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

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

PETER SATEGNA EDUCATIONAL FOUNDATION
30497 SAN ANTONIO STREET
HAYWARD, CA 94544

A Employer identification number 26-1702354

B Telephone number (see the instructions) 510 331-2397

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 ☒ Address change ☐ Name change

H Check type of organization: ☒ 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, column (c), line 16) ► $ 894,138.

J Accounting method: ☒ 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) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	2,500.			
	2 Ck ► ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	8.	8.	8.	
	4 Dividends and interest from securities	25,804.	25,804.	25,804.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	29,550.			
	b Gross sales price for all assets on line 6a 227,145.				
	7 Capital gain net income (from Part IV, line 2)		29,550.		
	8 Net short-term capital gain			1,364.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	57,862.	55,362.	27,176.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages	25,000.			
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	1,462.			
	c Other prof fees (attach sch) See St 2	9,356.	9,356.	9,356.	
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 3	2,694.	495.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	4,800.			
	21 Travel, conferences, and meetings	229.			
	22 Printing and publications	381.	381.		
	23 Other expenses (attach schedule) See Statement 4	5,554.	320.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	49,476.	10,552.	9,356.	
	25 Contributions, gifts, grants paid Part XV	65,000.			65,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	114,476.	10,552.	9,356.	65,000.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-56,614.			
	b **Net investment income** (if negative, enter -0-)		44,810.		
	c **Adjusted net income** (if negative, enter -0-)			17,820.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	115,174.	57,056.	57,056.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)	52,698.	26,463.	26,822.
	b Investments — corporate stock (attach schedule)	215,347.	222,137.	286,768.
	c Investments — corporate bonds (attach schedule)	100,705.	104,973.	112,264.
	11 Investments — land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)	346,646.	363,327.	411,228.
	14 Land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)	830,570.	773,956.	894,138.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► X and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	830,570.	773,956.	
	30 **Total net assets or fund balances** (see instructions)	830,570.	773,956.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	830,570.	773,956.	

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	830,570.
2	Enter amount from Part I, line 27a	2	-56,614.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	773,956.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	773,956.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 5			
b			
c			
d			
e			

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

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	29,550.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	1,364.

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 (column (b) divided by column (c))
2011	45,000.	929,499.	0.048413
2010	45,400.	900,964.	0.050390
2009	41,486.	837,156.	0.049556
2008	41,149.	826,385.	0.049794
2007			

2	**Total** of line 1, column (d)	2	0.198153
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049538
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	917,751.
5	Multiply line 4 by line 3	5	45,464.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	448.
7	Add lines 5 and 6.	7	45,912.
8	Enter qualifying distributions from Part XII, line 4	8	65,000.

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)

1 a	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 instrs)		
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	448.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	448.
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	448.
6	Credits/Payments:		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012. — 6a		
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	0.
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. See Statement 6 ►	9	462.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	10	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► Refunded ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		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?	1 c		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
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
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, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA			
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*	8 b	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

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 ► GARY SMITH Telephone no. ► 510 331-2397

Located at ► 30497 SAN ANTONIO STREET HAYWARD CA ZIP + 4 ► 94544

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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
1 a	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)?	1 b	N/A	
	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?.	1 c		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 ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3 a	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.)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 5b N/A

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? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X (No)

If 'Yes' to 6b, file Form 8870.

7 a 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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 6		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services	►	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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
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	876,249.
b	Average of monthly cash balances	1b	55,478.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	931,727.
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	931,727.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	13,976.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	917,751.
6	**Minimum investment return.** Enter 5% of line 5	6	45,888.

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	45,888.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 448.		
b	Income tax for 2012. (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	448.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	45,440.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	45,440.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	45,440.

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	65,000.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	65,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	448.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	64,552.

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				45,440.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			40,064.	
b Total for prior years 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 65,000.				
a Applied to 2011, but not more than line 2a			40,064.	
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				24,936.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b.		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				20,504.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

None

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

None

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

Check here ► [X] 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				
SCHOLARSHIPS, INC. 22100 PRINCETON STREET HAYWARD, CA 94541		ASSOC	SCHOLARSHIPS	20,000.
UNIVERSITY OF CALIFORNIA REGENTS 1125 MURPHY HALL BOX 951432 LOS ANGELES, CA 90095		501(c)(3)	SCHOLARSHIPS	10,000.
LIGHTHOUSE COMMUNITY CHARTER SCHOOL 444 HEGENBERGER ROAD OAKLAND, CA 94621		501(c)(3)	SCHOLARSHIPS	10,000.
CALIFORNIA STATE UNIVERSITY, EAST BAY 25800 CARLOS BEE BOULEVARD HAYWARD, CA 94542		501(c)(3)	SCHOLARSHIPS	25,000.
Total ► 3a				65,000.
b Approved for future payment				
Total ► 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (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 (See instructions.)
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					8.
4 Dividends and interest from securities					25,804.
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					29,550.
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)					55,362.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 55,362.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

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

2 a 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

Signature of officer or trustee: [signature] Date: 8-20-2013 Title: CHAIRMAN

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
[redacted]	Self-Prepared			[redacted]

Firm's name ► [redacted] Firm's EIN ► [redacted]

Firm's address ► [redacted] Phone no [redacted]

PETER SATEGNA EDUCATIONAL FOUNDATION
26-1702354
FORM 990-PF 2012

PART 1, LINE 1, CONTRIBUTIONS, ETC.

DELMO DELLA-DORA	$1,000
LAXMAN REDDY	1,000
JANET CAREN	500
TOTAL	$2,500

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Computer	$ 832.			
Edwina	630.			
Total	$ 1,462.	$ 0.	$ 0.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management	$ 9,356.	$ 9,356.	$ 9,356.	
Total	$ 9,356.	$ 9,356.	$ 9,356.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Tax	$ 395.	$ 395.		
Foreign Tax	90.	90.		
Franchise Tax	10.	10.		
Payroll Tax	2,199.			
Total	$ 2,694.	$ 495.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Advertising	$ 320.	$ 320.		
Insurance	2,231.			
Memberships	1,116.			
Registry of Charitable Trusts	25.			
Supplies	809.			
Telephone	1,053.			
Total	$ 5,554.	$ 320.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	5 CME	Purchased	5/02/2011	3/01/2012
2	10 CXW	Purchased	10/14/2011	2/06/2012
3	35 CXW	Purchased	10/14/2011	2/07/2012
4	25 IWF	Purchased	1/01/2010	8/21/2012
5	20 MHS	Purchased	8/22/2011	4/03/2012
6	15 TWC	Purchased	12/20/2011	1/30/2012
7	35 VAL	Purchased	7/20/2011	1/24/2012
8	75 WU	Purchased	2/13/2012	10/31/2012
9	350 VWC	Purchased	12/22/2011	8/21/2012
10	.20 ESRX	Purchased	8/22/2011	4/04/2012
11	2 GOOG	Purchased	5/24/2011	9/25/2012
12	20 SYX	Purchased	8/03/2011	11/19/2012
13	25 TJX	Purchased	4/11/2011	5/08/2012
14	15 TJX	Purchased	4/11/2011	8/01/2012
15	20 TGT	Purchased	1/06/2011	8/20/2012
16	15 V	Purchased	4/19/2011	4/25/2012
17	10 V	Purchased	1/20/2011	7/16/2012
18	5 V	Purchased	1/20/2011	10/12/2012
19	55 ABT	Purchased	8/11/2008	6/06/2012
20	5 ABT	Purchased	8/11/2010	6/06/2012
21	25000 ABBOTT LABS 5.6% 11/30/17	Purchased	5/28/2008	11/13/2012
22	20 AET	Purchased	12/29/2010	3/12/2012
23	30 AET	Purchased	2/04/2009	6/07/2012
24	5 AET	Purchased	12/29/2010	6/07/2012
25	8 ADS	Purchased	8/11/2010	10/25/2012
26	5 ADS	Purchased	8/11/2010	11/19/2012
27	70 ABC	Purchased	10/22/2009	2/21/2012
28	13 BLK	Purchased	10/04/2010	6/25/2012
29	40 CMSCA	Purchased	8/11/2010	1/20/2012
30	45 CMSCA	Purchased	8/11/2010	2/15/2012
31	40 XOM	Purchased	10/01/2010	1/12/2012
32	35 FIS	Purchased	10/05/2010	5/18/2012
33	25 HNZ	Purchased	11/30/2010	11/20/2012
34	75 IJH	Purchased	10/12/2010	10/12/2012
35	350 IJR	Purchased	5/08/2009	8/21/2012
36	35 NSC	Purchased	10/04/2010	9/20/2012
37	25 PEP	Purchased	11/08/2010	5/18/2012
38	31.89 PCRIX	Purchased	8/05/2009	11/05/2012
39	2493.76 PCRIX	Purchased	4/07/2010	11/05/2012
40	20 PG	Purchased	11/30/2010	5/18/2012
41	35 PG	Purchased	11/30/2010	7/13/2012
42	25000. RENTON WASHINGTON WATER 4.4% 12/01/15	Purchased	11/03/2008	12/01/2012
43	5 SYK	Purchased	8/23/2010	11/19/2012
44	15 TJX	Purchased	12/20/2010	8/01/2012
45	25 122010	Purchased	12/20/2010	8/27/2012
46	2 V	Purchased	12/20/2010	10/12/2012
47	2 WU	Purchased	7/29/2010	10/31/2012
48	143 WU	Purchased	7/29/2010	11/19/2012
49	51 WPX	Purchased	7/27/2010	1/25/2012
50	IN LIEU WPX	Purchased	7/27/2010	1/04/2012
51	983.768 MAPTX	Purchased	4/07/2010	10/18/2012
52	475 IWF	Purchased	10/12/2010	8/21/2012

Statement 5 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	1,436.		1,500.	-64.				$ -64.
2	228.		226.	2.				2.
3	827.		794.	33.				33.
4	1,643.		1,484.	159.				159.
5	576.		161.	415.				415.
6	1,086.		943.	143.				143.
7	1,459.		1,216.	243.				243.
8	950.		1,333.	-383.				-383.
9	14,408.		13,433.	975.				975.
10	11.		11.	0.				0.
11	1,512.		1,052.	460.				460.
12	1,047.		1,045.	2.				2.
13	1,017.		651.	366.				366.
14	659.		391.	268.				268.
15	1,263.		1,120.	143.				143.
16	1,793.		1,155.	638.				638.
17	1,272.		727.	545.				545.
18	690.		364.	326.				326.
19	3,316.		3,243.	73.				73.
20	302.		262.	40.				40.
21	30,763.		25,471.	5,292.				5,292.
22	1,212.		990.	222.				222.
23	1,759.		995.	764.				764.
24	293.		247.	46.				46.
25	1,127.		471.	656.				656.
26	687.		295.	392.				392.
27	2,541.		1,658.	883.				883.
28	2,174.		2,223.	-49.				-49.
29	1,028.		725.	303.				303.
30	1,284.		816.	468.				468.
31	3,358.		2,515.	843.				843.
32	1,107.		945.	162.				162.
33	1,426.		1,211.	215.				215.
34	7,300.		6,056.	1,244.				1,244.
35	26,437.		15,788.	10,649.				10,649.
36	2,307.		2,055.	252.				252.
37	1,689.		1,633.	56.				56.
38	214.		250.	-36.				-36.
39	16,772.		20,036.	-3,264.				-3,264.
40	1,271.		1,238.	33.				33.
41	2,267.		2,167.	100.				100.
42	25,000.		26,236.	-1,236.				-1,236.
43	262.		233.	29.				29.
44	659.		334.	325.				325.
45	1,136.		557.	579.				579.
46	276.		137.	139.				139.
47	25.		33.	-8.				-8.
48	1,812.		2,355.	-543.				-543.
49	810.		560.	250.				250.
50	12.		7.	5.				5.
51	23,424.		23,424.	0.				0.
52	31,218.		24,823.	6,395.				6,395.
							Total	$ 29,550.

Statement 6
Form 990-PF, Part VI, Line 9
Tax Due

Tax Due	$	448.
Late Payment Penalty		9.
Late Interest		5.
Total	$	462.

Statement 7
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
GARY SMITH 30497 SAN ANTONIO STREET HAYWARD, CA 94544	Chairman 3.00	$ 0.	$ 0.	$ 0.
LEE STIMMEL 30497 SAN ANTONIO STREET HAYWARD, CA 94544	Co-chairman 1.00	0.	0.	0.
SHANNON SUCATO 30497 SAN ANTONIO STREET HAYWARD, CA 94544	Secretary 2.00	0.	0.	0.
PAUL ERLE 30497 SAN ANTONIO STREET HAYWARD, CA 94544	Treasurer 2.00	0.	0.	0.
DELMO DELLA-DORA 30497 SAN ANTONIO STREET HAYWARD, CA 94544	Director 1.00	0.	0.	0.
CHRIS SMITH 30497 SAN ANTONIO STREET HAYWARD, CA 94544	Director 1.00	0.	0.	0.
	Total	$ 0.	$ 0.	$ 0.

Investment Detail - Cash and Money Market Funds [Sweep]

Cash	Market Value	% of Account Assets
Cash	140.54	<1%
Total Cash	140.54	<1%

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
SCHWAB ADV CASH RESERVE: SWQXX	50,058.1100	1.0000	50,058.11	0.01%	6%
Total Money Market Funds [Sweep]			50,058.11		6%
Total Cash & Money Market [Sweep]			50,198.65		6%

Investment Detail - Fixed Income

Agency Securities	Par / Units Purchased	Market Price / Cost Per Unit	Market Value / Cost Basis	Adjusted Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
FED HOME LN BK 5.25%14 (M)	25,000.0000	107.2864	26,821.60	25,387.20	3%	1,434.40 b	1,312.50
NOTES DUE 06/18/14 CUSIP: 3133X7FK5 MOODY'S: Aaa S&P: AA+	25,000.0000	105.8504	26,462.60	25,387.20	05/28/08	1,434.40 b	4.14%
							Accrued Interest: 47.40
Total Agency Securities	25,000.0000		26,821.60	25,387.20	3%	1,434.40 b	1,312.50
		Total Cost Basis	26,462.60				

Total Accrued Interest for Agency Securities: 47.40

Corporate Bonds	Par / Units Purchased	Market Price / Cost Per Unit	Market Value / Cost Basis	Adjusted Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
GEN ELEC CAP CP 5.625%18 (M)	25,000.0000	118.5946	29,648.65	29,663.50	3%	(14.85) b	1,406.25
MED TRM NT DUE 05/01/18 CUSIP: 36962G3U6 MOODY'S: A1 S&P: AA+	25,000.0000	118.9570	29,739.25	29,663.50	11/26/12	(14.85) b	1.92%
							Accrued Interest: 234.38

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par / Units Purchased	Market Price / Cost Per Unit	Market Value / Cost Basis	Adjusted Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
NATL RURAL UTIL 4.75%14 (M)	25,000.0000	104.8541	26,213.53	25,048.74	3%	1,164.79 b	1,187.50
COLL TRUST DUE 03/01/14	25,000.0000	100.8650	25,216.25	25,048.74	05/28/08	1,164.79 b	4.57%
CALLABLE							
CUSIP: 637432DC6							
MOODY'S: A1 S&P: A+							*Accrued Interest: 395.83*
ORACLE 5.25%16 (M)	25,000.0000	113.0337	28,258.43	25,031.91	3%	3,226.52 b	1,312.50
BONDS DUE 01/15/16	25,000.0000	100.2800	25,070.00	25,031.91	05/28/08	3,226.52 b	5.20%
CALLABLE							
CUSIP: 68402LAC8							
MOODY'S: A1 S&P: A+							*Accrued Interest: 605.21*
WACHOVIA BANK NA 5.6%16 (M)	25,000.0000	112.5736	28,143.40	24,947.50	3%	3,195.90	1,400.00
BONDS DUE 03/15/16	25,000.0000	99.7900	24,947.50	24,947.50	05/28/08	3,195.90	5.63%
CUSIP: 92976GAE1							
MOODY'S: A1 S&P: A+							*Accrued Interest: 412.22*
Total Corporate Bonds	100,000.0000		112,264.01	104,691.65	13%	7,572.36 b	5,306.25
		Total Cost Basis:	104,973.00				

Total Accrued Interest for Corporate Bonds: 1,647.64

Total Fixed Income	125,000.0000		139,085.61	130,078.85	16%	9,006.76 b	6,618.75
		Total Cost Basis:	131,435.60				

Accrued Interest represents the interest that would be received if the fixed income investment was sold prior to the coupon payment.

Investment Detail - Fixed Income (continued)

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Investment Detail - Equities

Equities	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
AETNA INC NEW (M)	**125.0000**	**46.3100**	**5,788.75**	**<1%**	**1,525.89**	**1.51%**	**87.50**
SYMBOL: AET	70.0000	28.6607	2,006.25	08/11/10	1,235.45	873	Long-Term
	25.0000	40.0960	1,002.40	05/18/12	155.35	227	Short-Term
	30.0000	41.8070	1,254.21	11/19/12	135.09	42	Short-Term
Cost Basis			*4,262.86*				
ALLIANCE DATA SYSTEMS (M)	**17.0000**	**144.7600**	**2,460.92**	**<1%**	**1,459.27**	**0.00%**	**0.00**
SYMBOL: ADS	17.0000	58.9205	1,001.65	08/11/10	1,459.27	873	Long-Term
ANADARKO PETROLEUM CORP (M)	**75.0000**	**74.3100**	**5,573.25**	**<1%**	**514.84**	**0.48%**	**27.00**
SYMBOL: APC	25.0000	68.1208	1,703.02	12/21/10	154.73	741	Long-Term
	15.0000	66.4126	996.19	08/22/11	118.46	497	Long-Term
	15.0000	64.5106	967.66	05/18/12	146.99	227	Short-Term
	20.0000	69.5770	1,391.54	10/12/12	94.66	80	Short-Term
Cost Basis			*5,058.41*				
APACHE CORP (M)	**50.0000**	**78.5000**	**3,925.00**	**<1%**	**(567.58)**	**0.86%**	**34.00**
SYMBOL: APA	30.0000	90.5983	2,717.95	07/23/10	(362.95)	892	Long-Term
	10.0000	97.5740	975.74	08/23/11	(190.74)	496	Long-Term
	10.0000	79.8890	798.89	10/05/11	(13.89)	453	Long-Term
Cost Basis			*4,492.58*				

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
APPLE INC [M]	**60.0000**	**532.1729**	**31,930.37**	**4%**	**21,855.51**	**1.99%**	**636.00**
SYMBOL: AAPL	10.0000	108.7220	1,087.22	11/03/08	4,234.51	1519	Long-Term
	20.0000	166.9660	3,339.32	09/03/09	7,304.14	1215	Long-Term
	15.0000	179.7733	2,696.60	09/16/09	5,285.99	1202	Long-Term
	15.0000	196.7813	2,951.72	02/10/10	5,030.87	1055	Long-Term
Cost Basis			*10,074.86*				
AUTO DATA PROCESSING [M]	**100.0000**	**56.9300**	**5,693.00**	**<1%**	**1,542.00**	**3.05%**	**174.00**
SYMBOL: ADP	100.0000	41.5100	4,151.00	07/29/10	1,542.00	886	Long-Term
B M C SOFTWARE INC [M]	**65.0000**	**39.6200**	**2,575.30**	**<1%**	**(470.80)**	**0.00%**	**0.00**
SYMBOL: BMC	40.0000	49.1432	1,965.73	12/17/10	(380.93)	745	Long-Term
	25.0000	43.2148	1,080.37	08/02/11	(89.87)	517	Long-Term
Cost Basis			*3,046.10*				
BANK OF AMERICA CORP [M]	**315.0000**	**11.6100**	**3,657.15**	**<1%**	**1,641.62**	**0.34%**	**12.60**
SYMBOL: BAC	315.0000	6.3985	2,015.53	11/07/11	1,641.62	420	Long-Term
BLACKROCK INC [M]	**13.0000**	**206.7100**	**2,687.23**	**<1%**	**513.93**	**2.90%**	**78.00**
SYMBOL: BLK	7.0000	170.9757	1,196.83	10/04/10	250.14	819	Long-Term
	6.0000	162.7450	976.47	05/23/12	263.79	222	Short-Term
Cost Basis			*2,173.30*				
C V S CAREMARK CORP [M]	**75.0000**	**48.3500**	**3,626.25**	**<1%**	**783.02**	**1.34%**	**48.75**
SYMBOL: CVS	45.0000	33.0255	1,486.15	02/11/11	689.60	689	Long-Term
	30.0000	45.2360	1,357.08	07/20/12	93.42	164	Short-Term
Cost Basis			*2,843.23*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
CHECK PT SOFTWARE TECH F (M)	45.0000	47.6400	2,143.80	<1%	(0.63)	0.00%	0.00
SYMBOL: CHKP	25.0000	46.3452	1,158.63	07/16/12	32.37	168	Short-Term
	20.0000	49.2900	985.80	08/27/12	(33.00)	126	Short-Term
Cost Basis			*2,144.43*				
CISCO SYSTEMS INC (M)	265.0000	19.6494	5,207.09	<1%	(34.76)	2.84%	148.40
SYMBOL: CSCO	90.0000	24.0852	2,167.67	06/26/08	(399.22)	1649	Long-Term
	105.0000	17.3813	1,825.04	11/03/08	238.15	1519	Long-Term
	70.0000	17.8448	1,249.14	04/11/11	126.32	630	Long-Term
Cost Basis			*5,241.85*				
CITIGROUP INC NEW (M)	65.0000	39.5600	2,571.40	<1%	567.45	0.10%	2.60
SYMBOL: C	20.0000	41.7365	834.73	05/17/11	(43.53)	594	Long-Term
	45.0000	25.9826	1,169.22	10/06/11	610.98	452	Long-Term
Cost Basis			*2,003.95*				
CME GROUP INC CL A (M)	55.0000	50.6700	2,786.85	<1%	(78.48)	3.55%	99.00
CLASS A	30.0000	54.4973	1,634.92	08/09/10	(114.82)	875	Long-Term
SYMBOL: CME	25.0000	49.2164	1,230.41	11/28/11	36.34	399	Long-Term
Cost Basis			*2,865.33*				
COMCAST CORP NEW CL A (M)	115.0000	37.3600	4,296.40	<1%	2,114.26	1.73%	74.75
SYMBOL: CMCSA	70.0000	18.1284	1,268.99	08/11/10	1,346.21	873	Long-Term
	45.0000	20.2922	913.15	08/22/11	768.05	497	Long-Term
Cost Basis			*2,182.14*				
COVIDIEN PLC NEW F (M)	80.0000	57.7400	4,619.20	<1%	861.29	1.80%	83.20
SYMBOL: COV	30.0000	49.7883	1,493.65	08/02/11	238.55	517	Long-Term
	25.0000	45.7920	1,144.80	11/02/11	298.70	425	Long-Term
	25.0000	44.7784	1,119.46	12/09/11	324.04	388	Long-Term
Cost Basis			*3,757.91*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
CROWN HOLDINGS INC (M)	**105.0000**	**36.8100**	**3,865.05**	**<1%**	**182.81**	**0.00%**	**0.00**
SYMBOL: CCK	45.0000	34.3942	1,547.74	01/17/12	108.71	349	Short-Term
	30.0000	37.3240	1,119.72	03/01/12	(15.42)	305	Short-Term
	30.0000	33.8260	1,014.78	06/06/12	89.52	208	Short-Term
Cost Basis			*3,682.24*				
DANAHER CORP DEL (M)	**90.0000**	**55.9000**	**5,031.00**	**<1%**	**1,153.66**	**0.17%**	**9.00**
SYMBOL: DHR	45.0000	40.1653	1,807.44	10/04/10	708.06	819	Long-Term
	25.0000	41.6612	1,041.53	08/22/11	355.97	497	Long-Term
	20.0000	51.4185	1,028.37	06/06/12	89.63	208	Short-Term
Cost Basis			*3,877.34*				
E M C CORP MASS (M)	**145.0000**	**25.3000**	**3,668.50**	**<1%**	**133.24**	**0.00%**	**0.00**
SYMBOL: EMC	45.0000	24.6895	1,111.03	06/07/12	27.47	207	Short-Term
	55.0000	24.0996	1,325.48	10/26/12	66.02	66	Short-Term
	45.0000	24.4166	1,098.75	11/19/12	39.75	42	Short-Term
Cost Basis			*3,535.26*				
EQT CORP (M)	**35.0000**	**58.9800**	**2,064.30**	**<1%**	**755.11**	**1.49%**	**30.80**
SYMBOL: EQT	35.0000	37.4054	1,309.19	07/21/10	755.11	894	Long-Term
EXPRESS SCRIPTS HLDG CO (M)	**106.0000**	**54.0000**	**5,724.00**	**<1%**	**1,596.75**	**0.00%**	**0.00**
SYMBOL: ESRX	30.0000	24.8023	744.07	04/06/09	875.93	1365	Long-Term
	16.0000	56.4900	903.84	08/22/11	(39.84)	497	Long-Term
	30.0000	42.4163	1,272.49	09/20/11	347.51	468	Long-Term
	30.0000	40.2283	1,206.85	10/06/11	413.15	452	Long-Term
Cost Basis			*4,127.25*				
FIDELITY NATL INFO SVCS (M)	**65.0000**	**34.8100**	**2,262.65**	**<1%**	**506.99**	**2.29%**	**52.00**
SYMBOL: FIS	65.0000	27.0101	1,755.66	10/05/10	506.99	818	Long-Term

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
FISERV INC [M]	**55.0000**	**79.0300**	**4,346.65**	**<1%**	**1,379.10**	**0.00%**	**0.00**
SYMBOL: FISV	55.0000	53.9554	2,967.55	10/04/10	1,379.10	819	Long-Term
FORD MOTOR COMPANY NEW [M]	**220.0000**	**12.9500**	**2,849.00**	**<1%**	**(377.42)**	**1.54%**	**44.00**
SYMBOL: F	140.0000	15.3174	2,144.44	05/11/11	(331.44)	600	Long-Term
	80.0000	13.5247	1,081.98	06/14/11	(45.98)	566	Long-Term
Cost Basis			*3,226.42*				
FREEPORT MCMORAN COPPER [M]	**85.0000**	**34.2000**	**2,907.00**	**<1%**	**24.12**	**3.65%**	**106.25**
SYMBOL: FCX	60.0000	31.6765	1,900.59	09/29/11	151.41	459	Long-Term
	25.0000	39.2916	982.29	03/06/12	(127.29)	300	Short-Term
Cost Basis			*2,882.88*				
GENERAL ELECTRIC COMPANY [M]	**290.0000**	**20.9900**	**6,087.10**	**<1%**	**1,464.99**	**3.62%**	**220.40**
SYMBOL: GE	290.0000	15.9383	4,622.11	11/30/10	1,464.99	762	Long-Term
GOOGLE INC CLASS A [M]	**8.0000**	**707.3800**	**5,659.04**	**<1%**	**2,171.77**	**0.00%**	**0.00**
SYMBOL: GOOG	5.0000	358.4600	1,792.30	11/03/08	1,744.60	1519	Long-Term
	1.0000	525.7300	525.73	05/24/11	181.65	587	Long-Term
	2.0000	584.6200	1,169.24	02/01/12	245.52	334	Short-Term
Cost Basis			*3,487.27*				
HEINZ H J CO [M]	**95.0000**	**57.6800**	**5,479.60**	**<1%**	**808.18**	**3.57%**	**195.70**
SYMBOL: HNZ	75.0000	48.4196	3,631.47	11/30/10	694.53	762	Long-Term
	20.0000	51.9975	1,039.95	01/24/12	113.65	342	Short-Term
Cost Basis			*4,671.42*				
JOHNSON & JOHNSON [M]	**50.0000**	**70.1000**	**3,505.00**	**<1%**	**82.95**	**3.48%**	**122.00**
SYMBOL: JNJ	35.0000	68.5380	2,398.83	08/02/12	54.67	151	Short-Term
	15.0000	68.2146	1,023.22	08/17/12	28.28	136	Short-Term
Cost Basis			*3,422.05*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
JPMORGAN CHASE & CO (M)	**125.0000**	**43.9691**	**5,496.14**	**<1%**	**641.86**	**2.72%**	**150.00**
SYMBOL: JPM	100.0000	39.0740	3,907.40	10/04/10	489.51	819	Long-Term
	25.0000	37.8752	946.88	05/11/12	152.35	234	Short-Term
Cost Basis			*4,854.28*				
KINDER MORGAN INC (M)	**120.0000**	**35.3300**	**4,239.60**	**<1%**	**175.12**	**4.07%**	**172.80**
SYMBOL: KMI	45.0000	32.2897	1,453.04	06/07/12	136.81	207	Short-Term
	40.0000	35.0065	1,400.26	08/14/12	12.94	139	Short-Term
	35.0000	34.6051	1,211.18	10/12/12	25.37	80	Short-Term
Cost Basis			*4,064.48*				
MC DONALDS CORP (M)	**55.0000**	**88.2100**	**4,851.55**	**<1%**	**554.72**	**3.49%**	**169.40**
SYMBOL: MCD	25.0000	75.3532	1,883.83	01/06/11	321.42	725	Long-Term
	20.0000	77.0555	1,541.11	04/11/11	223.09	630	Long-Term
	10.0000	87.1890	871.89	06/04/12	10.21	210	Short-Term
Cost Basis			*4,296.83*				
MERCK & CO INC NEW (M)	**100.0000**	**40.9400**	**4,094.00**	**<1%**	**562.13**	**4.20%**	**172.00**
SYMBOL: MRK	80.0000	35.1016	2,808.13	08/11/10	467.07	873	Long-Term
	20.0000	36.1870	723.74	08/23/10	95.06	861	Long-Term
Cost Basis			*3,531.87*				
MICROSOFT CORP (M)	**210.0000**	**26.7097**	**5,609.04**	**<1%**	**266.73**	**3.44%**	**193.20**
SYMBOL: MSFT	120.0000	25.5549	3,066.59	03/15/11	138.57	657	Long-Term
	55.0000	24.2980	1,336.39	05/24/11	132.64	587	Long-Term
	35.0000	26.8380	939.33	11/19/12	(4.49)	42	Short-Term
Cost Basis			*5,342.31*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
NETAPP INC (M)	**60.0000**	**33.5500**	**2,013.00**	**<1%**	**(258.09)**	**0.00%**	**0.00**
SYMBOL: NTAP	30.0000	36.3703	1,091.11	12/20/11	(84.61)	377	Long-Term
	30.0000	39.3326	1,179.98	04/25/12	(173.48)	250	Short-Term
Cost Basis			*2,271.09*				
NIKE INC CLASS B (M)	**40.0000**	**51.6000**	**2,064.00**	**<1%**	**465.63**	**3.25%**	**67.20**
SYMBOL: NKE	40.0000	39.9592	1,598.37	10/04/10	465.63	819	Long-Term
ORACLE CORPORATION (M)	**210.0000**	**33.3200**	**6,997.20**	**<1%**	**2,813.15**	**2.16%**	**151.20**
SYMBOL: ORCL	170.0000	18.7081	3,180.39	01/06/09	2,484.01	1455	Long-Term
	40.0000	25.0915	1,003.66	08/22/11	329.14	497	Long-Term
Cost Basis			*4,184.05*				
P G & E CORP (M)	**75.0000**	**40.1800**	**3,013.50**	**<1%**	**(324.37)**	**4.52%**	**136.50**
SYMBOL: PCG	35.0000	45.6794	1,598.78	08/11/10	(192.48)	873	Long-Term
	40.0000	43.4772	1,739.09	06/01/11	(131.89)	579	Long-Term
Cost Basis			*3,337.87*				
PEPSICO INCORPORATED (M)	**45.0000**	**68.4300**	**3,079.35**	**<1%**	**139.92**	**3.14%**	**96.75**
SYMBOL: PEP	45.0000	65.3206	2,939.43	11/08/10	139.92	784	Long-Term
PRAXAIR INC (M)	**50.0000**	**109.4500**	**5,472.50**	**<1%**	**926.37**	**2.01%**	**110.00**
SYMBOL: PX	40.0000	87.3045	3,492.18	08/11/10	885.82	873	Long-Term
	10.0000	105.3950	1,053.95	10/12/12	40.55	80	Short-Term
Cost Basis			*4,546.13*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
QEP RESOURCES INC (M)	160.0000	30.2700	4,843.20	<1%	(640.54)	0.26%	12.80
SYMBOL: QEP	60.0000	37.1863	2,231.18	12/21/10	(414.98)	741	Long-Term
	25.0000	38.9148	972.87	04/19/11	(216.12)	622	Long-Term
	30.0000	34.1536	1,024.61	08/23/11	(116.51)	496	Long-Term
	45.0000	27.8906	1,255.08	11/14/12	107.07	47	Short-Term
Cost Basis			*5,483.74*				
REPUBLIC SERVICES INC (M)	150.0000	29.3300	4,399.50	<1%	210.14	3.20%	141.00
SYMBOL: RSG	65.0000	28.9556	1,882.12	11/10/10	24.33	782	Long-Term
	45.0000	27.9631	1,258.34	11/01/11	61.51	426	Long-Term
	40.0000	26.2225	1,048.90	11/23/11	124.30	404	Long-Term
Cost Basis			*4,189.36*				
SPECTRA ENERGY CORP (M)	105.0000	27.3800	2,874.90	<1%	98.75	4.45%	128.10
SYMBOL: SE	65.0000	24.0252	1,561.64	11/30/10	218.06	762	Long-Term
	40.0000	30.3627	1,214.51	04/25/12	(119.31)	250	Short-Term
Cost Basis			*2,776.15*				
STRYKER CORP (M)	65.0000	54.8200	3,563.30	<1%	432.54	1.93%	68.90
SYMBOL: SYK	45.0000	46.6288	2,098.30	08/23/10	368.60	861	Long-Term
	20.0000	51.6230	1,032.46	06/06/12	63.94	208	Short-Term
Cost Basis			*3,130.76*				
T J X COS INC (M)	50.0000	42.4500	2,122.50	<1%	1,042.03	1.08%	23.00
SYMBOL: TJX	50.0000	21.6094	1,080.47	08/09/10	1,042.03	875	Long-Term
TARGET CORPORATION (M)	90.0000	59.1700	5,325.30	<1%	502.62	2.43%	129.60
SYMBOL: TGT	65.0000	53.6036	3,484.24	10/04/10	361.81	819	Long-Term
	5.0000	55.9840	279.92	01/06/11	15.93	725	Long-Term
	20.0000	52.9260	1,058.52	03/11/11	124.88	661	Long-Term
Cost Basis			*4,822.68*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
TORTOISE ENERGY CAPITAL [M]	1,250.0000	28.4700	35,587.50	4%	3,252.80	5.86%	2,087.50
SYMBOL: TYY	1,250.0000	25.8677	32,334.70 [a]	04/06/10	3,252.80	1000	Long-Term
U S BANCORP DEL NEW [M]	35.0000	31.9400	1,117.90	<1%	(41.74)	2.44%	27.30
SYMBOL: USB	35.0000	33.1325	1,159.64	08/23/12	(41.74)	130	Short-Term
UNION PACIFIC CORP [M]	15.0000	125.7200	1,885.80	<1%	220.23	2.19%	41.40
SYMBOL: UNP	15.0000	111.0380	1,665.57	03/22/12	220.23	284	Short-Term
UNITED TECHNOLOGIES CORP [M]	65.0000	82.0100	5,330.65	<1%	1,377.28	2.60%	139.10
SYMBOL: UTX	50.0000	54.8154	2,740.77	11/03/08	1,359.73	1519	Long-Term
	15.0000	80.8400	1,212.60	02/01/12	17.55	334	Short-Term
Cost Basis			*3,953.37*				
UNITEDHEALTH GROUP INC [M]	100.0000	54.2400	5,424.00	<1%	3,011.62	1.56%	85.00
SYMBOL: UNH	100.0000	24.1238	2,412.38 [a]	02/24/09	3,011.62	1406	Long-Term
V F CORPORATION [M]	22.0000	150.9700	3,321.34	<1%	985.16	2.30%	76.56
SYMBOL: VFC	12.0000	81.3566	976.28	10/04/10	835.36	819	Long-Term
	10.0000	135.9900	1,359.90	05/18/12	149.80	227	Short-Term
Cost Basis			*2,336.18*				
VISA INC CL A [M]	18.0000	151.5800	2,728.44	<1%	1,491.30	0.87%	23.76
CLASS A	18.0000	68.7300	1,237.14	12/20/10	1,491.30	742	Long-Term
SYMBOL: V							
WALGREEN COMPANY [M]	130.0000	37.0100	4,811.30	<1%	643.31	2.97%	143.00
SYMBOL: WAG	35.0000	36.4822	1,276.88	05/12/10	18.47	964	Long-Term
	60.0000	28.5293	1,711.76	07/29/10	508.84	886	Long-Term
	35.0000	33.6957	1,179.35	01/20/12	116.00	346	Short-Term
Cost Basis			*4,167.99*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
WELLS FARGO & CO NEW (M)	**175.0000**	**34.1800**	**5,981.50**	**<1%**	**1,330.35**	**2.57%**	**154.00**
SYMBOL: WFC	140.0000	25.5700	3,579.81	10/04/10	1,205.39	819	Long-Term
	35.0000	30.6097	1,071.34	04/19/11	124.96	622	Long-Term
Cost Basis			*4,651.15*				
WILLIAMS COMPANIES (M)	**230.0000**	**32.7400**	**7,530.20**	**<1%**	**2,643.08**	**3.97%**	**299.00**
SYMBOL: WMB	155.0000	16.1484	2,503.01	07/27/10	2,571.69	888	Long-Term
	35.0000	31.9297	1,117.54	03/20/12	28.36	286	Short-Term
	40.0000	31.6642	1,266.57	12/13/12	43.03	18	Short-Term
Cost Basis			*4,887.12*				
Total Equities	**6,619.0000**		**286,768.06**	**32%**	**64,631.18**		**7,285.02**
		Total Cost Basis:	**222,136.88**				

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
FRANKLIN HIGH INCOME (M) FUND ADV CL SYMBOL: FVHIX	12,802.0510	2.0900	26,756.29	3%	1.95	25,000.00	1,756.29

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Mutual Funds (continued)

Bond Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
RIDGEWORTH SEIX FLOAT (M) RATE HIGH INC I SYMBOL: SAMBX	3,923.7670	8.9800	35,235.43	4%	8.92	35,000.00	235.43
Total Bond Funds	16,725.8180		61,991.72	7%		60,000.00	1,991.72

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
ABSOLUTE STRATEGIES FUND (M) INSTL SHR SYMBOL: ASFIX	2,948.8420	11.0800	32,673.17	4%	10.51	31,000.00	1,673.17
ASTON TAMRO SMALL CAP FU (M) ND CL I SYMBOL: ATSIX	639.4910	19.7500	12,629.95	1%	18.76	12,000.00	629.95
DELAWARE US GROWTH FD (M) INST CL SYMBOL: DEUIX	4,209.8910	18.6000	78,303.97	9%	12.35	52,000.00	26,303.97
LAZARD EMRG MKTS INST (M) SHARE SYMBOL: LZEMX	143.3460	19.5400	2,800.98	<1%	19.91	2,616.60	184.38
MATTHEWS PACIFIC TIGER (M) FD INSTL SYMBOL: MIPTX	982.9430	24.4100	23,993.64	3%	20.37	20,020.00	3,973.64
NEUBERGER BERMAN EQTY (M) INCM FD INST CL SYMBOL: NBHIX	3,110.1470	11.6900	36,357.62	4%	11.25	35,000.00	1,357.62

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Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
PIMCO COMMODITY REAL (M) RETURN STRAT CL INSTL SYMBOL: PCRIX	2,525.6550	6.6400	16,770.35	2%	7.93	19,786.17	(3,015.82)
VIRTUS EMRG MKTS OPPTY (M) FD CL I SYMBOL: HIEMX	2,856.2930	10.3100	29,448.38	3%	8.75	25,000.00	4,448.38
Total Equity Funds	17,416.6080		232,978.06	26%		197,422.77	35,555.29
Total Mutual Funds	34,142.4260		294,969.78	33%		257,422.77	37,547.01

Investment Detail - Other Assets

Other Assets	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
CREDIT SUISSE ETN F (M)	800.0000	24.1400	19,312.00	2%	(256.71)		
SYMBOL: MLPN	800.0000	24.4608	19,568.71	08/21/12	(256.71)	132	Short-Term
ISHARES CORE S&P ETF (M)	250.0000	101.7000	25,425.00	3%	5,238.75		
MIDCAP SYMBOL: IJH	250.0000	80.7450	20,186.25	10/12/10	5,238.75	811	Long-Term
ISHARES TR RUSSELL 1000 (M)	455.0000	65.4900	29,797.95	3%	2,785.54		
RUSSELL 1000 GROWTH INDEX FUND SYMBOL: IWF	455.0000	59.3679	27,012.41	01/10/12	2,785.54	356	Short-Term

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Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
ISHARES TRUST (M)	280.0000	93.3500	26,138.00	3%	434.57		
IBOXX $ HIGH YIELD CORP BOND FUND SYMBOL: HYG	280.0000	91.7979	25,703.43	08/21/12	434.57	132	Short-Term
VANGUARD MSCI EMERGING (M)	350.0000	44.5300	15,585.50	2%	2,152.37		
MARKETS ETF SYMBOL: VWO	350.0000	38.3803	13,433.13	12/22/11	2,152.37	375	Long-Term
Total Other Assets	2,135.0000		116,258.45	13%	10,354.52		
		Total Cost Basis:	105,903.93				

Total Investment Detail	887,280.55
Total Account Value	887,280.55
Total Cost Basis	716,899.18

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