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 , 2012, and ending , 20

Name of foundation
U. S. JUSTICE CHARITABLE FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address)
2009 MASSACHUSETTS AVENUE, N.W.

Room/suite

City or town, state, and ZIP code
WASHINGTON, DC 20036

A Employer identification number
26-2588270

B Telephone number (see instructions)
(202) 588-0302

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, col (c), line 16)* ▶ $ 24,881,321.

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 (attach schedule)				
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	12,379.	12,379.		
4	Dividends and interest from securities	248,097.	248,097.		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	70,622.			
b	Gross sales price for all assets on line 6a 1,366,624.				
7	Capital gain net income (from Part IV, line 2)		70,622.		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	331,098.	331,098.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule) ATCH 1	1,906.			
b	Accounting fees (attach schedule) ATCH 2	6,615.	3,715.		
c	Other professional fees (attach schedule) *	22,823.	22,823.		
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 4	4,978.	480.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5	270.			
24	**Total operating and administrative expenses.** Add lines 13 through 23	36,592.	27,018.		
25	Contributions, gifts, grants paid	1,235,000.			1,235,000.
26	**Total expenses and disbursements** Add lines 24 and 25	1,271,592.	27,018.	0	1,235,000.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-940,494.			
b	**Net investment income** (if negative, enter -0-)		304,080.		
c	**Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.** *ATCH 3 Form **990-PF** (2012)
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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	1,000.	1,000.	1,000.
	2	Savings and temporary cash investments	13,082,059.	11,155,504.	11,155,504.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **	331,352.	348,178.	348,178.
	b	Investments - corporate stock (attach schedule) ATCH 7	9,240,800.	9,266,185.	9,266,185.
	c	Investments - corporate bonds (attach schedule) ATCH 8	1,613,800.	1,715,801.	1,715,801.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	472,500.	2,394,653.	2,394,653.
	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)	24,741,511.	24,881,321.	24,881,321.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	24,741,511.	24,881,321.	
	30	**Total net assets or fund balances** (see instructions)	24,741,511.	24,881,321.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	24,741,511.	24,881,321.	

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	24,741,511.
2	*Enter amount from Part I, line 27a*	2	-940,494.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	1,080,304.
4	Add lines 1, 2, and 3	4	24,881,321.
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	24,881,321.

**ATCH 6

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	70,622.
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	0

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	1,122,346.	24,606,583.	0.045612
2010	814.	22,547,988.	0.000036
2009		24,644.	
2008			
2007			

2 **Total** of line 1, column (d)	2	0.045648
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	0.011412
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	25,343,790.
5 Multiply line 4 by line 3	5	289,223.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,041.
7 Add lines 5 and 6	7	292,264.
8 Enter qualifying distributions from Part XII, line 4	8	1,235,000.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	3,041.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	3,041.
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	3,041.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,200.		
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	3,200.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	3.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	156.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 156. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
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 ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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?	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) ▶ DE,			
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

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 ▶ CONSTANCE C. LARCHER Telephone no ▶ (202)588-0302

Located at ▶2009 MASSACHUSETTS AVENUE, N.W. WASHINGTON, DC ZIP+4 ▶ 20036

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☒ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☒ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☒ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☒ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☒ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ **Yes** ☒ **No**			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		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)	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)*	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

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . ☐ **Yes** ☐ **No**

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation (If not paid, enter -0-)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
ATCH 11		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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

Form **990-PF** (2012)

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	12,469,664.
b	Average of monthly cash balances	1b	13,260,072.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	25,729,736.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	25,729,736.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	385,946.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	25,343,790.
6	**Minimum investment return.** Enter 5% of line 5	6	1,267,190.

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	1,267,190.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,041.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,041.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,264,149.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,264,149.
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	1,264,149.

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	1,235,000.
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	1,235,000.
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	3,041.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,231,959.

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				1,264,149.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,227,235.	
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,235,000.				
a Applied to 2011, but not more than line 2a			1,227,235.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				7,765.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,256,384.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	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) NOT APPLICABLE

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the 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))

N/A

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

N/A

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

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

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

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*				
ATCH 12				
Total . . . . ▶ **3a**				1,235,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	12,379.	
4 Dividends and interest from securities			14	248,097.	
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	70,622.	
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)				331,098.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 331,098.

(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)

JSA

2E1492 1 000

Form **990-PF** (2012)

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		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
BUSINESS CIVIL LIBERTIES, INC.	501(C)(4)	COMMON DIRECTORS

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	Date	Title
CONSTANCE LARCHER Constance Larcher	10-31-13	PRESIDENT

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
GEOFFREY D. BROWN		10/29/13		P00188086

Firm's name ▶ BOND BEEBE PC

Firm's EIN ▶ 52-1044197

Firm's address ▶ 4600 EAST-WEST HIGHWAY SUITE 900
BETHESDA, MD 20814-3423

Phone no 301-272-6000

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					33,370.	
		6000 US TREASURY NOTE 3.625% DUE 2/15/20 PROPERTY TYPE: SECURITIES				P	10/14/2011	05/15/2012
7,013.		6,822.					191.	
		10000 ABBOTT LABS 5.6% DUE 11/30/17 PROPERTY TYPE: SECURITIES				P	06/30/2010	11/13/2012
12,309.		10,741.					1,568.	
		12000 FEDERAL HOME LOAN MTG 5.125% DUE 7 PROPERTY TYPE: SECURITIES				P	06/30/2010	07/15/2012
12,000.		13,295.					-1,295.	
		10000 GENERAL ELECTRIC CAP CORP 4.8% DUE PROPERTY TYPE: SECURITIES				P	06/30/2010	01/10/2012
10,466.		10,204.					262.	
		10000 GOLDMAN SACHS 5.125% DUE 1/15/15 PROPERTY TYPE: SECURITIES				P	06/30/2010	VARIOUS
10,564.		10,167.					397.	
		10000 HEWLETT PACKARD 5.25% DUE 3/1/12 PROPERTY TYPE: SECURITIES				P	06/30/2010	03/01/2012
10,000.		10,859.					-859.	
		10000 IBM 4.75% DUE 11/29/12 PROPERTY TYPE: SECURITIES				P	06/30/2010	11/29/2012
10,000.		10,755.					-755.	
		10000 TARGET CORP 5.875% DUE 3/1/12 PROPERTY TYPE: SECURITIES				P	06/30/2010	03/01/2012
10,000.		10,964.					-964.	
		10000 US TREASURY NOTE 4% DUE 11/15/12 PROPERTY TYPE: SECURITIES				P	06/30/2010	09/19/2012
10,059.		10,697.					-638.	
		4000 US TREASURY NOTE 4% DUE 11/15/12 PROPERTY TYPE: SECURITIES				P	06/30/2010	02/15/2012
4,000.		4,413.					-413.	
		10000 WALGREEN 5.25% DUE 1/15/19 PROPERTY TYPE: SECURITIES				P	06/30/2010	08/14/2012
11,527.		10,571.					956.	
		10000 WESTERN UNION CO 5.93% DUE 10/1/16				P	08/13/2010	12/13/2012

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PROPERTY TYPE: SECURITIES						
10,983.		11,801.					-818.	
		600 SHS DANAHER CORP PROPERTY TYPE: SECURITIES				D	04/30/2010	01/11/2002
29,949.		9,161.					20,788.	
		41,356.593 SHS FEDERATED ADJUSTABLE RATE PROPERTY TYPE: SECURITIES				D	VARIOUS	11/08/2012
409,017.		405,000.					4,017.	
		60 SHS MEDCOHEALTH SOLUTIONS PROPERTY TYPE: SECURITIES				D	04/30/2010	01/11/2012
3,662.							3,662.	
		.7804 SHS PROTHENA CORP PLC - CASH IN LI PROPERTY TYPE: SECURITIES				D	04/30/2009	12/21/2012
6.							6.	
		55,581.214 SHS RIDGEWORTH US GOV SEC ULT PROPERTY TYPE: SECURITIES				D	VARIOUS	11/08/2012
566,362.		560,000.					6,362.	
		1,876.173 SHS SIT LARGE CAP GROWTH FUND PROPERTY TYPE: SECURITIES				D	04/30/2009	01/11/2012
80,000.		74,428.					5,572.	
		56 SHS TRAVELERS COMPANIES INC PROPERTY TYPE: SECURITIES				D	04/30/2009	01/11/2012
3,354.		1,916.					1,438.	
		375 SHS MOTOROLA MOBILITY HOLDINGS INC PROPERTY TYPE: SECURITIES				P	VARIOUS	05/22/2012
15,000.							15,000.	
		PENTAIR LTD - CASH IN LIEU FRACTIONAL SH PROPERTY TYPE: SECURITIES				P	09/28/2012	09/28/2012
43.							43.	
		KRAFTS FOODS GROUP INC - CASH IN LIEU FR PROPERTY TYPE: SECURITIES				P	10/01/2012	10/01/2012
16.							16.	
		.8655 SHS ACCO BRANDS CORP - CASH IN LIE PROPERTY TYPE: SECURITIES				P	05/01/2012	05/01/2012
9.							9.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		.76 SHS EXPRESS SCRIPTS HOLDING CO PROPERTY TYPE: SECURITIES				P	04/02/2012	04/02/2012
43.							43.	
		96 SHS MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES				D	06/30/2009	04/02/2012
2,765.							2,765.	
		.53 SHS TOOTSIE ROLL INDUSTRIES INC - CA PROPERTY TYPE: SECURITIES				P	04/06/2012	04/06/2012
12.							12.	
		3000 FED HOME LOAN MTG .625% DUE 12/29/1 PROPERTY TYPE: SECURITIES				P	02/16/2012	08/03/2012
3,020.		3,010.					10.	
		4000 FHLMC 4.5% DUE 10/1/39 PROPERTY TYPE: SECURITIES				P	01/10/2012	04/16/2012
2,587.		2,846.					-259.	
		10000 FHLMC 5% DUE 2/1/38 PROPERTY TYPE: SECURITIES				P	07/10/2012	11/26/2012
3,225.		3,906.					-681.	
		3000 FNMA 5.5%DUE 12/1/38 PROPERTY TYPE: SECURITIES				P	08/10/2011	04/16/2012
2,031.		2,575.					-544.	
		3000 FNMA 5.5% DUE 4/1/37 PROPERTY TYPE: SECURITIES				P	03/07/2012	04/18/2012
2,140.		2,201.					-61.	
		4000 FNMA 4.5% DUE 6/1/41 PROPERTY TYPE: SECURITIES				P	03/07/2012	04/16/2012
3,352.		3,465.					-113.	
		3000 FNMA 5% DUE 9/1/33 PROPERTY TYPE: SECURITIES				P	02/28/2012	04/16/2012
756.		812.					-56.	
		5000 FNMA 5% DUE 8/1/34 PROPERTY TYPE: SECURITIES				P	03/07/2012	04/16/2012
1,868.		1,926.					-58.	
		15000 US TREASURY NOTE 2% DUE 11/15/21 PROPERTY TYPE: SECURITIES				P	VARIOUS	12/07/2012
15,715.		15,142.					573.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		6000 US TREASURY NOTE 2% DUE 2/15/22				P	VARIOUS	09/14/2012
		PROPERTY TYPE: SECURITIES						
6,121.		6,030.					91.	
		5000 US TREASURY NOTE 1.5% DUE 7/31/16				P	08/08/2011	03/01/2012
		PROPERTY TYPE: SECURITIES						
5,156.		5,105.					51.	
		1000 US TREASURY NOTE .875% DUE 2/29/12				P	05/10/2011	02/29/2012
		PROPERTY TYPE: SECURITIES						
1,000.		1,007.					-7.	
		6000 UST INFL IDX 2.5% DUE 1/15/29				P	VARIOUS	02/28/2012
		PROPERTY TYPE: SECURITIES						
8,572.		7,579.					993.	
		2000 UST INFL IDX 2.5% DUE 1/15/29				P	07/27/2011	02/29/2012
		PROPERTY TYPE: SECURITIES						
2,850.		2,537.					313.	
		7000 FED NATL MTG .75% DUE 12/18/13				P	VARIOUS	08/03/2012
		PROPERTY TYPE: SECURITIES						
7,046.		6,916.					130.	
		4000 FHLMC 4.5% DUE 2/1/41				P	02/11/2011	04/16/2012
		PROPERTY TYPE: SECURITIES						
3,464.		4,033.					-569.	
		15000 FHLMC 5.5% DUE 11/1/37				P	06/30/2010	11/28/2012
		PROPERTY TYPE: SECURITIES						
2,994.		8,025.					-5,031.	
		17000 FNMA 5.5% DUE 12/1/35				P	04/19/2011	11/28/2012
		PROPERTY TYPE: SECURITIES						
8,614.		14,295.					-5,681.	
		5000 FNMA 4.5% DUE 2/1/41				P	03/02/2011	04/05/2012
		PROPERTY TYPE: SECURITIES						
4,496.		5,086.					-590.	
		23000 FNMA 5% DUE 3/1/34				P	10/07/2011	11/26/2012
		PROPERTY TYPE: SECURITIES						
4,700.		7,235.					-2,535.	
		17000 FNMA 5% DUE 2/1/36				P	VARIOUS	11/26/2012
		PROPERTY TYPE: SECURITIES						
4,656.		10,113.					-5,457.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1000 FNMA 5.5% DUE 11/1/38				P	07/22/2010	04/16/2012
		PROPERTY TYPE: SECURITIES						
333.		633.					-300.	
		4000 FNMA 5.5% DUE 7/1/38				P	06/17/2010	11/30/2012
		PROPERTY TYPE: SECURITIES						
1,241.		2,953.					-1,712.	
		3000 US TREASURY NOTE 1.375% DUE 3/15/13				P	VARIOUS	03/01/2012
		PROPERTY TYPE: SECURITIES						
3,036.		3,035.					1.	
		12000 US TREASURY NOTE .875% DUE 2/29/12				P	06/03/2010	02/29/2012
12,000.		12,052.					-52.	
		8000 US TREASURY NOTE 2.125% DUE 8/15/21				P	06/17/2010	VARIOUS
		PROPERTY TYPE: SECURITIES						
8,326.		8,114.					212.	
		7000 UST INFL IDX 3% DUE 7/15/12				P	VARIOUS	07/16/2012
		PROPERTY TYPE: SECURITIES						
8,953.		9,091.					-138.	
		2000 UST INFL IDX 2.5% DUE 1/15/29				P	VARIOUS	01/26/2010
		PROPERTY TYPE: SECURITIES						
2,852.		2,320.					532.	
		3000 UST INFL IDX 3.625% DUE 4/15/28				P	VARIOUS	02/16/2012
		PROPERTY TYPE: SECURITIES						
6,362.		5,446.					916.	
		1000 FNMA 5.5% DUE 1/1/38					01/20/2012	04/05/2012
885.		976.					-91.	
TOTAL GAIN(LOSS)							70,622.	

U S. JUSTICE CHARITABLE FOUNDATION, INC 26-2588270

Investments - FMV balance at December 31, 2012

	Morgan Stanley	Schwab 1180	Schwab 5398	Schwab 8217	Wells Fargo	**Total**
Corporate Equities	6,637,764			1,996,915		**8,634,679**
Mutual Funds	327,740			303,767		**631,506**
Corporate Bonds		128,332	120,291		1,467,177	**1,715,801**
Government Obligations		150,358	147,819	50,000		**348,178**
CD's	2,489,801				3,121,482	**5,611,283**
CD's (short term) moved to cash	(2,489,801)				(726,829)	**(3,216,630)**
	6,965,503	278,690	268,111	2,350,682	3,861,830	**13,724,816**

*******BROKERAGE ACCOUNT STATEMENTS FOLLOWING THIS SUMMARY**

ATTACHMENTS 7-9
SUPPORTING SCHEDULE

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Active Assets Account
504-116561-056

US JUSTICE CHARITABLE FNDTN
ATT: CONSTANCE C. LARCHER

STOCKS

COMMON STOCKS

Morgan Stanley & Co LLC (Morgan Stanley), Citi Investment Research & Analysis (CIRA), and Standard & Poor's equity research ratings may be shown for certain securities All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance Because the applicable research report contains more complete information regarding the analyst's opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating Where a particular company is covered by both Morgan Stanley and CIRA, you can and should view both research reports CIRA's equity research ratings are (1) Buy, (2) Neutral and (3) Sell For ease of comparison, Morgan Stanley and Standard & Poor's equity research ratings have been normalized to a 1 (Buy), 2 (Hold), and 3 (Sell) Please refer to the quarter month-end statement (or your first statement, if you have not yet received a statement at the quarter-end) for a summary guide describing Morgan Stanley, CIRA and Standard & Poor's ratings Morgan Stanley Smith Barney LLC does not take responsibility for, and does not guarantee the accuracy, completeness, or timeliness of research prepared for Standard & Poor's.

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
3M COMPANY (MMM)	—	4,960.000	—	Please Provide	**$460,536.00**	N/A	$11,705 60	2 54
Share Price $92 850, Rating. Morgan Stanley. 1, Citigroup: 2, S&P: 2; Next Dividend Payable 03/2013								
ABBOTT LABORATORIES (ABT)	10/3/95	400.000	20 597	8,238.99	26,200 00	17,961.01 LT		
	12/7/95	600.000	19.671	11,802.57	39,300.00	27,497.43 LT		
	—	1,462.000	—	Please Provide	95,761.00	N/A		
	Total	2,462.000		20,041.56	**161,261.00**	45,458.44 LT	1,378 72	0 85
Share Price. $65.500, Rating: Morgan Stanley: 2, Citigroup: 3, S&P: 1; Next Dividend Payable 02/2013								
ACCO BRANDS CORP (ACCO)	5/26/99	329 000	13 532	4,451.92	**2,414.86**	(2,037.06) LT	—	—
Share Price. $7.340								
AETNA INC (NEW)(CT) (AET)	12/14/00	2,000.000	8.688	17,375.00	**92,620.00**	75,245.00 LT	1,600.00	1.72
Share Price· $46.310; Rating: Morgan Stanley: 2, Citigroup· 1, S&P: 1; Next Dividend Payable 01/2013								
ALTRIA GROUP INC (MO)	11/8/94	300.000	4.715	1,414.57	9,432 00	8,017.43 LT		
	12/31/98	1,353.000	7.765	10,506 27	42,538 32	32,032.05 LT 1		
	11/4/99	500.000	6.458	3,228.82	15,720 00	12,491 18 LT		
	Total	2,153.000		15,149.66	**67,690.32**	52,540.66 LT	3,789.28	5 59
Share Price $31.440; Rating. Morgan Stanley: 2, Citigroup. 1, S&P: 1, Next Dividend Payable 01/10/13								
AMGEN INC (AMGN)	4/10/95	800 000	8.412	6,729.90	68,960.00	62,230 10 LT		
	6/14/95	800.000	9.209	7,367 40	68,960.00	61,592 60 LT		
	4/17/98	2,000.000	14.445	28,889.95	172,400.00	143,510.05 LT		
	12/31/98	2,400 000	5 073	12,174.00	206,880.00	194,706.00 LT 1		
	5/28/99	2,000.000	31.803	63,606.66	172,400 00	108,793 34 LT		
	Total	8,000 000		118,767.91	**689,600.00**	570,832 09 LT	15,040 00	2 18
Share Price $86 200, Rating. Morgan Stanley. 2, Citigroup· 1, S&P. 1, Next Dividend Payable 03/2013								

CONTINUED

Holdings

Active Assets Account
504-116561-056

US JUSTICE CHARITABLE FNDTN
ATT: CONSTANCE C. LARCHER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ASHLAND INC NEW (ASH)	11/17/08	46.000	17 610	810.06	**3,698.86**	2,888.80 LT	41 40	1 11
Share Price. $80 410; Rating. S&P 1; Next Dividend Payable 03/2013								
AUTOMATIC DATA PROCESSING INC (ADP)	7/19/95	600.000	14.517	8,710 39	34,158.00	25,447.61 LT		
	4/8/96	400.000	18 013	7,205.24	22,772.00	15,566.76 LT		
	12/31/98	800.000	11 743	9,394.32	45,544 00	36,149.68 LT 1		
	Total	1,800.000		25,309.95	**102,474.00**	77,164.05 LT	3,132.00	3 05
Share Price $56 930, Rating Citigroup: 2, S&P. 1; Next Dividend Payable 01/02/13								
BANK OF AMERICA CORP (BAC)	10/26/93	1,200.000	12.068	14,481 81	13,932 00	(549.81) LT		
	12/31/98	28.000	29.875	836.50	325 08	(511.42) LT 1		
	Total	1,228.000		15,318.31	**14,257.08**	(1,061.23) LT	49 12	0 34
Share Price $11.610, Rating. Morgan Stanley. 2, Citigroup· 2, S&P: 3; Next Dividend Payable 03/2013								
BOEING CO (BA)	7/19/95	300 000	32 330	9,699 10	22,608 00	12,908.90 LT		
	12/31/98	400.000	23 519	9,407.62	30,144.00	20,736.38 LT 1		
	Total	700.000		19,106.72	**52,752.00**	33,645.28 LT	1,358.00	2 57
Share Price· $75.360, Rating: Morgan Stanley· 1, Citigroup· 1, S&P 1; Next Dividend Payable 03/2013								
BP PLC ADS (BP)	9/27/94	793.200	22.266	17,661.09	33,028 84	15,367.75 LT		
	12/7/95	264.400	26.352	6,967.40	11,009.61	4,042 21 LT		
	4/8/96	264 400	27.628	7,304.90	11,009.61	3,704.71 LT		
	—	1,800.000	—	Please Provide	74,952.00	N/A		
	Total	3,122.000		31,933 39	**130,000.08**	23,114.67 LT	6,743 52	5 18
Share Price $41 640, Rating: S&P: 2								
BRISTOL MYERS SQUIBB CO (BMY)	1/29/97	1,600.000	29 242	46,787.07	52,144 00	5,356.93 LT		
	2/17/99	390.000	60.990	23,785.98	12,710.10	(11,075.88) LT		
	—	10.000	—	Please Provide	325 90	N/A		
	Total	2,000.000		70,573.05	**65,180.00**	(5,718.95) LT	2,800 00	4.29
Share Price· $32.590; Rating. Morgan Stanley: 2, Citigroup: 2, S&P. 2; Next Dividend Payable 02/2013								
BROADRIDGE FIN SOLU.LLC (BR)	7/19/95	150 000	6.216	932.46	3,432 00	2,499.54 LT		
	4/8/96	100.000	7.713	771.34	2,288.00	1,516.66 LT		
	12/31/98	200.000	5.028	1,005.68	4,576.00	3,570.32 LT 1		
	Total	450 000		2,709.48	**10,296.00**	7,586.52 LT	324.00	3.14
Share Price. $22 880; Next Dividend Payable 01/02/13								

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Holdings

Active Assets Account
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US JUSTICE CHARITABLE FNDTN
ATT: CONSTANCE C. LARCHER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CARPENTER TECHNOLOGY (CRS)	—	3,520 000	—	Please Provide	**181,737.60**	N/A	2,534.40	1 39
Share Price. $51.630; Rating: Citigroup: 2, S&P. 1; Next Dividend Payable 03/2013								
CIGNA CORPORATION COM (CI)	10/12/41	17,079.000	0.059	1,000 09	**913,043.34**	912,043.25 LT	683 16	0 07
Share Price $53.460, Rating. Morgan Stanley: 1, Citigroup 1, S&P: 1, Next Dividend Payable 04/2013								
CITIGROUP INC NEW (C)	4/23/01	100.000	456.251	45,625.08	3,956 00	(41,669 08) LT		
	11/19/01	50.000	472.788	23,639.41	1,978.00	(21,661.41) LT		
	Total	150.000		69,264 49	**5,934.00**	(63,330.49) LT	6 00	0 10
Share Price $39.560, Rating. Morgan Stanley: 1, S&P. 1, Next Dividend Payable 02/2013								
COMMONWEALTH REIT COM (CWH)	12/17/93	250.000	55.558	13,889.51	3,960 00	(9,929.51) LT		
	12/7/95	125.000	66.028	8,253.46	1,980.00	(6,273 46) LT		
	2/19/99	375.000	54 353	20,382 30	5,940.00	(14,442 30) LT		
	Total	750.000		42,525.27	**11,880.00**	(30,645.27) LT	750 00	6.31
Share Price. $15.840, Rating Citigroup. 3, Next Dividend Payable 02/2013								
CONOCOPHILLIPS (COP)	—	1,440.000	—	Please Provide	**83,505.60**	N/A	3,801 60	4 55
Share Price. $57.990, Rating Morgan Stanley: 3, Citigroup: 1, S&P: 1; Next Dividend Payable 03/2013								
CORNING INC (GLW)	—	1,245 000	—	Please Provide	**15,711.90**	N/A	448.20	2.85
Share Price $12 620, Rating Morgan Stanley: 3, Citigroup: 2, S&P: 2; Next Dividend Payable 03/2013								
COVIDIEN PLC NEW (COV)	11/4/99	125.000	54.806	6,850.74	7,217 50	366.76 LT		
	11/19/01	125.000	74.918	9,364.71	7,217.50	(2,147.21) LT		
	11/19/01	250.000	74.666	18,666.52	14,435 00	(4,231.52) LT		
	Total	500 000		34,881.97	**28,870.00**	(6,011.97) LT	520 00	1 80
Share Price $57.740, Rating Morgan Stanley. 1, Citigroup. 1, S&P: 1, Next Dividend Payable 03/2013								
DELL INC (DELL)	2/17/99	2,000.000	40.755	81,510 24	20,280.00	(61,230.24) LT		
	2/17/99	1,050.000	40.784	42,823.33	10,647.00	(32,176.33) LT		
	2/17/99	200 000	40.753	8,150.52	2,028.00	(6,122.52) LT		
	2/17/99	750.000	40.728	30,545 81	7,605.00	(22,940.81) LT		
	Total	4,000.000		163,029.90	**40,560.00**	(122,469.90) LT	1,280.00	3 15
Share Price. $10 140; Rating: Morgan Stanley: 2, Citigroup. 3, S&P: 2, Next Dividend Payable 01/23/13								
DU PONT EI DE NEMOURS & CO (DD)	12/11/98	750.000	52.872	39,653.76	33,733.86	(5,919.90) LT		
	—	145 000	—	Please Provide	6,521.88	N/A		

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Holdings

Active Assets Account
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US JUSTICE CHARITABLE FNDTN
ATT: CONSTANCE C. LARCHER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	895.000		39,653.76	**40,255.75**	(5,919.90) LT	1,539.40	3 82
Share Price· $44.979, Rating: Morgan Stanley. 2, Citigroup: 2, S&P: 3; Next Dividend Payable 03/2013								
ELI LILLY & CO (LLY)	12/31/98	900.000	11.832	10,648.91	**44,388.00**	33,739.09 LT 1	1,764.00	3 97
Share Price. $49.320, Rating: Morgan Stanley: 3, Citigroup· 1, S&P: 2; Next Dividend Payable 03/2013								
EMERSON ELECTRIC CO (EMR)	10/22/93	800.000	14.375	11,500.39	42,368.00	30,867.61 LT		
	8/12/94	400.000	15 506	6,202.20	21,184.00	14,981.80 LT		
	4/8/96	400.000	20.856	8,342.40	21,184.00	12,841.60 LT		
	7/24/03	400.000	26.201	10,480.29	21,184.00	10,703.71 LT		
	Total	2,000 000		36,525.28	**105,920.00**	69,394.72 LT	3,280.00	3.09
Share Price. $52.960; Rating Morgan Stanley· 1, Citigroup 1, S&P: 2; Next Dividend Payable 03/2013								
EXPRESS SCRIPTS HLDG CO COM (ESRX)	—	13.475	—	Please Provide	727.65	N/A		
	6/16/00	63 525	55.938	3,553.45	3,430.35	(123.10) LT		
	Total	77.000		3,553.45	**4,158.00**	(123.10) LT	—	—
Share Price. $54.000, Rating: Morgan Stanley: 1, Citigroup: 1, S&P: 1								
EXXON MOBIL CORP (XOM)	10/22/93	800.000	16.469	13,175.39	69,240.00	56,064.61 LT		
	11/4/93	400.000	16.474	6,589.70	34,620.00	28,030.30 LT		
	4/8/96	400.000	21.169	8,467.40	34,620.00	26,152.60 LT		
	12/31/98	40.000	25.875	1,035.00	3,462.00	2,427.00 LT 1		
	—	2,162 000	—	Please Provide	187,121 10	N/A		
	1/27/00	688.000	40.824	28,087.10	59,546.40	31,459.30 LT		
	Total	4,490.000		57,354 59	**388,609.50**	144,133.81 LT	10,237 20	2 63
Share Price: $86 550; Rating. Morgan Stanley: 2, Citigroup: 1, S&P. 1; Next Dividend Payable 03/2013								
FANNIE MAE (FNMA)	4/8/96	1,000.000	32 950	32,949.73	255 00	(32,694.73) LT		
	1/26/00	500.000	57.654	28,826.91	127.50	(28,699.41) LT		
	Total	1,500 000		61,776 64	**382.50**	(61,394.14) LT	—	—
Share Price $0 255								
FIVE STAR QUALITY CARE INC (FVE)	12/31/01	30.000	7.260	217 80	**150.30**	(67.50) LT	—	—
Share Price. $5.010								
FRONTIER COMMUNICATIONS CORP (FTR)	3/13/96	58.444	7.816	456.82	250 14	(206 68) LT		
	4/8/96	58.444	7 868	459.83	250.14	(209 69) LT		
	12/31/98	146.112	0.474	69 31	625.36	556.05 LT 1		

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Holdings

Active Assets Account
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US JUSTICE CHARITABLE FNDTN
ATT: CONSTANCE C. LARCHER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	263.000		985 96	**1,125.64**	139.68 LT	105 20	9.34
Share Price. $4.280; Rating Morgan Stanley: 2, Citigroup. 2H, S&P· 1; Next Dividend Payable 03/2013								
GENERAL ELECTRIC CO (GE)	10/22/93	1,200 000	8 155	9,785.69	25,188 00	15,402.31 LT		
	10/22/93	600.000	8.161	4,896.85	12,594 00	7,697.15 LT		
	11/4/93	1,200.000	8 044	9,652.20	25,188 00	15,535.80 LT		
	12/31/98	3,000 000	17 313	51,937.50	62,970.00	11,032 50 LT 1		
	—	11,228 000	—	Please Provide	235,675.72	N/A		
	Total	17,228 000		76,272 24	**361,615.72**	49,667.76 LT	13,093.28	3 62
Share Price. $20 990; Rating Morgan Stanley: 2, Citigroup· 1, S&P· 2, Next Dividend Payable 01/25/13								
H J HEINZ CO (HNZ)	10/26/93	600 000	23.537	14,122.24	**34,608.00**	20,485.76 LT	1,236.00	3.57
Share Price $57 680, Rating. Morgan Stanley. 3, Citigroup: 1, S&P: 1, Next Dividend Payable 03/2013								
HOME DEPOT INC (HD)	4/10/95	2,250.000	9.645	21,702.21	139,162.50	117,460.29 LT		
	6/26/95	900 000	9 059	8,153 54	55,665.00	47,511.46 LT		
	Total	3,150 000		29,855.75	**194,827.50**	164,971 75 LT	3,654 00	1 87
Share Price $61.850, Rating: Morgan Stanley. 2, Citigroup: 1, S&P: 3, Next Dividend Payable 03/2013								
HOSPIRA INC (HSP)	10/3/95	39.967	13.664	546.11	1,248.57	702.46 LT		
	12/7/95	59.952	13.049	782.30	1,872 90	1,090.60 LT		
	—	146.081	—	Please Provide	4,563.57	N/A		
	Total	246 000		1,328.41	**7,685.04**	1,793 06 LT	—	—
Share Price· $31.240, Rating· Morgan Stanley: 2, Citigroup· 3, S&P 2								
HOSPITALITY PPTYS TR COM SBI (HPT)	8/17/95	1,000.000	22.794	22,794 33	23,420.00	625.67 LT		
	12/9/97	500.000	30 857	15,428 38	11,710.00	(3,718.38) LT		
	Total	1,500 000		38,222.71	**35,130.00**	(3,092.71) LT	2,820 00	8 02
Share Price $23.420, Rating· S&P. 2; Next Dividend Payable 02/2013								
INTERNATIONAL PAPER CO (IP)	—	320.000	—	Please Provide	**12,748.80**	N/A	384 00	3 01
Share Price $39.840, Rating Citigroup. 1, S&P 2, Next Dividend Payable 03/2013								
INTL BUSINESS MACHINES CORP (IBM)	12/31/98	216.000	35.063	7,573.50	41,374.80	33,801.30 LT 1		
	—	800 000	—	Please Provide	153,240 00	N/A		
	6/16/00	74 000	117.387	8,686 65	14,174.70	5,488.05 LT		
	9/20/02	1 000.000	65 617	65,616.90	191,550.00	125,933 10 LT		
	Total	2,090 000		81,877.05	**400,339.50**	165,222 45 LT	7,106 00	1 77
Share Price. $191 550, Rating. Morgan Stanley. 2, Citigroup 1, S&P: 1; Next Dividend Payable 03/2013								

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Security Mark
at Right

Holdings

Active Assets Account
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US JUSTICE CHARITABLE FNDTN
ATT: CONSTANCE C. LARCHER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
JOHNSON & JOHNSON (JNJ)	10/18/01	1,000.000	58 420	58,420.29	70,100.00	11,679.71 LT		
	11/19/01	1,000.000	60.511	60,510.92	70,100.00	9,589.08 LT		
	Total	2,000 000		118,931.21	**140,200.00**	21,268.79 LT	4,880 00	3 48
Share Price· $70.100, Rating: Morgan Stanley: 2, Citigroup: 1, S&P: 1, Next Dividend Payable 03/2013								
JPMORGAN CHASE & CO (JPM)	8/4/98	750.000	47.151	35,363.49	**32,976.82**	(2,386.67) LT	900 00	2 72
Share Price $43.969, Rating Morgan Stanley: 1, Citigroup: 1, S&P: 1; Next Dividend Payable 01/2013								
KELLOGG CO (K)	12/31/98	200.000	31.563	6,312.50	**11,170.00**	4,857 50 LT 1	352.00	3 15
Share Price· $55.850, Rating. Morgan Stanley: 2, Citigroup: 1, S&P: 1; Next Dividend Payable 03/2013								
KRAFT FOODS GROUP INC COM (KRFT)	11/8/94	69.113	7.366	509 11	3,142.57	2,633.46 LT		
	12/31/98	311.699	12 118	3,777.14	14,172.95	10,395.81 LT		
	11/4/99	115.188	10 089	1,162 08	5,237.60	4,075.52 LT		
	Total	496.000		5,448.33	**22,553.12**	17,104 79 LT	992 00	4 39
Share Price $45.470, Rating: Morgan Stanley. 2, Citigroup. 2, S&P. 2; Next Dividend Payable 01/14/13								
MARRIOTT INTL INC NEW CL A (MAR)	4/8/97	1,555 399	11 001	17,110.50	57,969.72	40,859 22 LT		
	12/31/98	464.601	10.836	5,034 22	17,315.68	12,281.46 LT 1		
	Total	2,020.000		22,144 72	**75,285.40**	53,140 68 LT	1,050.40	1.39
Share Price. $37 270, Rating. Morgan Stanley: 2, Citigroup· 1, S&P: 2; Next Dividend Payable 03/2013								
MARRIOTT VACATIONS WORLDWIDE (VAC)	4/8/97	155 540	6 563	1,020 79	6,481 35	5,460.56 LT		
	12/31/98	46.460	6.464	300.34	1,935.99	1,635 65 LT 1		
	Total	202 000		1,321.13	**8,417.34**	7,096 21 LT	—	—
Share Price. $41.670								
MEADWESTVACO CORP (MWV)	5/26/99	1,000.000	36 265	36,264 98	**31,870.00**	(4,394.98) LT	1,000.00	3 13
Share Price $31.870, Rating: S&P: 2, Next Dividend Payable 03/2013								
MERCK & CO INC NEW COM (MRK)	—	70.000	—	Please Provide	2,865 80	N/A		
	6/16/00	330.000	69 628	22,977.14	13,510 20	(9,466.94) LT		
	Total	400.000		22,977.14	**16,376.00**	(9,466.94) LT	688.00	4.20
Share Price. $40 940, Rating: Morgan Stanley: 2, Citigroup· 2, S&P. 1; Next Dividend Payable 01/08/13								
MICROSOFT CORP (MSFT)	—	480 000	—	Please Provide	12,820.66	N/A		
	4/3/00	320.000	47.239	15,116.44	8,547.10	(6,569.34) LT		
	Total	800.000		15,116.44	**21,367.76**	(6,569.34) LT	736.00	3 44
Share Price: $26 710; Rating. Morgan Stanley: 1, Citigroup: 1, S&P. 1, Next Dividend Payable 03/2013								

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Holdings

Active Assets Account
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US JUSTICE CHARITABLE FNDTN
ATT: CONSTANCE C. LARCHER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
MONDELEZ INTL INC COM (MDLZ)	11/8/94	207.477	4.539	941.77	5,280 95	4,339 18 LT		
	12/31/98	935.727	7.475	6,994 70	23,817 25	16,822 55 LT 2		
	11/4/99	345 796	6.216	2,149.63	8,801.61	6,651.98 LT		
	Total	1,489 000		10,086 10	**37,899.81**	27,813 71 LT	774 28	2 04
Share Price. $25.453, Rating· Morgan Stanley. 1, Citigroup· 1, S&P· 1, Next Dividend Payable 01/14/13								
MONSANTO CO/NEW (MON)	10/28/97	340 000	7 464	2,537.62	**32,181.00**	29,643.38 LT	510.00	1 58
Share Price: $94.650, Rating: Morgan Stanley. 1, Citigroup. 1, S&P. 2; Next Dividend Payable 01/2013								
MOTOROLA SOLUTIONS INC (MSI)	5/26/99	428.000	98.833	42,300.44	**23,831.04**	(18,469.40) LT	445 12	1.86
Share Price $55.680, Rating. Morgan Stanley. 2, Citigroup. 2, S&P. 2; Next Dividend Payable 01/15/13								
PENTAIR LTD (PNR)	11/4/99	29.750	50.319	1,496.99	1,462.21	(34.78) LT		
	11/19/01	29 750	68.784	2,046.33	1,462.21	(584.12) LT		
	11/19/01	59.500	67.445	4,012.95	2,924.43	(1,088.52) LT		
	Total	119.000		7,556 27	**5,843.85**	(1,707.42) LT	104.72	1.79
Share Price· $49 150, Rating Citigroup: 1, S&P: 1; Next Dividend Payable 02/2013								
PEPSICO INC NC (PEP)	8/4/98	1,000.000	38 039	38,039.11	68,430.00	30,390.89 LT		
	8/29/01	425.000	47.378	20,135.46	29,082.75	8,947.29 LT		
	11/19/01	500.000	50 699	25,349 54	34,215.00	8,865.46 LT		
	11/19/01	1,000.000	50.460	50,459.79	68,430.00	17,970.21 LT		
	Total	2,925.000		133,983.90	**200,157.75**	66,173.85 LT	6,288 75	3.14
Share Price: $68.430; Rating· Morgan Stanley: 1, Citigroup 2, S&P. 1; Next Dividend Payable 01/02/13								
PFIZER INC (PFE)	10/28/97	1,400.000	27.999	39,198 85	35,111.01	(4,087.84) LT		
	10/28/97	1,500.000	23.952	35,928.73	37,618.94	1,690 21 LT		
	3/27/98	900.000	32.425	29,182 60	22,571.36	(6,611.24) LT		
	8/4/98	1,500.000	35.319	52,978.06	37,618.94	(15,359.12) LT		
	2/17/99	600.000	44 074	26,444 21	15,047.57	(11,396 64) LT		
	10/16/09	2,559.000	17.660	45,191.78	64,177 92	18,986 14 LT		
	Total	8,459 000		228,924 23	**212,145.79**	(16,778 49) LT	8,120 64	3 82
Share Price $25 079, Rating· Morgan Stanley. 1, Citigroup: 1, S&P 1; Next Dividend Payable 03/2013								
PHILIP MORRIS INTL INC (PM)	11/8/94	300 000	10.745	3,223 35	25,092 00	21,868.65 LT		
	12/31/98	1,353 000	17 694	23,940.52	113,164 92	89,224.40 LT 1		
	11/4/99	500 000	14 715	7,357 47	41,820 00	34,462.53 LT		

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Holdings

Active Assets Account
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US JUSTICE CHARITABLE FNDTN
ATT: CONSTANCE C. LARCHER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	2,153 000		34,521 34	**180,076.92**	145,555.58 LT	7,320 20	4 06
Share Price· $83 640, Rating: Morgan Stanley· 1, Citigroup: 2, S&P. 1, Next Dividend Payable 01/11/13								
PHILLIPS 66 COM (PSX)	—	720 000	—	Please Provide	**38,232.00**	N/A	720.00	1.88
Share Price· $53.100; Rating: Morgan Stanley. 1, Citigroup: 2, S&P: 1, Next Dividend Payable 03/2013								
PIMCO STRAT GLBL GOVT FUND (RCS)		—	0.000	0.00	0.00			
Long Term Reinvestments		140.686		1,399.41	1,596.78	197.37 LT		
Short Term Reinvestments		18.731		207.12	212 59	5.47 ST		
	Total	159.417		1,606.53	**1,809.38**	197.37 LT 5.47 ST	153.04	8 45
Share Price. $11 350; Next Dividend Payable 01/02/13								
PROCTER & GAMBLE (PG)	8/4/98	1,000.000	39.541	39,541.20	67,890 00	28,348.80 LT		
	—	1,600.000	—	Please Provide	108,624.00	N/A		
	Total	2,600.000		39,541.20	**176,514.00**	28,348.80 LT	5,844 80	3.31
Share Price. $67 890; Rating. Morgan Stanley: 2, Citigroup: 1, S&P: 2; Next Dividend Payable 02/2013								
SMUCKER JM CO COM NEW (SJM)	8/4/98	10.000	31.205	312.05	862.40	550.35 LT		
	—	16 000	—	Please Provide	1,379.84	N/A		
	Total	26.000		312 05	**2,242.24**	550 35 LT	54.08	2 41
Share Price $86.240, Rating. Citigroup· 2, S&P· 1; Next Dividend Payable 03/2013								
STANLEY BLACK & DECKER INC (SWK)	—	900 000	—	Please Provide	**66,573.00**	N/A	1,764 00	2.64
Share Price $73.970, Rating: Morgan Stanley: 1, S&P. 1; Next Dividend Payable 03/2013								
TE CONNECTIVITY LTD NEW (TEL)	11/4/99	125.000	50.456	6,306 99	4,640.00	(1,666.99) LT		
	11/19/01	125 000	68.971	8,621 43	4,640.00	(3,981.43) LT		
	11/19/01	250.000	68.740	17,184.95	9,280.00	(7,904.95) LT		
	Total	500.000		32,113.37	**18,560.00**	(13,553.37) LT	420.00	2 26
Share Price: $37.120; Rating: Citigroup: 1, S&P. 2; Next Dividend Payable 03/2013								
THE ADT CORPORATION COM (ADT)	11/4/99	62.500	43.794	2,737.14	2,905.62	168.48 LT		
	11/19/01	62.500	59.865	3,741.58	2,905.62	(835.96) LT		
	11/19/01	125.000	59.664	7,458.02	5,811.25	(1,646.77) LT		
	Total	250.000		13,936.74	**11,622.50**	(2,314.25) LT	125.00	1.07
Share Price. $46.490; Rating. Morgan Stanley: 2, Citigroup· 1, S&P: 2; Next Dividend Payable 03/2013								

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Holdings

Active Assets Account
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US JUSTICE CHARITABLE FNDTN
ATT: CONSTANCE C. LARCHER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
TOOTSIE ROLL IND INC (TR)	—	52.000	—	Please Provide	**1,347.84**	N/A	16 64	1.23
Share Price $25.920, Next Dividend Payable 03/2013								
TRAVELCENTERS AMER LLC (TA)	2/1/07	150.000	32.335	4,850.25	**705.00**	(4,145.25) LT	—	—
Share Price. $4.700								
TRAVELERS COMPANIES INC COM (TRV)	4/23/01	56.000	54.310	3,041.38	4,021 92	980 54 LT		
	11/19/01	28.000	56.279	1,575.80	2,010 96	435 16 LT		
	Total	84.000		4,617 18	**6,032.88**	1,415 70 LT	154 56	2 56
Share Price. $71.820, Rating: Morgan Stanley 2, S&P: 2; Next Dividend Payable 03/2013								
TYCO INTERNATIONAL LTD NEW (TYC)	11/4/99	125.000	33.482	4,185 26	3,656.25	(529.01) LT		
	11/19/01	125.000	45.769	5,721 10	3,656 25	(2,064.85) LT		
	11/19/01	250.000	45.615	11,403 78	7,312 50	(4,091.28) LT		
	Total	500.000		21,310.14	**14,625.00**	(6,685 14) LT	300.00	2 05
Share Price $29 250, Rating Morgan Stanley 2, Citigroup 2, S&P. 2, Next Dividend Payable 02/2013								
UNITED BANKSHARES INC W VA (UBSI)	10/26/93	1,275 000	7 604	9,695.53	31,033.50	21,337.97 LT		
	5/2/95	1,275 000	7.902	10,075.49	31,033 50	20,958.01 LT		
	4/8/96	1,275.000	13.171	16,793.18	31,033.50	14,240.32 LT		
	12/31/98	1,275.000	8.873	11,312.50	31,033 50	19,721.00 LT 1		
	Total	5,100.000		47,876.70	**124,134.00**	76,257 30 LT	6,324 00	5 09
Share Price. $24.340, Next Dividend Payable 01/02/13								
UNIVERSAL HEALTH SERVICES B (UHS)	4/8/97	2,000.000	8 482	16,964 24	**96,700.00**	79,735 76 LT	400 00	0 41
Share Price. $48.350, Rating: Citigroup 1H, S&P 1; Next Dividend Payable 03/2013								
VERIZON COMMUNICATIONS (VZ)	3/13/96	244 000	31 461	7,676.45	10,557.88	2,881.43 LT		
	4/8/96	244.000	31.647	7,721.94	10,557 88	2,835 94 LT		
	12/31/98	610.000	2.683	1,536 64	26,394 70	24,758.06 LT 1		
	Total	1,098.000		17,035.03	**47,510.46**	30,475.43 LT	2,261.88	4.76
Share Price: $43.270, Rating: Morgan Stanley: 2, Citigroup· 2, S&P· 2, Next Dividend Payable 02/2013								
WALT DISNEY CO HLDG CO (DIS)	4/8/96	1,500.000	21.528	32,292.73	74,685.00	42,392 27 LT		
	7/10/96	600.000	19 211	11,526.84	29,874.00	18,347.16 LT		
	12/31/98	438.000	24.753	10,841 64	21,808 02	10,966.38 LT 1		
	Total	2,538 000		54,661.21	**126,367.02**	71,705 81 LT	1,903.50	1 50
Share Price. $49.790; Rating Morgan Stanley: 1, Citigroup. 1, S&P: 1, Next Dividend Payable 12/2013								

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Holdings

Active Assets Account
504-116561-056

US JUSTICE CHARITABLE FNDTN
ATT: CONSTANCE C. LARCHER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
WELLS FARGO & CO NEW (WFC)	10/26/93	199.000	102.024	20,302 78	6,801.82	(13,500.96) LT	175.12	2.57
Share Price. $34.180, Rating Morgan Stanley 2, Citigroup: 2, S&P: 2, Next Dividend Payable 03/2013								
WISCONSIN ENERGY CORP (WEC)	—	1,800.000	—	Please Provide	66,330.00	N/A	2,448.00	3 69
Share Price $36 850; Rating. S&P. 2; Next Dividend Payable 03/2013								
ZIMMER HLDGS INC (ZMH)	1/29/97	160.000	14.816	2,370.53	10,665.60	8,295.07 LT		
	2/17/99	39.000	30.901	1,205.15	2,599.74	1,394.59 LT		
	—	1.000	—	Please Provide	66.66	N/A		
	Total	200.000		3,575.68	**13,332.00**	9,689 66 LT	144 00	1 08
Share Price: $66.660; Rating· Morgan Stanley: 2, Citigroup: 3, S&P: 2; Next Dividend Payable 01/25/13								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
STOCKS	49.2%	$2,107,136.46	$6,637,763.63	$2,719,253.08 LT $5.47 ST	$160,574.81 $0.00	2.42%

CERTIFICATES OF DEPOSIT

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
APPLE BANK Manhasset NY CD	7/24/12	240,000 000	$100.000	$240,000.00			$840.00	0.35
CUSIP 037830NF9			$100 000	$240,000.00	$239,992.80	$(7.20) ST	$348.85	
Unit Price $99 997, Coupon Rate 0 350%, Matures 01/23/2013; Interest Paid at Maturity, Issued 08/01/12; Maturity Value = $240,000 00								
MERRICK BANK CD SOUTH JORDAN UT CD	7/24/12	240,000 000	100 000	240,000 00			720 00	0.30
CUSIP 59012YV38			100.000	240,000.00	239,983.20	(16.80) ST	7 74	
Unit Price· $99 993; Coupon Rate 0.300%, Matures 01/28/2013, Interest Paid Monthly Aug 27, Issued 07/27/12, Maturity Value = $240,000 00								
BANK OF CHINA CD NEW YORK NY CD	4/26/12	240,000.000	100 000	240,000 00			720 00	0 30
CUSIP 06425HN51			100 000	240,000 00	239,978.40	(21.60) ST	478 03	
Unit Price $99 991, Coupon Rate 0.300%, Matures 02/04/2013, Interest Paid at Maturity, Issued 05/02/12; Maturity Value = $240,000.00								

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Holdings

Active Assets Account
504-116561-056

US JUSTICE CHARITABLE FNDTN
ATT: CONSTANCE C. LARCHER

CERTIFICATES OF DEPOSIT (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
FIFTHTHIRD BANK CINCINNATI OH CD CUSIP 316777FG1	11/14/12	230,000.000	100.000 100 000	230,000.00 230,000.00	**229,983.90**	(16 10) ST	~~805.00~~ 87.97	0.35
Unit Price. $99 993, Coupon Rate 0.350%; Matures 02/21/2013; Interest Paid at Maturity; Issued 11/21/12; Maturity Value = $230,000.00								
HANCOCK BANK CD Gulfport MS CD CUSIP 409746AC8	11/14/12	230,000.000	100.000 100 000	230,000.00 230,000.00	**229,970.10**	(29.90) ST	690.00 75.40	0.30
Unit Price. $99.987; Coupon Rate 0.300%, Matures 02/21/2013; Interest Paid at Maturity, Issued 11/21/12; Maturity Value = $230,000.00								
GE CAP RET BK DRAPER UT CD CUSIP 36157QDQ7	5/29/12	230,000.000	100 000 100.000	230,000 00 230,000.00	**229,981.60**	(18 40) ST	805 00 469.76	0.35
Unit Price. $99.992; Coupon Rate 0.350%, Matures 03/01/2013, Interest Paid at Maturity; Issued 06/01/12; Maturity Value = $230,000 00								
COMENITY BANK JUMBO (FORMERLY WORLD FINL NETWORK BANK) DE CD CUSIP 20099ACA3	12/11/12	200,000.000	100 000 100.000	200,000.00 200,000.00	**199,892.00**	(108.00) ST	700 00 22.52	0 35
Unit Price. $99.946, Coupon Rate 0 350%, Matures 03/19/2013; Interest Paid Monthly Jan 02, Yield to Maturity .597%; Issued 12/19/12; Maturity Value = $200,000.00								
BK W SAN FRAN CD SAN FRANCISCO CA CD CUSIP 065680GK0	6/18/12	225,000 000	100.000 100.000	225,000.00 225,000 00	**225,000.00**	0 00 ST	900.00 478.35	0 40
Unit Price. $100.000, Coupon Rate 0.400%; Matures 03/20/2013, Interest Paid at Maturity; Yield to Maturity .400%; Issued 06/20/12, Maturity Value = $225,000.00								
BANK BARODA CD NEW YORK NY CD CUSIP 060624JA2	6/19/12	225,000.000	100.000 100 000	225,000.00 225,000.00	**225,000.00**	0.00 ST	900.00 475.89	0.40
Unit Price $100.000, Coupon Rate 0.400%; Matures 03/21/2013; Interest Paid at Maturity; Yield to Maturity .400%, Issued 06/21/12, Maturity Value = $225,000 00								
EVERBANK CD Jacksonville FL CD CUSIP 29976DNW6	9/20/12	230,000.000	100.000 100.000	230,000.00 230,000.00	**230,052.90**	52 90 ST	1,150 00 286 71	0 49
Unit Price. $100.023, Coupon Rate 0.500%, Matures 03/28/2013; Interest Paid at Maturity; Issued 10/01/12, Maturity Value = $230,000.00								
BANK OF INDIA CD NEW YORK CITY NY CD CUSIP 062782Y43	12/11/12	200,000 000	100.000 100.000	200,000 00 200,000.00	**199,966.00**	(34 00) ST	800 00 26.30	0 40
Unit Price. $99.983; Coupon Rate 0.400%; Matures 06/19/2013; Interest Paid at Maturity, Issued 12/19/12; Maturity Value = $200,000 00								

	Face Value Percentage of Assets %	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
CERTIFICATES OF DEPOSIT	2,490,000.000	$2,490,000.00 $2,490,000.00	$2,489,800.90	$(199.10) ST	~~$9,030.00~~ $2,757.52	0.36%
TOTAL CERTIFICATES OF DEPOSIT (incl accr int.)	18.5%		$2,492,558.42			

Holdings

MUTUAL FUNDS

OTHER MUTUAL FUNDS

"Total Purchases vs Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account

"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account. It may not reflect all distributions received in cash, due to but not limited to the following. investments made prior to addition of this information on statements, securities transfers, timing of recent distributions, and certain adjustments made in your account

"Net Value Increase/ (Decrease)" reflects the difference between your total purchases, plus the cash distributions shown, and the current value of the fund's shares. This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
FRANKLIN SMALL MIDCAP GRW C (FRSIX)	1/27/00	2,187 227	$45.720	$100,000 00	$64,195.11	$(35,804.89) LT		
	6/29/00	519 751	48.100	25,000.00	15,254.69	(9,745 31) LT		
	Purchases	2,706.978		125,000.00	**79,449.80**	(45,550 20) LT		
Long Term Reinvestments		1,055 620		34,149.60	30,982.45	(3,167.15) LT		
Short Term Reinvestments		450.281		13,080 67	13,215.75	135.08 ST		
	Total	4,212.879		172,230.27	**123,648.00**	(48,717.35) LT 135.08 ST	—	—
Total Purchases vs Market Value				125,000 00	123,648 00			
Net Value Increase/(Decrease)					(1,352 00)			
Share Price $29 350, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
ING GLOBAL VALUE CHOICE C (NAWCX)	1/27/00	3,384.095	29.550	100,000.00	85,651.44	(14,348 56) LT		
	6/29/00	845 451	29.570	25,000.00	21,398 36	(3,601 64) LT		
	Purchases	4,229 546		125,000 00	**107,049.80**	(17,950 20) LT		
Long Term Reinvestments		816.137		20,664.01	20,656.42	(7.59) LT		
	Total	5,045.683		145,664.01	**127,706.24**	(17,957.79) LT	—	—
Total Purchases vs Market Value				125,000.00	127,706.24			
Net Value Increase/(Decrease)					2,706 24			
Share Price. $25.310, Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
LEGG MASON CAL MGMT ALL CAP C (SPBLX)	6/29/00	9,412.277	10.624	100,000.00	75,957.07	(24,042.93) LT		
	Purchases	9,412.277		100,000.00	**75,957.07**	(24,042.93) LT		
Long Term Reinvestments		12.669		124.31	102.23	(22.08) LT		
Short Term Reinvestments		40.395		298.51	325.98	27.47 ST		
	Total	9,465.341		100,422.82	**76,385.30**	(24,065.01) LT 27.47 ST	—	—
Total Purchases vs Market Value				100,000.00	76,385.30			
Net Value Increase/(Decrease)					(23,614.70)			
Share Price. $8 070, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								

Holdings

Active Assets Account
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US JUSTICE CHARITABLE FNDTN
ATT: CONSTANCE C. LARCHER

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
MUTUAL FUNDS	2.4%	$418,317.10	$327,739.54	$(90,740.15) LT	$0.00	—
				$162.55 ST	$0.00	

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page.
For more information about the pricing of Money Market Funds, please see the Expanded Disclosures.

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$5,015,453.56	$13,475,677.89	$2,628,512.93 LT	$170,006.84	1.26%
				$(31.08) ST	$2,757.52	
TOTAL VALUE (includes accrued interest)			$13,478,435.41			

1 - This information reflects your requested adjustments to the transaction details.
2 - You, or a third party, have provided the transaction details for this position.
Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

Investment Detail - Fixed Income

	Par	Market Price	Market Value	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income
U.S. Treasuries			*Cost Basis*				Yield to Maturity
US INFL INDX 0.125%07/22	21,000.0000	109.0930	22,909.53	N/A	8%	(130.56)	N/A
INFL INDEX DUE 07/15/22			*23,040.09*				N/A
CURRENT FACTOR							
1.00590							
CUSIP: 912828TE0							
US TREAS NOT 0.75%10/17	35,000.0000	100.2813	35,098.46	35,141.96	12%	(43.50) [b]	262.50
UST NOTE DUE 10/31/17			*35,144.08*				N/A[Y]
CUSIP 912828TW0							*Accrued Interest: 44.95*
US TREAS NOT 1.375%02/19	9,000.0000	102.4063	9,216.57	8,957.81	3%	258.76	123.75
UST NOTE DUE 02/28/19			*8,957.81*				1 44%
CUSIP. 912828SH4							*Accrued Interest: 42.05*
UST INFL IDX 2.5%01/29	3,000.0000	153.3962	4,601.89	N/A	2%	(10.52)	N/A
INFL INDEX DUE 01/15/29			*4,612.41*				N/A
CURRENT FACTOR							
1.07741							
CUSIP. 912810PZ5							
Total U.S. Treasuries	68,000.0000		71,826.45	44,099.77	25%	74.18 [b]	386.25
		Total Cost Basis:	*71,754.39*				

Total Accrued Interest for U.S. Treasuries: 87.00

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 - Fixed Income (continued)

Mortgage Pools	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
FHLMC A9-7047 4.5%41 DUE 02/01/41 CUSIP: 312945ZL5 FACTOR= .648833670 REMAIN PRIN=$2,595.33	4,000.0000	107.5150	2,790.37 *2,612.46*	N/A	<1%	177.91	N/A N/A
FHLMC G0-5326 5%38 DUE 02/01/38 CUSIP· 3128M7HB5 FACTOR= .287268270 REMAIN PRIN=$3,159.95	11,000.0000	108.3518	3,423.86 *3,425.08*	N/A	1%	(1.22)	N/A N/A
FNMA PL AB1389 4.5%40 DUE 08/01/40 CUSIP: 31416WRK0 FACTOR= .455354680 REMAIN PRIN=$5,008.90	11,000.0000	108.2115	5,420.21 *5,090.68*	N/A	2%	329.53	N/A N/A
FNMA PL AB4119 4%41 DUE 12/01/41 CUSIP: 31417ASH3 FACTOR= .708244110 REMAIN PRIN=$7,790.69	11,000.0000	107.4589	8,371.78 *8,238.66*	N/A	3%	133.12	N/A N/A
FNMA PL AB4297 3.5%42 DUE 01/01/42 CUSIP: 31417AX38 FACTOR= .834876830 REMAIN PRIN=$6,679.01	8,000.0000	106.6081	7,120.37 *6,886.68*	N/A	2%	233.69	N/A N/A

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 - Fixed Income (continued)

Mortgage Pools (continued)	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
FNMA PL AB5468 3.5%42 DUE 06/01/42 CUSIP: 31417CCE3 FACTOR= .904578020 REMAIN PRIN=$7,236.62	8,000.0000	106.6081	7,714.83 *7,596.20*	N/A	3%	118.63	N/A N/A
FNMA PL AB6493 3%42 DUE 10/01/42 CUSIP: 31417DGB3 FACTOR= .993433620 REMAIN PRIN=$7,947.47	8,000.0000	104.8272	8,331.11 *8,382.10*	N/A	3%	(50.99)	N/A N/A
FNMA PL AB7079 3%42 DUE 11/01/42 CUSIP: 31417D2M4 FACTOR= .997789020 REMAIN PRIN=$997.79	1,000.0000	104.8272	1,045.95 *1,051.65*	N/A	<1%	(5.70)	N/A N/A
FNMA PL AH5583 4.5%41 DUE 02/01/41 CUSIP: 3138A7FZ6 FACTOR= .683164540 REMAIN PRIN=$5,465.32	8,000.0000	108.2696	5,917.28 *5,508.00*	N/A	2%	409.28	N/A N/A
FNMA PL AJ4052 4%41 DUE 10/01/41 CUSIP: 3138AVQE8 FACTOR= .750798990 REMAIN PRIN=$1,501.60	2,000.0000	107.4589	1,613.60 *1,590.05*	N/A	<1%	23.55	N/A N/A

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 - Fixed Income (continued)

Mortgage Pools (continued)	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
FNMA PL AL0789 4%41 DUE 09/01/41 CUSIP: 3138EG2X1 FACTOR= .846538580 REMAIN PRIN=$846.54	1,000.0000	109.3540	925.72 *919.95*	N/A	<1%	5.77	N/A N/A
FNMA PL AL1949 4%42 DUE 06/01/42 CUSIP: 3138EJEX2 FACTOR= .884918290 REMAIN PRIN=$7,964.26	9,000.0000	107.4589	8,558.31 *8,647.45*	N/A	3%	(89.14)	N/A N/A
FNMA PL AP2077 3.5%42 DUE 08/01/42 CUSIP: 3138M5JX8 FACTOR= .977463990 REMAIN PRIN=$2,932.39	3,000.0000	106.6081	3,126.17 *3,144.54*	N/A	1%	(18.37)	N/A N/A
FNMA PL AP3667 3.5%42 DUE 10/01/42 CUSIP: 3138M7CD5 FACTOR= .985558180 REMAIN PRIN=$985.56	1,000.0000	106.6394	1,050.99 *1,057.33*	N/A	<1%	(6.34)	N/A N/A
FNMA PL AP4795 3.5%42 DUE 09/01/42 CUSIP: 3138M8KH5 FACTOR= .986842430 REMAIN PRIN=$4,934.21	5,000.0000	106.6081	5,260.27 *5,296.57*	N/A	2%	(36.30)	N/A N/A

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Investment Detail - Fixed Income (continued)

	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
Mortgage Pools (continued)							
FNMA PL AP7488 3.5%42 DUE 09/01/42 CUSIP: 3138MBKA3 FACTOR= .972530630 REMAIN PRIN=$2,917.59	3,000.0000	106.6081	3,110.39 *3,128.20*	N/A	1%	(17.81)	N/A N/A
FNMA PL 190391 6%38 DUE 09/01/38 CUSIP. 31368HNG4 FACTOR= .189395540 REMAIN PRIN=$3,977.31	21,000.0000	109.3260	4,348.23 *4,306.69*	N/A	2%	41.54	N/A N/A
FNMA PL 889579 6%38 DUE 05/01/38 CUSIP: 31410KJY1 FACTOR= .184084800 REMAIN PRIN=$368.17	2,000.0000	109.3260	402.51 *401.86*	N/A	<1%	0.65	N/A N/A
Total Mortgage Pools	117,000.0000	*Total Cost Basis:*	78,531.95 *77,284.15*	N/A	27%	1,247.80	N/A
Total Fixed Income	185,000.0000	*Total Cost Basis:*	150,358.40 *149,038.54*	44,099.77	52%	1,321.98[b]	386.25

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

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

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Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
FIXED INCOME SHARES SERIES C SYMBOL: FXICX	4,773 0330	13 5000	64,435.95	22%	12.86	61,381.85	3,054.10
FIXED INCOME SHARES SERIES M SYMBOL. FXIMX	5,694.8420	11.2200	63,896.13	22%	9.98	56,857.05	7,039 08
Total Bond Funds	10,467.8750		128,332.08	44%		118,238.90	10,093.18
Total Mutual Funds	10,467.8750		128,332.08	44%		118,238.90	10,093.18

Total Investment Detail	289,460.28
Total Account Value	289,460.28
Total Cost Basis	*267,277.44*

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Investment Detail - Fixed Income

U.S. Treasuries	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
US TREAS NOT 2.625%11/20 UST NOTE DUE 11/15/20 CUSIP: 912828PC8	10,000.0000	109.6563	10,965.63 *9,321.52*	9,443.48	4%	1,522.15 [b]	262.50 3.43% *Accrued Interest: 34.08*
US TREAS NOTE 3.125%19 UST NOTE DUE 05/15/19 CUSIP: 912828KQ2	4,000.0000	113.1563	4,526.25 *4,398.30*	4,356.30	2%	169.95 [b]	125.00 1.64% *Accrued Interest: 16.23*
US TREAS NT 2.5%04/15 UST NOTE DUE 04/30/15 CUSIP: 912828MZ0	14,000.0000	105.0938	14,713.13 *14,856.45*	14,717.92	5%	(4.79) [b]	350.00 0 28% *Accrued Interest: 59.94*
US TREAS NT 4.5%05/17 U S T NOTE DUE 05/15/17 CUSIP: 912828GS3	7,000.0000	116.7656	8,173.59 *7,614.71*	7,379.54	3%	794.05 [b]	315.00 3.16% *Accrued Interest: 40.90*
US TREAS NT 3.75%11/18 UST NOTE DUE 11/15/18 CUSIP: 912828JR2	6,000.0000	116.3750	6,982.50 *6,994.01*	6,992.19	2%	(9.69) [b]	225.00 0.85% *Accrued Interest: 29.21*
US TREAS NT 4.25%11/17 UST NOTE DUE 11/15/17 CUSIP: 912828HH6	7,000.0000	117.0469	8,193.28 *7,933.82*	7,650.24	3%	543.04 [b]	297.50 2.22% *Accrued Interest: 38.63*
US TREAS NT 1.375%05/13 UST NOTE DUE 05/15/13 CUSIP: 912828NC0	31,000.0000	100.4688	31,145.33 *31,586.42*	31,118.59	11%	26.74 [b]	426.25 N/A[Y] *Accrued Interest: 55.34*

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Investment Detail - Fixed Income (continued)

U.S. Treasuries (continued)	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
US TREAS NT 3.125%09/13	10,000.0000	102.1875	10,218.75	10,218.10	4%	0.65[b]	312.50
UST NOTE DUE 09/30/13			*10,621.13*				0.19%
CUSIP: 912828JM3							*Accrued Interest: 79.84*
US TREAS NT 3.625%02/20	2,000.0000	116.7188	2,334.38	2,226.09	<1%	108.29[b]	72.50
UST NOTE DUE 02/15/20			*2,261.41*				1.91%
CUSIP: 912828MP2							*Accrued Interest: 27.38*
US TREAS NT 4.25% 08/14	8,000.0000	106.4688	8,517.50	8,377.75	3%	139.75[b]	340.00
U S T NOTE DUE 08/15/14			*8,795.34*				1.29%
CUSIP: 912828CT5							*Accrued Interest: 128.42*
Total U.S. Treasuries	99,000.0000		105,770.34	102,480.20	38%	3,290.14[b]	2,726.25
		Total Cost Basis:	*104,383.11*				
							Total Accrued Interest for U.S. Treasuries: 509.97

Agency Securities	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
FED HM LN MTG 2%16	13,000.0000	105.1298	13,666.87	13,666.00	5%	0.87[b]	260.00
NOTES DUE 08/25/16			*13,702.22*				N/A[Y]
CUSIP: 3137EACW7							
MOODY'S: Aaa S&P: AA+							*Accrued Interest: 91.00*

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Investment Detail - Fixed Income (continued)

Agency Securities (continued)	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
FED HM LN MTG 4.5%13	13,000.0000	102.3214	13,301.78	13,121.74	5%	180.04[b]	585.00
NOTES DUE 07/15/13			*13,877.14*				2.73%
CUSIP: 3134A4TZ7							
MOODY'S: Aaa S&P: AA+							*Accrued Interest: 269.75*
FED NATL MTG 4.625%14	14,000.0000	107.7154	15,080.16	14,326.64	5%	753.52[b]	647.50
NOTES DUE 10/15/14			*14,918.79*				3.26%
CUSIP: 31359MWJ8							
MOODY'S: Aaa S&P: AA+							*Accrued Interest: 136.69*
Total Agency Securities	40,000.0000		42,048.81	41,114.38	15%	934.43[b]	1,492.50
			Total Cost Basis: 42,498.15				

Total Accrued Interest for Agency Securities: 497.44

Corporate Bonds	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
AMERICAN EXP CR 1.75%15	10,000.0000	102.0760	10,207.60	10,214.85	4%	(7.25)[b]	175.00
MED TRM NT DUE 06/12/15			*10,249.50*				0 86%
CUSIP. 0258M0DE6							
MOODY'S: A2 S&P. A-							*Accrued Interest: 9.24*

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Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
AT&T INC 1.6%17 NOTES DUE 02/15/17 CALLABLE CUSIP: 00206RBC5 MOODY'S: A2 S&P: A-	8,000.0000	101.3507	8,108.06 *7,998.08*	7,998.08	3%	109.98	128.00 1 60% *Accrued Interest: 48.36*
BP CAP MKTS 3.875%15F NOTES DUE 03/10/15 CUSIP: 05565QBH0 MOODY'S: A2 S&P: A	4,000.0000	106.7369	4,269.48 *4,044.80*	4,018.33	2%	251.15 b	155.00 3.65% *Accrued Interest: 47.79*
CATERPILLAR INC 3.9%21 NOTES DUE 05/27/21 CALLABLE CUSIP: 149123BV2 MOODY'S: A2 S&P. A	10,000.0000	112.1398	11,213.98 *11,338.20*	11,287.90	4%	(73.92) b	390.00 2.21% *Accrued Interest: 36.83*
DISNEY WALT CO 1.1%17 NOTES DUE 12/01/17 CALLABLE CUSIP: 25468PCV6 MOODY'S: A2 S&P. A	10,000.0000	100.2292	10,022.92 *10,033.20*	10,032.97	4%	(10.05) b	110.00 1.03% *Accrued Interest: 9.47*

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Investment Detail - Fixed Income (continued)

	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
Corporate Bonds (continued)							
DU PONT E I DE 3.25%15	7,000.0000	105.3513	7,374.59	7,033.91	3%	340.68[b]	227.50
NOTES DUE 01/15/15			*7,075.46*				3.00%
CALLABLE							
CUSIP: 263534BY4							
MOODY'S: A2 S&P: A							*Accrued Interest: 104.90*
EBAY INC 1.35%17	12,000.0000	101.0047	12,120.56	12,173.60	4%	(53.04)[b]	162.00
NOTES DUE 07/15/17			*12,177.96*				1 02%
CALLABLE							
CUSIP· 278642AG8							
MOODY'S· A2 S&P: A							*Accrued Interest: 70.65*
GEN ELEC CAP CP 4.625%21	10,000.0000	113.3947	11,339.47	10,377.80	4%	961.67[b]	462.50
BONDS DUE 01/07/21			*10,415.60*				4.06%
CUSIP: 36962G4Y7							
MOODY'S: A1 S&P: AA+							*Accrued Interest: 223.54*
MCDONALDS CP MCD 5.35%18	10,000.0000	120.7411	12,074.11	10,259.86	4%	1,814.25[b]	535.00
MTN DUE 03/01/18			*10,403.50*				4.77%
CALLABLE							
CUSIP. 58013MEE0							
MOODY'S: A2 S&P: A							*Accrued Interest: 178.33*

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Investment Detail - Fixed Income (continued)

	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
Corporate Bonds (continued)							
NATL RURAL UTIL 4.75%14	10,000.0000	104.8541	10,485.41	10,061.73	4%	423.68 b	475.00
COLL TRUST DUE 03/01/14			*10,231.20*				4 19%
CALLABLE							
CUSIP· 637432DC6							
MOODY'S· A1 S&P: A+							*Accrued Interest: 158.33*
TEXAS INSTRS 2.375%16	10,000.0000	104.8097	10,480.97	10,465.41	4%	15.56 b	237.50
NOTES DUE 05/16/16			*10,533.00*				0 96%
CALLABLE							
CUSIP: 882508AR5							
MOODY'S: A1 S&P: A+							*Accrued Interest: 30.35*
US BANCORP 4.2%14	12,000.0000	104.9522	12,594.26	12,553.42	4%	40.84 b	504.00
NOTES DUE 05/15/14			*12,879.00*				0 80%
CUSIP: 91159HGR5							
MOODY'S: A1 S&P: A+							*Accrued Interest: 64.40*
Total Corporate Bonds	113,000.0000		120,291.41	116,477.86	43%	3,813.55 b	3,561.50
		Total Cost Basis:	*117,379.50*				
							Total Accrued Interest for Corporate Bonds: 982.19
Total Fixed Income	252,000.0000		268,110.56	260,072.44	96%	8,038.12 b	7,780.25
		Total Cost Basis:	*264,260.76*				

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Investment Detail - Fixed Income

Municipal Bonds	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
SCHAUMBURG ILL VAR 2013	50,000.0000	100.0000	50,000.00	N/A	2%	0.00	N/A
GO UTX DUE 12/01/13 TXBL PUTABLE 01/07/13 AT 100 00000 CUSIP. 806347CT5 MOODY'S. VMIG1 S&P. A-1+			*50,000 00*[1]				N/A
Total Municipal Bonds	50,000.0000		50,000.00	N/A	2%	0.00	N/A
		Total Cost Basis	*50,000.00*				
Total Fixed Income	50,000.0000		50,000.00	N/A	2%	0.00	N/A
		Total Cost Basis	*50,000.00*				

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Investment Detail - Equities

Equities	Quantity	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
AMERN FINANCIAL GP NEW SYMBOL: AFG	3,000.0000	39.5200	118,560.00 *please provide*[i]	5%	N/A[I]	1.97%	2,340.00

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
AMGEN INCORPORATED SYMBOL: AMGN	300.0000	86.2000	25,860.00 *please provide*[1]	1%	N/A[1]	1.67%	432.00
BP PLC ADR F SPONSORED ADR 1 ADR REP 6 ORD SYMBOL: BP	410.0000	41.6400	17,072.40 *please provide*[1]	<1%	N/A[1]	5.18%	885.60
CATERPILLAR INC SYMBOL: CAT	400.0000	89.6085	35,843.40 *39,945.60*	2%	(4,102.20)	2.32%	832.00
CHEVRON CORPORATION SYMBOL: CVX	484.0000	108.1400	52,339.76 *please provide*[1]	2%	N/A[1]	3.32%	1,742.40
CIGNA CORP SYMBOL: CI	500.0000	53.4600	26,730.00 *please provide*[1]	1%	N/A[1]	0.07%	20.00
E M C CORP MASS SYMBOL: EMC	330.0000	25.3000	8,349.00 *please provide*[1]	<1%	N/A[1]	0.00%	0.00
ELAN CORP PLC SPON ADR F SPONSORED ADR 1 ADR REP 1 ORD SYMBOL: ELN	2,000.0000	10.2100	20,420.00 *35,872.82*[1]	<1%	(15,452.82)	0.00%	0.00
FEDEX CORPORATION SYMBOL: FDX	240.0000	91.7200	22,012.80 *please provide*[1]	<1%	N/A[1]	0.61%	134.40
GENERAL ELECTRIC COMPANY SYMBOL: GE	795.0000	20.9900	16,687.05 *please provide*[1]	<1%	N/A[1]	3.62%	604.20

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
HEWLETT-PACKARD COMPANY SYMBOL: HPQ	650.0000	14.2500	9,262.50 *please provide*	<1%	N/A	3.70%	343.20
HOME DEPOT INC SYMBOL. HD	450.0000	61.8500	27,832.50 *please provide*	1%	N/A	1.87%	522.00
INTL BUSINESS MACHINES SYMBOL: IBM	280.0000	191.5500	53,634.00 *please provide*	2%	N/A	1.77%	952.00
MC DONALDS CORP SYMBOL: MCD	325.0000	88.2100	28,668.25 *please provide*	1%	N/A	3.49%	1,001.00
MEDTRONIC INC SYMBOL: MDT	600.0000	41.0200	24,612.00 *please provide*	1%	N/A	2.53%	624.00
NOKIA CORP SPON ADR F 1 ADR REP 1 NOKIA CORPS SYMBOL: NOK	1,000.0000	3.9500	3,950.00 *please provide*	<1%	N/A	0.00%	0.00
PFIZER INCORPORATED SYMBOL: PFE	394.0000	25.0793	9,881.24 *6,958.04*	<1%	2,923.20	3.50%	346.72
PROTHENA CORP PLC F SYMBOL: PRTA	48.0000	7.3300	351.84 *0.00*	<1%	351.84	0.00%	0.00
TARGET CORPORATION SYMBOL· TGT	500.0000	59.1700	29,585.00 *24,432.00*	1%	5,153.00	2.43%	720.00
TRANSOCEAN INC NEW F SYMBOL· RIG	139.0000	44.6600	6,207.74 *please provide*	<1%	N/A	0.00%	0.00

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
VALERO ENERGY CORP NEW SYMBOL: VLO	400.0000	34.1200	13,648.00 *10,863.20*	<1%	2,784.80	2.05%	280.00
VERIZON COMMUNICATIONS SYMBOL: VZ	500.0000	43.2700	21,635.00 *17,784.00*	<1%	3,851.00	4.76%	1,030.00
WAL-MART STORES INC SYMBOL: WMT	500.0000	68.2300	34,115.00 please provide	1%	N/A	2.33%	795.00
Total Equities	14,245.0000		607,257.48	26%	(4,491.18)		13,604.52
		Total Cost Basis:	*135,855.66*				

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Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
FEDERATED SHORT TERM INCOME INST SHARE SYMBOL: FSTIX	29,342.7230	8.6900	254,988.26	11%	8.52	250,000.00	4,988 26
LAUDUS MONDRIAN INTL FIXED INCM FD SYMBOL: LIFNX	4,212 3000	11 5800	48,778.43	2%	11 87	50,000.00	(1,221 57)
Total Bond Funds	33,555.0230		303,766.69	13%		300,000.00	3,766.69

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Investment Detail - Mutual Funds (continued)

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
JANUS ENTERPRISE FD CL T SYMBOL: JAENX	1,288.8690	65.9500	85,000.91	4%	49.95	64,379.00	20,621.91
PIMCO COMMODITY REAL RETURN STRAT CL D SYMBOL: PCRDX	5,370.5690	6.5400	35,123.52	1%	9.31	50,000.00	(14,876.48)
ROYCE 100 FUND SERVICE CL SYMBOL: RYOHX	7,565.1000	8.8100	66,648.53	3%	8.51	64,379.00	2,269.53
SCHWAB DIVIDEND EQUITY FUND SYMBOL: SWDSX	15,629.5690	14.6700	229,285.78	10%	12.31	192,400.00	36,885.78
SCOUT INTL FD SYMBOL: UMBWX	6,026.4680	33.3500	200,982.71	8%	29.47	177,600.00	23,382.71
SIT LARGE CAP GROWTH FUND SYMBOL: SNIGX	3,006.6100	43.4500	130,637.20	5%	39.67	119,272 22	11,364 98
Total Equity Funds	38,887.1850		747,678.65	31%		668,030.22	79,648.43
Total Mutual Funds	72,442.2080		1,051,445.34	44%		968,030.22	83,415.12

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Investment Detail - Other Assets

	Quantity	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)
Other Assets					
ISHARES TR BARCLAYS TIPS BOND FUND SYMBOL: TIP	400.0000	121.4100	48,564.00 *46,848.20*	2%	1,715.80
S P D R S&P 500 ETF TR EXPIRING 01/22/2118 SYMBOL: SPY	3,000.0000	142.4100	427,230.00 *350,545.92*	18%	76,684.08
SCHW US LCAP GRO ETF SYMBOL: SCHG	1,000.0000	34.1600	34,160.00 *27,209.00*	1%	6,951.00
SECTOR SPDR TECH SELECT SHARES OF BENEFICIAL INT SYMBOL: XLK	500.0000	28.8500	14,425.00 *11,529.50*	<1%	2,895.50
VANGUARD VALUE SYMBOL: VTV	2,000.0000	58.8000	117,600.00 *101,378.00*	5%	16,222.00
Total Other Assets	6,900.0000		641,979.00	27%	104,468.38
		Total Cost Basis	*537,510.62*		

Total Investment Detail	2,378,581.36
Total Account Value	2,378,581.36
Total Cost Basis	*1,691,396.50*

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

Portfolio detail

Fixed Income Securities

Corporate and municipal bonds and other fixed income securities are priced by a computerized pricing service or, for less actively traded issues, by utilizing a yield-based matrix system to arrive at an estimated market value

Corporate Bonds

				ESTIMATED		
DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ACCRUED INTEREST	ANNUAL INCOME	ANNUAL YIELD (%)
WELLS FARGO & COMPANY 6 0 YR MLN LINKED TO S&P INDEX CPN 0 000% DUE 01/06/17 DTD 01/05/11 CUSIP 94986RBY6	330,000	108 7500	358,875 00	N/A	N/A	N/A
Total Corporate Bonds	330,000		$358,875.00			

Certificates of Deposit

Long-term certificates of deposit (maturity beyond one year from date of issue) are priced using a market value pricing model

				ESTIMATED		
DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ACCRUED INTEREST	ANNUAL INCOME	ANNUAL YIELD (%)
GOLDMAN SACHS BK USA CD NEW YORK NY ACT/365 FDIC INSURED CPN 0 850% DUE 07/11/13 DTD 01/11/12 FC 07/11/12 CUSIP 38143AGC3	250,000	100 2780	250,695 00	1,007 19	2,125 00	0 84

Fixed Income Securities

Certificates of Deposit continued

DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
ALLY BK CD MIDVALE UT ACT/365 FDIC INSURED CPN 0 800% DUE 07/11/13 DTD 01/11/12 FC 07/11/12 CUSIP 02005QYK3	250,000	100 2510	250,627 50	947 95	2,000 00	0 79
BMW BK NORTH AMERICA CD SALT LK CITY UT ACT/365 FDIC INSURED CPN 0 750% DUE 07/12/13 DTD 01/13/12 FC 07/13/12 CUSIP 05568PU96	225,000	100 2250	225,506 25	790 58	1,687 50	0 74
FIRST NATIONAL BANK CD OMAHA NE ACT/365 FDIC INSURED CPN 0 350% DUE 05/12/14 DTD 11/28/12 FC 05/28/13 CUSIP 332135FJ6	240,000	99 6690	239,205 60	75 95	840 00	0 35
SAFRA NATL BK CD NEW YORK NY ACT/365 FDIC INSURED CPN 0 400% DUE 05/28/14 DTD 11/28/12 FC 05/28/13 CUSIP 7865806J4	240,000	99 6950	239,268 00	86 80	960 00	0 40
WELLS FARGO BANK NA CD LNKD TO BASKET OF COMMODITIES FDIC INSURED CPN 0 000% DUE 09/08/14 DTD 09/08/10 FC 09/08/11 CUSIP 94986TEH6	500,000	99 0000	495,000 00	N/A	N/A	N/A
WELLS FARGO 4YR WFB MLCD LNKD TO BSKT COMMODITIES FDIC INSURED CPN 0 000% DUE 01/07/15 DTD 01/06/11 FC 01/07/12 CUSIP 94986TFK8	330,000	97 7500	322,575 00	N/A	N/A	N/A

Fixed Income Securities

Certificates of Deposit continued

DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED ACCRUED INTEREST	ANNUAL INCOME	ANNUAL YIELD (%)
WELLS FARGO 4 5 YS WFB MLCD LNK TO BSKT FOREIGN CURRENCIES FDIC INSURED CPN 0 500% DUE 07/08/15 DTD 01/06/11 FC 07/08/11 CUSIP 94986TFL6	330,000	98 6250	325,462 50	N/A	N/A	N/A
SALLIE MAE BANK CD MURRAY UT ACT/365 FDIC INSURED CPN 1 050% DUE 11/09/15 DTD 11/07/12 FC 05/07/13 CUSIP 795450QG3	235,000	100 5520	236,297 20	365 06	2,467 50	1 04
GEORGIA BK & TR CD AUGUSTA GA ACT/365 FDIC INSURED CPN 0 500% DUE 05/20/16 DTD 11/21/12 FC 12/21/12 CUSIP 373128DU8	240,000	97 6040	234,249 60	32 88	1,200 00	0 51
WELLS FARGO 5 5YR WFB MLCD LNKD TO EMERGING MKTS BSKT FDIC INSURED CPN 0 000% DUE 07/08/16 DTD 01/06/11 CUSIP 94986TFM4	330,000	95 6250	315,562 50	N/A	N/A	N/A
SILVERGATE BK CD LA JOLLA CA ACT/365 CALLABLE FDIC INSURED CPN 0 900% DUE 05/15/17 DTD 11/14/12 FC 12/14/12 CALL 02/14/13 @ 100 000 CUSIP 828373EJ5	240,000	99 8690	239,685 60	100 60	2,160 00	0 90
1ST FINANCIAL BK USA CD DAKOTA DUNES SD ACT/365 CALLABLE FDIC INSURED CPN 1 100% DUE 11/07/18 DTD 11/07/12 FC 12/07/12 CALL 05/07/13 @ 100 000 CUSIP 32022RHT7	240,000	99 8990	239,757 60	173 59	2,640 00	1 10

Fixed Income Securities

Certificates of Deposit continued

DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
NORTHERN BK TR CD WOBURN MA ACT/365 CALLABLE FDIC INSURED CPN 1 050% DUE 11/28/18 DTD 11/28/12 FC 02/28/13 CALL 05/28/13 @ 100 000 CUSIP 66476QAT5	240,000	96 4610	231,506 40	227 84	2,520 00	1 08
ROCKVILLE BANK CD VERNON RCKVLL CT ACT/365 CALLABLE FDIC INSURED CPN 1 150% DUE 12/07/18 DTD 12/07/12 FC 03/07/13 CALL 06/07/13 @ 100 000 CUSIP 77413RAF6	240,000	99 8680	239 683 20	181 48	2,760 00	1 15
Total Certificates of Deposit	**4,130,000**		**$4,085,081.95**	**$3,989.92**	**$21,360.00**	**0.52**
Total Fixed Income Securities			**$4,443,956.95**	**$3,989.92**	**$21,360.00**	**0.48**

Preferreds/Fixed Rate Cap Securities

DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
WELLS FARGO & CO 8% PFD CALLABLE 12/15/17 SERIES J WFC'J	4,930 22200	29 3500	144,702 01	9,860 44	6 81
Total Preferreds/Fixed Rate Cap Securities			**$144,702.01**	**$9,860.44**	**6.81**

ATTACHMENT 1

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DICKSTEIN SHARPIRO LLP	1,906.			
TOTALS	1,906.			

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BOND BEEBE, PC		6,615.	3,715.		
	TOTALS	6,615.	3,715.		

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	22,823.	22,823.
TOTALS	22,823.	22,823.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX	4,498.	
FOREIGN TAXES WITHHELD	480.	480.
TOTALS	4,978.	480.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
POST OFFICE BOX		50.
MISCELLANEOUS EXPENSES		220.
	TOTALS	270.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 6

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
US GOVT OBLIGATIONS SEE ATTACHED SCHEDULE	281,352.	298,178.	298,178.
US OBLIGATIONS TOTAL	281,352.	298,178.	298,178.
MUNICIPAL BOND OBLIGATIONS SEE ATTACHED SCHEDULE	50,000.	50,000.	50,000.
STATE OBLIGATIONS TOTAL	50,000.	50,000.	50,000.
US AND STATE OBLIGATIONS TOTAL	331,352.	348,178.	348,178.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE EQUITIES	7,662,972.	8,634,679.	8,634,679.
MUTUAL FUND EQUITIES	1,577,828.	631,506.	631,506.
SEE ATTACHED SCHEDULE			
TOTALS	9,240,800.	9,266,185.	9,266,185.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS SEE ATTACHED SCHEDULE		1,613,800.	1,715,801.	1,715,801.
	TOTALS	1,613,800.	1,715,801.	1,715,801.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CERTIFICATE OF DEPOSITS THAT MATURE GREATER THAN 1 YEAR	472,500.	2,394,653.	2,394,653.
TOTALS	472,500.	2,394,653.	2,394,653.

ATTACHMENT 10

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENT ASSETS	1,080,304.
TOTAL	1,080,304.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CONSTANCE C LARCHER 2009 MASSACHUSETTS AVENUE, N.W. WASHINGTON, DC 20036	PRESIDENT/CHAIRMAN 1.00	0	0	0
JOHN W POPEO 2009 MASSACHUSETTS AVENUE, N.W. WASHINGTON, DC 20036	VICE PRESIDENT-SECRETARY 1.00	0	0	0
HELEN B POPEO 2009 MASSACHUSETTS AVENUE, N.W. WASHINGTON, DC 20036	TREASURER 1.00	0	0	0
	GRAND TOTALS	0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WASHINGTON LEGAL FOUNDATION 2009 MASSACHUSETTS AVE, NW WASHINGTON, DC 20036	N/A 501(C)(3)	GENERAL SUPPORT	1,235,000.
		TOTAL CONTRIBUTIONS PAID	1,235,000.

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www.irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions U. S. JUSTICE CHARITABLE FOUNDATION, INC.	Employer identification number (EIN) or 26-2588270
	Number, street, and room or suite no If a P O box, see instructions 2009 MASSACHUSETTS AVENUE, N.W.	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions WASHINGTON, DC 20036	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ CONSTANCE C. LARCHER

Telephone No. ▶ 202 588-0302 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ ☐ If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☒ calendar year 20 12 or

▶ ☐ tax year beginning ______, 20 ___, and ending ______, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 6,244.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 3,200.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 3,044.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions Form **8868** (Rev 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions U. S. JUSTICE CHARITABLE FOUNDATION, INC.	Employer identification number (EIN) or 26-2588270
	Number, street, and room or suite no If a P O box, see instructions 2009 MASSACHUSETTS AVENUE, N.W.	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions WASHINGTON, DC 20036	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ CONSTANCE C. LARCHER
  Telephone No ▶ 202 588-0302 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ ☐ If it is for part of the group, check this box . . . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 20 13

5 For calendar year 2012 , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO ASSEMBLE THE INFORMATION IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 6,244.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 6,244.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Thom Fur Title ▶ CPA Date ▶ 8/5/13

Form **8868** (Rev 1-2013)

JSA
2F8055 2 000