11	06/25/12
j	529.7 FNMA 5% 12/1/39	P	06/23/11	07/25/12
k	1112.34 FNMA 5% 12/1/39	P	06/23/11	08/27/12
l	940.49 FNMA 5% 12/1/39	P	06/23/11	09/25/12
m	1885.83 FNMA 5% 12/1/39	P	06/23/11	10/25/12
n	1714.6 FNMA 5% 12/1/39	P	06/23/11	11/26/12
o	1860.9 FNMA 5% 12/1/39	P	06/23/11	12/26/12

	(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	58,217.		36,998.	21,219.
b	3,442.		2,236.	1,206.
c	2,162.		1,671.	491.
d	16,529.		20,377.	<3,848.>
e	49,586.		48,341.	1,245.
f	50,000.		50,000.	0.
g	79,089.		42,751.	36,338.
h	100,000.		99,975.	25.
i	621.		666.	<45.>
j	530.		568.	<38.>
k	1,112.		1,193.	<81.>
l	940.		1,009.	<69.>
m	1,886.		2,023.	<137.>
n	1,715.		1,839.	<124.>
o	1,861.		1,996.	<135.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				21,219.
b				1,206.
c				491.
d				<3,848.>
e				1,245.
f				0.
g				36,338.
h				25.
i				<45.>
j				<38.>
k				<81.>
l				<69.>
m				<137.>
n				<124.>
o				<135.>

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). If (loss), enter "-0-" in Part I, line 8	3	

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	1645.22 FNMA 5.5% 6/1/38	P	07/26/11	08/27/12
b	1687.92 FNMA 5.5% 6/1/38	P	07/26/12	09/25/12
c	1351.63 FNMA 5.5% 6/1/38	P	07/26/12	10/25/12
d	1711.29 FNMA 5.5% 6/1/38	P	07/26/11	11/26/12
e	1439.89 FNMA 5.5% 6/1/38	P	07/26/11	12/26/12
f	1392.04 FNMA 4.5% 1/1/41	P	03/21/11	03/26/12
g	943.63 FNMA 4.5% 1/1/41	P	03/21/11	04/25/12
h	883.44 FNMA 4.5% 1/1/41	P	03/21/11	05/25/12
i	1024.49 FNMA 4.5% 1/1/41	P	03/21/11	06/25/12
j	1069.88 FNMA 4.5% 1/1/41	P	03/21/11	07/25/12
k	1446.39 FNMA 4.5% 1/1/41	P	03/21/11	08/27/12
l	1697.11 FNMA 4.5% 1/1/41	P	03/21/11	09/25/12
m	908.77 FNMA 4.5% 1/1/41	P	03/21/11	10/25/12
n	1513.27 FNMA 4.5% 1/1/41	P	03/21/11	11/26/12
o	1117.61 FNMA 4.5% 1/1/41	P	03/21/11	12/26/12

	(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	1,645.		1,787.	<142.>
b	1,688.		1,833.	<145.>
c	1,352.		1,468.	<116.>
d	1,711.		1,858.	<147.>
e	1,440.		1,564.	<124.>
f	1,392.		1,433.	<41.>
g	944.		971.	<27.>
h	883.		909.	<26.>
i	1,024.		1,054.	<30.>
j	1,070.		1,101.	<31.>
k	1,446.		1,488.	<42.>
l	1,697.		1,746.	<49.>
m	909.		935.	<26.>
n	1,513.		1,557.	<44.>
o	1,118.		1,150.	<32.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				<142.>
b				<145.>
c				<116.>
d				<147.>
e				<124.>
f				<41.>
g				<27.>
h				<26.>
i				<30.>
j				<31.>
k				<42.>
l				<49.>
m				<26.>
n				<44.>
o				<32.>

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). If (loss), enter "-0-" in Part I, line 8	3	

THE CHARLES E. AND
MARY ELIZABETH SCRIPPS FOUNDATION, INC.

CONTINUATION FOR 990-PF, PART IV
26-1541507

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	57 SHS FREEPORT-MCMORAN COPPER	D	12/27/07	12/12/12
b	50000 HEWLETT-PACKARD 4.3% 6/1/21	P	07/22/11	10/16/12
c	50000 JP MORGAN CHASE 6.625% 3/15/12	P	07/25/08	03/15/12
d	1750 SHS KROGER	P	05/08/08	11/02/12
e	1140 SHS LINCOLN NATIONAL	P	05/08/08	11/02/12
f	.275 SHS PEPSICO INC.	P	03/04/10	12/12/12
g	143.5540 SHS VANGUARD EMERGING MKTS	P	07/27/11	12/13/12
h	75000 WALGREEN CO 5.25% 1/15/19	P	07/29/11	11/20/12
i	50000 WALT DISNEY 4.7% 12/01/12	P	01/20/09	12/03/12
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

	(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	1,843.		1,755.	88.
b	50,100.		51,940.	<1,840.>
c	50,000.		50,000.	0.
d	43,903.		46,655.	<2,752.>
e	29,094.		60,909.	<31,815.>
f	19.		18.	1.
g	5,000.		5,556.	<556.>
h	88,169.		85,565.	2,604.
i	50,000.		50,000.	0.
j	672.			672.
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				88.
b				<1,840.>
c				0.
d				<2,752.>
e				<31,815.>
f				1.
g				<556.>
h				2,604.
i				0.
j				672.
k				
l				
m				
n				
o				

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	98,832.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HARRY CHAPIN FOOD BANK 3760 FOWLER STREET FT MYERS, FL 33901	NONE	PUBLIC CHARITY	GENERAL PUPOSES	10,000.
HOLY NAME CATHEDRAL 730 N. WABASH AVENUE CHICAGO, IL 60611	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000.
HOUSE OF GOOD SHEPHERD 1114 W GRACE STREET CHICAGO, IL 60613	NONE	PUBLIC CHARITY	GENERAL PUPOSES	25,000.
HUMANE SOCIETY OF NAPLES 370 AIRPORT-PULLING RD., NORTH NAPLES, FL 34104	NONE	PUBLIC CHARITY	ASSIST WITH ACQUISITION OF ANIMAL TRANSPORT VEHICLE	5,000.
KENTUCKY GATEWAY MUSEUM CENTER 215 SUTTON STREET MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	READ ON PROGRAM	10,000.
LIMESTONE MINISTERIES 18 EAST THIRD STREET MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	GENERAL PURPOSES OF MASON COUNTY FOOD PANTRY	20,000.
MAYSVILLE INITIATIVE 33 WEST SECOND STREET, 3RD FLOOR MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	CAMP DISCOVERY PROGRAM	10,000.
MAYSVILLE PLAYERS 116 WEST 2ND STREET MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	SUPPORT AND EXPANSION OF YOUTH SUMMER THEATER EXPERIENCE	20,000.
MERCY HOME FOR BOYS & GIRLS 1140 W JACKSON BLVD CHICAGO, IL 60607	NONE	PUBLIC CHARITY	RENOVATION OF 21 UNIT APARTMENT BUILDING FOR YOUNG ADULTS TRANSITIONING TO INDEPENDENT LIVING	15,000.
RETIRED SISTERS OF PROVIDENCE FUND 1 SISTERS OF PROVIDENCE ST MARY OF THE WOODS, IN 47834	NONE	PUBLIC CHARITY	SUPPORT OF RETIRED SISTER LIVING ON CAMPUS	25,000.
Total from continuation sheets				343,500.

THE CHARLES E. AND
MARY ELIZABETH SCRIPPS FOUNDATION, INC. 26-1541507

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SALVATION ARMY 114 E CENTRAL PARKWAY CINCINNATI, OH 45201	NONE	PUBLIC CHARITY	EMERGENCY ASSISTANCE PROGRAM	25,000.
SECOND HARVEST FOOD BANK OF NE TENNESSEE 127 DILLON CT. GRAY, TN 37615	NONE	PUBLIC CHARITY	CAPITAL SUPPORT TO RENOVATE NEW DISTRIBUTION CENTER	10,000.
ST PATRICK CHURCH 110 SECOND STREET MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	RECTORY AND CHURCH MAINTENANCE PROJECTS	40,000.
ST PATRICK SCHOOOL 318 LIMESTONE STREET MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	UPGRADE TECHNOLOGY, NEW TEXTBOOKS AND WORKBOOKS AND CLASSROOM SUPPLIES	50,000.
TOM BROWNING BOYS & GIRLS CLUB 241 MAPLE LEAF RD EAST, PO BOX 206 MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	AFTER SCHOOL TUTORING PROGRAM FOR MASON COUNTY, KENTUCKY STUDENTS	10,000.
WESLEY VILLAGE 1125 LEXINGTON ROAD WILMORE, KY 40390	NONE	PUBLIC CHARITY	CONTRIBUTION TOWARDS PURCHASE OF 14 PASSENGER HANDICAP ACCESSIBLE BUS	10,000.
TRUE HOPE FOUNDATION PO BOX 92 WASHINTON, KY 41096	NONE	PUBLIC CHARITY	CONTRIBUTION TOWARDS PURCHASE OF 100 ACRES IN UGANDA, AFRICA FOR UNDERPRIVILEDGED CHILDREN	21,000.
BUFFALO TRACE WOMENS CRISIS CENTER 111 EAST THIRD STREET MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	CONTRIBUTION TO CHANGE LIGHTING SYSTEM FOR STAFF/RESIDENT SAFETY	10,000.
MOUNTAIN REGION SPEECH & HEARING CENTER 301 LOUIS ST., SUITE 101 KINGSPORT, TN 37660	NONE	PUBLIC CHARITY	GENERAL SUPPORT FOR SERVICES IN NE TENNESSEE AND SOUTH-WEST VIRGINIA	10,000.
NANTUCKET COTTAGE HOSPITAL 57 PROSPECT STREET NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	GENERAL PURPOSES	7,500.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
300 SHS ABB LTD	PURCHASED	03/22/12	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,035.	6,017.	0.	0.	18.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150 SHS ABBOTT LABS COM	PURCHASED	07/25/11	06/22/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,355.	7,957.	0.	0.	1,398.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1700 SHS AECOM TECHNOLOGY CORP DELAWARE	PURCHASED	07/25/11	03/22/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
38,235.	45,392.	0.	0.	<7,157.>

THE CHARLES E. AND MARY ELIZABETH SCRIPP 26-1541507

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75 SHS ANHEUSER BUSCH INBEV ADR	PURCHASED	11/02/12	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,569.	6,281.	0.	0.	288.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50 SHS BERKSHIRE HATHAWAY CL B STCK	PURCHASED	03/21/12	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,463.	4,071.	0.	0.	392.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
225 SHS CHEVRON	PURCHASED	02/08/11	01/24/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,952.	21,942.	0.	0.	2,010.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS EMC CORP MASS COM	PURCHASED	11/02/12	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,460.	2,501.	0.	0.	<41.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS INTEL CORP	PURCHASED	07/30/12	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,058.	2,574.	0.	0.	<516.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75 SHS INTEL CORP	PURCHASED	07/30/12	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,543.	1,931.	0.	0.	<388.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
15 SHS IBM	PURCHASED	11/02/12	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,882.	2,930.	0.	0.	<48.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50 SHS MCDONALDS CORP	PURCHASED	11/02/12	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,460.	4,385.	0.	0.	75.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75 SHS NOVARTIS	PURCHASED	07/30/12	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,745.	4,373.	0.	0.	372.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75 SHS ORACLE CORP	PURCHASED	07/10/12	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,388.	2,182.	0.	0.	206.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS TJX COMPANIES	PURCHASED	07/30/12	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,253.	4,511.	0.	0.	<258.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75 SHS VANGUARD EUROPE PACIFIC	PURCHASED	07/30/12	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,603.	2,389.	0.	0.	214.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS VANGUARD EUROPE PACIFIC	PURCHASED	07/30/12	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,471.	3,186.	0.	0.	285.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
125 SHS WHITING PETROLEUM	PURCHASED	01/24/12	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,323.	6,208.	0.	0.	<885.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
375 SHS ABBOTT LABS	PURCHASED	01/24/11	06/22/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,389.	18,072.	0.	0.	5,317.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS ABBOTT LABS	PURCHASED	01/24/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,606.	4,819.	0.	0.	1,787.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2700 SHS AECOM TECHNOLOGY	PURCHASED	01/24/11	03/22/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
60,727.	79,064.	0.	0.	<18,337.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75 SHS AMGEN	PURCHASED	01/24/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,748.	4,296.	0.	0.	2,452.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50 SHS APACHE CORP	PURCHASED	07/25/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,870.	6,394.	0.	0.	<2,524.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5 SHS APPLE COMPUTER	PURCHASED	07/25/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,684.	1,974.	0.	0.	710.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
175 SHS AVON PRODUCTS	PURCHASED	01/24/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,505.	5,080.	0.	0.	<2,575.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75 SHS BAXTER INTL	PURCHASED	01/24/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,941.	3,725.	0.	0.	1,216.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150 SHS CANADIAN NATIONAL	PURCHASED	03/18/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,266.	7,291.	0.	0.	<3,025.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS CHEVRON	PURCHASED	02/08/11	11/02/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,858.	9,752.	0.	0.	1,106.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
30 SHS CHEVRON	PURCHASED	02/08/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,243.	2,926.	0.	0.	317.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75 SHS CULLEN FROST BANKERS	PURCHASED	01/24/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,067.	4,603.	0.	0.	<536.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150 SHS CVS CORP	PURCHASED	11/08/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,132.	5,754.	0.	0.	1,378.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50 SHS DEERE & CO	PURCHASED	01/24/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,305.	4,500.	0.	0.	<195.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250 SHS DIAGEO PLC ADR	PURCHASED	01/24/11	11/02/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
28,946.	19,659.	0.	0.	9,287.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50 SHS DIAGEO PLC ADR	PURCHASED	01/24/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,929.	3,932.	0.	0.	1,997.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75 SHS FEDEX CORP	PURCHASED	01/24/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,715.	7,064.	0.	0.	<349.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
35 SHS FLOWSERVE CORP	PURCHASED	02/08/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,956.	4,593.	0.	0.	363.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 FRANKLIN RES INC.	PURCHASED	02/08/11	11/02/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,699.	25,237.	0.	0.	1,462.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50 SHS FRANKLIN RES INC.	PURCHASED	02/08/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,324.	6,309.	0.	0.	15.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10 SHS GOOGLE	PURCHASED	01/24/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,976.	6,084.	0.	0.	892.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
125 SHS KANSAS CITY SOUTHERN	PURCHASED	03/18/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,852.	6,515.	0.	0.	2,337.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
365 SHS KANSAS CITY SOUTHERN	PURCHASED	01/24/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25,848.	17,554.	0.	0.	8,294.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75 SHS KANSAS CITY SOUTHERN	PURCHASED	01/24/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,083.	3,607.	0.	0.	2,476.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50 SHS LABORATORY CORP OF AMERICAN HOLDINGS	PURCHASED	01/24/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,360.	4,476.	0.	0.	<116.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
270 SHS LINCOLN NATIONAL CORP	PURCHASED	01/24/11	11/02/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,891.	7,795.	0.	0.	<904.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
175 SHS LINCOLN NATIONAL CORP	PURCHASED	01/24/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,502.	5,053.	0.	0.	<551.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
135 SHS LOWES	PURCHASED	01/24/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,689.	3,374.	0.	0.	1,315.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS MACK CALI REALTY	PURCHASED	11/08/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,544.	1,453.	0.	0.	1,091.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
40 SHS MASTERCARD	PURCHASED	03/18/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,053.	9,714.	0.	0.	7,339.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10 SHS MASTERCARD	PURCHASED	01/24/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,263.	2,382.	0.	0.	1,881.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
90 SHS MASTERCARD	PURCHASED	01/24/11	11/02/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
42,573.	21,440.	0.	0.	21,133.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
15 SHS MASTERCARD	PURCHASED	01/24/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,251.	3,573.	0.	0.	3,678.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150 SHS METLIFE	PURCHASED	02/08/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,032.	7,281.	0.	0.	<2,249.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
720 MICROSOFT	PURCHASED	02/08/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,404.	20,297.	0.	0.	1,107.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
225 MICROSOFT	PURCHASED	02/08/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,103.	6,343.	0.	0.	<240.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
84.725 PEPSICO	PURCHASED	02/08/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,950.	5,425.	0.	0.	525.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75 SHS POTASH	PURCHASED	09/21/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,067.	3,830.	0.	0.	<763.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
125 SHS QUALCOMM	PURCHASED	01/24/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,933.	6,431.	0.	0.	1,502.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250 SHS RANGE RES CORP	PURCHASED	01/24/11	11/02/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,314.	11,618.	0.	0.	4,696.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS RANGE RES CORP	PURCHASED	01/24/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,562.	4,647.	0.	0.	1,915.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50 SHS RIO TINTO PLC	PURCHASED	01/24/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,668.	3,512.	0.	0.	<844.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
130 SHS SCHLUMBERGER LTD	PURCHASED	07/25/11	11/02/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,997.	12,364.	0.	0.	<3,367.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
20 SHS SCHLUMBERGER LTD	PURCHASED	03/18/11	11/02/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,384.	1,741.	0.	0.	<357.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50 SHS SCHLUMBERGER LTD	PURCHASED	03/18/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,631.	4,353.	0.	0.	<722.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
275 SHS SCRIPPS NETWORKS INTERACTIVE	PURCHASED	03/18/11	11/02/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,927.	13,558.	0.	0.	3,369.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50 SHS SCRIPPS NETWORKS INTERACTIVE	PURCHASED	03/18/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,918.	2,465.	0.	0.	453.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
25 SHS SCRIPPS NETWORKS INTERACTIVE	PURCHASED	02/08/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,459.	1,228.	0.	0.	231.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2350 SHS SYSCO CORP	PURCHASED	01/24/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
68,707.	70,247.	0.	0.	<1,540.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1200 SHS TARGET CORPORATION	PURCHASED	01/24/11	07/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
74,253.	66,870.	0.	0.	7,383.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS TARGET CORPORATION	PURCHASED	07/25/11	07/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30,939.	25,676.	0.	0.	5,263.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75 SHS UNITED TECHOLOGIES	PURCHASED	02/08/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,053.	6,276.	0.	0.	<223.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
950 SHS USBANCORP DELAWARE	PURCHASED	01/24/11	11/02/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
31,969.	25,452.	0.	0.	6,517.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150 SHS USBANCORP DELAWARE	PURCHASED	01/24/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,767.	4,019.	0.	0.	748.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SHS VANGUARD EUROPE PACIFIC	PURCHASED	07/27/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,942.	7,468.	0.	0.	<526.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
71 SHS VERIZON COMMUNICATIONS	PURCHASED	01/24/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,176.	2,492.	0.	0.	684.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
900 SHS WELLS FARGO	PURCHASED	01/24/11	11/02/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30,647.	29,323.	0.	0.	1,324.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150 SHS WELLS FARGO	PURCHASED	01/24/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,028.	4,887.	0.	0.	141.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150 SHS WESTERN UNION COMPANY	PURCHASED	01/24/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,978.	2,987.	0.	0.	<1,009.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS WINCONSIN ENERGY CORP	PURCHASED	07/25/11	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,761.	3,165.	0.	0.	596.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1025.69 SHS FNMA 5% 12/1/39	PURCHASED	06/23/11	02/27/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,026.	1,100.	0.	0.	<74.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
125.35 SHS FNMA 5% 12/1/39	PURCHASED	06/23/11	03/26/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
125.	134.	0.	0.	<9.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
964.97 SHS FNMA 5% 12/1/39	PURCHASED	06/23/11	04/25/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
965.	1,035.	0.	0.	<70.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
586.78 SHS FNMA 5% 12/1/39	PURCHASED	06/23/11	05/25/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
587.	629.	0.	0.	<42.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1289.38 SHS FNMA 5.5% 6/1/38	PURCHASED	07/26/11	02/27/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,289.	1,400.	0.	0.	<111.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1470.88 FNMA 5.5% 6/1/38	PURCHASED	07/26/11	03/26/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,471.	1,597.	0.	0.	<126.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1584.72 FNMA 5.5% 6/1/38	PURCHASED	07/26/11	04/25/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,585.	1,721.	0.	0.	<136.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1565.79 FNMA 5.5% 6/1/38	PURCHASED	07/26/11	05/25/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,566.	1,700.	0.	0.	<134.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1782.87 SHS FNMA 5.5% 6/1/38	PURCHASED	07/26/11	06/25/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,783.	1,936.	0.	0.	<153.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1736.16 SHS FNMA 5.5% 6/1/38	PURCHASED	07/26/11	07/25/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,736.	1,885.	0.	0.	<149.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
953.42 SHS FNMA AH3401 4.5% 1/1/41 FX	PURCHASED	03/21/11	02/27/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
953.	981.	0.	0.	<28.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
25000 ABBOTT LABS 5.875% 5/15/16	PURCHASED	03/15/11	11/13/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29,587.	27,619.	0.	0.	1,968.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 ABBOTT LABS 5.875% 5/15/16	PURCHASED	06/09/09	11/13/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
59,174.	52,015.	0.	0.	7,159.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1655 SHS AT&T	DONATED	01/14/08	11/02/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
58,217.	40,837.	0.	0.	17,380.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHS AT&T	DONATED	01/14/08	12/12/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,442.	2,468.	0.	0.	974.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
20 SHS CHEVRON	PURCHASED	08/13/08	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,162.	1,671.	0.	0.	491.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 SHS CICSO SYSTEMS	PURCHASED	11/11/10	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,529.	20,377.	0.	0.	<3,848.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3000 SHS CICSO SYSTEMS	PURCHASED	02/10/09	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
49,586.	48,341.	0.	0.	1,245.

THE CHARLES E. AND MARY ELIZABETH SCRIPP 26-1541507

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 SHS DUKE ENERGY 6.25% 1/15/12	PURCHASED	01/06/09	01/17/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,000.	50,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1575 EMERSON ELECTRIC CO	DONATED	01/14/08	11/02/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
79,089.	81,632.	0.	0.	<2,543.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100000 FED HOME LOAN 2% 5/23/18	PURCHASED	11/04/11	11/23/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	99,975.	0.	0.	25.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
621.15 FNMA 5% 12/1/39	PURCHASED	06/23/11	06/25/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
621.	666.	0.	0.	<45.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
529.7 FNMA 5% 12/1/39	PURCHASED	06/23/11	07/25/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
530.	568.	0.	0.	<38.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1112.34 FNMA 5% 12/1/39	PURCHASED	06/23/11	08/27/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,112.	1,193.	0.	0.	<81.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
940.49 FNMA 5% 12/1/39	PURCHASED	06/23/11	09/25/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
940.	1,009.	0.	0.	<69.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1885.83 FNMA 5% 12/1/39	PURCHASED	06/23/11	10/25/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,886.	2,023.	0.	0.	<137.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1714.6 FNMA 5% 12/1/39	PURCHASED	06/23/11	11/26/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,715.	1,839.	0.	0.	<124.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1860.9 FNMA 5% 12/1/39	PURCHASED	06/23/11	12/26/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,861.	1,996.	0.	0.	<135.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1645.22 FNMA 5.5% 6/1/38	PURCHASED	07/26/11	08/27/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,645.	1,787.	0.	0.	<142.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1687.92 FNMA 5.5% 6/1/38	PURCHASED	07/26/12	09/25/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,688.	1,833.	0.	0.	<145.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1351.63 FNMA 5.5% 6/1/38	PURCHASED	07/26/12	10/25/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,352.	1,468.	0.	0.	<116.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1711.29 FNMA 5.5% 6/1/38	PURCHASED	07/26/11	11/26/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,711.	1,858.	0.	0.	<147.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1439.89 FNMA 5.5% 6/1/38	PURCHASED	07/26/11	12/26/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,440.	1,564.	0.	0.	<124.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1392.04 FNMA 4.5% 1/1/41	PURCHASED	03/21/11	03/26/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,392.	1,433.	0.	0.	<41.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
943.63 FNMA 4.5% 1/1/41	PURCHASED	03/21/11	04/25/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
944.	971.	0.	0.	<27.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
883.44 FNMA 4.5% 1/1/41	PURCHASED	03/21/11	05/25/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
883.	909.	0.	0.	<26.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1024.49 FNMA 4.5% 1/1/41	PURCHASED	03/21/11	06/25/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,024.	1,054.	0.	0.	<30.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1069.88 FNMA 4.5% 1/1/41	PURCHASED	03/21/11	07/25/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,070.	1,101.	0.	0.	<31.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1446.39 FNMA 4.5% 1/1/41	PURCHASED	03/21/11	08/27/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,446.	1,488.	0.	0.	<42.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1697.11 FNMA 4.5% 1/1/41	PURCHASED	03/21/11	09/25/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,697.	1,746.	0.	0.	<49.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
908.77 FNMA 4.5% 1/1/41	PURCHASED	03/21/11	10/25/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
909.	935.	0.	0.	<26.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1513.27 FNMA 4.5% 1/1/41	PURCHASED	03/21/11	11/26/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,513.	1,557.	0.	0.	<44.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1117.61 FNMA 4.5% 1/1/41	PURCHASED	03/21/11	12/26/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,118.	1,150.	0.	0.	<32.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
57 SHS FREEPORT-MCMORAN COPPER	DONATED	12/27/07	12/12/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,843.	2,980.	0.	0.	<1,137.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 HEWLETT-PACKARD 4.3% 6/1/21	PURCHASED	07/22/11	10/16/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,100.	51,940.	0.	0.	<1,840.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 JP MORGAN CHASE 6.625% 3/15/12	PURCHASED	07/25/08	03/15/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,000.	50,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1750 SHS KROGER	PURCHASED	05/08/08	11/02/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
43,903.	46,655.	0.	0.	<2,752.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1140 SHS LINCOLN NATIONAL	PURCHASED	05/08/08	11/02/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29,094.	60,909.	0.	0.	<31,815.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
.275 SHS PEPSICO INC.	PURCHASED	03/04/10	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19.	18.	0.	0.	1.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
143.5540 SHS VANGUARD EMERGING MKTS	PURCHASED	07/27/11	12/13/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,000.	5,556.	0.	0.	<556.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75000 WALGREEN CO 5.25% 1/15/19	PURCHASED	07/29/11	11/20/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
88,169.	85,565.	0.	0.	2,604.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 WALT DISNEY 4.7% 12/01/12	PURCHASED	01/20/09	12/03/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,000.	50,000.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	672.
TOTAL TO FORM 990-PF, PART I, LINE 6A	54,655.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS DIVIDEND	160,579.	672.	159,907.
VARIOUS INTEREST	102,658.	0.	102,658.
TOTAL TO FM 990-PF, PART I, LN 4	263,237.	672.	262,565.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MIRAMAR ADMINISTRATIVE FEE	42,121.	0.		0.
BARTLETT & CO MANAGEMENT FEE	44,243.	44,243.		0.
TO FORM 990-PF, PG 1, LN 16C	86,364.	44,243.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2011 TAX PAID	7,224.	0.		0.
2012 ESTIMATED TAX PAID	8,220.	0.		0.
TO FORM 990-PF, PG 1, LN 18	15,444.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DIRECTORS AND OFFICERS INSURANCE	1,200.	0.		0.
POSTAGE	594.	0.		594.
ACCRUED INTEREST PAID	2,332.	0.		0.
BOND AMORTIZATION	19,866.	0.		0.
SECRETARY OF STATE FILING FEE	25.	0.		25.
TO FORM 990-PF, PG 1, LN 23	24,017.	0.		619.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
100000 FEDERAL HOME LN 2% 5/23/18	X		0.	0.
100000 FEDERAL NATL MTG 1.375% 11/15/16	X		100,574.	102,888.
59355.12 FNMA 4.5% 1/1/41	X		61,080.	64,318.
24840.98 FNMA 5.5% 6/1/38	X		26,976.	26,986.
58393.18 FNMA 5% 12/1/39	X		62,627.	64,832.
TOTAL U.S. GOVERNMENT OBLIGATIONS			251,257.	259,024.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			251,257.	259,024.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1375 SHS FREEPORT COPPER	71,899.	48,359.
2375 AMGEN	115,049.	211,731.
1000 AT & T INC.	24,675.	35,000.
1050 CHEVRON TEXACO	87,716.	115,910.
1575 EMERSON ELECTRIC	0.	0.
5325 INTEL CORP	124,906.	113,849.
635 INTERNATIONAL BUSINESS MACHINES	75,347.	124,682.
1750 KROGER CO	0.	0.
4700 LINCOLN NATIONAL CORP	121,518.	128,827.
2625 MICROSOFT CORP	90,100.	72,503.
1050 UNITED TECHNOLOGIES	75,658.	88,200.
800 UNITED TECHNOLOGIES	63,008.	67,200.
1300 APACHE CORP	124,653.	104,962.
4000 CISCO SYSTEMS	0.	0.
4000 SHS CANADIAN NATL RES LTD	169,850.	118,640.
2000 SHS ISHARES TRUST S & P US	74,862.	79,480.
225 SHS ISHARES JP MORGAN	23,351.	27,711.
2500 PEPSICO	158,472.	173,325.
2875 ABBOTT LABS	136,609.	92,144.
4400 AECOM TECHNOLOGY	0.	0.
180 APPLE COMPUTER	71,078.	98,825.
5350 AVON PRODUCTS	154,408.	80,411.
2425 BAXTER INTERNATIONAL	120,455.	164,051.
1750 BERSHIRE HATHAWAY	122,639.	163,100.
4075 CVS CORP	144,325.	202,446.
2225 CULLEN FROST BANKERS	136,568.	124,044.

1750 DEERE & CO	154,129.	153,983.
1000 DIAGEO PLC	78,636.	118,840.
1975 FEDEX CORP	184,235.	186,144.
965 FLOWSERVE CORP	116,739.	146,690.
1100 FRANKLIN RES INC	132,360.	142,967.
290 GOOGLE	176,429.	209,743.
2160 KANSAS CITY SOUTHERN	103,880.	186,062.
1500 LABORATORY CORP OF AMER HLDGS	132,335.	131,370.
4100 LOWES COS	101,403.	148,379.
2700 MACK CALI REALTY CORP	73,500.	70,065.
435 MASTERCARD	103,629.	221,967.
1550 MCDONALDS CORP	119,886.	139,686.
4625 METLIFE INC	199,392.	162,569.
3850 MICROSOFT CORP	103,263.	106,337.
2360 NOVARTIS AG	132,838.	150,639.
2200 POTASH CORP	100,816.	90,882.
3375 QUALCOMM	173,649.	218,531.
2900 RANGE RES CORP	134,767.	179,945.
1700 RIO TINTO PLC	116,680.	101,864.
1800 SCHLUMBERGER LTD	152,693.	128,520.
2500 SCRIPPS NETWORKS INTERACTIVE	122,621.	148,525.
2350 SYSCO CORP	0.	0.
1700 TARGET CORP	0.	0.
4400 US BANCORP	117,881.	145,068.
1850 VERIZON COMMUNICATIONS	64,941.	81,900.
4550 WELLS FARGO	147,988.	159,478.
3950 WESTERN UNION	78,648.	54,352.
2400 WISCONSIN ENERGY	75,966.	90,384.
8000 ABB LTD	152,678.	169,520.
1850 ANHEUSER BUSCH INBEV	147,905.	164,724.
3050 EMC CORP MASS	76,285.	75,762.
2275 ORACLE CORP	66,183.	78,920.
3000 TJX COMPANIES	129,379.	129,510.
3775 WHITING PETE	168,493.	169,837.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,227,373.	6,898,563.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
50000 JP MORGAN 6.625% 3/15/12	0.	0.
75000 ABBOTT LABS 5.875% 5/15/16	0.	0.
25000 AT&T 5.6% 5/15/18	25,293.	30,182.
75000 BERKSHIRE HATHAWAY 5.4%	78,900.	89,993.
45000 CONSOL EDISON 5.5% 9/15/16	45,524.	52,155.
50000 DUKE ENERGY 6.25% 1/15/12	0.	0.
55000 EMERSON ELEC 5.375% 10/15/17	55,881.	64,859.
29000 LOWES 5.4% 10/16/16	29,468.	33,665.
25000 MIDAMERICAN ENERGY 5.3%	25,349.	29,806.

50000 ST PAUL TRAVELERS 5.5%	50,534.	56,550.
50000 WALT DISNEY 4.7% 12/1/12	0.	0.
95000 WYETH 5.45% 4/1/17	96,791.	111,998.
75000 AMERICAN EXPRESS 4.875% 7/15/13	77,235.	76,709.
75000 BB&T 3.2% 3/15/16	76,665.	79,752.
75000 CISCO SYSTEMS 4.95% 2/15/19	80,349.	88,596.
75000 CITIGROUP 5.5% 10/15/14	78,925.	80,419.
75000 DIAGEO FIN BV 3.25% 1/15/15	77,704.	78,913.
75000 FORD MOTOR 7% 10/1/13	77,722.	78,332.
50000 HP 4.3% 6/1/21	0.	0.
50000 JP MORGAN 4.65% 6/1/14	51,843.	52,704.
50000 MARATHON OIL 6% 10/1/17	54,931.	59,961.
50000 METLIFE 6.75% 6/1/16	58,893.	59,144.
75000 GCB NORDSTROM 5/1/20	79,570.	86,548.
100000 PNC 3% 5/19/14	101,472.	103,304.
75000 PEPSICO 2.5% 5/10/16	76,552.	78,916.
75000 SIMON PPTY 4.375% 3/1/21	76,636.	84,080.
75000 NUCOR 4.125% 9/15/22	80,948.	82,317.
75000 VERIZON COMM 6.1% 4/15/18	82,695.	92,334.
50000 WALMART 2.8% 4/15/16	51,568.	53,273.
75000 WALGREEN 5.25% 1/15/19	0.	0.
75000 CATERPILLAR 1.5% 6/26/17	76,378.	75,908.
75000 COCA COLA 1.65% 3/14/18	77,303.	76,764.
75000 CONOCO PHILLIPS 2.4% 12/15/22	75,383.	74,480.
75000 GE 3.15% 9/7/22	76,994.	76,575.
75000 WELLS FARGO 3.5% 3/8/22	80,621.	79,912.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,978,127.	2,088,149.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
3750.359 VANGUARD EMERG MKTS	COST	138,486.	135,313.
250 ISHARES IBOXX CORP BOND	COST	21,535.	23,558.
10825 SHS VANGUARD EUROPE PACIFIC	COST	339,442.	387,643.
657.407 VANGUARD EMERGING MKTS	COST	25,444.	23,719.
TOTAL TO FORM 990-PF, PART II, LINE 13		524,907.	570,233.