Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

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

The Lloyd J. King and Eleanor R. King Foundation
26 W. Dry Creek Circle #450
Littleton, CO 80120

A Employer identification number: 26-3000472

B Telephone number (see the instructions): (303) 795-2066

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 9,473,148.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	9,854,754.			
	2 Ck ► [ ] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	2,722.	2,722.		
	4 Dividends and interest from securities	34,869.	34,869.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	228.			
	b Gross sales price for all assets on line 6a 3,065,421.				
	7 Capital gain net income (from Part IV, line 2)		228.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	9,892,573.	37,819.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	193,473.	29,431.		164,042.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 1	12,970.	2,029.		10,941.
	19 Depreciation (attach sch) and depletion	2,928.			
	20 Occupancy	40,899.			40,899.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 2	770.	330.		440.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	251,040.	31,790.		216,322.
	25 Contributions, gifts, grants paid Part XV	234,350.			234,350.
	26 **Total expenses and disbursements.** Add lines 24 and 25	485,390.	31,790.	0.	450,672.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	9,407,183.			
	b **Net investment income** (if negative, enter -0-)		6,029.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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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	6,357.	1,680,913.	1,680,913.
	2 Savings and temporary cash investments			
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) Statement 3		3,438,370.	3,460,112.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) Statement 4		4,299,488.	4,319,452.
	14 Land, buildings, and equipment basis ► 15,569.			
	Less accumulated depreciation (attach schedule) See Stmt 5 ► 10,842.	7,655.	4,727.	4,727.
	15 Other assets (describe ► See Statement 6)	2,993.	7,944.	7,944.
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	17,005.	9,431,442.	9,473,148.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► See Statement 7)	2,197.	9,451.	
	23 Total liabilities (add lines 17 through 22)	2,197.	9,451.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	14,808.	9,421,991.	
	30 Total net assets or fund balances (see instructions)	14,808.	9,421,991.	
	31 Total liabilities and net assets/fund balances (see instructions)	17,005.	9,431,442.	

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	14,808.
2	Enter amount from Part I, line 27a	2	9,407,183.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	9,421,991.
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	9,421,991.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Statement 8			
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
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** 228.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 — **3** -1,580.

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) N/A

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011			
2010			
2009			
2008			
2007			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1			
Date of ruling or determination letter: _______ **(attach copy of letter if necessary – see instrs)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	121.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	121.
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	121.
6 Credits/Payments.			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d		7	0.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed See Statement 9 ►		9	127.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		10	
11 Enter the amount of line 10 to be. **Credited to 2013 estimated tax** ► **Refunded** ►		11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

Website address ► N/A

14 The books are in care of ► Robert L. Eckelberry Telephone no ► 303-795-2066

Located at ► 26 W. Dry Creek Circle Littleton CO ZIP + 4 ► 80120

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

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

			Yes	No
1 a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**	N/A	
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)			
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? N/A	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Statement 10		193,473.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:			
a Average monthly fair market value of securities		1a	
b Average of monthly cash balances		1b	3,218,011.
c Fair market value of all other assets (see instructions)		1c	4,835,835.
d **Total** (add lines 1a, b, and c)		1d	8,053,846.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	8,053,846.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	120,808.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	7,933,038.
6 **Minimum investment return.** Enter 5% of line 5		6	396,652.

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	396,652.
2a Tax on investment income for 2012 from Part VI, line 5	2a 121.		
b Income tax for 2012 (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	121.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	396,531.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	396,531.
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	396,531.

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	450,672.
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	450,672.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	450,672.

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				396,531.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			97.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 450,672.				
a Applied to 2011, but not more than line 2a			97.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2012 distributable amount				396,531.
e Remaining amount distributed out of corpus	54,044.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	54,044.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	54,044.			
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 54,044.				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

None

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

None

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

Check here ► ☒ 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*				
See Statement 11				
Total			► **3a**	234,350.
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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,722.	
4 Dividends and interest from securities			14	34,869.	
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					228.
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)				37,591.	228.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 37,819.

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

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

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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

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

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: Nov 13 2013 Title: President & CEO

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
David H. Ezra	David H. Ezra	11/12/13		P00047262

Firm's name ► Trimble Weist Dye & Ezra CPAs Firm's EIN ► 84-1063568

Firm's address ► 5990 Greenwood Plaza Blvd. Suite 203 Greenwood Village, CO 80111 Phone no (303) 220-8899

Schedule B
(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545 0047

2012

Name of the organization The Lloyd J. King and Eleanor R. King Foundation

Employer identification number 26-3000472

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (**1**) $5,000 or (**2**) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts **I**, **II**, and **III**

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $ ____________

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: The Lloyd J. King and Eleanor R. King

Employer identification number: 26-3000472

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Eleanor King Estate 26 W Dry Creek Circle Ste 450 Littleton, CO 80120	$ 9,854,754.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization
The Lloyd J. King and Eleanor R. King

Employer identification number
26-3000472

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A	$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: The Lloyd J. King and Eleanor R. King

Employer identification number: 26-3000472

Part III ***Exclusively*** **religious, charitable, etc, individual contributions to section 501(c)(7), (8) or (10) organizations that total more than $1,000 for the year.** Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once See instructions) ► $ N/A

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift: Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift: Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift: Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift: Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Statement 1
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes	$ 7.	$ 7.		
Payroll taxes	12,963.	2,022.		$ 10,941.
Total	$ 12,970.	$ 2,029.	$ 0.	$ 10,941.

Statement 2
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank charges	$ 330.	$ 330.		
Office expenses	440.			$ 440.
Total	$ 770.	$ 330.	$ 0.	$ 440.

Statement 3
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Stocks & Equity Securities	Cost	$ 3,438,370.	$ 3,460,112.
	Total	$ 3,438,370.	$ 3,460,112.

Statement 4
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Publicly Traded Securities			
Managed Accounts	Cost	$ 1,749,488.	$ 1,753,800.
Total Other Publicly Traded Securities		$ 1,749,488.	$ 1,753,800.
Other Securities			
Annuities	Cost	2,550,000.	2,565,652.
Total Other Securities		$ 2,550,000.	$ 2,565,652.
Total		$ 4,299,488.	$ 4,319,452.

Statement 5
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Auto./Transportation Equip.	$ 10,975.	$ 8,780.	$ 2,195.	$ 2,195.
Furniture and Fixtures	4,286.	2,062.	2,224.	2,224.
Miscellaneous	308.	0.	308.	308.
Total	$ 15,569.	$ 10,842.	$ 4,727.	$ 4,727.

Statement 6
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Addt'l basis - RBC Sec from 1099's	$ 4,951.	$ 4,951.
Security deposit	2,993.	2,993.
Total	$ 7,944.	$ 7,944.

Statement 7
Form 990-PF, Part II, Line 22
Other Liabilities

Payroll Liabilities	$ 9,451.
Total	$ 9,451.

Statement 8
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	RBC a/c #57249 see attached	Purchased	1/01/2012	7/01/2012
2	Capital Gain Dividends-RBC main a/c	Purchased	1/01/2001	7/01/2012
3	Capital Gain Dividends-Mgd a/c64838	Purchased	1/01/2001	7/01/2012
4	Capital Gain Dividends-Mgd a/c64871	Purchased	1/01/2001	7/01/2012
5	RBC Mgd a/c#64838 see attached	Purchased	1/01/2012	7/01/2012
6	RBC Mgd a/c#64841 see attached	Purchased	1/01/2012	7/01/2012
7	RBC Mgd a/c#64845 see attached	Purchased	1/01/2012	7/01/2012
8	RBC Mgd a/c#64871 see attached	Purchased	1/01/2012	7/01/2012

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	3000000.		2999670.	330.				$ 330.
2	1,722.		0.	1,722.				1,722.
3	78.		0.	78.				78.
4	8.		0.	8.				8.
5	53,379.		55,461.	-2,082.				-2,082.

Statement 8 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
6	7,819.		7,660.	159.				$ 159.
7	2,080.		2,068.	12.				12.
8	335.		334.	1.				1.
							Total	$ 228.

Statement 10
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
Robert L. Eckelberry 3429 E. Easter Place Centennial, CO 80122	President & CEO 40.00	$ 100,833.	$ 0.	$ 0.
John Eckelberry 303 E. 17th Avenue Suite 910 Denver, CO 80203	Director 2.00	6,000.	0.	0.
David H. Ezra 5990 Greenwood Plaza Blvd #203 Greenwood Village, CO 80111	Treasurer 2.00	12,000.	0.	0.
Joyce Stockley 5845 W, Mansfield Ave #257 Denver, CO 80235	Secretary 4.00	12,000.	0.	0.
Carol Walters 11995 W. Brandt Place Littleton, CO 80127	Director 40.00	62,640.	0.	0.
Dave Evans 5251 DTC Parkway, Suite 1200 Greenwood Village, CO 80111	Vice-President 1.00	0.	0.	0.
	Total	$ 193,473.	$ 0.	$ 0.

Statement 11
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Salvation Army 1370 Pennsylvania St. Denver, CO 80203	None	PubChr	General Support	$ 5,000.
FACES 3801 E Florida Ave Ste 715 Denver, CO 80210	None	PubChr	General Support	10,000.
Douglas County Education Fdn 420 Jerry St Castle Rock, CO	None	PubChr	General Support	1,350.
Colorado Historical Fdn 770 Pennsylvania St Denver, CO	None	PubChr	General Support	15,000.
Colorado Symphony 1000 14th St Unit 15 Denver, CO	None	PubChr	General Support	18,000.
Morris Animal Fdn 10200 E Girard Ave Suite B340 Denver, CO 80231	None	PubChr	General Support	4,000.
Great Education Colorado 1000 E 16th Ave #18 Denver, CO	None	PubChr	General Support	2,000.
Denver Rescue Mission 3501 E 46th Ave Denver, CO 80216	None	PubChr	General Support	5,000.
Colorado Public Radio 7409 S Alton Ct Centennial, CO 80112	None	PubChr	General Support	15,000.
Planned Parenthood 7155 E 38th Ave Denver, CO 80207	None	PubChr	General Support	20,000.
Children's Hospital Fdn 13123 E 16th Ave Box 045 Aurora , CO 80045	None	PubChr	General Support	10,000.
Colorado Coalition for the Homeless 2111 Champa St Denver, CO 80205	None	PubChr	General Support	5,000.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Boys & Girls Club of Metro Denver 2017 W 9th Ave Denver, CO 80204	None	PubChr	General Support	$ 5,000.
Step 13 2029 Larimer St Denver, CO	None	PubChr	General Support	3,000.
Seeds of Hope 1300 S Steele St Denver, CO	None	PubChr	General Support	5,000.
Ralston House 10795 W 58th Ave Arvada, CO	None	PubChr	General Support	1,000.
Make a Wish Fdn 7951 E Maplewood Ave Ste 126 Greenwood Village, CO 80111	None	PubChr	General Support	5,000.
Food Bank of the Rockies Box 151560 Lakewood, CO 80215	None	PubChr	General Support	13,000.
African Road, Inc 18140 Shady Hollow West Linn, OR 97068	None	PubChr	General Support	17,000.
Volunteers of America 2660 Larimer St Denver, CO 80205	None	PubChr	General Support	2,500.
Sewall Child Development Center 1360 Vine St Denver, CO	None	PubChr	General Support	2,500.
Ronald McDonald House 1300 E 21st Ave Denver, CO	None	PubChr	General Support	5,000.
Adoption Exchange 14232 E Evans Ave Aurora, CO	None	PubChr	General Support	5,000.
Rovira Scholar Program Denver Bar Fdn 1905 Sherman St Suite 400 Denver, CO 80203	None	PubChr	General Support	5,000.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Denver Tech Rotary Club 5994 S Holly St Suite 211 Greenwood Village, CO 80111	None	PubChr	General Support	$ 10,000.
TAPS 2576 S. Lansing Way Aurora, CO 80015	None	PubChr	General Support	5,000.
Cancer League of Colorado 8435 E Fox Hill Pl Englewood, CO 80112	None	PubChr	General Support	5,000.
Rocky Mountain PBS 1089 Bannock St Denver, CO	None	PubChr	General Support	15,000.
Girl Scouts of Colorado 400 S Broadway Denver, CO 80209	None	PubChr	General Support	5,000.
Special Olympics of Colorado 384 Inverness Parkway Suite 100 Englewood, CO 80112	None	PubChr	General Support	5,000.
Father Dyer United Methodist Church 310 Wellington Rd Breckenridge, CO	None	PubChr	General Support	5,000.
Hamilton United Methodist Church 104 W. Samuel Street Hamilton, MS 64644	None	PubChr	General Support	5,000.
			Total	$ 234,350.

L J KING & E R KING FOUNDATION
450
26 WEST DRY CREEK CIRCLE
LITTLETON CO 80120-8064

Schedule of Realized Gains and Losses

This section includes a summary of the short-term or long-term gain or loss from the sale of selected securities in this account. "Short-term" refers to securities held for one year or less, "long-term" refers to securities held more than one year. RBC provides the following Schedule of Realized Gains and Losses as a service to its clients, the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time In the case of bonds purchased at a premium, cost basis information may be amortized. In addition, cost basis information may reflect accretion for zero coupon and OID bonds Please refer to IRS Publications 1212 and 550 or consult your tax advisor for additional information

Please see Form 1099-B for information reported to the IRS

Short-Term

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
2,000,000.000	UNITED STATES TREASURY BILL RE-ISSUE 09/20/2012 0 000% DUE 10/18/2012 SYMBOL IMOLX, CUSIP 9127955G2	☑	08/15/12	10/18/12	2,000,000.00	1,999,803 20	196.80
1,000,000 000	UNITED STATES TREASURY BILL REISSUE 10/25/2012 0 000% DUE 11/23/2012 SYMBOL IMOLX, CUSIP 9127956T3	☑	08/15/12	11/23/12	1,000,000 00	999,867 23	132.77
	Short-Term Subtotal				**3,000,000.00**	2,999,670.43	**329.57**
Total Gains and Losses					**3,000,000.00**	2,999,670.43	**329.57**
	Short-Term						**329.57**
	Long-Term						**0.00**
	Term Unknown						**0.00**

L J KING & E R KING FOUNDATION
PRIME INCOME
450
26 WEST DRY CREEK CIRCLE
LITTLETON CO 80120-8064

PAGE
3 of 6
RECIPIENT'S ACCOUNT NUMBER
314-64838

1099-DIV (cont) RBC Capital Markets, LLC - Dividends

M Payments received were reclassified into other type(s) of income, therefore the totals may not equal the amounts as originally detailed on your monthly statements
N Non-qualified dividend

1099-B RBC Capital Markets, LLC - Sales, Redemptions, and Returns of Principal

Please note that items that are checked in the 'Non-Cvrd. Sec.' column are noncovered securities and cost basis information for these items is not reported to the IRS. Cost basis information for items that are checked in the 'Basis Rptd. To IRS' column is reported to the IRS. Please see enclosed insert for additional information.

BOXES 1a, 1b, 1c, 1d, 1e, 2a, 3, 5, 6a, 6b & 8 - Stocks, bonds, etc.

SECURITY ID, SYMBOL (Box 1d) & DESCRIPTION (Box 8)

DATE OF SALE (Box 1a)	NOTES	QUANTITY (Box 1e)	NET PROCEEDS (Box 2a)	DATE OF ACQUISITION (Box 1b)	NET COST (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	NON-CVRD SEC (6a)	BASIS RPTD TO IRS (6b)	TERM (Box 1c)
035710409 NLY ANNALY CAPITAL MANAGEMENT INC									
12/21/12		20.000	294.21	12/3/2012	292 18		☐	☑	SHORT
00206R102 T AT&T INC									
12/21/12		683.000	22,913 04	12/3/2012	23,302.94		☐	☑	SHORT
063671101 BMO BANK OF MONTREAL									
12/21/12		15 000	916 13	12/3/2012	898 52		☐	☑	SHORT
05534B760 BCE BCE INC NEW									
12/21/12		15 000	642 88	12/3/2012	636 42		☐	☑	SHORT
110122108 BMY BRISTOL MYERS SQUIBB CO									
12/21/12		6 000	194 34	12/3/2012	196 55		☐	☑	SHORT
124830100 CBL CBL & ASSOCIATES PROPERTIES INC									
12/21/12		1,036 000	21,590 48	12/3/2012	23,494 93		☐	☑	SHORT
156700106 CTL CENTURYLINK INC									
12/21/12		19 000	745 94	12/3/2012	741 54		☐	☑	SHORT
25271C102 DO DIAMOND OFFSHORE DRILLING INC									
12/21/12		9 000	620 32	12/3/2012	621 42		☐	☑	SHORT
25746U109 D DOMINION RESOURCES INC VA NEW									
12/21/12		14.000	726 87	12/3/2012	711 88		☐	☑	SHORT
532457108 LLY ELI LILLY & CO									
12/21/12		7 000	343 36	12/3/2012	342 92		☐	☑	SHORT
423074103 HNZ H J HEINZ CO									
12/21/12		11.000	646 78	12/3/2012	643.37		☐	☑	SHORT
595017104 MCHP MICROCHIP TECHNOLOGY INC									
12/21/12		60 000	1,944 96	12/3/2012	1,817 31		☐	☑	SHORT
637417106 NNN NATIONAL RETAIL PROPERTIES INC									
12/21/12		19 000	591 90	12/3/2012	583.85		☐	☑	SHORT

L J KING & E R KING FOUNDATION
PRIME INCOME
450
26 WEST DRY CREEK CIRCLE
LITTLETON CO 80120-8064

RECIPIENT'S ACCOUNT NUMBER
314-64838

1099-B (cont) RBC Capital Markets, LLC - Sales, Redemptions, and Returns of Principal

BOXES 1a, 1b, 1c, 1d, 1e, 2a, 3, 5, 6a, 6b & 8 Stocks, bonds etc (cont)

SECURITY ID, SYMBOL (Box 1d) & DESCRIPTION (Box 8)

DATE OF SALE (Box 1a)	NOTES	QUANTITY (Box 1e)	NET PROCEEDS (Box 2a)	DATE OF ACQUISITION (Box 1b)	NET COST (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	NON-CVRD SEC (6a)	BASIS RPTD TO IRS (6b)	TERM (Box 1c)
780259107 RDS B ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS									
12/21/12		17 000	1,207.82	12/3/2012	1,177 39		☐	☑	SHORT

	NET PROCEEDS	NET COST	WASH SALE LOSS DISALLOWED	NON-CVRD SEC	BASIS RPTD TO IRS	TERM
Boxes 2a, 3 & 5 SUBTOTALS	**$0.00**	**$0.00**	**$0.00**	☑	☐	UNKNOWN
	$0.00	**$0.00**	**$0.00**	☑	☐	SHORT
	$0.00	**$0.00**	**$0.00**	☑	☐	LONG
	$53,379.03	**$55,461.22**	**$0.00**	☐	☑	SHORT
	$0.00	**$0.00**	**$0.00**	☐	☑	LONG
oxes 2a, 3 & 5 TOTAL	**$53,379.03**	**$55,461.22**	**$0.00**			

Please note items that are checked in the "Non-Cvrd. Sec.' column are noncovered securities and cost basis information for these items is not reported to the IRS. Cost basis information for items that are checked in the 'Basis Rptd. To IRS' column is reported to the IRS. Please see enclosed insert for additional information.

L J KING & E R KING FOUNDATION
PRIME INCOME
450
26 WEST DRY CREEK CIRCLE
LITTLETON CO 80120-8064

Schedule of Realized Gains and Losses

This section includes a summary of the short-term or long-term gain or loss from the sale of selected securities in this account "Short-term" refers to securities held for one year or less; "long-term" refers to securities held more than one year. RBC provides the following Schedule of Realized Gains and Losses as a service to its clients, the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time In the case of bonds purchased at a premium, cost basis information may be amortized In addition, cost basis information may reflect accretion for zero coupon and OID bonds. Please refer to IRS Publications 1212 and 550 or consult your tax advisor for additional information

Please see Form 1099-B for information reported to the IRS

Short-Term

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
20.000	ANNALY CAPITAL MANAGEMENT INC SYMBOL NLY, CUSIP 035710409	☐	12/03/12	12/21/12	294 21	292.18	2.03
683 000	AT&T INC SYMBOL T, CUSIP 00206R102	☐	12/03/12	12/21/12	22,913 04	23,302 94	-389.90
15 000	BANK OF MONTREAL SYMBOL BMO, CUSIP 063671101	☐	12/03/12	12/21/12	916 13	898 52	17.61
15 000	BCE INC NEW SYMBOL BCE, CUSIP 05534B760	☐	12/03/12	12/21/12	642 88	636.42	6 46
6 000	BRISTOL MYERS SQUIBB CO SYMBOL BMY, CUSIP 110122108	☐	12/03/12	12/21/12	194 34	196 55	-2 21
1,036.000	CBL & ASSOCIATES PROPERTIES INC SYMBOL CBL, CUSIP 124830100	☐	12/03/12	12/21/12	21,590 48	23,494.93	-1,904 45
19.000	CENTURYLINK INC SYMBOL CTL, CUSIP 156700106	☐	12/03/12	12/21/12	745 94	741 54	4 40
9 000	DIAMOND OFFSHORE DRILLING INC SYMBOL DO, CUSIP 25271C102	☐	12/03/12	12/21/12	620 32	621 42	-1 10
14 000	DOMINION RESOURCES INC VA NEW SYMBOL D, CUSIP 25746U109	☐	12/03/12	12/21/12	726 87	711 88	14 99
7 000	ELI LILLY & CO SYMBOL LLY, CUSIP 532457108	☐	12/03/12	12/21/12	343 36	342.92	0 44
11 000	H J HEINZ CO SYMBOL HNZ, CUSIP 423074103	☐	12/03/12	12/21/12	646 78	643 37	3 41
60 000	MICROCHIP TECHNOLOGY INC SYMBOL MCHP, CUSIP 595017104	☐	12/03/12	12/21/12	1,944 96	1,817.31	127 65
19 000	NATIONAL RETAIL PROPERTIES INC SYMBOL NNN, CUSIP 637417106	☐	12/03/12	12/21/12	591 90	583 85	8 05
17.000	ROYAL DUTCH SHELL PLC	☐	12/03/12	12/21/12	1,207.82	1,177.39	30 43

L J KING & E R KING FOUNDATION
PRIME INCOME
450
26 WEST DRY CREEK CIRCLE
LITTLETON CO 80120-8064

RECIPIENT'S ACCOUNT NUMBER
314-64838

Schedule of Realized Gains and Losses (cont)

Short-Term (cont)

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	SPONSORED ADR REPSTG B SHS SYMBOL. RDS B, CUSIP 780259107						
	Short-Term Subtotal				**53,379.03**		**-2,082.19**
Total Gains and Losses					**53,379.03**		**-2,082.19**
	Short-Term						**-2,082.19**
	Long-Term						**0.00**
	Term Unknown						**0.00**

L J KING & E R KING FOUNDATION
POLEN LARGE CAP GROWTH
450
26 WEST DRY CREEK CIRCLE
LITTLETON CO 80120-8064

RECIPIENT'S ACCOUNT NUMBER
314-64841

1099-B RBC Capital Markets, LLC - Sales, Redemptions, and Returns of Principal

Please note that items that are checked in the 'Non-Cvrd. Sec.' column are noncovered securities and cost basis information for these items is not reported to the IRS. Cost basis information for items that are checked in the 'Basis Rptd. To IRS' column is reported to the IRS. Please see enclosed insert for additional information.

BOXES 1a, 1b, 1c, 1d, 1e, 2a, 3, 5, 6a, 6b & 8 Stocks, bonds etc.

SECURITY ID, SYMBOL (Box 1d) & DESCRIPTION (Box 8)

DATE OF SALE (Box 1a)	NOTES	QUANTITY (Box 1e)	NET PROCEEDS (Box 2a)	DATE OF ACQUISITION (Box 1b)	NET COST (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	NON-CVRD SEC (6a)	BASIS RPTD TO IRS (6b)	TERM (Box 1c)
G1151C101 ACCENTURE PLC IRELAND SHS CL A									
12/21/12		64 000	4,354.86	12/4/2012	4,383.90		☐	☑	SHORT
68389X105 ORCL ORACLE CORP									
12/19/12		101.000	3,464 37	12/4/2012	3,276 29		☐	☑	SHORT

	NET PROCEEDS	NET COST	WASH SALE LOSS DISALLOWED	NON-CVRD SEC	BASIS RPTD TO IRS	TERM
Boxes 2a, 3 & 5 SUBTOTALS	$0.00	$0.00	$0.00	☑	☐	UNKNOWN
	$0.00	$0.00	$0.00	☑	☐	SHORT
	$0.00	$0.00	$0.00	☑	☐	LONG
	$7,819.23	$7,660.19	$0.00	☐	☑	SHORT
	$0.00	$0.00	$0.00	☐	☑	LONG
Boxes 2a, 3 & 5 TOTAL	**$7,819.23**	**$7,660.19**	**$0.00**			

Please note items that are checked in the "Non-Cvrd. Sec.' column are noncovered securities and cost basis information for these items is not reported to the IRS. Cost basis information for items that are checked in the 'Basis Rptd. To IRS' column is reported to the IRS. Please see enclosed insert for additional information.

'L J KING & E R KING FOUNDATION
POLEN LARGE CAP GROWTH
450
26 WEST DRY CREEK CIRCLE
LITTLETON CO 80120-8064

PAGE
4 of 4
RECIPIENT'S ACCOUNT NUMBER
314-64841

Schedule of Realized Gains and Losses

This section includes a summary of the short-term or long-term gain or loss from the sale of selected securities in this account. "Short-term" refers to securities held for one year or less; "long-term" refers to securities held more than one year RBC provides the following Schedule of Realized Gains and Losses as a service to its clients; the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time In the case of bonds purchased at a premium, cost basis information may be amortized In addition, cost basis information may reflect accretion for zero coupon and OID bonds Please refer to IRS Publications 1212 and 550 or consult your tax advisor for additional information.

Please see Form 1099-B for information reported to the IRS.

Short-Term

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
64.000	ACCENTURE PLC IRELAND SHS CL A SYMBOL ACN, CUSIP G1151C101	☐	12/04/12	12/21/12	4,354.86	4,383.90	-29.04
101 000	ORACLE CORP SYMBOL ORCL, CUSIP 68389X105	☐	12/04/12	12/19/12	3,464 37	3,276 29	188 08
	Short-Term Subtotal				**7,819.23**		**159.04**
Total Gains and Losses					**7,819.23**		**159.04**
	Short-Term						**159.04**
	Long-Term						**0.00**
	Term Unknown						**0.00**

L J KING & E R KING FOUNDATION
SOUTHERNSUN SMID CAP
450
26 WEST DRY CREEK CIRCLE
LITTLETON CO 80120-8064

RECIPIENT'S ACCOUNT NUMBER
314-64845

1099-B RBC Capital Markets, LLC - Sales, Redemptions, and Returns of Principal

Please note that items that are checked in the 'Non-Cvrd. Sec.' column are noncovered securities and cost basis information for these items is not reported to the IRS. Cost basis information for items that are checked in the 'Basis Rptd. To IRS' column is reported to the IRS. Please see enclosed insert for additional information.

BOXES 1a, 1b, 1c, 1d, 1e, 2a, 3, 5, 6a, 6b & 8 - Stocks, bonds, etc.

SECURITY ID, SYMBOL (Box 1d) & DESCRIPTION (Box 8)

DATE OF SALE (Box 1a)	NOTES	QUANTITY (Box 1e)	NET PROCEEDS (Box 2a)	DATE OF ACQUISITION (Box 1b)	NET COST (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	NON-CVRD SEC (6a)	BASIS RPTD TO IRS (6b)	TERM (Box 1c)
H6169Q108 PNR PENTAIR LTD SHS									
12/10/12		43 000	2,080 40	12/4/2012	2,068 24		☐	☑	SHORT

	NET PROCEEDS	NET COST	WASH SALE LOSS DISALLOWED	NON-CVRD SEC	BASIS RPTD TO IRS	TERM
Boxes 2a, 3 & 5 SUBTOTALS	**$0.00**	**$0.00**	**$0.00**	☑	☐	UNKNOWN
	$0.00	**$0.00**	**$0.00**	☑	☐	SHORT
	$0.00	**$0.00**	**$0.00**	☑	☐	LONG
	$2,080.40	**$2,068.24**	**$0.00**	☐	☑	SHORT
	$0.00	**$0.00**	**$0.00**	☐	☑	LONG
Boxes 2a, 3 & 5 TOTAL	**$2,080.40**	**$2,068.24**	**$0.00**			

Please note items that are checked in the "Non-Cvrd. Sec.' column are noncovered securities and cost basis information for these items is not reported to the IRS. Cost basis information for items that are checked in the 'Basis Rptd. To IRS' column is reported to the IRS. Please see enclosed insert for additional information.

L J KING & E R KING FOUNDATION
SOUTHERNSUN SMID CAP
450
26 WEST DRY CREEK CIRCLE
LITTLETON CO 80120-8064

RECIPIENT'S ACCOUNT NUMBER
314-64845

Schedule of Realized Gains and Losses

This section includes a summary of the short-term or long-term gain or loss from the sale of selected securities in this account "Short-term" refers to securities held for one year or less; "long-term" refers to securities held more than one year RBC provides the following Schedule of Realized Gains and Losses as a service to its clients, the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time In the case of bonds purchased at a premium, cost basis information may be amortized In addition, cost basis information may reflect accretion for zero coupon and OID bonds. Please refer to IRS Publications 1212 and 550 or consult your tax advisor for additional information.

Please see Form 1099-B for information reported to the IRS

Short-Term

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
43 000	PENTAIR LTD SHS SYMBOL PNR, CUSIP H6169Q108	☐	12/04/12	12/10/12	2,080 40	2,068.24	12.16
	Short-Term Subtotal				**2,080.40**		**12.16**
Total Gains and Losses					**2,080.40**		**12.16**
	Short-Term						**12.16**
	Long-Term						**0.00**
	Term Unknown						**0.00**

L J KING & E R KING FOUNDATION
SPECTRUM PREFERREDS
450
26 WEST DRY CREEK CIRCLE
LITTLETON CO 80120-8064

RECIPIENT'S ACCOUNT NUMBER
314-64871

CORRECTED COPY: March 18, 2013

1099-B RBC Capital Markets, LLC - Sales, Redemptions, and Returns of Principal

Please note that items that are checked in the 'Non-Cvrd. Sec.' column are noncovered securities and cost basis information for these items is not reported to the IRS. Cost basis information for items that are checked in the 'Basis Rptd. To IRS' column is reported to the IRS. Please see enclosed insert for additional information.

BOXES 1a, 1b, 1c, 1d, 1e, 2a, 3, 5, 6a, 6b & 8 - Stocks, bonds, etc.

SECURITY ID, SYMBOL (Box 1d) & DESCRIPTION (Box 8)

DATE OF SALE (Box 1a)	NOTES	QUANTITY (Box 1e)	NET PROCEEDS (Box 2a)	DATE OF ACQUISITION (Box 1b)	NET COST (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	NON-CVRD SEC (6a)	BASIS RPTD TO IRS (6b)	TERM (Box 1c)
744320508 PHR PRUDENTIAL FINL INC JR SUB NTS 9.00% PFD									
12/12/12		13.000	334 87	12/3/2012	334 49		☐	☑	SHORT

	NET PROCEEDS	NET COST	WASH SALE LOSS DISALLOWED	NON-CVRD SEC	BASIS RPTD TO IRS	TERM
Boxes 2a, 3 & 5 SUBTOTALS	$0.00	$0.00	$0.00	☑	☐	UNKNOWN
	$0.00	$0.00	$0.00	☑	☐	SHORT
	$0.00	$0.00	$0.00	☑	☐	LONG
	$334.87	$334.49	$0.00	☐	☑	SHORT
	$0.00	$0.00	$0.00	☐	☑	LONG
Boxes 2a, 3 & 5 TOTAL	$334.87	$334.49	$0.00			

Please note items that are checked in the "Non-Cvrd. Sec.' column are noncovered securities and cost basis information for these items is not reported to the IRS. Cost basis information for items that are checked in the 'Basis Rptd. To IRS' column is reported to the IRS. Please see enclosed insert for additional information.

REVISED AMOUNTS ARE HIGHLIGHTED FOR YOUR REFERENCE

L J KING & E R KING FOUNDATION
SPECTRUM PREFERREDS
450
26 WEST DRY CREEK CIRCLE
LITTLETON CO 80120-8064

RECIPIENT'S ACCOUNT NUMBER
314-64871

CORRECTED COPY: March 18, 2013

Schedule of Realized Gains and Losses

This section includes a summary of the short-term or long-term gain or loss from the sale of selected securities in this account "Short-term" refers to securities held for one year or less, "long-term" refers to securities held more than one year RBC provides the following Schedule of Realized Gains and Losses as a service to its clients, the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time. In the case of bonds purchased at a premium, cost basis information may be amortized. In addition, cost basis information may reflect accretion for zero coupon and OID bonds Please refer to IRS Publications 1212 and 550 or consult your tax advisor for additional information.

Please see Form 1099-B for information reported to the IRS

Short-Term

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
13 000	PRUDENTIAL FINL INC JR SUB NTS 9 00% PFD SYMBOL PHR, CUSIP 744320508	☐	12/03/12	12/12/12	334 87	334 49	0.38
	Short-Term Subtotal				**334.87**		**0.38**
Total Gains and Losses					**334.87**		**0.38**
	Short-Term						**0.38**
	Long-Term						**0.00**
	Term Unknown						**0.00**

ASSET DETAIL

The Estimated Annualized Income (EAI) for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated EAI is only an estimate of income generated by the investment and the actual income may be higher or lower In the event the investment matures, is sold or called, the full EAI may not be realized

** The Unrealized Gain/Loss may not reflect your investments' total return Specifically, the net cost may include dividend and capital gains distributions which have been reinvestedAdditionally, the information that appears in these columns may be based on information provided by you or at your direction RBC has not verified such data Please see "About Your Statement" on page 2 for further information*

Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) consolidated

RBC BANK DEPOSIT PROGRAM

Deposits in the RBC Bank Deposit Program, with the exception of amounts classified as "Pending Deposits," are held by the Program Banks, not RBC Capital Markets They are not covered by SIPC Balances classified as "Pending Deposits" are scheduled to be deposited in the Program Banks on the business day following the statement date, and thus, these deposits are covered by SIPC until such time as they are deposited in the Program Banks Deposit information is included on this statement solely as a service to our clients All balance and transaction information is provided by the Program Banks RBC Capital Markets is not responsible for the accuracy of this information. Deposits are insured by the Federal Deposit Insurance Corporation (FDIC) p to $250,000 per depositor at each bank subject to certain limitations ***This means that your funds in excess of $250,000 in the same insurable capacity at any single Program Bank are not insured.*** *FDIC insurance coverage amounts are subject to the combined total of all deposits at a specific Program Bank including deposits held by the Program Bank outside of this account Please refer to the RBC Bank Deposit Program Disclosure Statement and our website at www rbcwmconnect com for more details, including the current aggregate FDIC deposit insurance amount available through the Program For questions concerning bank balances, please contact your Financial Advisor*

DESCRIPTION		BANK BALANCE	CURRENT BALANCE	PREVIOUS STATEMENT BALANCE	YTD INCOME
RBC BANK DEPOSIT PROGRAM NOT SIPC COVERED			$1,626,168.67	$1,626,154 80	$47 32
DEPOSITS ARE HELD AT					
Associated Bank NA	Green Bay, WI	$626,168.67			
RBC Bank (Georgia)	Atlanta, GA	$250,000 00			
Citizens Bank	Providence, RI	$250,000.00			
Union Bank of CA	Monterey Park, CA	$250,000 00			
Wells Fargo RBC	SanFrancisco, CA	$250,000 00			
TOTAL RBC BANK DEPOSIT PROGRAM			**$1,626,168.67**		**$47.32**

TAXABLE FIXED INCOME

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST		NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
AMERICAN CENTY INVT TR SHORT DURATION FD CL A	ACSQX	95,719 009	$10 540	$1,008,878 35		$1,003,155 32	$5,723.03	$20,005 27
					Purchase	*$999,991 12*	*$5,725.14*	
					Reinvest	*$3,164 20*	*-$2.10*	
PIONEER MULTI ASSET ULTRASHORT INCOME FD CL A	MAFRX	100,052.634	$10 080	$1,008,530.55		$1,002,543 99	$5,986 56	$15,808.32
					Purchase	*$999,996.00*	*$5,988.00*	
					Reinvest	*$2,547 99*	*-$1 43*	
COLUMBIA FDS SER TR SHORT TERM BD FD CL A	NSTRX	100,786 031	$10 020	$1,009,876.03		$1,001,828.60	$8,047 43	$12,598.25
					Purchase	*$999,993.82*	*$8,048.24*	
					Reinvest	*$1,834 78*	*-$0.80*	

RBC Wealth Management®

A division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC

INVESTMENT ACCESS ACCOUNT STATEMENT

DECEMBER 1, 2012 - DECEMBER 31, 2012

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST		NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
PIMCO LOW DURATION FUND-CL A	PTLAX	41,182 437	$10 510	$432,827.41		$430,842 19	$1,985 22	$9,595.51
					Purchase	*$423,159.30*	*$2,022.75*	
					Reinvest	*$7,682.89*	*-$37.52*	
TOTAL TAXABLE FIXED INCOME		**337,740.111**		**$3,460,112.34**		**$3,438,370.10**	**$21,742.24**	**$58,007.35**

OTHER INVESTMENTS

All information in this section has been included on your statement at your request and is for informational purposes only Investments identified in this section are not held by RBC Capital Markets, LLC ("RBC CM") and therefore are not eligible for SIPC or excess SIPC coverage through RBC CM Prices are provided by independent services or the issuer of the investment. RBC CM has not attempted to validate this information and disclaims all warranties of any kind related to this information, either express or implied, including, without limitation, any implied warranties of quality, accuracy, completeness, and fitness for a particular purpose

ANNUITIES

DESCRIPTION	ISSUE DATE	TOTAL PREMIUM	MARKET VALUE
JACKSON NAT'L LIFE CO	10/11/12	$850,000 00	$853,628.94
JACKSON NATL LIFE INS CO INS			
PROD PERPECTIVE II 05/05			
POLICY NUMBER 1012300936			
VALUATION DATE 12/28/12			
JNL/BlackRock Glbl Allocation			$35,984 91
JNL/DFA US Core Equity			$21,433 07
JNL/Eagle Sm Cap Equity			$21,775.08
JNL/GS Mid Cap Value			$14,475.52
JNL/Ivy Asset Strategy			$36,307.63
JNL/Lazard Mid Cap Equity			$14,399 22
1yr DCA Account			$709,253 51
LINCOLN NATIONAL	10/12/12	$850,000 00	$854,080 77
LINCOLN NATL LIFE INS CO-INS			
CHOICEPLUS ASSURANCE LSHARE			
ANNUITY			
POLICY NUMBER 924643391			
VALUATION DATE 12/28/12			
FIXED DCA SPEC			$640,168 84
LVIP PROT GRW			$106,857.48

ANNUITIES (continued)

DESCRIPTION	ISSUE DATE	TOTAL PREMIUM	MARKET VALUE
LVIP PROT MOD			$53,415 13
LVIP SS GT RPM			$53,639 32
NATIONWIDE LIFE INS CO NATIONWIDE LIFE INS CO INS PRODS DESTINATION L 2 0 VARIABLE ANNUITY POLICY NUMBER 016236757 VALUATION DATE 12/28/12	10/12/12	$850,000 00	$857,941 82
FIXED ACCOUNT			$623,175 70
NW NVIT CARDINAL BAL II			$117,451 26
NW NVIT INV DEST BAL II			$117,314 86
TOTAL ANNUITIES			**$2,565,651.53**
TOTAL OTHER INVESTMENTS			**$2,565,651.53**

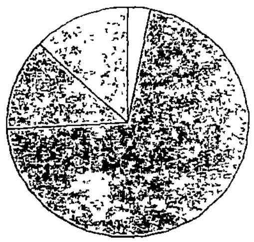
RBC Wealth Management

A division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC

CONSULTING SOLUTIONS ACCOUNT STATEMENT

DECEMBER 1, 2012 - DECEMBER 31, 2012

ASSET ALLOCATION SUMMARY



	CURRENT VALUE	PERCENT
RBC Bank Deposit Program	$15,821.07	3%
US equities	364,680 34	71%
International equities	68,697 73	13%
Other assets	68,520.63	13%
Current account value	$517,719.77	100%
Unreal Gk	① +5,357.83	
Cost Basis	$523,677.60	

Mutual funds are included in the above categories Funds that invest in more than one category are reported as Mixed Assets

The cash and money market figure is net of debits including any RBC Express Credit (margin) debit, if applicable

Deposits in the RBC Bank Deposit Program are not covered by SIPC Please see page 4 for more information

INVESTMENT OBJECTIVE / PROFILE AND RISK TOLERANCE

The investment objective for this account is Balanced Growth

The risk tolerance for this account is Please Provide

The advisory risk profile for this account is Profile 3

If your investment objective risk tolerance, or advisory risk profile for this account is not listed, or if your investment needs have changed, please discuss with your Financial Advisor Please see "About Your Investment Objective / Profile and Risk Tolerance" on page 2 for further information

GAIN/LOSS SUMMARY

	THIS PERIOD	THIS YEAR
Total realized gain or loss	-$2,082 19	-$2,082 19
Short-term gain or loss	-2,082 19	-2,082 19
Long-term gain or loss	0 00	0 00
		AS OF DECEMBER 31, 2012
Unrealized gain or loss		-$5,357.83 ①

Gain/loss information is presented only for selected securities Gain/loss information, if presented, includes only the securities for which we have original cost information If you know the original cost of securities not purchased at RBC but included in your statement under "Asset Detail" and marked as N/A, please contact your Financial Advisor Please see "About Your Statement" on page 2 for further information

ACTIVITY SUMMARY

Total account value last statement		$524,612.95
Cash activity		
Beginning balance	524,612.95	
Money coming into your account		
Sales proceeds/redemptions	53,379 03	
Deposits	-95 00	
Interest	1 35	
Dividends	640 49	
Total	53,925.87	
Money going out of your account		
Funds to purchase securities	-562,717 75	
Total	-562,717.75	
Ending balance	15,821.07	
Net change cash activity		-$508,791.88
Change in security value		
Beginning value of priced securities	0.00	
Securities purchased	562,717 75	
Securities sold/redeemed	-53,379 03	
Change in value of priced securities	-7,440.02	
Ending value of priced securities	501,898.70	
Net change in securities value		$501,898.70
Total account value as of December 31, 2012		$517,719.77

ASSET DETAIL

The Estimated Annualized Income (EAI') for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated EAI is only an estimate of income generated by the investment and the actual income may be higher or lower In the event the investment matures, is sold or called, the full EAI may not be realized

** The Unrealized Gain/Loss may not reflect your investments' total return Specifically, the net cost may include dividend and capital gains distributions which have been reinvestedAdditionally, the information that appears in these columns may be based on information provided by you or at your direction RBC has not verified such data Please see "About Your Statement" on page 2 for further information*

Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) consolidated

RBC BANK DEPOSIT PROGRAM

Deposits in the RBC Bank Deposit Program, with the exception of amounts classified as "Pending Deposits, are held by the Program Banks, not RBC Capital Markets. They are not covered by SIPC Balances classified as 'Pending Deposits are scheduled to be deposited in the Program Banks on the business day following the statement date, and thus, these deposits are covered by SIPC until such time as they are deposited in the Program Banks Deposit information is included on this statement solely as a service to our clients All balance and transaction information is provided by the Program Banks RBC Capital Markets is not responsible for the accuracy of this information Deposits are insured by the Federal Deposit Insurance Corporation (FDIC) p to $250,000 per depositor at each bank subject to certain limitations ***This means that your funds in excess of $250,000 in the same insurable capacity at any single Program Bank are not insured.*** *FDIC insurance coverage amounts are subject to the combined total of all deposits at a specific Program Bank including deposits held by the Program Bank outside of this account. Please refer to the RBC Bank Deposit Program Disclosure Statement and our website at www rbcwmconnect com for more details, including the current aggregate FDIC deposit insurance amount available through the Program For questions concerning bank balances, please contact your Financial Advisor*

DESCRIPTION		BANK BALANCE	CURRENT BALANCE	PREVIOUS STATEMENT BALANCE	YTD INCOME
RBC BANK DEPOSIT PROGRAM NOT SIPC COVERED			$15,821 07	$524,612.95	$1.35
DEPOSITS ARE HELD AT Associated Bank NA	Green Bay, WI	$15,821 07			
TOTAL RBC BANK DEPOSIT PROGRAM			**$15,821.07**		**$1.35**

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ALTRIA GROUP INC	MO	707 000	$31 440	$22,228 08	$23,830 91	-$1,602 83	$1,244.32
BRISTOL MYERS SQUIBB CO	BMY	709 000	$32.590	$23,106 31	$23,225 78	-$119.47	$992 60
CENTURYLINK INC	CTL	581 000	$39 120	$22,728 72	$22,675.56	$53 16	$1,684.90
DIAMOND OFFSHORE DRILLING INC	DO	329 000	$67.960	$22,358 84	$22,716 30	-$357.46	$164.50
DOMINION RESOURCES INC VA NEW	D	442.000	$51.800	$22,895 60	$22,475 04	$420 56	$932.62
ELI LILLY & CO	LLY	469 000	$49 320	$23,131 08	$22,975 61	$155 47	$919.24
ENTERPRISE PRODUCTS PARTNERS LP	EPD	456 000	$50 080	$22,836.48	$23,530 36	-$693 88	$1,185.60
FIRSTENERGY CORP	FE	556 000	$41 760	$23,218 56	$23,477.97	-$259 41	$1,223 20
H J HEINZ CO	HNZ	388 000	$57.680	$22,379.84	$22,693 54	-$313 70	$799 28
KINDER MORGAN ENERGY PARTNERS LP-UNITS LTD PARTNERSHIP INT	KMP	289.000	$79 790	$23,059.31	$23,484 04	-$424.73	$1,456 56

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
LOCKHEED MARTIN CORP	LMT	250 000	$92.290	$23,072 50	$23,250.70	-$178.20	$1,150 00
LORILLARD INC	LO	195 000	$116 670	$22,750.65	$23,783 13	-$1,032 48	$1,209.00
MERCK & CO INC NEW	MRK	548 000	$40 940	$22,435 12	$24,405 49	-$1,970 37	$942.56
MICROCHIP TECHNOLOGY INC	MCHP	707 000	$32 590	$23,041 13	$21,413.97	$1,627 16	$995 46
PLAINS ALL AMERICAN PIPELINE L P UNIT LTD PARTNERSHIP INT	PAA	501 000	$45 240	$22,665.24	$23,454 57	-$789 33	$1,087.17
WILLIAMS PARTNERS L P COM UNIT LTD PARTNERSHIP INT	WPZ	468 000	$48 660	$22,772 88	$23,695.30	-$922 42	$1,511.64
TOTAL US EQUITIES				**$364,680.34**	**$371,088.27**	**-$6,407.93**	**$17,498.65**

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
BANK OF MONTREAL	BMO	374 000	$61 300	$22,926 20	$22,403 15	$523 05	$1,082.73
BCE INC NEW	BCE	536 000	$42 940	$23,015 84	$22,741 41	$274 43	$1,216.72
ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS	RDSB	321 000	$70 890	$22,755 69	$22,231.95	$523 74	$1,104.24
TOTAL INTERNATIONAL EQUITIES				**$68,697.73**	**$67,376.51**	**$1,321.22**	**$3,403.69**

OTHER ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ANNALY CAPITAL MANAGEMENT INC	NLY	1,564 000	$14.040	$21,958.56	$22,848 48	-$889 92	$2,815.20
HEALTH CARE REIT INC	HCN	383 000	$61 290	$23,474.07	$23,203 98	$270 09	$1,133.68
NATIONAL RETAIL PROPERTIES INC	NNN	740 000	$31 200	$23,088 00	$22,739 29	$348 71	$1,169.20
TOTAL OTHER ASSETS				**$68,520.63**	**$68,791.75**	**-$271.12**	**$5,118.08**

RBC Wealth Management®

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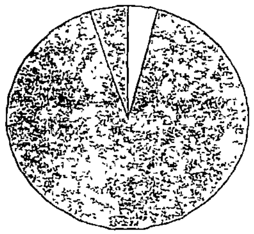
CONSULTING SOLUTIONS ACCOUNT STATEMENT

DECEMBER 1, 2012 - DECEMBER 31, 2012

ASSET ALLOCATION SUMMARY



	CURRENT VALUE	PERCENT
RBC Bank Deposit Program	$16,929.17	4%
Cash and money market	67 90	0%
US equities	401,142 48	91%
International equities	21,479.50	5%
Current account value	**$439,619.05**	**100%**
Unreal G/L	ⓓ 1 509.72	
Cost Basis	438,109.33	

Mutual funds are included in the above categories Funds that invest in more than one category are reported as "Mixed Assets

The cash and money market figure is net of debits including any RBC Express Credit (margin) debit, if applicable

Deposits in the RBC Bank Deposit Program are not covered by SIPC Please see page 4 for more information

INVESTMENT OBJECTIVE / PROFILE AND RISK TOLERANCE

The investment objective for this account is. Balanced Growth

The risk tolerance for this account is Please Provide

The advisory risk profile for this account is Profile 3

If your investment objective, risk tolerance, or advisory risk profile for this account is not listed, or if your investment needs have changed, please discuss with your Financial Advisor Please see 'About Your Investment Objective / Profile and Risk Tolerance" on page 2 for further information.

GAIN/LOSS SUMMARY

	THIS PERIOD	THIS YEAR
Total realized gain or loss	$159 04	$159 04
Short-term gain or loss	159 04	159 04
Long-term gain or loss	0 00	0 00
		AS OF DECEMBER 31, 2012
Unrealized gain or loss		ⓓ $1,509 72

Gain/loss information is presented only for selected securities Gain/loss information, if presented, includes only the securities for which we have original cost information If you know the original cost of securities not purchased at RBC but included in your statement under 'Asset Detail" and marked as N/A, please contact your Financial Advisor Please see "About Your Statement" on page 2 for further information

ACTIVITY SUMMARY

Total account value last statement		**$437,500.00**
Cash activity		
Beginning balance	**437,500.00**	
Money coming into your account		
Sales proceeds/redemptions	7,819.23	
Interest	1.24	
Dividends	969 03	
Total	**8,789.50**	
Money going out of your account		
Funds to purchase securities	-428,772.45	
Fees	-519 98	
Total	**-429,292.43**	
Ending balance	**16,997.07**	
Net change cash activity		**-$420,502.93**
Change in security value		
Beginning value of priced securities	**0.00**	
Securities purchased	428,772 45	
Securities sold/redeemed	-7,819.23	
Change in value of priced securities	1,668 76	
Ending value of priced securities	**422,621.98**	
Net change in securities value		**$422,621.98**
Total account value as of December 31, 2012		**$439,619.05**

ASSET DETAIL

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RBC BANK DEPOSIT PROGRAM

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DESCRIPTION		BANK BALANCE	CURRENT BALANCE	PREVIOUS STATEMENT BALANCE	YTD INCOME
RBC BANK DEPOSIT PROGRAM NOT SIPC COVERED			$16,929.17	$437,500 00	$1 24
DEPOSITS ARE HELD AT Associated Bank NA	Green Bay, WI	$16,929 17			
TOTAL RBC BANK DEPOSIT PROGRAM			**$16,929.17**		**$1.24**

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS STATEMENT MARKET VALUE	YTD INCOME
CASH				$67.90		
TOTAL CASH AND MONEY MARKET				**$67.90**		

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ABBOTT LABORATORIES	ABT	374 000	$65.500	$24,497.00	$24,260.82	$236 18	$209.44
ALLERGAN INC	AGN	271 000	$91 730	$24,858.83	$24,904 87	-$46.04	$54 20
APPLE INC	AAPL	66 000	$532.173	$35,123 41	$37,946.70	-$2,823 29	$699 60
C H ROBINSON WORLDWIDE INC NEW	CHRW	194.000	$63 220	$12,264.68	$11,853.13	$411 55	$271.60
COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A	CTSH	425.000	$73.882	$31,399.98	$28,461 19	$2,938.79	

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
FACTSET RESEARCH SYSTEMS INC	FDS	208.000	$88 060	$18,316 48	$19,170 32	-$853.84	$257 92
GOOGLE INC CL A	GOOG	42 000	$707.380	$29,709.96	$29,021 58	$688 38	
INTUIT INC	INTU	383.000	$59.475	$22,779 08	$22,922 40	-$143 32	$260 44
INTUITIVE SURGICAL INC NEW	ISRG	46 000	$490 370	$22,557.02	$24,231 88	-$1,674.86	
MICROSOFT CORP	MSFT	846 000	$26 710	$22,596 41	$22,383.89	$212 52	$778 32
NIKE INC-CL B	NKE	466.000	$51.600	$24,045 60	$22,745 11	$1,300.49	$195 72
ORACLE CORP	ORCL	658 000	$33 320	$21,924 56	$21,344 53	$580 03	$157 92
PRICE T ROWE GROUP INC	TROW	410 000	$65 117	$26,698 01	$26,034 39	$663 62	$557.60
QUALCOMM INC	QCOM	469 000	$61 860	$29,012 15	$29,762.27	-$750.12	$469 00
STARBUCKS CORP	SBUX	482 000	$53 630	$25,849 66	$24,764.44	$1,085.22	$404 88
VARIAN MEDICAL SYSTEMS INC	VAR	302.000	$70 240	$21,212 48	$21,254 01	-$41 53	
W W GRAINGER INC	GWW	41 000	$202 370	$8,297 17	$7,925.71	$371 46	$131.20
TOTAL US EQUITIES				**$401,142.48**	**$398,987.24**	**$2,155.24**	**$4,447.84**

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ACCENTURE PLC IRELAND SHS CL A	ACN	323.000	$66 500	$21,479 50	$22,125 02	-$645 52	$523.26
TOTAL INTERNATIONAL EQUITIES				**$21,479.50**	**$22,125.02**	**-$645.52**	**$523.26**

RBC Wealth Management®

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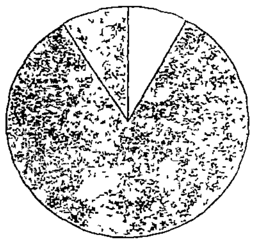
CONSULTING SOLUTIONS ACCOUNT STATEMENT

DECEMBER 1, 2012 - DECEMBER 31, 2012

ASSET ALLOCATION SUMMARY



	CURRENT VALUE	PERCENT
RBC Bank Deposit Program	$14,217 42	8%
Cash and money market	92 02	0%
US equities	148,968 12	83%
International equities	16,308 40	9%
Current account value	$179,585.96	100%
Unreal G/L	4405.30	
Cost Basis 12/31/12	175,180.66	

Mutual funds are included in the above categories Funds that invest in more than one category are reported as Mixed Assets

The cash and money market figure is net of debits including any RBC Express Credit (margin) debit, if applicable

Deposits in the RBC Bank Deposit Program are not covered by SIPC Please see page 4 for more information

INVESTMENT OBJECTIVE / PROFILE AND RISK TOLERANCE

The investment objective for this account is Balanced Growth

The risk tolerance for this account is Please Provide

The advisory risk profile for this account is Profile 3

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GAIN/LOSS SUMMARY

	THIS PERIOD	THIS YEAR
Total realized gain or loss	$12 16	$12.16
Short-term gain or loss	12 16	12 16
Long-term gain or loss	0 00	0 00
		AS OF DECEMBER 31, 2012
Unrealized gain or loss		$4,405 30

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ACTIVITY SUMMARY

Total account value last statement		**$175,000.00**
Cash activity		
Beginning balance	**175,000.00**	
Money coming into your account		
Sales proceeds/redemptions	2,080 40	
Interest	0 55	
Dividends	377 55	
Total	**2,458.50**	
Money going out of your account		
Funds to purchase securities	-162,939 46	
Fees	-207 99	
Taxes withheld	-1 61	
Total	**-163,149.06**	
Ending balance	**14,309.44**	
Net change cash activity		**-$160,690.56**
Change in security value		
Beginning value of priced securities	**0.00**	
Securities purchased	162,939 46	
Securities sold/redeemed	-2,080 40	
Change in value of priced securities	4,417 46	
Ending value of priced securities	**165,276.52**	
Net change in securities value		**$165,276.52**
Total account value as of December 31, 2012		**$179,585.96**

ASSET DETAIL

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DESCRIPTION		BANK BALANCE	CURRENT BALANCE	PREVIOUS STATEMENT BALANCE	YTD INCOME
RBC BANK DEPOSIT PROGRAM NOT SIPC COVERED			$14,217.42	$175,000.00	$0.55
DEPOSITS ARE HELD AT Associated Bank NA	Green Bay, WI	$14,217 42			
TOTAL RBC BANK DEPOSIT PROGRAM			**$14,217.42**		**$0.55**

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS STATEMENT MARKET VALUE	YTD INCOME
CASH				$92 02		
TOTAL CASH AND MONEY MARKET				**$92.02**		

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
AFFILIATED MANAGERS GROUP INC	AMG	59.000	$130.150	$7,678.85	$7,502 44	$176.41	
AGCO CORP	AGCO	187.000	$49 120	$9,185 44	$8,537.77	$647 67	
BROADRIDGE FINANCIAL SOLUTIONS INC	BR	333 000	$22 880	$7,619 04	$7,822.17	-$203 13	$239.76
CENTENE CORP DEL	CNC	224 000	$41.000	$9,184 00	$10,090 75	-$906.75	
COLUMBIA SPORTSWEAR CO	COLM	132.000	$53.360	$7,043.52	$7,590 00	-$546.48	$116.16
DARLING INTERNATIONAL INC	DAR	475 000	$16 040	$7,619.00	$8,060.28	-$441 28	

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
FLOWSERVE CORP	FLS	57 000	$146 800	$8,367.60	$7,977 72	$389 88	$82.08
IDEX CORP	IEX	164 000	$46.530	$7,630.92	$7,328 50	$302 42	$131 20
MEADWESTVACO CORP	MWV	244 000	$31 870	$7,776 28	$7,531.91	$244 37	$244.00
NEWFIELD EXPLORATION CO	NFX	267 000	$26 780	$7,150 26	$6,482 49	$667.77	
NORDSON CORP	NDSN	90 000	$63 120	$5,680 80	$5,535 00	$145.80	$54.00
OGE ENERGY CORP	OGE	116 000	$56.310	$6,531.96	$6,580 67	-$48.71	$193 72
POLARIS INDUSTRIES INC	PII	62 000	$84.150	$5,217.30	$5,070 36	$146 94	$91.76
SAFEWAY INC	SWY	376 000	$18.090	$6,801.84	$6,293.68	$508 16	$263.20
SMITHFIELD FOODS INC	SFD	337 000	$21 570	$7,269 09	$7,642 82	-$373.73	
THOR INDUSTRIES INC	THO	169 000	$37 430	$6,325 67	$6,137 40	$188 27	$121.68
TIMKEN CO	TKR	206 000	$47.830	$9,852.98	$9,237 97	$615.01	$189.52
TRINITY INDUSTRIES INC	TRN	277 000	$35 820	$9,922 14	$8,865 80	$1,056.34	$121.88
URS CORPORATION	URS	261 000	$39 260	$10,246 86	$9,818 56	$428 30	$208 80
WESTERN UNION CO	WU	137 000	$13 610	$1,864 57	$1,764 56	$100.01	$68 50
TOTAL US EQUITIES				**$148,968.12**	**$145,870.85**	**$3,097.27**	**$2,126.26**

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
CHICAGO BRIDGE & IRON CO NV	CBI	214 000	$46.350	$9,918.90	$8,747 57	$1,171.33	$42.80
PENTAIR LTD SHS	PNR	130.000	$49 150	$6,389 50	$6,252 80	$136.70	$114 40
TOTAL INTERNATIONAL EQUITIES				**$16,308.40**	**$15,000.37**	**$1,308.03**	**$157.20**

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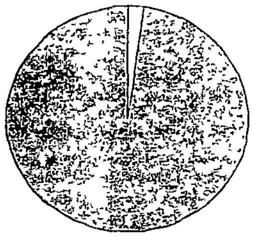
CONSULTING SOLUTIONS ACCOUNT STATEMENT

DECEMBER 1, 2012 - DECEMBER 31, 2012

ASSET ALLOCATION SUMMARY



	CURRENT VALUE	PERCENT
RBC Bank Deposit Program	$6,564 37	2%
International equities	261,498 39	98%
Current account value	**$268,062.76**	**100%**
Unreal G/L	<5,906.46>	
Cost Basis	262,156.30	

Mutual funds are included in the above categories Funds that invest in more than one category are reported as "Mixed Assets

The cash and money market figure is net of debits including any RBC Express Credit (margin) debit, if applicable

Deposits in the RBC Bank Deposit Program are not covered by SIPC Please see page 4 for more information

INVESTMENT OBJECTIVE / PROFILE AND RISK TOLERANCE

The investment objective for this account is Balanced Growth

The risk tolerance for this account is Please Provide

The advisory risk profile for this account is Profile 3

If your investment objective, risk tolerance, or advisory risk profile for this account is not listed, or if your investment needs have changed, please discuss with your Financial Advisor Please see "About Your Investment Objective / Profile and Risk Tolerance" on page 2 for further information

GAIN/LOSS SUMMARY

	THIS PERIOD	THIS YEAR
Total realized gain or loss	$0 00	$0 00
Short-term gain or loss	0 00	0 00
Long-term gain or loss	0 00	0 00
		AS OF DECEMBER 31, 2012
Unrealized gain or loss		$5,906 46

Gain/loss information is presented only for selected securities Gain/loss information, if presented, includes only the securities for which we have original cost information If you know the original cost of securities not purchased at RBC but included in your statement under "Asset Detail" and marked as N/A, please contact your Financial Advisor Please see "About Your Statement" on page 2 for further information

ACTIVITY SUMMARY

Total account value last statement		**$262,155.61**
Cash activity		
Beginning balance	**262,155.61**	
Money coming into your account		
Interest	0 69	
Total	**0.69**	
Money going out of your account		
Funds to purchase securities	-255,591 93	
Total	**-255,591.93**	
Ending balance	**6,564.37**	
Net change cash activity		**-$255,591.24**
Change in security value		
Beginning value of priced securities	**0.00**	
Securities purchased	255,591 93	
Change in value of priced securities	5,906 46	
Ending value of priced securities	**261,498.39**	
Net change in securities value		**$261,498.39**
Total account value as of December 31, 2012		**$268,062.76**

ASSET DETAIL

The Estimated Annualized Income (EAI') for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated EAI is only an estimate of income generated by the investment and the actual income may be higher or lower In the event the investment matures, is sold or called, the full EAI may not be realized

** The Unrealized Gain/Loss may not reflect your investments' total return Specifically, the net cost may include dividend and capital gains distributions which have been reinvestedAdditionally, the information that appears in these columns may be based on information provided by you or at your direction RBC has not verified such data Please see "About Your Statement" on page 2 for further information*

Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) consolidated

RBC BANK DEPOSIT PROGRAM

Deposits in the RBC Bank Deposit Program, with the exception of amounts classified as 'Pending Deposits," are held by the Program Banks, not RBC Capital Markets They are not covered by SIPC Balances classified as "Pending Deposits' are scheduled to be deposited in the Program Banks on the business day following the statement date, and thus, these deposits are covered by SIPC until such time as they are deposited in the Program Banks Deposit information is included on this statement solely as a service to our clients All balance and transaction information is provided by the Program Banks RBC Capital Markets is not responsible for the accuracy of this information Deposits are insured by the Federal Deposit Insurance Corporation (FDIC) p to $250,000 per depositor at each bank subject to certain limitations ***This means that your funds in excess of $250,000 in the same insurable capacity at any single Program Bank are not insured.*** *FDIC insurance coverage amounts are subject to the combined total of all deposits at a specific Program Bank including deposits held by the Program Bank outside of this account Please refer to the RBC Bank Deposit Program Disclosure Statement and our website at www rbcwmconnect com for more details, including the current aggregate FDIC deposit insurance amount available through the Program For questions concerning bank balances, please contact your Financial Advisor*

DESCRIPTION		BANK BALANCE	CURRENT BALANCE	PREVIOUS STATEMENT BALANCE	YTD INCOME
RBC BANK DEPOSIT PROGRAM NOT SIPC COVERED			$6,564.37	$262,155 61	$0 69
DEPOSITS ARE HELD AT Associated Bank NA	Green Bay, WI	$6,564 37			
TOTAL RBC BANK DEPOSIT PROGRAM			**$6,564.37**		**$0.69**

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ABB LTD SPONSORED ADR	ABB	335.000	$20 790	$6,964 65	$6,521 95	$442 70	$232.16
ASTRAZENECA PLC SPONSORED ADR	AZN	80.000	$47 270	$3,781 60	$3,821 60	-$40.00	$228.00
BAE SYSTEMS PLC SPONSORED ADR	BAESY	310 000	$21.905	$6,790 55	$6,572 00	$218.55	$357.12
BAYER AKTIENGESELLSCHAFT ADR	BAYRY	45.000	$94 779	$4,265.06	$4,117 50	$147 56	$70.20
BHP BILLITON LTD SPONSORED ADR	BHP	55 000	$78 420	$4,313 10	$3,945 15	$367.95	$123 20
BOC HONG KONG HOLDINGS LIMITED SPONSORED ADR 1 20	BHKLY	105.000	$62 187	$6,529 64	$6,443 85	$85.79	$294.42

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CONSULTING SOLUTIONS ACCOUNT STATEMENT

DECEMBER 1, 2012 - DECEMBER 31, 2012

INTERNATIONAL EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
BRITISH AMERICAN TOBACCO PLC SPONSORED ADR	BTI	85 000	$101 250	$8,606 25	$8,984 50	-$378.25	$358 02
CANADIAN OIL SANDS LIMITED	COSWF	255.000	$20 340	$5,186 70	$5,218 83	-$32.13	$359.55
COMPANHIA ENERGETICA DE MINAS GERAIS CEMIG SPONS ADR NEW	CIG	220 000	$10 860	$2,389.20	$2,615 78	-$226 58	$130.02
DEUTSCHE POST AG SPONSORED ADR	DPSGY	375 000	$21 885	$8,206.88	$7,905 00	$301 88	
DIAGEO PLC-SPONSORED ADR NEW REPSTG 4 ORD SHS	DEO	40.000	$116.580	$4,663.20	$4,792 80	-$129.60	$110 96
GDF SUEZ SPONSORED ADR	GDFZY	115 000	$20 534	$2,361 41	$2,619 70	-$258.29	$242.42
HSBC HOLDINGS PLC SPONSORED ADR NEW	HBC	155 000	$53.070	$8,225 85	$7,929 57	$296 28	$387.50
ISRAEL CHEMICALS LIMITED UNSPONSORED ADR	ISCHY	525 000	$11 964	$6,281 10	$6,641 25	-$360.15	$337 58
MTN GROUP LTD SPONS ADR	MTNOY	415 000	$20 933	$8,687.20	$7,822 75	$864 45	$510 04
MUENCHENER RUECKVERSICHERUNGS GESELLSCHAFT AG ADR	MURGY	455.000	$17 930	$8,158 15	$7,839 65	$318 50	$249.34
NESTLE SA-SPONSORED ADR REPSTG REGD ORD (SF 10 PAR)	NSRGY	160 000	$65 112	$10,417 92	$10,500 80	-$82 88	$283.52
NOVARTIS AG AMERICAN DEPOSITARY SHARES	NVS	170 000	$63 300	$10,761.00	$10,624 75	$136 25	$358.02
P T TELEKOMUNIKASI INDONESIA SPONSORED ADR	TLK	215.000	$36 950	$7,944.25	$7,892 33	$51.92	$235.86
PETROCHINA CO ADS EACH REPR 100 ORD HKD0	PTR	55.000	$143 780	$7,907 90	$7,263 29	$644 61	$246.02
PRIMARIS RETAIL REAL ESTATE INVESTMENT TRUST UNIT	PMZFF	280 000	$27 008	$7,562 24	$6,487 60	$1,074 64	$360.36
RECKITT BENCKISER PLC SPONSORED ADR	RBGLY	715.000	$12.712	$9,089 08	$9,137 70	-$48.62	$255.26
ROCHE HOLDING LTD SPONSORED ADR REPSTG ORD	RHHBY	185 000	$50 254	$9,296 99	$9,066.85	$230 14	$285.27
ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS	RDSB	95 000	$70 890	$6,734 55	$6,562 59	$171.96	$326.80

INTERNATIONAL EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
SANOFI SPONSORED ADR	SNY	205 000	$47 380	$9,712.90	$9,224 49	$488.41	$293 36
SIEMENS A G SPONSORED ADR	SI	70 000	$109 470	$7,662.90	$7,257.59	$405 31	$200 41
SINGAPORE TELECOMMUNICATION LTD SPONSORED ADR NEW 2006	SGAPY	290 000	$27 016	$7,834 64	$7,864 80	-$30 16	$358 15
SMITHS GROUP PLC SPONSORED ADR	SMGZY	435 000	$19 360	$8,421 60	$7,825 65	$595 95	$255 78
STATOIL ASA SPONSORED ADR	STO	270 000	$25 040	$6,760 80	$6,533 60	$227.20	$244.08
TAIWAN SEMICONDUCTOR MFG CO LTD-SPONSORED ADR REPSTG 5 COM	TSM	455.000	$17 160	$7,807.80	$7,811 67	-$3 87	$181.09
TESCO PLC-SPONSORED ADR	TSCDY	170.000	$16 385	$2,785.45	$2,641 80	$143.65	$112.03
TOTAL S A 1 ADR REPRESENTING 1 ORD SHS	TOT	130.000	$52 010	$6,761.30	$6,514 11	$247 19	$325 91
TREASURY WINE ESTATES LTD SPONSORED ADR	TSRYY	740 000	$4 869	$3,603.06	$3,929 40	-$326 34	$80.66
UNILEVER N V NEW YORK SHS NEW ADR	UN	240 000	$37 870	$9,088 80	$9,119.64	-$30.84	$250.08
UNITED OVERSEAS BANK LTD SPONSORED ADR	UOVEY	235 000	$32 436	$7,622.46	$7,261 50	$360 96	$223.96
VODAFONE GROUP PLC SPONSORED ADR NEW	VOD	405 000	$25 190	$10,201 95	$10,420 04	-$218 09	$607.50
ZURICH INSURANCE GROUP LIMITED SPONSORED ADR	ZURVY	305 000	$26 591	$8,110.26	$7,859 85	$250.41	
TOTAL INTERNATIONAL EQUITIES				**$261,498.39**	**$255,591.93**	**$5,906.46**	**$9,474.65**

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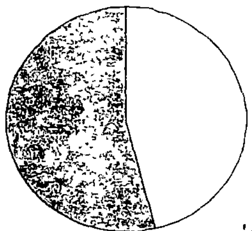
CONSULTING SOLUTIONS ACCOUNT STATEMENT

DECEMBER 1, 2012 - DECEMBER 31, 2012

ASSET ALLOCATION SUMMARY



		CURRENT VALUE	PERCENT
☐	RBC Bank Deposit Program	$80,082.03	46%
☒	Taxable fixed income	92,821.94	54%
	Current account value	$172,903.97	100%
	Unreal. G/L	(1) 603.27	
	COST BASIS	173,507.24	

Add'l Basis: Purch'd Int 1455.77 See 1099
⟨178.23⟩ Rec'd - 2012
*1277.54

Mutual funds are included in the above categories Funds that invest in more than one category are reported as 'Mixed Assets '

The cash and money market figure is net of debits including any RBC ~~Express Credit~~ (margin) debit, if applicable

Deposits in the RBC Bank Deposit Program are not covered by SIPC Please see page 4 for more information

INVESTMENT OBJECTIVE / PROFILE AND RISK TOLERANCE

The investment objective for this account is Balanced Growth
The risk tolerance for this account is Please Provide
The advisory risk profile for this account is Profile 3

If your investment objective, risk tolerance, or advisory risk profile for this account is not listed, or if your investment needs have changed, please discuss with your Financial Advisor Please see "About Your Investment Objective / Profile and Risk Tolerance" on page 2 for further information.

GAIN/LOSS SUMMARY

	THIS PERIOD	THIS YEAR
Total realized gain or loss	$0 00	$0 00
Short-term gain or loss	0 00	0 00
Long-term gain or loss	0.00	0 00
	AS OF DECEMBER 31, 2012	
Unrealized gain or loss	(1)-$603 27	

Gain/loss information is presented only for selected securities Gain/loss information, if presented, includes only the securities for which we have original cost information. If you know the original cost of securities not purchased at RBC but included in your statement under "Asset Detail" and marked as N/A, please contact your Financial Advisor Please see "About Your Statement" on page 2 for further information.

ACTIVITY SUMMARY

Total account value last statement		**$175,000.00**
Cash activity		
Beginning balance	**175,000.00**	
Money coming into your account		
Interest	182 39	
Total	**182.39** ✓	
Money going out of your account		
Funds to purchase securities	-94,913 17	
Fees	-187 19 ✓	
Total	**-95,100.36**	
Ending balance	**80,082.03**	
Net change cash activity		**-$94,917.97**
Change in security value		
Beginning value of priced securities	**0.00**	
Securities purchased	94,913 17	
Change in value of priced securities	-2,091 23	
Ending value of priced securities	**92,821.94**	
Net change in securities value		**$92,821.94**
Total account value as of December 31, 2012		**$172,903.97**

ASSET DETAIL

The Estimated Annualized Income ('EAI') for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated EAI is only an estimate of income generated by the investment and the actual income may be higher or lower In the event the investment matures, is sold or called, the full EAI may not be realized

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Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) consolidated

RBC BANK DEPOSIT PROGRAM

Deposits in the RBC Bank Deposit Program, with the exception of amounts classified as "Pending Deposits," are held by the Program Banks, not RBC Capital Markets They are not covered by SIPC Balances classified as "Pending Deposits' are scheduled to be deposited in the Program Banks on the business day following the statement date, and thus, these deposits are covered by SIPC until such time as they are deposited in the Program Banks Deposit information is included on this statement solely as a service to our clients All balance and transaction information is provided by the Program Banks RBC Capital Markets is not responsible for the accuracy of this information Deposits are insured by the Federal Deposit Insurance Corporation (FDIC) p to $250,000 per depositor at each bank subject to certain limitations. ***This means that your funds in excess of $250,000 in the same insurable capacity at any single Program Bank are not insured.*** *FDIC insurance coverage amounts are subject to the combined total of all deposits at a specific Program Bank including deposits held by the Program Bank outside of this account Please refer to the RBC Bank Deposit Program Disclosure Statement and our website at www rbcwmconnect com for more details, including the current aggregate FDIC deposit insurance amount available through the Program For questions concerning bank balances, please contact your Financial Advisor*

DESCRIPTION		BANK BALANCE	CURRENT BALANCE	PREVIOUS STATEMENT BALANCE	YTD INCOME
RBC BANK DEPOSIT PROGRAM NOT SIPC COVERED			$80,082 03	$175,000.00	$1 14
DEPOSITS ARE HELD AT Associated Bank NA	Green Bay, WI	$80,082.03			
TOTAL RBC BANK DEPOSIT PROGRAM			**$80,082.03**		**$1.14**

TAXABLE FIXED INCOME

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
RR DONNELLEY & SONS CO SENIOR NOTES MOODY BA3 S&P BB	257867AX9 CPN 7 250% DUE 05/15/2018 DTD 06/01/2011 BOOK ENTRY ONLY	5,000 000	$96 500	$4,825 00 $46 32	$4,875 00	-$50 00	$362.50
FOREST OIL CORP SR NT PAR CALL 06/15/2015 MOODY B2 S&P B-	346091AZ4 CPN 7 250% DUE 06/15/2019 DTD 03/24/2008 BOOK ENTRY ONLY	5,000.000	$100.500	$5,025 00 $16 11	$5,049 64	-$24 64	$362.50
DENBURY RES INC DEL PAR CALL 02/15/2018 MOODY B1 S&P BB	24823UAG3 CPN 8 250% DUE 02/15/2020 DTD 02/10/2010 BOOK ENTRY ONLY	4,000 000	$112 500	$4,500.00 $124.67	$4,562.88	-$62.88	$330.00

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
CHS/COMMUNITY HEALTH SYS REGISTERED SENIOR NOTES CALL 07/15/2016 103 563 PAR CALL 07/15/2018 MOODY B3 S&P B	12543DAQ3 CPN 7 125% DUE 07/15/2020 DTD 07/18/2012 FC 01/15/2013 BOOK ENTRY ONLY	5,000 000	$106 750	$5,337.50 $161 30	$5,360.46	-$22.96	$356 25
ARCH COAL INC SENIOR NOTES CALL 10/01/2015 103 625 PAR CALL 10/01/2018 MOODY B3 S&P B-	039380AC4 CPN 7 250% DUE 10/01/2020 DTD 08/09/2010 BOOK ENTRY ONLY	5,000 000	$92 750	$4,637.50 $90 63	$4,562 50	$75 00	$362 50
HERTZ CORP SR NT 7 375%21 CALL 01/15/2016 103 688 PAR CALL 01/15/2019 MOODY B2 S&P B	428040CG2 CPN 7 375% DUE 01/15/2021 DTD 09/16/2011 BOOK ENTRY ONLY	4,000.000	$110 000	$4,400.00 $136 03	$4,415 62	-$15 62	$295.00
HCA HOLDINGS INC SENIOR NOTES MOODY B3 S&P B-	40412CAC5 CPN 6 250% DUE 02/15/2021 DTD 12/06/2012 FC 08/15/2013 BOOK ENTRY ONLY	5,000.000	$102.500	$5,125 00 $21 70	$5,186.52	-$61.52	$312.50
ELIZABETH ARDEN INC SR NT 7 375%21 CALL 03/15/2016 103 688 PAR CALL 03/15/2019 MOODY B1 S&P BB-	28660GAG1 CPN 7 375% DUE 03/15/2021 DTD 03/18/2011 BOOK ENTRY ONLY	4,000.000	$111 750	$4,470.00 $86.86	$4,503.58	-$33.58	$295.00
US AWYS INC SER 2012-1 CL PTT FACTOR = 1 00000000 CURRENT BALANCE = 5,000 MOODY B1 S&P B+	90345WAB0 CPN 8 000% DUE 04/01/2021 DTD 04/30/2012 FC 04/01/2013 BOOK ENTRY ONLY	5,000 000	$106 750	$5,337.50 $252 22	$5,350 00	-$12.50	$400.00
FERRELLGAS L P / FERRELLGAS SR NT 6 5%21 CALL 05/01/2016 103 250 PAR CALL 05/01/2019 MOODY B2 S&P B-	315292AM4 CPN 6 500% DUE 05/01/2021 DTD 07/06/2011 BOOK ENTRY ONLY	5,000 000	$99 000	$4,950 00 $54.17	$4,900 00	$50 00	$325.00

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
NRG ENERGY INC SR NT 7 875%21 CALL 05/15/2016 103 938 PAR CALL 05/15/2019 MOODY B1 S&P BB-	629377BS0 CPN 7 875% DUE 05/15/2021 DTD 02/21/2012 BOOK ENTRY ONLY	4,000 000	$111 000	$4,440.00 $40.25	$4,486 72	-$46.72	$315 00
FRONTIER COMMUNICATIONS CORP SR UNSECURED MOODY BA2 S&P BB	35906AAL2 CPN 9 250% DUE 07/01/2021 DTD 05/22/2012 FC 01/01/2013 BOOK ENTRY ONLY	4,000 000	$117.250	$4,690 00 $225.08	$4,716 06	-$26 06	$370.00
MGM RESORTS INTL REGISTERED SENIOR NOTES MOODY B3 S&P B+	552953CA7 CPN 6.625% DUE 12/15/2021 DTD 12/20/2012 FC 06/15/2013 BOOK ENTRY ONLY	5,000 000	$100.000	$5,000.00 $10.12	$5,056 13	-$56.13	$331.25
DAVITA INC SR UNSECURED CALL 08/15/2017 102 875 PAR CALL 08/15/2020 MOODY B2 S&P B	23918KAP3 CPN 5 750% DUE 08/15/2022 DTD 08/28/2012 FC 02/15/2013 BOOK ENTRY ONLY	5,000.000	$105 375	$5,268 75 $98 23	$5,311.83	-$43 08	$287.50
INTERNATIONAL LEASE FIN CORP SR UNSECURED MOODY BA3 S&P BBB-	459745GN9 CPN 5 875% DUE 08/15/2022 DTD 08/21/2012 FC 02/15/2013 BOOK ENTRY ONLY	4,000 000	$105 921	$4,236 84 $84.86	$4,418 05	-$181 21	$235.00
CABLEVISION SYSTEMS CORP SR UNSECURED MOODY B1 S&P B+	12686CBB4 CPN 5.875% DUE 09/15/2022 DTD 09/27/2012 FC 03/15/2013 BOOK ENTRY ONLY	5,000 000	$100 125	$5,006 25 $76.70	$5,000 00	$6 25	$293 75
CCO HLDGS LLC/CAP CORP REGISTERED SENIOR NOTES CALL 02/15/2018 102 563 PAR CALL 02/15/2021 MOODY B1 S&P BB-	1248EPAZ6 CPN 5 125% DUE 02/15/2023 DTD 12/17/2012 FC 02/15/2013 BOOK ENTRY ONLY	5,000 000	$99 750	$4,987 50 $9 97	$5,000.00	-$12 50	$256 25

TAXABLE FIXED INCOME
(continued)

DESCRIPTION		SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
IRON MOUNTAIN INCORPORATED		46284PAP9	5,000 000	$101.250	$5,062.50	$5,136 96	-$74 46	$287.50
SENIOR SUBORDINATED NOTES	CPN 5.750%				$112 60			
CALL 08/15/2017 102 875	DUE 08/15/2024							
PAR CALL 08/15/2020	DTD 08/10/2012							
MOODY B1 S&P B+	FC 02/15/2013							
	BOOK ENTRY ONLY							
EMBARQ CORP		29078EAA3	5,000 000	$110 452	$5,522.60	$5,533.26	-$10 66	$399.75
NT	CPN 7 995%				$33 31			
MOODY BAA3 S&P BB	DUE 06/01/2036							
	DTD 05/19/2006							
	BOOK ENTRY ONLY							
TOTAL TAXABLE FIXED INCOME			**89,000.000**		**$92,821.94**	**$93,425.21**	**-$603.27**	**$6,177.25**
ESTIMATED ACCRUED BOND INTEREST					**$1,681.13**			

RBC Wealth Management

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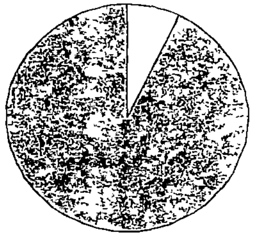
CONSULTING SOLUTIONS ACCOUNT STATEMENT

DECEMBER 1, 2012 - DECEMBER 31, 2012

ASSET ALLOCATION SUMMARY



	CURRENT VALUE	PERCENT
RBC Bank Deposit Program	$12,304 84	7%
Cash and money market	224 87	0%
Taxable fixed income	162,100 08	93%
Current account value	**$174,629.79**	**100%**
Unrealized G/L	803.73	
COST BASIS @ 12/31/12	175,433.52	

Mutual funds are included in the above categories Funds that invest in more than one category are reported as 'Mixed Assets'

The cash and money market figure is net of debits including any RBC Express Credit (margin) debit, if applicable

Deposits in the RBC Bank Deposit Program are not covered by SIPC *Please see page 4 for more information*

INVESTMENT OBJECTIVE / PROFILE AND RISK TOLERANCE

The investment objective for this account is Balanced Growth

The risk tolerance for this account is Please Provide

The advisory risk profile for this account is Profile 3

If your investment objective, risk tolerance, or advisory risk profile for this account is not listed, or if your investment needs have changed, please discuss with your Financial Advisor Please see "About Your Investment Objective / Profile and Risk Tolerance" on page 2 for further information

GAIN/LOSS SUMMARY

	THIS PERIOD	THIS YEAR
Total realized gain or loss	$0 38	$0 38
Short-term gain or loss	0 38	0 38
Long-term gain or loss	0 00	0 00
		AS OF DECEMBER 31, 2012
Unrealized gain or loss		-$803 73

Gain/loss information is presented only for selected securities Gain/loss information, if presented, includes only the securities for which we have original cost information If you know the original cost of securities not purchased at RBC but included in your statement under "Asset Detail" and marked as N/A, please contact your Financial Advisor Please see "About Your Statement" on page 2 for further information

ACTIVITY SUMMARY

Total account value last statement		**$174,793.33**
Cash activity		
Beginning balance	**174,793.33**	
Money coming into your account		
Sales proceeds/redemptions	334 87	
Interest	234 52	
Dividends	405.29	
Total	**974.68**	
Money going out of your account		
Funds to purchase securities	-163,238.30	
Total	**-163,238.30**	
Ending balance	**12,529.71**	
Net change cash activity		**-$162,263.62**
Change in security value		
Beginning value of priced securities	**0.00**	
Securities purchased	163,238.30	
Securities sold/redeemed	-334.87	
Change in value of priced securities	-803.35	
Ending value of priced securities	**162,100.08**	
Net change in securities value		**$162,100.08**
Total account value as of December 31, 2012		**$174,629.79**

ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated EAI is only an estimate of income generated by the investment and the actual income may be higher or lower In the event the investment matures, is sold or called, the full EAI may not be realized

** The Unrealized Gain/ Loss may not reflect your investments' total return Specifically, the net cost may include dividend and capital gains distributions which have been reinvestedAdditionally, the information that appears in these columns may be based on information provided by you or at your direction RBC has not verified such data Please see "About Your Statement' on page 2 for further information*

Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) consolidated

RBC BANK DEPOSIT PROGRAM

*Deposits in the RBC Bank Deposit Program, with the exception of amounts classified as "Pending Deposits," are held by the Program Banks, not RBC Capital Markets. They are not covered by SIPC Balances classified as 'Pending Deposits' are scheduled to be deposited in the Program Banks on the business day following the statement date, and thus, these deposits are covered by SIPC until such time as they are deposited in the Program Banks Deposit information is included on this statement solely as a service to our clients All balance and transaction information is provided by the Program Banks RBC Capital Markets is not responsible for the accuracy of this information Deposits are insured by the Federal Deposit Insurance Corporation (FDIC) p to $250,000 per depositor at each bank subject to certain limitations **This means that your funds in excess of $250,000 in the same insurable capacity at any single Program Bank are not insured.** FDIC insurance coverage amounts are subject to the combined total of all deposits at a specific Program Bank including deposits held by the Program Bank outside of this account Please refer to the RBC Bank Deposit Program Disclosure Statement and our website at www rbcwmconnect com for more details, including the current aggregate FDIC deposit insurance amount available through the Program For questions concerning bank balances, please contact your Financial Advisor*

DESCRIPTION		BANK BALANCE	CURRENT BALANCE	PREVIOUS STATEMENT BALANCE	YTD INCOME
RBC BANK DEPOSIT PROGRAM NOT SIPC COVERED			$12,304 84	$174,793 33	$0.50
DEPOSITS ARE HELD AT Associated Bank NA	Green Bay, WI	$12,304 84			
TOTAL RBC BANK DEPOSIT PROGRAM			**$12,304.84**		**$0.50**

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS STATEMENT MARKET VALUE	YTD INCOME
CASH				$224.87		
TOTAL CASH AND MONEY MARKET				**$224.87**		

TAXABLE FIXED INCOME

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
AEGON N V PERP CAP SECS FLTG RATE	AEB	76 000	$23 280	$1,769 28	$1,796 63	-$27 35	$74.33
AEGON NV NON CUM 6 50% PERP CAPITAL SECURITIES	AED	36 000	$24 870	$895 32	$898 56	-$3 24	$58 50
AEGON NV 7.25% PERPETUAL CAP SECS PFD	AEF	35.000	$25.070	$877.45	$885 50	-$8.05	$63.46
AEGON N V 6 375% PERP CAPITAL SECURITIES	AEH	131.000	$25.160	$3,295 96	$3,318 22	-$22 26	$208.81

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
AEGON N V 8% NON CUMULATIVE SUBORDINATED NOTES DUE 2042	AEK	62 000	$27.980	$1,734.76	$1,726 07	$8 69	$124.00
AEGON NV 6.875% PERPETUAL CAPITAL SECURITIES	AEV	13.000	$25 000	$325 00	$325 52	-$0.52	$22.35
AMERICAN FINANCIAL GROUP INC 5 3/4% SENIOR NOTES DUE 2042	AFA	10.000	$25 330	$253.30	$254 50	-$1.20	$14.38
AFLAC INCORPORATED 5 50% SUBORDINATED DEBENTURES DUE 2052	AFSD	17 000	$25 450	$432 65	$429.76	$2 89	$23.38
AMERICAN FINANCIAL GROUP INC SR NT 6 375 DUE 2042	AFW	17 000	$26 142	$444.42	$447 10	-$2.68	$27 10
ASPEN INSURANCE HOLDINGS LTD PERP NON CUMULATIVE PREF SHS VARIABLE RATE	AHLPRB	26.000	$26 180	$680.68	$684 06	-$3 38	$47 14
AMERIPRISE FINANCIAL INC 7.75% SENIOR NOTES DUE JUNE 15 2039	AMPPRA	50 000	$27 470	$1,373 50	$1,394 00	-$20.50	$96.90
ALEXANDRIA REAL ESTATE EQUITIE 6 45% SERIES E CUMULATIVE REDEEMABLE PREFERRED STOCK	AREPRE	17 000	$26 396	$448.73	$452 03	-$3.30	$27 40
ARCH CAPITAL GROUP LTD 6 75% NON CUM PFD SHS SER C	ARHPRC	49.000	$26 830	$1,314.67	$1,291 15	$23 52	$82.71
AXIS CAPITAL HOLDINGS LIMITED PFD SER C	AXSPRC	59 000	$26 700	$1,575 30	$1,594.76	-$19 46	$101.42
BANK OF AMERICA CORP 6 204% PFD SER D	BACPRD	57.000	$24 920	$1,420.44	$1,413 60	$6.84	$88.41
BANK OF AMERICA CORPORATION PFD SER H 8 2% DEPOSITARY SH REPSTG 1/1000TH	BACPRH	21.000	$25 600	$537.60	$535.08	$2.52	$43.05
BANK OF AMERICA CORPORATION DEP SH REPSTG 1/1000TH 6.6250% SER I PFD	BACPRI	40 000	$26 250	$1,050.00	$1,074 80	-$24 80	$66.24
BB&T CORPORATION 5.85 % SERIES D NON CUMULATIVE PERPETUAL PFD STOCK	BBTPRD	20.000	$25 980	$519 60	$520 40	-$0 80	$29 24

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
BB&T CORPORATION PERPETUAL PREFERRED SERIES E 5 625% DEP SHS REPSTG 1/1000TH	BBTPRE	64 000	$25 480	$1,630 72	$1,630.72	$0.00	$89 98
BARCLAYS BK PLC 6 625% NON CUM PFD ADR SER 2 CALLABLE 9/15/11 @ 25	BCSPR	67 000	$25 000	$1,675.00	$1,665.61	$9.39	$110.95
BARCLAYS BK PLC ADR PFD SHS SER 3 DIVD - 7 10% SER 3 CAL DT 12/15/12 @ 25	BCSPRA	100.000	$25 060	$2,506 00	$2,509.00	-$3.00	$177.50
BARCLAYS BANK PLC SPONSORED ADS 7.7500% PERP PFD	BCSPRC	39 000	$25 180	$982 02	$983.19	-$1.17	$75.58
BARCLAYS BK PLC 8 125% PERP NON CUM PFD ADR CALLABLE 6/15/13 @ $25 SER 5	BCSPRD	63.000	$25 430	$1,602 09	$1,609 64	-$7 55	$127.95
BANK OF NEW YORK MELLON CORPORATION ON THE DEP SHS REPSTG 1/4000TH PERP PFD SER C	BKPRC	67 000	$25.130	$1,683 71	$1,667.63	$16 08	$87.10
BANK OF AMERICA CORP DEP SHS REPSTG 1/1200TH 6 375% NON CUMULATIVE PFD SER 3	BMLPRI	30 000	$24 830	$744 90	$745 80	-$0.90	$47 82
COMCAST CORPORATION 5 00% SENIOR NOTES DUE 2061	CCV	17 000	$26.190	$445.23	$426.66	$18.57	$21.25
COUNTRYWIDE CAPITAL IV 6 75% TRUST PFD SECS DUE 4/1/33 B/E	CFCPRA	43 000	$24.820	$1,067.26	$1,079.30	-$12.04	$72 58
COUNTRYWIDE CAP V 7% GTD CAP SECS DUE 11/01/36	CFCPRB	13.000	$25.190	$327 47	$326 95	$0 52	$22.75
CAPITAL ONE FINANCIAL CORPORATION DEPOSITARY SHARES EACH REPRESNTNG 1/40TH INTRST	COFPRP	89 000	$24.860	$2,212 54	$2,221 44	-$8 90	$133.50
CITIGROUP CAP XVII 6.35% ENHANCED TR PFD SECS-TRUPRS	CPRE	39.000	$25 030	$976 17	$986 70	-$10 53	$61 89
CITIGROUP CAP XIII 7.875% FIXED/FLOATING RATE TRUST PFD	CPRN	84.000	$27 900	$2,343.60	$2,345 27	-$1 67	$165 40
CITIGROUP CAP XI 6% TRUST PFD SECS DUE 09/27/2034	CPRQ	50.000	$24 850	$1,242.50	$1,254 50	-$12.00	$75.00

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
CITIGROUP CAPITAL X 6 1% TRUST PFD SECS (TRUPS) DUE 9/30/33	CPRR	24 000	$24.870	$596 88	$602 64	-$5 76	$36.60
CITIGROUP CAPITAL IX 6 00% TRUST PFD SECS (TRUPS) DUE 2/14/2033 B/E	CPRS	74.000	$24.970	$1,847.78	$1,851.48	-$3 70	$111 00
CITIGROUP CAP XVI 6 45% ENHANCED TR PFD SECS DUE 12/31/2066	CPRW	19 000	$25 020	$475 38	$480 13	-$4.75	$30.63
CITIGROUP CAPITAL VIII 6 95% TRUST PFD SECS (TRUPS) DUE 9/15/2031 B/E	CPRZ	13.000	$25 190	$327 47	$330 98	-$3 51	$22 58
CREDIT SUISSE GUERNSEY BRH CAP NT TIER 1 PFD 7 9%	CRP	158.000	$25 370	$4,008 46	$4,090 62	-$82 16	$312.05
QWEST CORP 7.375% NOTES DUE 2051	CTQ	50.000	$26 810	$1,340 50	$1,315 50	$25.00	$92.20
QWEST CORPORATION 7.00% SR NOTES DUE 2052	CTU	17.000	$25 990	$441.83	$448 80	-$6 97	$29 75
QWEST CORP PFD SER A 7 500% NTS DUE 2051	CTW	54.000	$26 970	$1,456.38	$1,448 81	$7 57	$101 25
QWEST CORPORATION PFD 7 00% SR NOTES DUE 2052	CTX	32 000	$26 400	$844 80	$843 84	$0 96	$56.00
DEUTSCHE BANK CAPITAL FUNDING TRUST X 7 350% NONCUMULATIVE TRUST PREFERRED SECURITIES	DCE	13 000	$25 070	$325 91	$331 24	-$5.33	$23.88
DEUTSCH BK CONTINGENT CAP TR V TR 8.05% PERPETUAL PFD	DKT	22 000	$27 310	$600 82	$610 28	-$9 46	$44.26
DIGITAL REALTY TRUST INC 7 % SERIES E CUMULATIVE REDEEMABLE PFD	DLRPRE	15.000	$26 670	$400 05	$407 55	-$7.50	$26.25
DIGITAL REALTY TRUST INC 6.625% SER F CUMULATIVE REDEEMABLE PFD STOCK	DLRPRF	16.000	$26 090	$417 44	$427.68	-$10 24	$26.50
DUKE REALTY CORPORATION DEP SH REPSTG 1/10TH 8 3750% SER O PFD	DREPRO	8.000	$25.286	$202.29	$206 80	-$4 51	$16 75

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
DOMINION RES INC VA 2009 SER A 8 375% ENHANCED JR SUBORDINATED NTS 6/14/14 @ 25	DRU	42.000	$26 930	$1,131 06	$1,165 50	-$34.44	$87.95
DEUTSCHE BK CONTINGENT CAP TR III 7 6% TR PFD SECS	DTK	57 000	$26.940	$1,535 58	$1,530 45	$5.13	$108.30
DTE ENERGY COMPANY 2012 SERIES C 5 25% JUNIOR SUBORDINATED DEBENTURES	DTQ	10 000	$25 200	$252.00	$252 90	-$0 90	$13.13
DTE ENERGY CO 6.50% JR SUB-ORD DEB DUE 2061	DTZ	15 000	$27 290	$409.35	$408.90	$0.45	$24 38
DEUTSCHE BK CAP FDG TR VIII 6.375% TR PFD SECS	DUA	41 000	$25 050	$1,027.05	$1,024 59	$2 46	$65 35
DEUTSCHE BK CONTINGENT CAP TR TR PFD SEC SER 6.55%	DXB	163 000	$25.670	$4,184.21	$4,208 66	-$24 45	$266.83
ENTERGY ARK INC 1ST MTG BD 5 75% PFD	EAA	18 000	$26 710	$480 78	$483.48	-$2.70	$25.88
ENTERGY TEX INC MORTGAGE BONDS 7 875% SERIES DUE 6/1/2039 PFD	EDT	12 000	$28.970	$347 64	$347 40	$0.24	$23.63
ENTERGY LA LLC FIRST MORTGAGE BONDS 5 875% SR 06/15/2041	ELA	9 000	$26 670	$240.03	$246 96	-$6.93	$13.22
ENTERGY LOUISIANA LLC FIRST MORTGAGE BONDS 6 0% SERIES DUE MARCH 15 2040	ELB	14 000	$26 670	$373 38	$383 18	-$9.80	$21.00
ENTERGY MISS INC 1ST MTG BD 6% PFD	EMZ	18 000	$26 890	$484 02	$477 00	$7 02	$27.00
FIRST NIAGARA FINL GROUP INC 8 625% PFD NON CUM SER B FXD/FLTG	FNFGPRB	33 000	$28 450	$938.85	$977 46	-$38 61	$71.15
GENERAL ELECTRIC CAPITAL CORP 4 875% NOTES DUE 10/15/2052 PFD	GEB	81 000	$25.490	$2,064.69	$2,029 05	$35.64	$98 74
GOLDMAN SACHS GROUP INC 6 125% NOTES DUE 11/01/60 SENIOR UNSECURED NOTE	GSF	109.000	$26 120	$2,847.08	$2,852 37	-$5 29	$166 88
GOLDMAN SACHS GROUP INC 6.5% NOTES DUE 11/01/61	GSJ	110 000	$26.780	$2,945.80	$2,961.00	-$15.20	$178.75

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
GOLDMAN SACHS GROUP INC (THE) FLTG RATE DEPOSITARY SH REPSTG 1/1000TH PFD SER A	GSPRA	32 000	$20 690	$662.08	$658.56	$3 52	$31.68
GOLDMAN SACHS GROUP INC DEP SHS REPSTG 1/1000 PFD SER D FLTG	GSPRD	9 000	$20 842	$187 58	$187 65	-$0 07	$9 50
GOLDMAN SACHS GROUP INC (THE) 5.95% PERPETUAL PFD SER I	GSPRI	49 000	$24 980	$1,224 02	$1,214 71	$9.31	$72.86
HSBC HOLDINGS PLC ADS 6 20% NON CUM PFD SHS SER A CLBL 12/16/2010 @ 25 00	HBCPRA	71.000	$25 030	$1,777.13	$1,780 68	-$3.55	$110.05
HEALTH CARE REIT INC 6.50% SER J CUMULATIVE REDEEMABLE PFD STK	HCNPRJ	32 000	$26 900	$860 80	$859.20	$1.60	$52 00
HSBC HOLDINGS PLC PERP SUB CAP SECS 8 125% PFD	HCS	12.000	$25 370	$304.44	$311 04	-$6 60	$24 37
HSBC HLDGS PLC PERP SUB CAP SECS EXCH PREF SHS SER 2 8 00%	HCSPRB	201 000	$27 560	$5,539.56	$5,577 73	-$38 17	$402 00
HARTFORD FINL SVCS GROUP INC DEL JR SUB DEB FIXED TO FLTG 7 8750%	HGH	31 000	$28 710	$890.01	$866.76	$23 25	$61 04
HOSPITALITY PROPERTIES TRUST 7.125% SERIES D CUMULATIVE REDEEMABLE PREFERRED SHS	HPTPRD	45.000	$26 600	$1,197 00	$1,183.05	$13.95	$80 15
ING GROEP N V PREF CTF 7 3750% PERP HYBRID CAP SECS PFD	IDG	37.000	$24 990	$924 63	$935.73	-$11.10	$68.23
ING GROEP N V 7.05% PERP DEBT SECS	IND	96.000	$25 010	$2,400 96	$2,393.28	$7 68	$169.15
ING GROEP N V PERPETUAL DEBT SECS 7 20%	INZ	88 000	$25 080	$2,207 04	$2,202 64	$4 40	$158 40
ING GROEP N V 6 375% PERP HYBRID CAP SECS	ISF	68 000	$24.190	$1,644 92	$1,642.88	$2 04	$108.39
ING GROEP NV NC5 6.125% PERP DEBT SECS	ISG	37.000	$23.910	$884.67	$887 63	-$2 96	$56.65
ING GROEP NV 6.2% PERP DEBT SECS	ISP	23 000	$24 420	$561.66	$555.22	$6 44	$35.65

TAXABLE FIXED INCOME

(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
JPMORGAN CHASE CAP XXIX 6 70% CAPITAL SECURITIES SERIES CC	JPMPRC	39.000	$25 550	$996.45	$1,010 88	-$14.43	$65.33
JPMORGAN CHASE BANK 5.50% PERP NON CUM SER O PFD SHS REPSTG 1/400TH	JPMPRD	76 000	$25 140	$1,910 64	$1,897 71	$12 93	$104 50
JP MORGAN CHASE XI 5.875% PFD SERIES 06/15/33	JPMPRK	20 000	$25 170	$503.40	$507.60	-$4.20	$29.38
KIMCO RLTY CORP DEPOSITARY SHS REPSTG 1/100 SH CUMULATIVE RED PFD CL H 6 9%	KIMPRH	35 000	$26.640	$932.40	$953 75	-$21 35	$60 38
KIMCO REALTY CORPORATION DEPOSITARY SH REPSTG 1/1000TH 6 % SER I CUM RED PFD STK	KIMPRI	48 000	$25 610	$1,229.28	$1,232 64	-$3.36	$72.00
KIMCO REALTY CORPORATION 5 5% DEPOSITARY SH REPSTG 1/1000TH CL J CUM RDMB PFD	KIMPRJ	18 000	$24.810	$446 58	$446 76	-$0.18	$24.75
KIMCO REALTY CORP 5 6250% DEPOSITARY SH REPSTG 1/1000 PFD SER K	KIMPRK	18 000	$24 870	$447 66	$445 68	$1.98	$25 31
LLOYDS BANKING GROUP PLC PUBLIC INCOME NT PINES 7 75% 07/15/2050 CUM PFD	LYGPRA	172 000	$27 420	$4,716.24	$4,771 28	-$55.04	$333 34
MERRILL LYNCH CAPITAL TRUST I 6 45% TRUST PFD SECURITIES	MERPRK	64 000	$24 930	$1,595.52	$1,608 96	-$13.44	$103.17
MERRILL LYNCH CAP TR II GTD 6 45% TR PFD SECS MATURITY 6/15/62	MERPRM	43.000	$24 880	$1,069.84	$1,080.59	-$10 75	$69.32
AFFILIATED MANAGERS GROUP INC 6 3750% SENIOR NOTES DUE 2042	MGR	14.000	$26 300	$368 20	$356.58	$11.62	$22.32
MORGAN STANLEY CAP TRUST VI 6 60% CAPITAL SECS DUE 02/01/2046	MSJ	30.000	$25 200	$756 00	$753 00	$3 00	$49 50
MORGAN STANLEY CAP TR VIII GTD CAP SECS 6.45% 4/15/67 PFD SHS	MSK	18 000	$24 890	$448.02	$451 98	-$3 96	$29.02
MORGAN STANLEY DEP SHS REPSTG 1/1000 PERP PFD SER A	MSPRA	38.000	$19 540	$742 52	$743 66	-$1 14	$38.84

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
MORGAN STANLEY CAP TRUST VII 6.60% CAPITAL SECS DUE 10/15/2066	MSZ	59.000	$25 040	$1,477 36	$1,480 90	-$3 54	$97 35
MORGAN STANLEY CAPITAL TRUST IV 6 25% CAPITAL SECS DUE 4/1/33 BOOK ENTRY	MWG	30 000	$24 990	$749 70	$753 30	-$3 60	$46.86
MORGAN STANLEY CAP TRUST V 5 75% CAPTIAL SECS DUE 7/15/33	MWO	31 000	$24 660	$764.46	$772 83	-$8.37	$44.58
MORGAN STANLEY CAP TR III 6.25% CAP SECS DUE 03/01/2033	MWR	68 000	$24 967	$1,697.76	$1,695.92	$1 84	$106.22
NEXTERA ENERGY CAPITAL HOLDINGS INC 5.70% SER G JNR SUBORDINATED DEB DUE 3/1/72	NEEPRG	16.000	$26 070	$417.12	$422.08	-$4.96	$22 80
NEXTERA ENERGY CAPITAL HOLDINGS INC 5 625% $25 JR SUB DEB SER H	NEEPRH	17 000	$26 020	$442 34	$447 61	-$5 27	$23 90
NEXTERA ENERGY CAP HLDGS INC GTD JR SUB DEB SER I 5 125%	NEEPRI	36.000	$25.090	$903.24	$899.64	$3 60	$46.12
NATIONAL RETAIL PROPERTIES 6 625% CUM PERPET PFD SERIES D	NNNPRD	42 000	$26 550	$1,115.10	$1,101.66	$13.44	$69.55
REALTY INCOME CORPORATION 6 625% MONTHLY INCOME CLASS F CUMULATIVE REDEEMABLE PFD	OPRF	48 000	$26 520	$1,272.96	$1,281 60	-$8 64	$79.49
PRUDENTIAL FINL INC JR SUB NTS 9 00% PFD	PHR	54 000	$25 820	$1,394 28	$1,389 42	$4 86	$121.50
PRUDENTIAL FINANCIAL INC 5.75% JUNIOR SUBORDINATED NOTE DUE 2052	PJH	18 000	$25.500	$459 00	$456 30	$2 70	$25 88
PROTECTIVE LIFE CORP 6.25% SUBORDINATED DEBENTURES DUE 2042	PLPRC	30 000	$26 070	$782.10	$777 30	$4.80	$46.88
PNC FINL SVCS GROUP INC DEPOSITARY SHS REPSTG 1/4000TH PERP PFD SER P 6 125%	PNCPRP	94.000	$27 740	$2,607.56	$2,563.37	$44 19	$143 91
PARTNERRE LTD 6 75% SER C CUM REDEEMABLE PFD SHS	PREPRC	33 000	$25 210	$831 93	$826.98	$4 95	$55 70

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
PARTNERRE LTD 6 5% SER D CUM REDEEMABLE PFD SHS LIQUIDATION PREFERENCE 25/SH	PREPRD	72 000	$25.180	$1,812.96	$1,802 88	$10.08	$117 00
PARTNERRE LTD 7 25% SER E CUMM REDEEMABLE PFD SHS	PREPRE	23 000	$27 030	$621.69	$616 86	$4 83	$41.70
PUBLIC STORAGE DEPOSITARY SH REPSTG 1/1000 % CUM PFD SH BEN INT 6 875%	PSAPRO	8 000	$27 030	$216 24	$216 64	-$0.40	$13.75
PUBLIC STORAGE 6 50% DEPOSITARY SHS REPSTG 1/1000TH PFD SHS BEN INT SER Q	PSAPRQ	31 000	$27 140	$841.34	$861 49	-$20.15	$50.38
PUBLIC STORAGE DEPOSITARY SH REPSTG 1/1000TH PFD 6 35% SER R	PSAPRR	46.000	$26 780	$1,231 88	$1,237 40	-$5.52	$73.00
PUBLIC STORAGE DEPOSITARY SH REPSTG 1/1000TH PFD 5.90% SER S	PSAPRS	45 000	$26.150	$1,176.75	$1,194 30	-$17.55	$66.38
PUBLIC STORAGE DEPOSITARY SH REPSTG 1/1000 OF 5 750% CUM PFD SH BEN INT SR T	PSAPRT	55 000	$25 970	$1,428 35	$1,451 99	-$23 64	$79.09
PUBLIC STORAGE DEP SHS REPSG 1/1000 OF 5 625% CUMULATIVE PFD BEN INT SER U	PSAPRU	17 000	$25 980	$441 66	$443.19	-$1.53	$23.90
PUBLIC STORAGE 5 375% DEP SHS REPSTG 1/1000TH PFD SH BEN INT SER V	PSAPRV	18.000	$25 800	$464 40	$460 08	$4 32	$24 19
PS BUSINESS PKS INC DEP SHS REPSTG 1/1000TH 6 45% PFD SER S	PSBPRS	31.000	$26 370	$817 47	$829 25	-$11 78	$50.38
PS BUSINESS PKS INC DEP SHS REPSTG 1/1000TH 6% CUM PFD SERIES T	PSBPRT	49.000	$25 790	$1,263 71	$1,268 12	-$4 41	$73.50
PS BUSINESS PARKS INC 5.75% DEP SHS REPSTG 1/1000 CUM PFD SER U	PSBPRU	10.000	$25.000	$250 00	$251.00	-$1 00	$14.38
ROYAL BK SCOTLAND GROUP PLC SPONSORED ADR REPSTG SER L	RBSPRL	149.000	$22.120	$3,295 88	$3,473.19	-$177 31	$214 26

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ROYAL BK SCOTLAND GROUP PLC 6.40%-SPONSORED ADR SER M REPSTG NON CUM DOLLAR PFD SHS	RBSPRM	46 000	$22 590	$1,039 14	$1,054 32	-$15.18	$73 60
ROYAL BK SCOTLAND GROUP PLC 6 35% SER N ADR REP NON CUM PERP PFD CALLBLE ON 6/30/10@25	RBSPRN	18 000	$22 520	$405.36	$412 38	-$7 02	$28.57
ROYAL BK SCOTLAND GROUP PLC 6.75% SER Q PREF SHARE NON CUM PERP PFD CALLBLE ON 6/30/11@25	RBSPRQ	15.000	$23 000	$345.00	$350 25	-$5 25	$25.32
ROYAL BK SCOTLAND GROUP PLC SPONSORED ADR ON PFD SER 6 60%	RBSPRS	43 000	$23 000	$989.00	$998.46	-$9 46	$70.95
REGENCY CENTERS CORPORATION SERIES 6 6 625% CUMULATIVE PERPETUAL PFD	REGPRF	32 000	$26 570	$850 24	$860 80	-$10 56	$52.99
REGENCY CENTERS CORPORATION 6.0% SERIES 7 CUMULATIVE REDEEMABLE PREFERRED STOCK	REGPRG	10 000	$25 170	$251.70	$253.50	-$1 80	$15.00
EVEREST RE CAP TRUST II 6.20% TR PFD SER D DUE 3/29/34	REPRB	96.000	$25 130	$2,412.48	$2,412 47	$0 01	$148.80
RAYMOND JAMES FINANCIAL 6.9% SR NT	RJD	19 000	$27 270	$518.13	$519 27	-$1 14	$32.78
RENAISSANCERE HLDGS LTD 6.08% SER C PREFERENCE SHS $25 00 PER SHARE	RNRPRC	13.000	$25 090	$326 17	$325 65	$0.52	$19.76
CHARLES SCHWAB CORPORATION 6% DEP SHS REP 1/40TH OF NON CUM PERP PFD SER B	SCHWPRB	39.000	$26 150	$1,019 85	$1,015 56	$4 29	$58.50
SCANA CORP NEW JR SUB NT	SCU	7.000	$27.201	$190.41	$190 40	$0 01	$13.48
SENIOR HOUSING PROPERTIES TRUST 5 625% SENIOR NOTES DUE 2042	SNHN	36 000	$24 610	$885 96	$874 44	$11 52	$50.62
STATE STREET CORPORATION 5 25% NON CUM PERPETUAL PFD SER C	STTPRC	17.000	$25.410	$431.97	$427 89	$4 08	$22.32
STANLEY BLACK & DECKER INC 5.75% JR SUB DEB DUE 2052	SWJ	34.000	$25 950	$882 30	$890 12	-$7.82	$48.89

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
TCF FINANCIAL CORPORATION 7 5% SERIES A NON CUM PERPETUAL PREFERRED STOCK	TCBPRB	26 000	$26.280	$683 28	$690 30	-$7.02	$48 75
TELEPHONE & DATA SYSTEMS INC 6.875% SENIOR NOTES 11/15/59	TDE	18 000	$26 100	$469.80	$477.00	-$7 20	$30 94
TELEPHONE & DATA SYSTEMS INC PFD 7.00%	TDJ	30.000	$26 480	$794 40	$813.60	-$19 20	$52.50
TORCHMARK CORPORATION 5.875% JUNIOR SUBORDINATED DEBENTURES DUE 2052	TMKPRB	10 000	$25 300	$253 00	$253.90	-$0.90	$14.69
UBS PFD FDG TR IV TR PFD SECS FLTG RATE	UBSPRD	79 000	$14 870	$1,174 73	$1,247 41	-$72 68	$18 57
US BANCORP DEL DEPOSITARY SHS REPSTG 1/1000TH PFD SER B	USBPRH	15.000	$24.680	$370.20	$369.00	$1.20	$13.41
US BANCORP DEL DEPOSITARY SHARES REPSTG 6.5% 1/1000TH NON CUM PERP PFD SER	USBPRM	25 000	$28 640	$716 00	$723 50	-$7.50	$40.63
US BANCORP DEL 6.00% SERIES G NON CUM PERPET PFD STOCK	USBPRN	22 000	$27 750	$610.50	$607 42	$3.08	$33.00
UNITED STATES CELLULAR CORP 6 95% SENIOR NOTES DUE 2060	UZA	15 000	$27 530	$412 95	$412 95	$0.00	$26.06
VORNADO REALTY L P 7 875% PUBLIC INCOME NOTES (PINES) 10/01/2039	VNOD	109 000	$27 080	$2,951 72	$2,991 45	-$39.73	$214.62
VORNADO RLTY TR PFD CUMULATIVE RED SER 6 875%	VNOPRJ	21.000	$26 970	$566.37	$567 63	-$1.26	$36.10
VORNADO REALTY TRUST 5.70% SERIES K CUMULATIVE REDEEMABLE PREFERRED SHARES	VNOPRK	23 000	$25 530	$587.19	$588 80	-$1 61	$32 78
WELLS FARGO & COMPANY DEP SH 1/40TH INT 8% NON-CUMLT PERPETUAL CL A PFD SER J	WFCPRJ	8 000	$29 350	$234 80	$234.96	-$0 16	$16 00
BERKLEY W R CAP TRUST II 6 75% TRUST ORIG PFD SECS DUE 7/26/2045	WRBPRA	86 000	$25 200	$2,167 20	$2,159 46	$7 74	$145.17

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
WEINGARTEN REALTY INVESTORS SENIOR NOTES 8 10% DUE 2019 OPTIONAL REDEMPTION 9/15/14	WRD	8 000	$22 760	$182 08	$183 76	-$1 68	$12 96
WEINGARTEN REALTY 6 75% CUM PERP DEP SHS REPSTG 1/30 PFD SER D	WRIPRD	10 000	$25 050	$250.50	$254 10	-$3 60	$16.88
WEINGARTEN RLTY INVS 6.50 PFD SER F	WRIPRF	38 000	$24 960	$948.48	$962 16	-$13.68	$61.75
XCEL ENERGY INC JR SUB NT	XCJ	41 000	$25.300	$1,037.30	$1,048 37	-$11 07	$77.90
TOTAL TAXABLE FIXED INCOME		**6,351.000**		**$162,100.08**	**$162,903.81**	**-$803.73**	**$10,384.18**