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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation MARCH FAMILY FOUNDATION		A Employer identification number 26-3296616
Number and street (or P O box number if mail is not delivered to street address) 4709 TOWNES ROAD	Room/suite	B Telephone number 952-929-0724
City or town, state, and ZIP code EDINA, MN 55424-1237		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,847,811. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		259,326.		N/A	
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		58.	58.		STATEMENT 1
4 Dividends and interest from securities		95,830.	95,830.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		222,772.			
b Gross sales price for all assets on line 6a		2,006,011.			
7 Capital gain net income (from Part IV, line 2)			222,772.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		577,986.	318,660.		
13 Compensation of officers, directors, trustees, etc		1,150.	0.		1,150.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		5,150.	2,575.		2,575.
c Other professional fees STMT 4		21,308.	21,308.		0.
17 Interest					
18 Taxes STMT 5		3,656.	2,284.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		775.	0.		775.
22 Printing and publications					
23 Other expenses STMT 6		797.	0.		797.
24 Total operating and administrative expenses Add lines 13 through 23		32,836.	26,167.		5,297.
25 Contributions, gifts, grants paid		202,500.			202,500.
26 Total expenses and disbursements Add lines 24 and 25		235,336.	26,167.		207,797.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		342,650.			
b Net investment income (if negative, enter -0-)			292,493.		
c Adjusted net income (if negative, enter -0-)				N/A	

6

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	75,502.	146,236.	146,236.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 775.			
	Less: allowance for doubtful accounts ▶		775.	775.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	3,374,636.	3,468,563.	3,700,800.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	3,450,138.	3,615,574.	3,847,811.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	3,450,138.	3,615,574.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	3,450,138.	3,615,574.	
31 Total liabilities and net assets/fund balances		3,450,138.	3,615,574.	

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	3,450,138.
2 Enter amount from Part I, line 27a	2	342,650.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,792,788.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	177,214.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,615,574.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
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 2,006,011.		1,783,239.	222,772.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			222,772.	
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 2 222,772.		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3 N/A		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	231,771.	2,973,141.	.077955
2010	220,907.	2,287,826.	.096558
2009	19,284.	1,886,933.	.010220
2008	0.	592,275.	.000000
2007			
2 Total of line 1, column (d)			2 .184733
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 .046183
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 3,515,261.
5 Multiply line 4 by line 3			5 162,345.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,925.
7 Add lines 5 and 6			7 165,270.
8 Enter qualifying distributions from Part XII, line 4			8 207,797.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	2,925.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	2,925.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	2,925.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,520.	7	1,520.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	1,405.
d Backup withholding erroneously withheld	6d	10	
7 Total credits and payments. Add lines 6a through 6d		11	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☒			

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>JOHN D. MARCH</u> Telephone no. ► <u>952-929-0724</u> Located at ► <u>4709 TOWNES ROAD, MINNEAPOLIS, MN</u> ZIP+4 ► <u>55424</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	<u>N/A</u>	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	<u>N/A</u>	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☒ 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 X

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?

SEE STATEMENT 10

☒ 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.

(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 9		1,150.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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. 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

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.

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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	3,511,324.
b	Average of monthly cash balances	1b	57,469.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,568,793.
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	3,568,793.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	53,532.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,515,261.
6	Minimum investment return. Enter 5% of line 5	6	175,763.

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	175,763.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,925.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,925.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	172,838.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	172,838.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	172,838.

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	207,797.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	207,797.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,925.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	204,872.

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				172,838.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010	35,411.			
e From 2011	86,098.			
f Total of lines 3a through e	121,509.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 207,797.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	156,468.			
d Applied to 2012 distributable amount				51,329.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	121,509.			121,509.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	156,468.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	156,468.			
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	156,468.			

** SEE STATEMENT 11

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N/A

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4942(1)(5)

- [illegible]

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Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AWANA INTERNATIONAL 1 EAST BODE ROAD STREAMWOOD, IL 60107	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
BANYAN 2647 BLOOMINGTON AVENUE SOUTH MINNEAPOLIS, MN 55407	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
BOLDER OPTIONS 2100 STEVENS AVENUE SOUTH MINNEAPOLIS, MN 55404	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
BREAKING FREE PO BOX 4366 ST. PAUL, MN 55104	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
CBSI-AFRICA 790 STOUT ROAD COLORADO SPRINGS, CO 80921	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,500.
Total			SEE CONTINUATION SHEET(S)	202,500.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DORCAS WIDOWS FUND 574 PRAIRIE CENTER DRIVE, SUITE 135-109 EDEN PRAIRIE, MN 55344	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
FEED MY STARVING CHILDREN 401 93RD AVENUE NW COON RAPIDS, MN 55433	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
FREEDOM WORKS FOUNDATION PO BOX 11175 MINNEAPOLIS, MN 55411	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
GORDON-CONWELL THEOLOGICAL SEMINARY 130 ESSEX STREET SOUTH HAMILTON, MA 01982	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,000.
HOPE ACADEMY 2300 CHICAGO AVENUE SOUTH MINNEAPOLIS, MN 55404	N/A	PUBLIC CHARITY	GENERAL SUPPORT	12,000.
INTERNATIONAL JUSTICE MISSION PO BOX 58147 WASHINGTON, DC 20037	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
JABBOK FAMILY SERVICES 2608 BLAISDELL AVENUE SOUTH MINNEAPOLIS, MN 55408	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
MINNESOTA COMPUTERS FOR SCHOOLS 970 PICKETT STREET NORTH BAYPORT, MN 55003	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
NORTHSIDE ACHIEVEMENT ZONE 2123 W. BROADWAY #100 MINNEAPOLIS, MN 55411	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
OUTREACH COMMUNITY MINISTRIES 122 WEST LIBERTY DRIVE WHEATON, IL 60187	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
Total from continuation sheets				162,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
REAH INTERNATIONAL 3435 WILSHIRE BLVD NO 450 LOS ANGELES, CA 90010	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
SUMMIT ACADEMY OIC 935 OLSON MEMORIAL HIGHWAY MINNEAPOLIS, MN 55405	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
THE DWELLING PLACE PO BOX 270541 ST. PAUL, MN 55127	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
WAY TO GROW 125 WEST BROADWAY AVE, SUITE 110 MINNEAPOLIS, MN 55411	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
WOMEN'S JOURNEY OF FAITH PRESTON CROSSING PO BOX 38056 SASKATOON, SASKATCHEWAN, CANADA S7N 1H2	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
Total from continuation sheets				

Part XVII

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

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

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Paid ✓
Preparer
Use Only

Print/Type preparer's name

LAURI A. ROBERTS,
CPA

Preparer's signature

LAURI A. ROBERTS,	05/14/13
-------------------	----------

Date

05/14/13

Check ☐ if
self-employed

PTIN

P00298140

Firm's name ► WIPFLI LLP

Firm's EIN ► 39-0758449

Firm's address ► 7601 FRANCE AVENUE SOUTH, SUITE 400
MINNEAPOLIS, MN 55435

Phone no. 952-548-3400

Form **990-PF** (2012)

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

MARCH FAMILY FOUNDATION

Employer identification number

26-3296616

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization	Employer identification number
MARCH FAMILY FOUNDATION	26-3296616

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>SALLIE MARCH</u> <u>4709 TOWNES ROAD</u> <u>MINNEAPOLIS, MN 55425</u>	\$ <u>151,334.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u>2</u>	<u>SALLIE MARCH</u> <u>4709 TOWNES ROAD</u> <u>MINNEAPOLIS, MN 55425</u>	\$ <u>51,496.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u>3</u>	<u>SALLIE MARCH</u> <u>4709 TOWNES ROAD</u> <u>MINNEAPOLIS, MN 55425</u>	\$ <u>5,000.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>4</u>	<u>JOHN MARCH</u> <u>4709 TOWNES ROAD</u> <u>MINNEAPOLIS, MN 55425</u>	\$ <u>51,496.</u>	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

Employer identification number

MARCH FAMILY FOUNDATION**26-3296616****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
<u>1</u>	<u>477 SHARES SIMON PROPERTY GROUP AND</u> <u>955 SHARES TAUBMAN CENTERS</u>	\$ <u>151,335.</u>	<u>12/24/12</u>
<u>2</u>	<u>100 SHARES OF APPLE STOCK</u>	\$ <u>51,496.</u>	<u>12/21/12</u>
<u>4</u>	<u>100 SHARES OF APPLE STOCK</u>	\$ <u>51,496.</u>	<u>12/21/12</u>
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization	Employer identification number
MARCH FAMILY FOUNDATION	26-3296616

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 the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____

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

Capital Gains Report

MARCH FAMILY FOUNDATION

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM NON-COVERED								
03/04/2011	01/03/2012	45	METLIFE INC	32.24	44.94	1,450.93	2,022.29	-571.36
03/31/2011	01/03/2012	45	METLIFE INC	32.24	45.01	1,450.93	2,025.63	-574.70
04/25/2011	01/03/2012	110	METLIFE INC	32.24	44.16	3,546.70	4,858.13	-1,311.43
05/17/2011	01/03/2012	50	METLIFE INC	32.24	43.87	1,612.14	2,193.30	-581.16
01/10/2011	01/05/2012	65	LIMITED BRANDS INC	39.28	29.04	2,553.20	1,887.80	665.40
02/11/2011	01/06/2012	15	BORGWARNER INC	65.43	76.59	981.48	1,148.82	-167.34
02/24/2011	01/06/2012	30	BORGWARNER INC	65.43	75.21	1,962.96	2,256.40	-293.44
05/24/2011	01/09/2012	100	**LYONDELLBASELL INDU-CL A	34.46	39.48	3,445.55	3,948.41	-502.86
09/30/2011	01/09/2012	35	PEPSICO INC	65.39	62.51	2,288.72	2,187.89	100.83
10/28/2011	01/09/2012	70	PEPSICO INC	65.39	63.06	4,577.43	4,414.40	163.03
01/10/2011	01/10/2012	35	LIMITED BRANDS INC	39.00	29.04	1,365.00	1,016.51	348.49
03/08/2011	01/10/2012	75	LIMITED BRANDS INC	39.00	31.61	2,925.00	2,370.61	554.39
07/15/2011	01/10/2012	65	LIMITED BRANDS INC	39.00	39.57	2,535.00	2,571.78	-36.78
07/22/2011	01/10/2012	50	LIMITED BRANDS INC	39.00	40.25	1,950.00	2,012.37	-62.37
08/04/2011	01/10/2012	25	VISA INC - CLASS A SHRS	99.59	85.68	2,489.85	2,141.93	347.92
05/17/2011	01/11/2012	40	CELGENE CORP	70.98	59.91	2,839.33	2,396.54	442.79
09/29/2011	01/11/2012	15	CELGENE CORP	70.98	62.83	1,064.75	942.50	122.25
02/15/2011	01/11/2012	30	ROCKWELL AUTOMATION INC	77.95	88.61	2,338.40	2,658.32	-319.92
03/31/2011	01/11/2012	5	ROCKWELL AUTOMATION INC	77.95	94.49	389.73	472.47	-82.74
08/11/2011	01/12/2012	20	CONOCOPHILLIPS	70.79	63.15	1,415.86	1,262.98	152.88
10/05/2011	01/12/2012	100	CONOCOPHILLIPS	70.79	63.00	7,079.30	6,299.94	779.36
03/31/2011	01/19/2012	50	PROCTER & GAMBLE CO	66.14	61.96	3,306.95	3,098.03	208.92
04/18/2011	01/19/2012	55	PROCTER & GAMBLE CO	66.14	63.88	3,637.65	3,513.41	124.24
05/17/2011	01/19/2012	30	PROCTER & GAMBLE CO	66.14	67.48	1,984.17	2,024.48	-40.31
05/26/2011	01/23/2012	60	FMC TECHNOLOGIES INC	52.31	43.73	3,138.73	2,623.76	514.97
01/28/2011	01/23/2012	25	LOWE'S COS INC	26.11	25.90	652.81	647.58	5.23
01/09/2012	01/24/2012	90	WATSON PHARMACEUTICALS INC	56.00	63.31	5,040.09	5,697.67	-657.58
02/24/2011	01/25/2012	87	MARATHON PETROLEUM CORP	38.50	38.20	3,349.93	3,323.10	26.83
09/29/2011	01/27/2012	35	CELGENE CORP	73.05	62.83	2,556.58	2,199.17	357.41
01/31/2011	01/31/2012	75	LOWE'S COS INC	26.85	24.88	2,013.75	1,865.68	148.07
02/15/2011	01/31/2012	75	LOWE'S COS INC	26.85	25.53	2,013.75	1,914.57	99.18
02/28/2011	01/31/2012	25	LOWE'S COS INC	26.85	25.78	671.25	644.58	26.67
05/12/2011	01/31/2012	75	LOWE'S COS INC	26.85	25.63	2,013.75	1,922.05	91.70
10/19/2011	01/31/2012	35	PROCTER & GAMBLE CO	62.88	65.05	2,200.94	2,276.75	-75.81
02/03/2011	02/01/2012	10	ALLERGAN INC	88.52	71.64	885.17	716.43	168.74
05/24/2011	02/01/2012	95	**LYONDELLBASELL INDU-CL A	43.80	39.64	4,161.18	3,765.35	395.83
08/04/2011	02/03/2012	26	VF CORP	133.38	110.65	3,467.87	2,876.95	590.92
02/09/2011	02/06/2012	20	INTUIT INC	125.36	90.39	1,161.55	979.55	182.00
05/16/2011	02/07/2012	25	GOODRICH CORP	125.36	90.39	3,133.89	2,259.84	874.05
06/08/2011	02/08/2012	5	GENERAL MOTORS CO	25.81	28.91	129.05	144.54	-15.49
02/18/2011	02/09/2012	50	**ACCENTURE PLC-CL A	57.43	53.85	2,871.47	2,692.58	178.89
04/28/2011	02/09/2012	5	**ACCENTURE PLC-CL A	57.43	57.04	287.15	285.19	1.96
08/23/2011	02/09/2012	185	CMS ENERGY CORP	21.76	18.94	4,024.75	3,504.71	520.04
10/06/2011	02/09/2012	240	CMS ENERGY CORP	21.76	19.67	5,221.30	4,720.78	500.52
02/17/2011	02/09/2012	15	MONSANTO CO	77.89	73.85	1,168.39	1,107.72	60.67
05/16/2011	02/14/2012	95	GENERAL MILLS INC	39.76	39.56	3,777.37	3,758.25	19.12

Capital Gains Report

MARCH FAMILY FOUNDATION

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
05/16/2011	02/14/2012	20	GOODRICH CORP	125.51	90.39	2,510.25	1,807.87	702.38
07/29/2011	02/14/2012	125	MARATHON PETROLEUM CORP	44.10	43.82	5,512.50	5,478.10	34.40
08/10/2011	02/14/2012	25	MARATHON PETROLEUM CORP	44.10	35.54	1,102.50	888.41	214.09
04/28/2011	02/16/2012	45	**ACCENTURE PLC-CL A	58.04	57.04	2,611.65	2,566.67	44.98
10/13/2011	02/16/2012	100	ESTEE LAUDER COMPANIES-CL A	55.60	48.19	5,559.66	4,818.86	740.80
08/04/2011	02/16/2012	19	VF CORP	146.38	110.65	2,781.14	2,102.38	678.76
09/02/2011	02/21/2012	150	DELL INC	18.20	14.37	2,730.04	2,155.07	574.97
03/14/2011	02/23/2012	25	MONSANTO CO	77.69	66.64	1,942.17	1,666.03	276.14
06/08/2011	02/28/2012	175	GENERAL MOTORS CO	26.24	28.91	4,591.86	5,058.99	-467.13
12/08/2011	03/20/2012	35	GOLDMAN SACHS GROUP INC	126.74	102.67	4,436.05	3,593.52	842.53
03/31/2011	03/20/2012	60	MOODY'S CORP	41.68	34.07	2,500.76	2,043.93	456.83
06/24/2011	03/20/2012	75	UNITEDHEALTH GROUP INC	55.07	50.54	4,130.05	3,790.48	339.57
08/08/2011	03/20/2012	25	UNITEDHEALTH GROUP INC	55.07	42.64	1,376.68	1,066.02	310.66
08/04/2011	03/09/2012	195	CBRE GROUP INC	19.15	19.89	3,734.11	3,878.55	-144.44
09/29/2011	03/21/2012	50	LAS VEGAS SANDS CORP	57.72	41.57	2,886.24	2,078.35	807.89
03/23/2011	03/23/2012	75	DTE ENERGY COMPANY	54.66	47.57	4,099.14	3,567.62	531.52
08/23/2011	03/23/2012	20	DTE ENERGY COMPANY	54.66	48.27	1,093.10	965.48	127.62
09/29/2011	03/23/2012	125	TRAVELERS COS INC/THE	58.24	49.25	7,279.75	6,156.01	1,123.74
05/02/2011	03/27/2012	50	DOW CHEMICAL	35.52	41.42	1,776.03	2,070.95	-294.92
09/29/2011	03/27/2012	90	DOW CHEMICAL	35.52	24.28	3,196.84	2,185.25	1,011.59
08/10/2011	03/27/2012	75	METLIFE INC	38.14	32.63	2,860.41	2,447.27	413.14
09/29/2011	03/27/2012	200	METLIFE INC	38.14	29.42	7,627.76	5,883.80	1,743.96
12/12/2011	04/04/2012	30	SALESFORCE.COM INC	154.72	116.38	4,641.56	3,491.33	1,150.23
06/20/2011	04/19/2012	65	MOODY'S CORP	41.28	37.14	2,682.88	2,414.04	268.84
08/31/2011	04/19/2012	70	MOODY'S CORP	41.28	31.16	2,889.26	2,180.89	708.37
11/09/2011	04/19/2012	40	PERRIGO INC	106.05	89.42	4,241.90	3,576.78	665.12
11/23/2011	04/19/2012	10	PERRIGO INC	106.05	89.98	1,060.48	899.76	160.72
04/26/2011	04/23/2012	150	GAMESTOP CORP	22.17	26.50	3,326.13	3,974.91	-648.78
09/21/2011	04/25/2012	125	**MARVELL TECHNOLOGY GROUP LT	14.83	15.00	1,853.23	1,874.96	-21.73
09/29/2011	04/25/2012	150	**MARVELL TECHNOLOGY GROUP LT	14.83	14.95	2,223.87	2,241.97	-18.10
05/09/2011	04/25/2012	55	**POTASH CORP OF SASKATCHEWAN	44.10	54.39	2,425.50	2,991.19	-565.69
09/29/2011	04/25/2012	30	**POTASH CORP OF SASKATCHEWAN	44.10	45.58	1,323.00	1,367.52	-44.52
12/05/2011	05/03/2012	600	MORGAN STANLEY	16.34	16.45	9,805.68	9,871.50	-65.82
12/07/2011	05/03/2012	225	MORGAN STANLEY	16.34	16.71	3,677.13	3,759.75	-82.62
09/29/2011	05/08/2012	100	UNITED PARCEL SERVICE-CL B	77.54	64.16	7,754.38	6,415.94	1,338.44
02/02/2012	05/08/2012	40	VERTEX PHARMACEUTICALS INC	61.11	37.74	2,444.40	1,509.44	934.96
09/29/2011	05/14/2012	75	NORTHROP GRUMMAN CORP	60.20	53.21	4,514.65	3,990.89	523.76
09/29/2011	05/15/2012	125	CONSTELLATION BRANDS INC-A	19.20	18.27	2,400.03	2,283.23	116.80
05/19/2011	05/17/2012	50	EXPRESS SCRIPTS HOLDING CO	52.04	60.55	2,602.02	3,027.44	-425.42
09/29/2011	05/17/2012	75	EXPRESS SCRIPTS HOLDING CO	52.04	38.35	3,903.04	2,876.59	1,026.45
01/04/2012	05/17/2012	50	EXPRESS SCRIPTS HOLDING CO	52.04	46.74	2,602.03	2,337.24	264.79
01/25/2012	05/17/2012	50	EXPRESS SCRIPTS HOLDING CO	52.04	52.46	2,602.02	2,622.97	-20.95
08/04/2011	05/17/2012	45	FMC TECHNOLOGIES INC	41.97	41.25	1,888.53	1,856.37	32.16
08/24/2011	05/17/2012	95	FMC TECHNOLOGIES INC	41.97	41.44	3,986.89	3,937.25	49.64
09/29/2011	05/17/2012	100	FMC TECHNOLOGIES INC	41.97	39.35	4,196.73	3,935.45	261.28
07/19/2011	05/17/2012	59	GILEAD SCIENCES INC	50.82	41.77	2,998.38	2,464.36	534.02
12/07/2011	05/17/2012	165	ILLUMINA INC	43.81	29.29	7,228.65	4,833.23	2,395.42
09/29/2011	05/23/2012	50	**POTASH CORP OF SASKATCHEWAN	39.03	45.58	1,951.50	2,279.21	-327.71
01/10/2012	05/23/2012	75	**POTASH CORP OF SASKATCHEWAN	39.03	43.31	2,927.25	3,248.57	-321.32

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/06/2012	05/23/2012	75	POTASH CORP OF SASKATCHEWAN	39.03	46.78	2,927.25	3,508.63	-581.38
08/16/2011	05/24/2012	175	CORNING INC	12.78	15.18	2,236.53	2,656.62	-420.09
09/29/2011	05/24/2012	300	CORNING INC	12.78	12.78	3,834.06	3,834.66	-0.60
09/29/2011	05/30/2012	55	MONSANTO CO	76.79	63.01	4,223.24	3,465.59	757.65
07/25/2011	05/31/2012	50	JPMORGAN CHASE & CO	33.13	41.77	1,656.68	2,088.69	-432.01
03/26/2012	05/31/2012	30	JPMORGAN CHASE & CO	33.13	45.89	994.01	1,376.84	-382.83
01/13/2012	06/01/2012	135	FREEMPORT-MCMORAN COPPER	32.33	41.78	4,364.96	5,640.12	-1,275.16
01/18/2012	06/01/2012	65	FREEMPORT-MCMORAN COPPER	32.33	43.93	2,101.65	2,855.33	-753.68
01/25/2012	06/01/2012	75	FREEMPORT-MCMORAN COPPER	32.33	43.80	2,424.97	3,284.90	-859.93
08/10/2011	06/06/2012	150	CENTURYLINK INC	37.41	33.61	5,611.98	5,041.82	570.16
09/29/2011	06/08/2012	30	AMAZON.COM INC	218.18	227.91	6,545.40	6,837.17	-291.77
01/12/2012	06/08/2012	15	AMAZON.COM INC	218.18	177.34	3,272.70	2,660.17	612.53
09/29/2011	06/12/2012	50	DIRECTV-CLASS A	43.20	44.06	2,160.01	2,203.23	-43.22
03/21/2012	06/12/2012	105	DIRECTV-CLASS A	43.20	48.11	4,536.02	5,051.38	-515.36
11/02/2011	06/14/2012	40	BOEING CO/THE	71.81	64.42	2,872.39	2,576.78	295.61
11/03/2011	06/14/2012	35	BOEING CO/THE	71.81	65.63	2,513.34	2,297.03	216.31
11/08/2011	06/14/2012	65	BOEING CO/THE	71.81	65.77	4,667.64	4,275.07	392.57
11/29/2011	06/14/2012	35	BOEING CO/THE	71.81	65.64	2,513.34	2,297.37	215.97
01/04/2012	06/14/2012	50	BOEING CO/THE	71.81	73.99	3,590.50	3,699.38	-108.88
02/15/2012	06/14/2012	50	BOEING CO/THE	71.81	75.64	3,590.49	3,781.83	-191.34
11/23/2011	06/14/2012	25	PERRIGO INC	110.80	89.98	2,770.00	2,249.41	520.59
02/21/2012	06/14/2012	75	PERRIGO INC	110.80	94.39	8,310.00	7,079.29	1,230.71
10/11/2011	06/15/2012	100	MARATHON OIL CORP	24.76	23.69	2,476.22	2,369.28	106.94
09/29/2011	06/18/2012	100	BROADCOM CORP-CL A	34.50	34.12	3,450.40	3,412.26	38.14
09/29/2011	06/18/2012	150	EMC CORP/MASS	24.57	21.58	3,685.33	3,237.45	447.88
09/29/2011	06/19/2012	225	ORACLE CORP	28.09	30.05	6,320.25	6,760.80	-440.55
01/23/2012	06/21/2012	31	GOLDMAN SACHS GROUP INC	94.69	108.72	2,935.48	3,370.47	-434.99
02/07/2012	06/21/2012	30	GOLDMAN SACHS GROUP INC	94.69	116.45	2,840.79	3,493.62	-652.83
07/18/2011	06/21/2012	50	QUALCOMM INC	56.07	54.75	2,803.55	2,737.57	65.98
09/29/2011	06/21/2012	200	QUALCOMM INC	56.07	50.83	11,214.20	10,165.50	1,048.70
02/24/2012	06/21/2012	50	QUALCOMM INC	56.07	63.67	2,803.55	3,183.49	-379.94
12/19/2011	06/26/2012	75	HERSHEY CO/THE	70.22	59.85	5,266.38	4,489.04	777.34
02/02/2012	06/26/2012	40	HERSHEY CO/THE	70.22	61.63	2,808.74	2,465.36	343.38
02/14/2012	06/26/2012	55	HERSHEY CO/THE	70.22	60.45	3,862.01	3,324.60	537.41
02/21/2012	06/26/2012	55	HERSHEY CO/THE	70.22	60.62	3,862.01	3,333.95	528.06
03/26/2012	06/26/2012	200	JPMORGAN CHASE & CO	35.75	45.89	7,150.86	9,178.96	-2,028.10
09/29/2011	06/27/2012	80	DEVON ENERGY CORPORATION	55.98	57.54	4,478.29	4,603.20	-124.91
07/26/2011	06/27/2012	100	PFIZER INC	22.60	19.71	2,260.48	1,971.09	289.39
07/27/2011	06/27/2012	100	PFIZER INC	22.60	19.56	2,260.48	1,956.16	304.32
09/29/2011	06/29/2012	40	FLOWERVE CORP	114.69	78.51	4,587.71	3,140.44	1,447.27
08/23/2011	07/02/2012	40	DTE ENERGY COMPANY	59.26	48.27	2,370.52	1,930.96	439.56
09/29/2011	07/02/2012	45	DTE ENERGY COMPANY	59.26	49.49	2,666.84	2,226.98	439.86
02/23/2012	07/02/2012	115	EDISON INTERNATIONAL	46.12	41.98	5,303.80	4,827.72	476.08
09/30/2011	07/10/2012	330	CBRE GROUP INC	15.75	13.88	5,197.50	4,579.91	617.59
01/23/2012	07/10/2012	150	CBRE GROUP INC	15.75	17.90	2,362.50	2,685.21	-322.71
08/10/2011	07/11/2012	50	MARATHON PETROLEUM CORP	44.69	35.54	2,234.44	1,776.81	457.63
09/30/2011	07/11/2012	275	MARATHON PETROLEUM CORP	44.69	27.37	12,289.42	7,527.47	4,761.95
06/01/2012	07/11/2012	75	YUM! BRANDS INC	62.07	67.18	4,655.33	5,038.25	-382.92
08/11/2011	07/12/2012	100	BP PLC-SPONS ADR	40.19	39.65	4,019.00	3,965.21	53.79

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
10/14/2011	07/13/2012	70	PVH CORP	75.75	67.28	5,302.72	4,709.85	592.87
12/21/2011	07/13/2012	45	PVH CORP	75.75	66.00	3,408.89	2,970.00	438.89
08/03/2011	07/18/2012	60	ANADARKO PETROLEUM CORP	73.13	79.13	4,387.99	4,747.64	-359.65
09/29/2011	07/18/2012	46	ANADARKO PETROLEUM CORP	73.13	69.46	3,364.12	3,195.00	169.12
10/03/2011	07/18/2012	55	BORGWARNER INC	64.87	58.36	3,567.58	3,209.59	357.99
09/29/2011	07/19/2012	225	FORD MOTOR CO	9.35	10.04	2,104.11	2,259.23	-155.12
09/21/2011	07/24/2012	95	DOLLAR GENERAL CORP	52.52	37.40	4,989.21	3,552.77	1,436.44
09/30/2011	07/24/2012	90	DOLLAR GENERAL CORP	52.52	38.06	4,726.62	3,425.69	1,300.93
08/16/2011	07/26/2012	35	***COVIDIEN PLC	53.88	49.54	1,885.64	1,733.79	151.85
11/01/2011	07/26/2012	140	***COVIDIEN PLC	53.88	45.26	7,542.56	6,336.06	1,206.50
11/29/2011	07/26/2012	75	***COVIDIEN PLC	53.88	44.26	4,040.65	3,319.70	720.95
01/23/2012	07/26/2012	50	***COVIDIEN PLC	53.88	48.10	2,693.77	2,404.93	288.84
09/29/2011	07/27/2012	65	TRW AUTOMOTIVE HOLDINGS CORP	34.63	33.62	2,250.74	2,185.27	65.47
10/05/2011	07/27/2012	110	TRW AUTOMOTIVE HOLDINGS CORP	34.63	34.39	3,808.95	3,783.38	25.57
02/02/2012	07/27/2012	90	VERTEX PHARMACEUTICALS INC	49.88	37.74	4,488.89	3,396.24	1,092.65
06/12/2012	07/30/2012	100	AMERICAN EXPRESS CO	58.35	56.17	5,835.00	5,616.77	218.23
10/05/2011	07/30/2012	75	LAM RESEARCH CORP	34.14	39.87	2,560.50	2,989.97	-429.47
11/07/2011	07/30/2012	90	LAM RESEARCH CORP	34.14	43.29	3,072.60	3,896.50	-823.90
09/29/2011	07/31/2012	75	***MARVELL TECHNOLOGY GROUP LT	11.34	14.95	850.67	1,120.99	-270.32
10/21/2011	07/31/2012	175	***MARVELL TECHNOLOGY GROUP LT	11.34	13.56	1,984.88	2,372.72	-387.84
11/01/2011	07/31/2012	200	***MARVELL TECHNOLOGY GROUP LT	11.34	13.58	2,268.44	2,715.20	-446.76
11/04/2011	07/31/2012	200	***MARVELL TECHNOLOGY GROUP LT	11.34	14.02	2,268.44	2,803.72	-535.28
09/19/2011	08/03/2012	100	CENTURYLINK INC	41.84	34.58	4,183.58	3,457.51	726.07
03/06/2012	08/03/2012	275	LIBERTY INTERACTIVE CORP-A	18.97	18.53	5,216.75	5,095.48	121.27
10/14/2011	08/03/2012	825	MICRON TECHNOLOGY INC	6.30	5.58	5,197.50	4,601.77	595.73
08/18/2011	08/08/2012	55	GENERAL MILLS INC	38.50	36.38	2,117.52	2,000.76	116.76
09/29/2011	08/08/2012	100	GENERAL MILLS INC	38.50	38.83	3,850.04	3,883.16	-33.12
10/13/2011	08/08/2012	75	GENERAL MILLS INC	38.50	39.21	2,887.53	2,940.77	-53.24
11/07/2011	08/08/2012	75	GENERAL MILLS INC	38.50	39.01	2,887.53	2,925.74	-38.21
01/11/2012	08/08/2012	75	GENERAL MILLS INC	38.50	40.33	2,887.53	3,024.59	-137.06
08/16/2011	08/09/2012	50	ROCKWELL AUTOMATION INC	70.85	63.27	3,542.27	3,163.49	378.78
09/29/2011	08/09/2012	50	ROCKWELL AUTOMATION INC	70.85	56.83	3,542.27	2,841.74	700.53
01/09/2012	08/10/2012	95	STRYKER CORP	52.93	51.72	5,028.67	4,913.38	115.29
01/10/2012	08/10/2012	70	STRYKER CORP	52.93	52.14	3,705.34	3,649.80	55.54
02/10/2012	08/10/2012	60	STRYKER CORP	52.93	52.39	3,176.01	3,143.46	32.55
02/10/2012	08/10/2012	50	STRYKER CORP	52.93	53.10	2,646.67	2,654.76	-8.09
10/18/2011	08/13/2012	225	CENTERPOINT ENERGY INC	20.87	20.67	4,695.05	4,650.30	44.75
02/16/2012	08/13/2012	150	CENTERPOINT ENERGY INC	20.87	18.75	3,130.04	2,812.50	317.54
09/29/2011	08/13/2012	50	LEAR CORP	39.57	43.88	1,978.45	2,194.25	-215.80
11/08/2011	08/13/2012	50	LEAR CORP	39.57	44.63	1,978.45	2,231.71	-253.26
09/29/2011	08/14/2012	75	ALLERGAN INC	85.76	85.29	6,432.17	6,396.89	35.28
06/07/2012	08/14/2012	200	HALLIBURTON CO	35.10	28.25	7,019.46	5,649.20	1,370.26
05/17/2012	08/16/2012	75	AMGEN INC	83.02	71.38	6,226.51	5,353.50	873.01
08/18/2011	08/16/2012	18	GILEAD SCIENCES INC	57.12	37.29	1,028.10	671.16	356.94
07/16/2012	08/17/2012	150	CBS CORP-CLASS B NON VOTING	35.87	31.30	5,380.70	4,695.06	685.64
08/26/2011	08/20/2012	175	GANNETT CO	15.67	10.60	2,741.67	1,854.98	886.69
10/10/2011	08/20/2012	300	GANNETT CO	15.67	10.70	4,700.01	3,211.50	1,488.51
02/13/2012	08/21/2012	60	INFORMATICA CORPORATION	31.02	46.80	1,861.40	2,808.24	-946.84
06/28/2012	08/21/2012	190	INFORMATICA CORPORATION	31.02	40.99	5,894.43	7,788.10	-1,893.67

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/18/2012	08/22/2012	216	AB DISCOVERY VALUE FUND CL ADV	17.07	16.02	3,700.00	3,472.42	227.58
06/18/2012	08/22/2012	755						
06/18/2012	08/22/2012	380	AB DISCOVERY GROWTH FND CL ADV	7.36	7.00	2,800.00	2,663.05	136.95
06/18/2012	08/22/2012	435						
09/14/2011	08/22/2012	15	***BP PLC-SPONS ADR	42.58	38.22	638.76	573.29	65.47
08/21/2012	08/22/2012	25	BIOMEN IDEC INC	144.84	143.87	3,621.02	3,596.70	24.32
09/29/2011	08/22/2012	175	CENTURYLINK INC	41.46	33.83	7,254.99	5,920.72	1,334.27
10/05/2011	08/22/2012	125	CENTURYLINK INC	41.46	32.12	5,182.14	4,015.45	1,166.69
06/15/2012	08/22/2012	10	CHIPOTLE MEXICAN GRILL-CL A	297.87	400.96	2,978.75	4,009.62	-1,030.87
07/10/2012	08/22/2012	150	DOLLAR TREE INC	49.04	53.19	7,355.87	7,978.65	-622.78
06/26/2012	08/22/2012	275	KIMBERLY-CLARK CORP	83.65	81.81	23,002.43	22,497.78	504.65
03/06/2012	08/22/2012	75	MCKESSON CORP	86.47	82.38	6,485.30	6,178.73	306.57
10/25/2011	08/22/2012	425	NEWELL RUBBERMAID INC	17.52	13.31	7,448.04	5,656.33	1,791.71
11/11/2011	08/22/2012	5	VISA INC - CLASS A SHRS	127.94	95.21	639.68	476.05	163.63
07/19/2012	08/22/2012	225	WISCONSIN ENERGY CORP	38.76	41.10	8,720.55	9,247.50	-526.95
01/24/2012	08/24/2012	95	LAS VEGAS SANDS CORP	42.59	47.75	4,045.70	4,536.70	-491.00
02/10/2012	08/24/2012	55	LAS VEGAS SANDS CORP	42.59	52.06	2,342.25	2,863.24	-520.99
11/11/2011	08/24/2012	20	VISA INC - CLASS A SHRS	126.76	95.21	2,535.27	1,904.18	631.09
03/06/2012	08/24/2012	30	VISA INC - CLASS A SHRS	126.76	115.19	3,802.91	3,455.78	347.13
05/17/2012	08/27/2012	225	OCEANEERING INTL INC	55.05	47.62	12,385.64	10,714.07	1,671.57
12/12/2011	08/28/2012	100	CIT GROUP INC	37.97	33.58	3,797.09	3,358.47	438.62
09/29/2011	09/05/2012	6	NVR INC	841.53	615.66	5,049.20	3,693.98	1,355.22
10/05/2011	09/14/2012	200	APPLIED MATERIALS INC	11.87	10.54	2,374.54	2,107.36	267.18
05/30/2012	09/17/2012	75	HOME DEPOT INC	58.95	49.60	4,421.02	3,720.24	700.78
05/23/2012	09/20/2012	75	FAMILY DOLLAR STORES	64.06	64.48	4,804.45	4,836.32	-31.87
02/14/2012	09/20/2012	50	NATIONAL - OILWELL INC	80.61	83.52	4,030.37	4,176.06	-145.69
06/07/2012	09/21/2012	350	HALLIBURTON CO	35.94	28.25	12,577.50	9,886.10	2,691.40
08/24/2012	09/24/2012	400	EDISON INTERNATIONAL	45.97	43.71	18,388.16	17,482.28	905.88
07/26/2012	09/24/2012	100	PEPSICO INC	70.64	71.20	7,064.46	7,120.36	-55.90
08/16/2012	09/24/2012	50	PEPSICO INC	70.64	72.89	3,532.23	3,644.42	-112.19
07/18/2012	09/24/2012	300	XCEL ENERGY INC	27.58	29.07	8,274.90	8,721.51	-446.61
09/29/2011	09/27/2012	68	GILEAD SCIENCES INC	66.68	39.29	4,534.24	2,671.61	1,862.63
09/29/2011	09/28/2012	150	GENERAL MOTORS CO	22.81	20.64	3,422.09	3,095.95	326.14
08/02/2012	10/08/2012	150	MONDELEZ INTERNATIONAL-W/I	27.59	25.55	4,139.10	3,833.13	305.97
08/21/2012	10/08/2012	75	MONDELEZ INTERNATIONAL-W/I	27.59	26.87	2,069.55	2,015.35	54.20
06/12/2012	10/15/2012	200	US BANCORP	33.50	30.48	6,700.44	6,095.74	604.70
06/28/2012	10/23/2012	225	MICROSOFT CORP	28.03	29.55	6,307.18	6,647.92	-340.74
08/16/2012	10/23/2012	75	MICROSOFT CORP	28.03	30.45	2,102.39	2,284.01	-181.62
07/30/2012	10/24/2012	75	WALGREEN CO	35.48	36.10	2,660.87	2,707.46	-46.59
11/01/2011	10/26/2012	100	GENERAL MOTORS CO	23.33	24.19	2,332.85	2,419.36	-86.51
11/16/2011	10/26/2012	275	GENERAL MOTORS CO	23.33	23.01	6,415.34	6,328.30	87.04
05/30/2012	10/26/2012	150	GENERAL MOTORS CO	23.33	22.40	3,499.27	3,360.00	139.27
06/19/2012	10/26/2012	25	PRICELINE COM INC	580.81	679.18	14,520.23	16,979.39	-2,459.16
01/03/2012	11/01/2012	170	APOLLO GROUP INC-CL A	20.20	53.17	3,433.93	9,038.48	-5,604.55
06/12/2012	11/02/2012	125	AMERICAN EXPRESS CO	56.92	56.17	7,115.15	7,020.96	94.19
11/09/2011	11/07/2012	100	**TRANSOCEAN LTD	47.90	50.59	4,790.49	5,059.30	-268.81
08/06/2012	11/08/2012	23	AUTOZONE INC	381.89	362.90	8,783.44	8,346.63	436.81
07/13/2012	11/08/2012	225	ENTERGY CORP	65.18	69.46	14,665.07	15,629.42	-964.35
06/15/2012	11/08/2012	50	MCDONALD'S CORP	86.20	90.45	4,309.93	4,522.48	-212.55

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/29/2012	11/09/2012	175	ABBOTT LABORATORIES	64.43	63.90	11,276.00	11,182.50	93.50
07/30/2012	11/09/2012	175	WALGREEN CO	32.76	36.10	5,732.39	6,317.40	-585.01
01/30/2012	11/13/2012	65	EMERSON ELECTRIC CO	50.23	51.41	3,264.91	3,341.72	-76.81
01/31/2012	11/13/2012	10	EMERSON ELECTRIC CO	50.23	51.25	502.29	512.51	-10.22
01/31/2012	11/15/2012	50	EMERSON ELECTRIC CO	48.31	51.25	2,415.63	2,562.56	-146.93
02/02/2012	11/15/2012	65	EMERSON ELECTRIC CO	48.31	51.94	3,140.31	3,376.21	-235.90
03/13/2012	11/15/2012	60	EMERSON ELECTRIC CO	48.31	51.31	2,898.75	3,078.73	-179.98
03/28/2012	11/15/2012	100	EMERSON ELECTRIC CO	48.31	51.34	4,831.25	5,134.47	-303.22
08/27/2012	11/15/2012	125	EMERSON ELECTRIC CO	48.31	51.74	6,039.06	6,467.59	-428.53
06/14/2012	12/04/2012	200	LAS VEGAS SANDS CORP	45.72	45.42	9,143.94	9,084.82	59.12
04/12/2012	12/10/2012	50	COACH INC	56.72	74.63	2,835.82	3,731.31	-895.49
12/27/2011	12/12/2012	350	CISCO SYSTEMS INC	19.79	18.55	6,925.52	6,492.22	433.30
02/07/2012	12/12/2012	50	CISCO SYSTEMS INC	19.79	20.25	989.36	1,012.75	-23.39
07/13/2012	12/21/2012	300	AMEREN CORPORATION	31.13	33.62	9,339.33	10,085.40	-746.07
07/31/2012	12/21/2012	150	BMC SOFTWARE INC	40.81	39.68	6,121.77	5,952.26	169.51
08/15/2012	12/21/2012	150	CLOROX COMPANY	74.42	72.07	11,162.90	10,810.47	352.43
08/17/2012	12/21/2012	50	CLOROX COMPANY	74.42	72.22	3,720.96	3,610.95	110.01
06/27/2012	12/21/2012	50	O'REILLY AUTOMOTIVE INC	90.20	82.53	4,509.95	4,126.52	383.43
07/02/2012	12/21/2012	50	O'REILLY AUTOMOTIVE INC	90.20	84.96	4,509.95	4,248.00	261.95
07/30/2012	12/21/2012	175	WALGREEN CO	36.39	36.10	6,367.45	6,317.39	50.06
SUBTOTAL FOR SHORT-TERM NON-COVERED								41,561.10
LONG-TERM NON-COVERED								
11/22/2010	01/05/2012	35	LIMITED BRANDS INC	39.28	33.05	1,374.80	1,156.92	217.88
09/18/2008	01/06/2012	5	GOOGLE INC-CL A	652.87	417.96	3,264.34	2,089.78	1,174.56
05/17/2010	01/11/2012	150	MARATHON OIL CORP	30.66	18.89	4,599.36	2,833.85	1,765.51
10/07/2010	01/17/2012	15	***ACCENTURE PLC-CL A	53.63	45.47	804.41	682.12	122.29
11/05/2010	01/17/2012	35	***ACCENTURE PLC-CL A	53.63	45.59	1,876.97	1,595.61	281.36
12/10/2010	01/23/2012	75	LOWE'S COS INC	26.11	25.34	1,958.43	1,900.73	57.70
07/13/2010	01/30/2012	15	AMAZON COM INC	192.27	122.82	2,884.09	1,842.26	1,041.83
01/28/2011	01/31/2012	50	LOWE'S COS INC	26.85	25.90	1,342.50	1,295.15	47.35
12/30/2010	02/01/2012	25	ALLERGAN INC	88.52	68.83	2,212.94	1,720.86	492.08
09/23/2010	02/01/2012	40	STARBUCKS CORP	48.21	26.12	1,928.29	1,044.72	883.57
11/01/2010	02/01/2012	60	STARBUCKS CORP	48.21	28.72	2,892.44	1,723.09	1,169.35
04/01/2010	02/02/2012	65	***INGERSOLL-RAND PLC	36.27	34.37	2,357.59	2,233.88	123.71
09/22/2010	02/02/2012	50	***INGERSOLL-RAND PLC	36.27	35.61	1,813.53	1,780.71	32.82
09/23/2008	02/03/2012	10	APPLE INC	458.48	131.32	4,584.80	1,313.25	3,271.55
12/16/2010	02/06/2012	55	INTUIT INC	58.08	48.75	3,194.26	2,681.25	513.01
11/10/2009	02/07/2012	90	BROADCOM CORP-CL A	37.06	26.28	3,335.35	2,364.82	970.53
05/27/2009	02/08/2012	50	DANAHER CORP	52.21	30.55	2,610.27	1,527.27	1,083.00
11/18/2010	02/08/2012	95	GENERAL MOTORS CO	25.81	34.00	2,451.97	3,229.94	-777.97
12/31/2010	02/09/2012	40	***ACCENTURE PLC-CL A	57.43	48.24	2,297.17	1,929.73	367.44
02/02/2011	02/09/2012	35	MONSANTO CO	77.89	75.38	2,726.24	2,638.40	87.84
08/13/2010	02/14/2012	50	UNITED PARCEL SERVICE-CL B	76.85	64.59	3,842.51	3,229.29	613.22
01/31/2011	02/21/2012	150	DELL INC	18.20	13.07	2,730.05	1,959.99	770.06
06/09/2010	02/21/2012	50	DOW CHEMICAL	34.68	26.05	1,734.09	1,302.47	431.62

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
08/10/2010	02/21/2012	150	DOW CHEMICAL	34.68	25.85	5,202.27	3,877.11	1,325.16
02/17/2011	02/23/2012	25	MONSANTO CO	77.69	73.85	1,942.17	1,846.20	95.97
09/23/2008	02/28/2012	15	APPLE INC	533.76	131.32	8,006.38	1,969.87	6,036.51
09/23/2008	03/06/2012	5	APPLE INC	529.77	131.33	2,648.83	656.63	1,992.20
09/22/2010	03/09/2012	20	GOLDMAN SACHS GROUP INC	117.59	149.78	2,351.89	2,995.53	-643.64
10/13/2010	03/09/2012	2	GOLDMAN SACHS GROUP INC	117.59	154.83	235.19	309.67	-74.48
10/13/2010	03/20/2012	8	GOLDMAN SACHS GROUP INC	126.74	154.84	1,013.95	1,238.69	-224.74
10/18/2010	03/20/2012	1	GOLDMAN SACHS GROUP INC	126.74	152.85	126.74	152.85	-26.11
09/18/2008	03/23/2012	105	TRAVELERS COS INC/THE	58.24	47.44	6,114.99	4,981.32	1,133.67
07/13/2010	03/23/2012	65	TRAVELERS COS INC/THE	58.24	51.43	3,785.47	3,342.98	442.49
03/07/2011	03/23/2012	80	TRAVELERS COS INC/THE	58.24	59.03	4,659.04	4,722.39	-63.35
09/01/2010	03/27/2012	50	DOW CHEMICAL	35.52	25.59	1,776.03	1,279.49	496.54
12/23/2010	03/27/2012	20	DOW CHEMICAL	35.52	34.30	710.41	686.00	24.41
01/05/2011	03/27/2012	15	DOW CHEMICAL	35.52	34.68	532.81	520.18	12.63
03/01/2011	03/27/2012	50	DOW CHEMICAL	35.52	36.65	1,776.02	1,832.64	-56.62
10/18/2010	03/27/2012	19	GOLDMAN SACHS GROUP INC	126.89	152.85	2,410.91	2,904.23	-493.32
01/11/2011	03/27/2012	10	GOLDMAN SACHS GROUP INC	126.89	170.11	1,268.90	1,701.12	-432.22
09/01/2009	04/04/2012	100	CONSTELLATION BRANDS INC-A	24.66	14.91	2,465.81	1,491.36	974.45
08/13/2010	04/11/2012	20	UNITED PARCEL SERVICE-CL B	78.97	64.59	1,579.48	1,291.71	287.77
09/08/2010	04/11/2012	45	UNITED PARCEL SERVICE-CL B	78.97	67.94	3,553.84	3,057.11	496.73
10/18/2010	04/11/2012	20	UNITED PARCEL SERVICE-CL B	78.97	69.50	1,579.49	1,389.96	189.53
03/31/2011	04/19/2012	55	MOODY'S CORP	41.28	34.07	2,270.13	1,873.60	396.53
11/24/2010	04/19/2012	50	STARBUCKS CORP	59.26	30.89	2,963.12	1,544.64	1,418.48
10/25/2010	04/23/2012	30	FLOWERVE CORP	109.26	116.12	3,277.68	3,483.57	-205.89
11/29/2010	04/23/2012	5	FLOWERVE CORP	109.26	104.93	546.28	524.67	21.61
10/27/2010	04/25/2012	140	***MARVELL TECHNOLOGY GROUP LT	14.83	18.33	2,075.61	2,566.07	-490.46
11/01/2010	04/25/2012	85	***MARVELL TECHNOLOGY GROUP LT	14.83	19.42	1,260.19	1,651.01	-390.82
11/22/2010	04/25/2012	150	***MARVELL TECHNOLOGY GROUP LT	14.83	19.96	2,223.87	2,994.39	-770.52
12/20/2010	04/25/2012	42	***POTASH CORP OF SASKATCHEWAN	44.10	46.50	1,852.20	1,953.10	-100.90
01/18/2011	04/25/2012	45	***POTASH CORP OF SASKATCHEWAN	44.10	57.66	1,984.50	2,594.79	-610.29
02/28/2011	04/25/2012	28	***POTASH CORP OF SASKATCHEWAN	44.10	61.88	1,234.80	1,732.59	-497.79
09/01/2010	04/26/2012	110	BROADCOM CORP-CL A	36.25	31.18	3,988.00	3,429.62	558.38
09/22/2010	04/26/2012	75	BROADCOM CORP-CL A	36.25	32.64	2,719.09	2,447.69	271.40
02/28/2011	04/26/2012	50	BROADCOM CORP-CL A	36.25	41.46	1,812.72	2,072.97	-260.25
10/22/2010	05/08/2012	60	UNITED PARCEL SERVICE-CL B	77.54	69.74	4,652.63	4,184.44	468.19
11/09/2010	05/08/2012	55	UNITED PARCEL SERVICE-CL B	77.54	69.44	4,264.91	3,819.06	445.85
12/01/2010	05/08/2012	25	UNITED PARCEL SERVICE-CL B	77.54	71.48	1,938.60	1,787.07	151.53
03/01/2011	05/08/2012	25	UNITED PARCEL SERVICE-CL B	77.54	72.93	1,938.59	1,823.13	115.46
12/17/2010	05/14/2012	35	NORTHROP GRUMMAN CORP	60.20	58.15	2,106.84	2,035.10	71.74
02/15/2011	05/14/2012	25	NORTHROP GRUMMAN CORP	60.20	62.52	1,504.88	1,562.89	-58.01
02/28/2011	05/14/2012	25	NORTHROP GRUMMAN CORP	60.20	61.07	1,504.89	1,526.77	-21.88
09/01/2009	05/15/2012	65	CONSTELLATION BRANDS INC-A	19.20	14.91	1,248.01	969.38	278.63
12/14/2009	05/15/2012	185	CONSTELLATION BRANDS INC-A	19.20	16.05	3,552.04	2,968.84	583.20
09/22/2010	05/17/2012	20	EXPRESS SCRIPTS HOLDING CO	52.04	47.75	1,040.81	955.02	85.79
11/29/2010	05/17/2012	30	EXPRESS SCRIPTS HOLDING CO	52.04	52.19	1,561.22	1,565.56	-4.34
03/08/2011	05/17/2012	50	EXPRESS SCRIPTS HOLDING CO	52.04	54.68	2,602.02	2,734.07	-132.05
05/16/2011	05/17/2012	75	EXPRESS SCRIPTS HOLDING CO	52.04	59.89	3,903.04	4,491.45	-588.41
02/08/2010	05/17/2012	55	GILEAD SCIENCES INC	50.82	46.24	2,795.10	2,542.97	252.13
04/23/2010	05/17/2012	12	GILEAD SCIENCES INC	50.82	41.10	609.84	493.20	116.64

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09/29/2009	05/24/2012	85	CORNING INC	12.78	15.17	1,086.32	1,289.13	-202.81
10/05/2009	05/24/2012	75	CORNING INC	12.78	14.70	958.52	1,102.56	-144.04
11/26/2010	05/24/2012	190	CORNING INC	12.78	18.00	2,428.24	3,420.25	-992.01
03/14/2011	05/30/2012	20	MONSANTO CO	76.79	66.64	1,535.72	1,332.82	202.90
04/06/2011	05/30/2012	25	MONSANTO CO	76.79	69.77	1,919.66	1,744.15	175.51
04/28/2011	05/30/2012	75	MONSANTO CO	76.79	67.46	5,758.97	5,059.82	699.15
05/27/2011	05/30/2012	50	MONSANTO CO	76.79	69.38	3,839.31	3,469.12	370.19
06/16/2010	05/31/2012	38	JPMORGAN CHASE & CO	33.13	38.68	1,259.08	1,469.67	-210.59
07/19/2010	05/31/2012	17	JPMORGAN CHASE & CO	33.13	38.33	563.27	651.63	-88.36
08/27/2010	05/31/2012	100	JPMORGAN CHASE & CO	33.13	36.19	3,313.36	3,618.65	-305.29
09/22/2010	05/31/2012	150	JPMORGAN CHASE & CO	33.13	40.09	4,970.04	6,013.70	-1,043.66
09/28/2010	05/31/2012	50	JPMORGAN CHASE & CO	33.13	38.98	1,656.68	1,949.23	-292.55
10/18/2010	05/31/2012	50	JPMORGAN CHASE & CO	33.13	37.84	1,656.68	1,891.90	-235.22
02/09/2011	05/31/2012	75	JPMORGAN CHASE & CO	33.13	45.04	2,485.02	3,378.34	-893.32
02/24/2011	05/31/2012	50	JPMORGAN CHASE & CO	33.13	45.60	1,656.68	2,279.98	-623.30
04/06/2011	05/31/2012	45	JPMORGAN CHASE & CO	33.13	47.09	1,491.01	2,119.17	-628.16
09/29/2010	06/06/2012	25	CENTURYLINK INC	37.41	39.74	935.33	993.50	-58.17
09/30/2010	06/06/2012	85	CENTURYLINK INC	37.41	39.62	3,180.12	3,368.04	-187.92
04/25/2011	06/06/2012	40	CENTURYLINK INC	37.41	39.20	1,496.53	1,568.14	-71.61
04/25/2011	06/06/2012	50	CENTURYLINK INC	37.41	39.20	1,870.66	1,960.18	-89.52
09/18/2008	06/07/2012	95	SCHLUMBERGER LTD	65.38	81.23	6,210.68	7,716.93	-1,506.25
10/01/2008	06/07/2012	25	SCHLUMBERGER LTD	65.38	77.07	1,634.39	1,926.78	-292.39
10/15/2008	06/07/2012	25	SCHLUMBERGER LTD	65.38	63.70	1,634.39	1,592.53	41.86
11/12/2008	06/07/2012	25	SCHLUMBERGER LTD	65.38	47.34	1,634.39	1,183.52	450.87
02/19/2009	06/07/2012	50	SCHLUMBERGER LTD	65.38	39.15	3,268.78	1,957.54	1,311.24
07/13/2010	06/08/2012	10	AMAZON COM INC	218.18	122.82	2,181.80	1,228.17	953.63
12/10/2010	06/08/2012	10	AMAZON COM INC	218.18	175.25	2,181.80	1,752.47	429.33
02/09/2011	06/08/2012	15	AMAZON COM INC	218.18	184.57	3,272.70	2,768.55	504.15
03/18/2011	06/08/2012	15	AMAZON.COM INC	218.18	161.94	3,272.70	2,429.04	843.66
05/11/2010	06/08/2012	60	THE WALT DISNEY CO	45.77	35.71	2,746.37	2,142.75	603.62
05/12/2010	06/08/2012	40	THE WALT DISNEY CO	45.77	35.51	1,830.92	1,420.49	410.43
06/24/2010	06/08/2012	25	THE WALT DISNEY CO	45.77	33.76	1,144.32	844.06	300.26
04/01/2010	06/12/2012	42	COMCAST CORP-CLASS A	29.99	18.91	1,259.78	794.32	465.46
04/16/2010	06/12/2012	75	COMCAST CORP-CLASS A	29.99	18.34	2,249.61	1,375.74	873.87
05/04/2010	06/12/2012	15	COMCAST CORP-CLASS A	29.99	19.85	449.92	297.76	152.16
06/10/2010	06/12/2012	111	COMCAST CORP-CLASS A	29.99	17.99	3,329.42	1,996.80	1,332.62
01/18/2011	06/12/2012	49	COMCAST CORP-CLASS A	29.99	22.82	1,469.75	1,118.10	351.65
02/25/2011	06/12/2012	22	COMCAST CORP-CLASS A	29.99	25.06	659.89	551.41	108.48
03/29/2011	06/12/2012	70	COMCAST CORP-CLASS A	29.99	24.56	2,099.63	1,719.42	380.21
03/31/2011	06/12/2012	200	COMCAST CORP-CLASS A	29.99	24.72	5,998.96	4,944.78	1,054.18
02/09/2011	06/12/2012	50	DIRECTV-CLASS A	43.20	43.49	2,160.01	2,174.60	-14.59
05/18/2011	06/12/2012	45	DIRECTV-CLASS A	43.20	49.35	1,944.01	2,220.90	-276.89
05/17/2010	06/15/2012	35	MARATHON OIL CORP	24.76	18.89	866.68	661.23	205.45
06/16/2010	06/15/2012	140	MARATHON OIL CORP	24.76	20.21	3,466.71	2,829.66	637.05
06/30/2010	06/15/2012	50	MARATHON OIL CORP	24.76	19.25	1,238.11	962.56	275.55
02/24/2011	06/15/2012	175	MARATHON OIL CORP	24.76	29.34	4,333.38	5,133.95	-800.57
09/23/2008	06/18/2012	25	APPLE INC	583.14	131.32	14,578.60	3,283.12	11,295.48
04/28/2011	06/18/2012	75	BROADCOM CORP-CL A	34.50	34.66	2,587.80	2,599.37	-11.57
05/24/2011	06/18/2012	75	BROADCOM CORP-CL A	34.50	33.03	2,587.80	2,477.47	110.33

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
09/22/2009	06/18/2012	95	EMC CORP/MASS	24.57	17.15	2,334.05	1,629.32	704.73
09/23/2009	06/18/2012	75	EMC CORP/MASS	24.57	17.27	1,842.67	1,295.15	547.52
10/16/2009	06/18/2012	100	EMC CORP/MASS	24.57	17.86	2,456.89	1,785.82	671.07
12/16/2009	06/18/2012	100	EMC CORP/MASS	24.57	16.91	2,456.89	1,691.24	765.65
02/10/2010	06/18/2012	75	EMC CORP/MASS	24.57	16.86	1,842.67	1,264.19	578.48
03/01/2010	06/18/2012	75	EMC CORP/MASS	24.57	17.66	1,842.67	1,324.34	518.33
06/02/2010	06/18/2012	100	EMC CORP/MASS	24.57	18.50	2,456.89	1,850.42	606.47
02/09/2011	06/18/2012	80	EMC CORP/MASS	24.57	26.57	1,965.51	2,125.51	-160.00
09/18/2008	06/18/2012	31	GOOGLE INC-CL A	568.28	417.96	17,616.71	12,956.67	4,660.04
01/19/2010	06/18/2012	5	GOOGLE INC-CL A	568.28	587.81	2,841.41	2,939.03	-97.62
09/22/2010	06/19/2012	55	ORACLE CORP	28.09	26.92	1,544.95	1,480.59	64.36
10/29/2010	06/19/2012	120	ORACLE CORP	28.09	29.44	3,370.80	3,532.33	-161.53
11/10/2010	06/19/2012	125	ORACLE CORP	28.09	28.66	3,511.25	3,581.88	-70.63
12/02/2010	06/19/2012	50	ORACLE CORP	28.09	27.91	1,404.50	1,395.56	8.94
12/09/2010	06/19/2012	100	ORACLE CORP	28.09	29.24	2,809.00	2,923.66	-114.66
12/23/2010	06/19/2012	75	ORACLE CORP	28.09	31.56	2,106.75	2,366.65	-259.90
02/09/2011	06/19/2012	75	ORACLE CORP	28.09	32.76	2,106.75	2,457.04	-350.29
03/23/2011	06/19/2012	50	ORACLE CORP	28.09	31.14	1,404.50	1,556.98	-152.48
06/14/2011	06/19/2012	75	ORACLE CORP	28.09	32.12	2,106.75	2,409.17	-302.42
02/09/2011	06/21/2012	35	GOLDMAN SACHS GROUP INC	94.69	167.03	3,314.25	5,846.13	-2,531.88
01/31/2011	06/21/2012	80	QUALCOMM INC	56.07	53.88	4,485.68	4,310.70	174.98
02/11/2011	06/21/2012	40	QUALCOMM INC	56.07	57.28	2,242.84	2,291.18	-48.34
02/15/2011	06/21/2012	40	QUALCOMM INC	56.07	58.71	2,242.84	2,348.50	-105.66
03/18/2011	06/21/2012	40	QUALCOMM INC	56.07	51.08	2,242.84	2,043.04	199.80
03/21/2011	06/21/2012	50	QUALCOMM INC	56.07	53.74	2,803.55	2,686.86	116.69
04/04/2011	06/21/2012	50	QUALCOMM INC	56.07	52.77	2,803.55	2,638.54	165.01
04/28/2011	06/21/2012	50	QUALCOMM INC	56.07	57.43	2,803.55	2,871.67	-68.12
06/24/2010	06/22/2012	20	JOHNSON & JOHNSON	66.60	59.51	1,332.00	1,190.14	141.86
06/25/2010	06/22/2012	105	JOHNSON & JOHNSON	66.60	59.10	6,993.00	6,205.84	787.16
06/28/2010	06/22/2012	50	JOHNSON & JOHNSON	66.60	59.45	3,330.00	2,972.51	357.49
09/16/2010	06/22/2012	25	JOHNSON & JOHNSON	66.60	61.12	1,665.00	1,528.04	136.96
09/23/2010	06/22/2012	25	JOHNSON & JOHNSON	66.60	61.94	1,665.00	1,548.48	116.52
01/26/2011	06/27/2012	45	DEVON ENERGY CORPORATION	55.98	85.65	2,519.04	3,854.23	-1,335.19
02/24/2011	06/27/2012	50	DEVON ENERGY CORPORATION	55.98	88.47	2,798.93	4,423.56	-1,624.63
02/28/2011	06/27/2012	25	DEVON ENERGY CORPORATION	55.98	91.01	1,399.47	2,275.19	-875.72
05/12/2011	06/27/2012	25	DEVON ENERGY CORPORATION	55.98	81.65	1,399.46	2,041.26	-641.80
06/02/2009	06/27/2012	100	PFIZER INC	22.60	15.01	2,260.48	1,501.13	759.35
06/12/2009	06/27/2012	100	PFIZER INC	22.60	14.72	2,260.48	1,472.35	788.13
06/26/2009	06/27/2012	100	PFIZER INC	22.60	15.28	2,260.48	1,527.92	732.56
09/23/2010	06/27/2012	165	PFIZER INC	22.60	17.16	3,729.79	2,831.71	898.08
10/05/2010	06/27/2012	100	PFIZER INC	22.60	17.18	2,260.48	1,717.66	542.82
02/09/2011	06/27/2012	100	PFIZER INC	22.60	18.92	2,260.48	1,892.50	367.98
05/04/2011	06/27/2012	100	PFIZER INC	22.60	20.45	2,260.48	2,045.36	215.12
06/10/2011	06/27/2012	100	PFIZER INC	22.60	20.28	2,260.48	2,027.76	232.72
11/29/2010	06/29/2012	20	FLOWERVE CORP	114.69	104.93	2,293.86	2,098.67	195.19
03/25/2011	06/29/2012	15	FLOWERVE CORP	114.69	126.14	1,720.39	1,892.15	-171.76
04/18/2011	06/29/2012	30	FLOWERVE CORP	114.69	125.09	3,440.79	3,752.57	-311.78
05/06/2011	06/29/2012	20	FLOWERVE CORP	114.69	122.18	2,293.86	2,443.52	-149.66
06/07/2011	07/18/2012	50	ANADARKO PETROLEUM CORP	73.13	75.46	3,656.66	3,773.23	-116.57

Capital Gains Report

MARCH FAMILY FOUNDATION

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/21/2011	07/18/2012	30	ANADARKO PETROLEUM CORP	73.13	71.88	2,193.99	2,156.32	37.67
07/05/2011	07/18/2012	20	ANADARKO PETROLEUM CORP	73.13	79.11	1,462.66	1,582.25	-119.59
03/24/2011	07/18/2012	60	BORGWARNER INC	64.87	75.57	3,891.90	4,534.22	-642.32
06/20/2011	07/18/2012	30	BORGWARNER INC	64.87	72.88	1,945.95	2,186.46	-240.51
04/20/2010	07/19/2012	250	FORD MOTOR CO	9.35	13.85	2,337.90	3,463.13	-1,125.23
09/23/2008	07/20/2012	16	APPLE INC	606.93	131.32	9,710.83	2,101.20	7,609.63
12/16/2009	07/20/2012	9	APPLE INC	606.93	195.49	5,462.34	1,759.37	3,702.97
04/26/2010	07/25/2012	38	WELLS FARGO & COMPANY	33.09	33.03	1,257.51	1,255.11	2.40
05/10/2010	07/25/2012	50	WELLS FARGO & COMPANY	33.09	32.59	1,654.62	1,629.28	25.34
07/19/2010	07/25/2012	50	WELLS FARGO & COMPANY	33.09	25.91	1,654.61	1,295.48	359.13
05/20/2011	07/26/2012	75	***COVIDIEN PLC	53.88	56.89	4,040.66	4,266.45	-225.79
07/25/2011	07/26/2012	75	***COVIDIEN PLC	53.88	50.53	4,040.65	3,789.86	250.79
05/31/2011	07/27/2012	75	TRW AUTOMOTIVE HOLDINGS CORP	34.63	56.71	2,597.01	4,253.05	-1,656.04
09/18/2008	07/27/2012	21	BERNSTEIN INTERNATIONAL	12.59	17.14	271.64	369.81	-98.17
05/09/2011	07/30/2012	576	PORTFOLIO					
05/19/2011	08/08/2012	85	LAM RESEARCH CORP	34.14	48.39	2,901.90	4,113.39	-1,211.49
03/31/2011	08/09/2012	50	GENERAL MILLS INC	38.50	39.89	1,925.02	1,994.41	-69.39
06/17/2010	08/13/2012	15	ROCKWELL AUTOMATION INC	70.85	94.49	1,062.68	1,417.40	-354.72
07/28/2010	08/13/2012	80	LEAR CORP	39.57	35.39	3,165.52	2,830.88	334.64
02/03/2011	08/14/2012	70	LEAR CORP	39.57	38.06	2,769.83	2,664.07	105.76
02/11/2011	08/14/2012	15	ALLERGAN INC	85.76	71.64	1,286.43	1,074.64	211.79
03/16/2011	08/14/2012	45	ALLERGAN INC	85.76	73.90	3,859.31	3,325.37	533.94
03/30/2011	08/14/2012	30	ALLERGAN INC	85.76	69.38	2,572.87	2,081.48	491.39
05/04/2011	08/15/2012	25	ALLERGAN INC	85.76	71.39	2,144.06	1,784.67	359.39
08/08/2011	08/16/2012	100	MCGRAW-HILL COMPANIES INC	49.05	40.48	4,904.54	4,048.47	856.07
12/10/2010	08/16/2012	150	GILEAD SCIENCES INC	57.12	36.86	8,567.47	5,528.42	3,039.05
05/27/2009	08/17/2012	80	VIACOM INC-CLASS B	49.87	39.36	3,989.66	3,148.83	840.83
08/04/2011	08/17/2012	65	DANAHER CORP	53.25	30.55	3,461.25	1,985.45	1,475.80
08/13/2010	08/20/2012	25	VISA INC - CLASS A SHRS	53.25	33.65	3,195.00	2,019.05	1,175.95
09/22/2010	08/20/2012	25	EKG RESOURCES INC	128.98	85.68	3,224.39	2,141.93	1,082.46
09/23/2010	08/20/2012	20	EKG RESOURCES INC	109.61	90.37	2,192.17	2,359.36	-380.86
09/22/2010	08/20/2012	15	EKG RESOURCES INC	109.61	90.36	1,644.13	1,807.36	-384.81
05/04/2009	08/20/2012	250	GANNETT CO	15.67	12.58	3,916.68	3,145.55	771.13
09/01/2009	08/20/2012	39	TIME WARNER CABLE	89.47	34.77	3,489.20	1,356.03	2,133.17
09/18/2008	08/22/2012	66	TIME WARNER CABLE	89.47	37.37	5,904.79	2,466.60	3,438.19
09/23/2010	08/22/2012	6,553	ALLIANCEBERNSTEIN GLOBAL	9.40	9.39	61,600.00	61,534.46	65.54
03/18/2011	08/22/2012	1,191	REAL ESTATE INVT FD II CL I					
08/11/2011	08/22/2012	65	ALTRIA GROUP INC	34.09	23.59	2,215.64	1,533.65	681.99
09/28/2010	08/22/2012	35	ALTRIA GROUP INC	34.09	24.76	1,193.03	866.57	326.46
08/04/2011	08/22/2012	85	***BP PLC-SPONS ADR	42.58	39.65	3,619.63	3,370.43	249.20
08/04/2011	08/22/2012	50	JOHNSON & JOHNSON	67.82	62.29	3,391.07	3,114.57	276.50
03/08/2011	08/22/2012	20	VISA INC - CLASS A SHRS	127.94	85.68	2,558.74	1,713.55	845.19
09/18/2008	08/22/2012	50	WELLPOINT INC	57.91	68.56	2,895.56	3,427.86	-532.30
09/21/2009	08/24/2012	1,726	BERNSTEIN INTERMEDIATE	14.13	12.60	24,400.00	21,757.96	2,642.04
02/08/2010	08/24/2012	822	DURATION PORTFOLIO					
09/15/2010	08/27/2012	40	DANAHER CORP	53.36	33.87	2,134.36	1,354.71	779.65
		90	DANAHER CORP	53.36	35.30	4,802.31	3,176.87	1,625.44
		20	NOBLE ENERGY INC	87.44	76.60	1,748.75	1,532.03	216.72

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
09/22/2010	08/27/2012	35	NOBLE ENERGY INC	87.44	74.90	3,060.30	2,621.36	438.94
06/24/2010	08/28/2012	50	THE WALT DISNEY CO	49.48	33.76	2,473.79	1,688.11	785.68
07/08/2011	08/28/2012	75	THE WALT DISNEY CO	49.48	39.57	3,710.69	2,967.59	743.10
12/31/2010	08/28/2012	20	NOBLE ENERGY INC	87.04	86.38	1,740.82	1,727.53	13.29
05/16/2011	08/28/2012	60	***TRANSOCEAN LTD	49.07	69.12	2,944.30	4,147.39	-1,203.09
07/15/2011	08/28/2012	15	***TRANSOCEAN LTD	49.07	62.38	736.08	935.71	-199.63
08/08/2011	08/28/2012	50	UNITEDHEALTH GROUP INC	54.72	42.64	2,736.12	2,132.05	604.07
08/11/2011	08/28/2012	20	UNITEDHEALTH GROUP INC	54.72	42.81	1,094.45	856.25	238.20
12/16/2009	09/12/2012	45	TIME WARNER CABLE	91.83	43.53	4,132.31	1,959.07	2,173.24
01/20/2011	09/13/2012	30	EOG RESOURCES INC	115.24	99.82	3,457.11	2,994.57	462.54
07/20/2011	09/13/2012	20	EOG RESOURCES INC	115.24	104.29	2,304.74	2,085.72	219.02
07/27/2011	09/13/2012	20	EOG RESOURCES INC	115.24	104.96	2,304.74	2,099.25	205.49
07/27/2011	09/14/2012	300	APPLIED MATERIALS INC	11.87	12.75	3,561.81	3,824.85	-263.04
02/09/2011	09/14/2012	50	INTUIT INC	60.27	48.98	3,013.44	2,448.89	564.55
04/07/2011	09/19/2012	75	AT&T INC	37.88	30.48	2,841.37	2,286.16	555.21
02/18/2011	09/27/2012	78	CITIGROUP INC	33.15	48.87	2,585.80	3,811.84	-1,226.04
03/09/2011	09/27/2012	62	CITIGROUP INC	33.15	46.73	2,055.38	2,897.44	-842.06
03/16/2011	09/27/2012	40	CITIGROUP INC	33.15	44.75	1,326.05	1,790.00	-463.95
03/23/2011	09/27/2012	50	CITIGROUP INC	33.15	43.63	1,657.57	2,181.30	-523.73
04/01/2011	09/27/2012	70	CITIGROUP INC	33.15	44.72	2,320.59	3,130.75	-810.16
08/18/2011	09/27/2012	57	GILEAD SCIENCES INC	66.68	37.29	3,800.76	2,125.35	1,675.41
06/27/2011	09/28/2012	100	GENERAL MOTORS CO	22.81	29.95	2,281.39	2,995.15	-713.76
09/29/2011	10/04/2012	100	GILEAD SCIENCES INC	69.65	39.29	6,964.54	3,928.84	3,035.70
08/10/2011	10/23/2012	50	THE WALT DISNEY CO	50.86	31.19	2,542.81	1,559.73	983.08
08/11/2011	10/23/2012	25	THE WALT DISNEY CO	50.86	32.26	1,271.40	806.56	464.84
12/16/2009	10/26/2012	8	APPLE INC	608.56	195.49	4,868.46	1,563.89	3,304.57
02/05/2010	10/26/2012	2	APPLE INC	608.56	193.23	1,217.12	386.47	830.65
09/29/2011	10/26/2012	75	GENERAL MOTORS CO	23.33	20.64	1,749.64	1,547.98	201.66
07/15/2011	11/07/2012	50	***TRANSOCEAN LTD	47.90	62.38	2,395.25	3,119.04	-723.79
08/02/2011	11/07/2012	60	***TRANSOCEAN LTD	47.90	60.31	2,874.29	3,618.48	-744.19
09/29/2011	11/07/2012	65	***TRANSOCEAN LTD	47.90	50.01	3,113.82	3,250.94	-137.12
02/09/2011	11/13/2012	45	INTUIT INC	59.63	48.98	2,683.40	2,204.00	479.40
03/10/2011	11/13/2012	5	INTUIT INC	59.63	50.08	298.16	250.38	47.78
05/02/2011	11/13/2012	200	TYSON FOODS INC-CL A	16.99	19.86	3,398.78	3,971.60	-572.82
05/14/2010	11/19/2012	140	***ASTRAZENECA PLC-SPONS ADR	44.76	42.23	6,266.81	5,912.84	353.97
05/26/2010	11/19/2012	10	***ASTRAZENECA PLC-SPONS ADR	44.76	40.94	447.63	409.45	38.18
02/11/2011	11/27/2012	300	DELTA AIR LINES INC	9.94	11.94	2,983.20	3,580.71	-597.51
08/16/2011	12/17/2012	275	NV ENERGY INC	18.38	14.55	5,054.83	4,001.06	1,053.77
10/12/2011	12/17/2012	25	NV ENERGY INC	18.38	15.23	459.53	380.64	78.89
01/12/2010	12/20/2012	25	SCHLUMBERGER LTD	71.05	69.28	1,776.25	1,731.99	44.26
03/29/2010	12/20/2012	25	SCHLUMBERGER LTD	71.05	63.21	1,776.24	1,580.26	195.98
SUBTOTAL FOR LONG-TERM NON-COVERED								91,407.40
ZERO COST								
01/01/1950	01/19/2012	125	JOHNSON CONTROLS INC	32.50	0.00	4,062.94		4,062.94
01/01/1950	02/09/2012	115	JOHNSON CONTROLS INC	33.15	0.00	3,812.34		3,812.34

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
01/01/1950	02/09/2012	185	JOHNSON CONTROLS INC	33.15	0.00	6,132.90		6,132.90
01/01/1950	06/26/2012	350	JPMORGAN CHASE & CO	35.75	0.00	12,514.01		12,514.01
01/01/1950	06/27/2012	35	PFIZER INC	22.60	0.00	791.17		791.17
01/01/1950	08/16/2012	300	PFIZER INC	23.93	0.00	7,180.08		7,180.08
01/01/1950	08/22/2012	200	PFIZER INC	23.74	0.00	4,748.26		4,748.26
01/01/1950	12/27/2012	477	SIMON PROPERTY GROUP INC	157.24	0.00	75,003.43		75,003.43
01/01/1950	12/27/2012	955	TAUBMAN CENTERS INC	78.48	0.00	74,950.12		74,950.12
SUBTOTAL FOR ZERO COST						189,195.25	0.00	189,195.25
TOTAL						2,004,465.69	1,682,301.94	322,163.75

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L 322,163.75

SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B) 0.00
 SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B) 41,561.10
 SHORT TERM TOTAL 41,561.10

LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B) 0.00
 LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B) 91,407.40
 LONG TERM TOTAL 91,407.40

ZERO COST 189,195.25

Capital-Gains Distributions If you own shares of the Sanford C. Bernstein Fund, Inc., you may have received an annual capital-gains distribution (different from the capital gains or losses on securities sold, which are listed in this report) Long-term capital-gains distributions are a separate item on the I.R.S. forms, and appear on the Summary-of-Key-Items report.

Zero-Cost Transactions If you transferred securities to Bernstein for which the purchase price was unavailable, the total capital-gains figure that appears on this report needs to be adjusted. Any such transactions are segregated on the Capital-Gains report, with the cost entered as zero You will need to update the report data with the correct purchase information

This information should be reviewed by your tax advisor or accountant

MARCH FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a.	BERNSTEIN - SEE ATTACHMENT	P	VARIOUS	VARIOUS
b	BERNSTEIN - SEE ATTACHMENT	P	VARIOUS	VARIOUS
c	300 SHS JOHNSON CONTROLS INC.	P	09/26/11	02/09/12
d	125 SHS JOHNSON CONTROLS INC	D	09/26/11	01/19/12
e	350 SHS JPMORGAN CHASE & CO.	D	09/26/11	06/26/12
f	200 SHS PFIZER INC.	D	09/26/11	08/22/12
g	300 SHS PFIZER INC.	D	09/26/11	08/16/12
h	35 SHS PFIZER INC.	D	09/26/11	06/27/12
i	477 SHS SIMON PROPERTY GROUP, INC.	D	04/17/09	12/27/12
j	955 SHS TAUBMAN CENTERS, INC.		VARIOUS	12/27/12
k	CAPITAL GAINS DIVIDENDS			
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,045,626.		1,004,065.	41,561.
b 769,645.		678,237.	91,408.
c 9,945.		11,670.	-1,725.
d 4,063.		4,646.	-583.
e 12,514.		11,092.	1,422.
f 4,748.		3,338.	1,410.
g 7,180.		5,007.	2,173.
h 791.		584.	207.
i 75,003.		23,898.	51,105.
j 74,950.		40,702.	34,248.
k 1,546.			1,546.
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			41,561.
b			91,408.
c			-1,725.
d			-583.
e			1,422.
f			1,410.
g			2,173.
h			207.
i			51,105.
j			34,248.
k			1,546.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	222,772.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BERNSTEIN	50.
US BANK	8.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	58.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BERNSTEIN	95,830.	0.	95,830.
BERNSTEIN	1,546.	1,546.	0.
TOTAL TO FM 990-PF, PART I, LN 4	97,376.	1,546.	95,830.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEES	5,150.	2,575.		2,575.
TO FORM 990-PF, PG 1, LN 16B	5,150.	2,575.		2,575.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	21,308.	21,308.		0.
TO FORM 990-PF, PG 1, LN 16C	21,308.	21,308.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	2,284.	2,284.		0.	
2012 ESTIMATES	1,372.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	3,656.	2,284.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MN ANNUAL FEE	25.	0.		25.	
MISCELLANEOUS EXPENSES	228.	0.		228.	
POST OFFICE EXPENSE	323.	0.		323.	
SUPPLIES	221.	0.		221.	
TO FORM 990-PF, PG 1, LN 23	797.	0.		797.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION		AMOUNT	
COST BASIS ADJUSTMENT- DONATED STOCK		175,198.	
MISC BASIS ADJUSTMENT		2,016.	
TOTAL TO FORM 990-PF, PART III, LINE 5		177,214.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
BERNSTEIN (SEE ATTACHED SCHEDULE)	3,397,949.	3,528,404.		
PFIZER INC 1900 SHS	31,723.	47,650.		
GENERAL ELECTRIC CO 550 SHS	19,610.	11,545.		
JPMORGAN CHASE & CO 150 SHS	4,753.	6,595.		
APPLE INC. 200 SHS	14,528.	106,606.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,468,563.	3,700,800.		

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN D. MARCH 4709 TOWNES ROAD MINNEAPOLIS, MN 55424	PRESIDENT 3.00	0.	0.	0.
JOHN D. MARCH 4709 TOWNES ROAD MINNEAPOLIS, MN 55424	TREASURER 1.00	0.	0.	0.
SALLIE S. MARCH 4709 TOWNES ROAD MINNEAPOLIS, MN 55424	SECRETARY 1.00	0.	0.	0.
JOHN B. MARCH 6501 PARNELL AVENUE EDINA, MN 55424	DIRECTOR 1.00	0.	0.	0.
MARY CHUNG MARCH 6501 PARNELL AVENUE EDINA, MN 55424	DIRECTOR 1.00	0.	0.	0.
LISA M. MAUER 4100 RALEIGH ST LOUIS PARK, MN 55416	DIRECTOR 1.25	1,150.	0.	0.
DANIEL C. MAUER 4100 RALEIGH ST LOUIS PARK, MN 55416	DIRECTOR 1.00	0.	0.	0.
TIMOTHY S. MARCH 6 WHEATON CENTER #203 WHEATON, IL 60187	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		1,150.	0.	0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 10

GRANTEE'S NAME

WOMEN'S JOURNEY OF FAITH

GRANTEE'S ADDRESSPRESTON CROSSING PO BOX 38056
SASKATOON, SASKATCHEWAN, CANADA, S7N 1H2GRANT AMOUNT

5,000.

DATE OF GRANT

08/27/12

AMOUNT EXPENDED

5,000.

VERIFICATION DATE

05/14/13

PURPOSE OF GRANTUSED FOR GENERAL SUPPORT PURPOSES TO FURTHER THE CHARITABLE ORGANIZATION'S
MISSION

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 11

MARCH FAMILY FOUNDATION HEREBY ELECTS UNDER IRC REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT THE QUALIFYING DISTRIBUTION OF \$156,468,
MADE DURING 2012, AS DISTRIBUTIONS OUT OF CORPUS.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

JOHN D. MARCH
SALLIE S. MARCH

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BERNSTEIN	50.
US BANK	8.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	58.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BERNSTEIN	95,830.	0.	95,830.
BERNSTEIN	1,546.	1,546.	0.
TOTAL TO FM 990-PF, PART I, LN 4	97,376.	1,546.	95,830.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEES	5,150.	2,575.		2,575.
TO FORM 990-PF, PG 1, LN 16B	5,150.	2,575.		2,575.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	21,308.	21,308.		0.
TO FORM 990-PF, PG 1, LN 16C	21,308.	21,308.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	2,284.	2,284.		0.	
2012 ESTIMATES	1,372.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	3,656.	2,284.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MN ANNUAL FEE	25.	0.		25.	
MISCELLANEOUS EXPENSES	228.	0.		228.	
POST OFFICE EXPENSE	323.	0.		323.	
SUPPLIES	221.	0.		221.	
TO FORM 990-PF, PG 1, LN 23	797.	0.		797.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION		AMOUNT	
COST BASIS ADJUSTMENT- DONATED STOCK		175,198.	
MISC BASIS ADJUSTMENT		2,016.	
TOTAL TO FORM 990-PF, PART III, LINE 5		177,214.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
BERNSTEIN (SEE ATTACHED SCHEDULE)	3,397,949.	3,528,404.	
PFIZER INC 1900 SHS	31,723.	47,650.	
GENERAL ELECTRIC CO 550 SHS	19,610.	11,545.	
JPMORGAN CHASE & CO 150 SHS	4,753.	6,595.	
APPLE INC. 200 SHS	14,528.	106,606.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,468,563.	3,700,800.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 9
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN D. MARCH 4709 TOWNES ROAD MINNEAPOLIS, MN 55424	PRESIDENT 3.00	0.	0.	0.
JOHN D. MARCH 4709 TOWNES ROAD MINNEAPOLIS, MN 55424	TREASURER 1.00	0.	0.	0.
SALLIE S. MARCH 4709 TOWNES ROAD MINNEAPOLIS, MN 55424	SECRETARY 1.00	0.	0.	0.
JOHN B. MARCH 6501 PARNELL AVENUE EDINA, MN 55424	DIRECTOR 1.00	0.	0.	0.
MARY CHUNG MARCH 6501 PARNELL AVENUE EDINA, MN 55424	DIRECTOR 1.00	0.	0.	0.
LISA M. MAUER 4100 RALEIGH ST LOUIS PARK, MN 55416	DIRECTOR 1.25	1,150.	0.	0.
DANIEL C. MAUER 4100 RALEIGH ST LOUIS PARK, MN 55416	DIRECTOR 1.00	0.	0.	0.
TIMOTHY S. MARCH 6 WHEATON CENTER #203 WHEATON, IL 60187	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		1,150.	0.	0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 10

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GRANTEE'S ADDRESSPRESTON CROSSING PO BOX 38056
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FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

JOHN D. MARCH
SALLIE S. MARCH

This report contains data for all accounts that were open as of the period ending date you selected

Managed Assets

Cash Balances

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
138,869.68	CASH	N/A	\$1.00	\$1.00	\$138,870	\$138,870	\$0	0.1%	N/A	Cash
TOTAL Cash Balances							\$0	0.1%		

Fixed Income

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
1,630.05	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	12/28/2012	\$14.11	\$14.09	\$23,000	\$22,967	(\$33)	1.7%	888-44792	Intermediate Duration Fund
81,745	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	12/20/2012	\$14.06	\$14.09	\$1,149	\$1,152	\$2	1.7%	888-44792	Intermediate Duration Fund
373,736	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	12/12/2012	\$14.09	\$14.09	\$5,266	\$5,266	(\$0)	1.7%	888-44792	Intermediate Duration Fund
78,808	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	11/20/2012	\$14.25	\$14.09	\$1,123	\$1,110	(\$13)	1.7%	888-44792	Intermediate Duration Fund
84,251	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	10/19/2012	\$14.25	\$14.09	\$1,201	\$1,187	(\$13)	1.7%	888-44792	Intermediate Duration Fund
87,164	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	09/20/2012	\$14.18	\$14.09	\$1,236	\$1,228	(\$8)	1.7%	888-44792	Intermediate Duration Fund
85,197	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	08/20/2012	\$14.07	\$14.09	\$1,199	\$1,200	\$2	1.7%	888-44792	Intermediate Duration Fund
94,526	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	07/20/2012	\$14.20	\$14.09	\$1,342	\$1,332	(\$10)	1.7%	888-44792	Intermediate Duration Fund
92,824	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	06/20/2012	\$14.01	\$14.09	\$1,300	\$1,308	\$7	1.7%	888-44792	Intermediate Duration Fund
84,311	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	05/18/2012	\$13.98	\$14.09	\$1,179	\$1,188	\$9	1.7%	888-44792	Intermediate Duration Fund
1,565,657	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	03/29/2012	\$13.86	\$14.09	\$21,700	\$22,060	\$360	1.7%	888-44792	Intermediate Duration Fund
2,440,433	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	01/19/2012	\$13.85	\$14.09	\$33,800	\$34,386	\$586	1.7%	888-44792	Intermediate Duration Fund
763,419	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	12/14/2011	\$13.86	\$14.09	\$10,581	\$10,757	\$176	1.7%	888-44792	Intermediate Duration Fund
8,566,478	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	09/29/2011	\$14.14	\$14.09	\$121,130	\$120,702	(\$428)	1.7%	888-44792	Intermediate Duration Fund
3,653,705	BERNSTEIN INTERMEDIATE DURATION	02/09/2011	\$13.63	\$14.09	\$49,800	\$51,481	\$1,681	1.7%	888-44792	Intermediate Duration

Fixed Income

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
	PORTFOLIO(SNIDX)									Fund
3,010 204	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	12/31/2010	\$13.72	\$14.09	\$41,300	\$42,414	\$1,114	1.7%	888-44792	Intermediate Duration Fund
276 068	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	12/07/2010	\$13.73	\$14.09	\$3,790	\$3,890	\$99	1.7%	888-44792	Intermediate Duration Fund
142 653	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	11/15/2010	\$14.02	\$14.09	\$2,000	\$2,010	\$10	1.7%	888-44792	Intermediate Duration Fund
3,519 135	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	09/22/2010	\$14.11	\$14.09	\$49,655	\$49,585	(\$70)	1.7%	888-44792	Intermediate Duration Fund
1,240 602	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	12/16/2009	\$13.30	\$14.09	\$16,500	\$17,480	\$980	1.7%	888-44792	Intermediate Duration Fund
2,965 204	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	10/16/2009	\$13.22	\$14.09	\$39,200	\$41,780	\$2,580	1.7%	888-44792	Intermediate Duration Fund
248 308	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	12/09/2008	\$11.46	\$14.09	\$2,846	\$3,499	\$653	1.7%	888-44792	Intermediate Duration Fund
8,348 262	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	09/18/2008	\$12.60	\$14.09	\$105,188	\$117,627	\$12,439	1.7%	888-44792	Intermediate Duration Fund
Total					\$536,485	\$555,607	\$20,122	1.7%		
TOTAL Fixed Income					\$536,485	\$555,036	\$20,122	1.7%		

Real Asset Securities

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
1,639 203	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVNT II CL I(ARIIX)	12/24/2012	\$9.58	\$9.76	\$15,704	\$15,999	\$295	6.5%	888-44792	Global REITs Fund
201 146	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVNT II CL I(ARIIX)	09/18/2012	\$9.66	\$9.76	\$1,943	\$1,963	\$20	6.5%	888-44792	Global REITs Fund
355 109	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVNT II CL I(ARIIX)	06/20/2012	\$8.69	\$9.76	\$3,086	\$3,466	\$380	6.5%	888-44792	Global REITs Fund
572 034	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVNT II CL I(ARIIX)	12/27/2011	\$7.91	\$9.76	\$4,525	\$5,583	\$1,058	6.5%	888-44792	Global REITs Fund
595 855	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVNT II CL I(ARIIX)	10/11/2011	\$7.72	\$9.76	\$4,600	\$5,816	\$1,216	6.5%	888-44792	Global REITs Fund
12,976 563	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVNT II CL I(ARIIX)	09/29/2011	\$7.68	\$9.76	\$99,660	\$126,651	\$26,991	6.5%	888-44792	Global REITs Fund
2,286 349	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVNT II CL I(ARIIX)	02/09/2011	\$9.01	\$9.76	\$20,600	\$22,315	\$1,715	6.5%	888-44792	Global REITs Fund

Real Asset Securities

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
905 028	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I(ARIIX)	01/03/2011	\$8 95	\$9 76	\$8,100	\$8,833	\$733	6 5%	888-44792	Global REITs Fund
1,077 974	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I(ARIIX)	12/27/2010	\$8 69	\$9 76	\$9,368	\$10,521	\$1,153	6 5%	888-44792	Global REITs Fund
518 223	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I(ARIIX)	11/24/2010	\$8 78	\$9 76	\$4,550	\$5,058	\$508	6 5%	888-44792	Global REITs Fund
3,119 767	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I(ARIIX)	09/22/2010	\$8 60	\$9 76	\$26,830	\$30,449	\$3,619	6 5%	888-44792	Global REITs Fund
1,334 95	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I(ARIIX)	12/28/2009	\$7 82	\$9 76	\$10,439	\$13,029	\$2,590	6 5%	888-44792	Global REITs Fund
520 446	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I(ARIIX)	12/18/2009	\$8 07	\$9 76	\$4,200	\$5,080	\$880	6 5%	888-44792	Global REITs Fund
1,810 345	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I(ARIIX)	10/16/2009	\$8 12	\$9 76	\$14,700	\$17,669	\$2,969	6 5%	888-44792	Global REITs Fund
3,899 446	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I(ARIIX)	01/22/2009	\$5 42	\$9 76	\$21,135	\$38,059	\$16,924	6 5%	888-44792	Global REITs Fund
6,689 583	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I(ARIIX)	09/18/2008	\$9 39	\$9 76	\$62,815	\$65,290	\$2,475	6 5%	888-44792	Global REITs Fund
Total 38,502 021					\$312,254	\$375,780	\$63,525	6.5%		
TOTAL Real Asset Securities					\$312,254	\$375,780	\$63,525	6.5%		

Equities

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
6,069 565	AB DISCOVERY GROWTH FND CL ADV(CHCYX)	06/18/2012	\$7 00	\$7 48	\$42,487	\$45,400	\$2,913	0 0%	888-44792	Strategic Equities
140 759	AB DISCOVERY VALUE FUND CL ADV(ABYSX)	12/26/2012	\$17 54	\$17 35	\$2,469	\$2,442	(\$27)	0 0%	888-44792	Strategic Equities
2,601 597	AB DISCOVERY VALUE FUND CL ADV(ABYSX)	06/18/2012	\$16 02	\$17 35	\$41,678	\$45,138	\$3,460	0 0%	888-44792	Strategic Equities
Total 2,742 366					\$44,146	\$47,680	\$3,433	0.0%		
25	AFFILIATED MANAGERS GROUP INC(AMG)	12/10/2012	\$127 99	\$130 15	\$3,200	\$3,254	\$54	0 0%	888-44792	Strategic Equities
100	ALTRIA GROUP INC(MO)	12/28/2012	\$31 25	\$31 44	\$3,125	\$3,144	\$19	5 6%	888-44792	Strategic Equities
250	ALTRIA GROUP INC(MO)	08/17/2012	\$35 34	\$31 44	\$8,834	\$7,860	(\$974)	5 6%	888-44792	Strategic Equities
150	ALTRIA GROUP INC(MO)	07/26/2012	\$35 70	\$31 44	\$5,355	\$4,716	(\$639)	5 6%	888-44792	Strategic Equities
275	ALTRIA GROUP INC(MO)	05/21/2012	\$31 79	\$31 44	\$8,742	\$8,646	(\$96)	5 6%	888-44792	Strategic Equities
200	ALTRIA GROUP INC(MO)	10/11/2011	\$27 79	\$31 44	\$5,558	\$6,288	\$730	5 6%	888-44792	Strategic Equities
150	ALTRIA GROUP INC(MO)	03/25/2011	\$25 98	\$31 44	\$3,897	\$4,716	\$819	5 6%	888-44792	Strategic Equities

Equities

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
75	ALTRIA GROUP INC(MO)	03/18/2011	\$24.76	\$31.44	\$1,857	\$2,358	\$501	5.6%	888-44792	Strategic Equities
Total	1,200				\$37,368	\$37,728	\$360	5.6%		
65	AMAZON COM INC(AMZN)	11/14/2012	\$224.39	\$251.14	\$14,586	\$16,324	\$1,739	0.0%	888-44792	Strategic Equities
75	AMGEN INC(AMGN)	05/17/2012	\$71.38	\$86.32	\$5,354	\$6,474	\$1,121	2.2%	888-44792	Strategic Equities
200	ANSYS INC(ANSS)	07/06/2012	\$60.65	\$67.34	\$12,130	\$13,468	\$1,338	0.0%	888-44792	Strategic Equities
10	APPLE INC(AAPL)	11/22/2011	\$373.60	\$533.03	\$3,736	\$5,330	\$1,594	2.0%	888-44792	Strategic Equities
10	APPLE INC(AAPL)	11/14/2011	\$379.55	\$533.03	\$3,796	\$5,330	\$1,535	2.0%	888-44792	Strategic Equities
30	APPLE INC(AAPL)	09/29/2011	\$392.88	\$533.03	\$11,786	\$15,991	\$4,205	2.0%	888-44792	Strategic Equities
5	APPLE INC(AAPL)	03/07/2011	\$354.32	\$533.03	\$1,772	\$2,665	\$894	2.0%	888-44792	Strategic Equities
5	APPLE INC(AAPL)	02/14/2011	\$359.08	\$533.03	\$1,795	\$2,665	\$870	2.0%	888-44792	Strategic Equities
15	APPLE INC(AAPL)	09/22/2010	\$286.30	\$533.03	\$4,294	\$7,995	\$3,701	2.0%	888-44792	Strategic Equities
13	APPLE INC(AAPL)	05/11/2010	\$252.13	\$533.03	\$3,278	\$6,929	\$3,652	2.0%	888-44792	Strategic Equities
7	APPLE INC(AAPL)	02/05/2010	\$193.23	\$533.03	\$1,353	\$3,731	\$2,379	2.0%	888-44792	Strategic Equities
Total	95				\$31,810	\$50,638	\$18,828	2.0%		
400	APPLIED MATERIALS INC(AMAT)	02/01/2012	\$12.56	\$11.44	\$5,024	\$4,576	(\$448)	3.2%	888-44792	Strategic Equities
300	APPLIED MATERIALS INC(AMAT)	12/23/2011	\$10.67	\$11.44	\$3,201	\$3,432	\$231	3.2%	888-44792	Strategic Equities
225	APPLIED MATERIALS INC(AMAT)	11/23/2011	\$10.35	\$11.44	\$2,330	\$2,574	\$244	3.2%	888-44792	Strategic Equities
375	APPLIED MATERIALS INC(AMAT)	10/12/2011	\$11.36	\$11.44	\$4,259	\$4,290	\$31	3.2%	888-44792	Strategic Equities
100	APPLIED MATERIALS INC(AMAT)	10/05/2011	\$10.54	\$11.44	\$1,054	\$1,144	\$90	3.2%	888-44792	Strategic Equities
Total	1,400				\$15,867	\$16,016	\$149	3.2%		
200	ASTRAZENECA PLC-SPONS ADR(AZN)	08/29/2012	\$47.02	\$47.27	\$9,403	\$9,454	\$51	3.8%	888-44792	Strategic Equities
75	ASTRAZENECA PLC-SPONS ADR(AZN)	02/17/2012	\$45.29	\$47.27	\$3,397	\$3,545	\$148	3.8%	888-44792	Strategic Equities
50	ASTRAZENECA PLC-SPONS ADR(AZN)	10/19/2011	\$47.19	\$47.27	\$2,359	\$2,364	\$4	3.8%	888-44792	Strategic Equities
125	ASTRAZENECA PLC-SPONS ADR(AZN)	09/29/2011	\$45.03	\$47.27	\$5,629	\$5,909	\$279	3.8%	888-44792	Strategic Equities
50	ASTRAZENECA PLC-SPONS ADR(AZN)	03/10/2011	\$48.07	\$47.27	\$2,403	\$2,364	(\$40)	3.8%	888-44792	Strategic Equities
50	ASTRAZENECA PLC-SPONS ADR(AZN)	12/21/2010	\$45.80	\$47.27	\$2,290	\$2,364	\$74	3.8%	888-44792	Strategic Equities
125	ASTRAZENECA PLC-SPONS ADR(AZN)	11/26/2010	\$48.02	\$47.27	\$6,003	\$5,909	(\$94)	3.8%	888-44792	Strategic Equities
125	ASTRAZENECA PLC-SPONS ADR(AZN)	05/26/2010	\$40.95	\$47.27	\$5,118	\$5,909	\$791	3.8%	888-44792	Strategic Equities
Total	800				\$36,603	\$37,816	\$1,213	3.8%		
175	AT&T INC(T)	07/19/2012	\$35.48	\$33.71	\$6,209	\$5,899	(\$310)	5.3%	888-44792	Strategic Equities
125	AT&T INC(T)	04/08/2011	\$30.55	\$33.71	\$3,818	\$4,214	\$395	5.3%	888-44792	Strategic Equities
50	AT&T INC(T)	04/07/2011	\$30.48	\$33.71	\$1,524	\$1,686	\$161	5.3%	888-44792	Strategic Equities
Total	350				\$11,551	\$11,799	\$247	5.3%		

Equities

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
1,200	BANK OF AMERICA CORP(BAC)	12/12/2012	\$10.82	\$11.61	\$12,738	\$13,932	\$1,194	0.3%	888-44792	Strategic Equities
375	BB&T CORP(BBT)	09/19/2012	\$33.64	\$29.11	\$12,616	\$10,916	(\$1,699)	2.8%	888-44792	Strategic Equities
50	BECTON DICKINSON & CO(BDX)	12/28/2012	\$77.73	\$78.19	\$3,886	\$3,910	\$23	2.5%	888-44792	Strategic Equities
75	BECTON DICKINSON & CO(BDX)	10/12/2012	\$77.08	\$78.19	\$5,781	\$5,864	\$83	2.5%	888-44792	Strategic Equities
100	BECTON DICKINSON & CO(BDX)	07/30/2012	\$76.04	\$78.19	\$7,604	\$7,819	\$215	2.5%	888-44792	Strategic Equities
Total					\$17,271	\$17,593	\$322	2.5%		
50	BERKSHIRE HATHAWAY INC-CL B(BRK/B)	08/21/2012	\$85.72	\$89.70	\$4,286	\$4,485	\$199	0.0%	888-44792	Strategic Equities
100	BERKSHIRE HATHAWAY INC-CL B(BRK/B)	07/17/2012	\$84.51	\$89.70	\$8,451	\$8,970	\$519	0.0%	888-44792	Strategic Equities
Total					\$12,737	\$13,455	\$718	0.0%		
68,961	BERNSTEIN EMERGING MARKETS PORTFOLIO(SNEMX)	12/12/2012	\$27.63	\$28.27	\$1,905	\$1,950	\$44	1.3%	888-44792	Emerging Markets Fund
249,816	BERNSTEIN EMERGING MARKETS PORTFOLIO(SNEMX)	12/14/2011	\$23.91	\$28.27	\$5,973	\$7,062	\$1,089	1.3%	888-44792	Emerging Markets Fund
1,782	BERNSTEIN EMERGING MARKETS PORTFOLIO(SNEMX)	09/29/2011	\$25.46	\$28.27	\$45,360	\$50,377	\$5,017	1.3%	888-44792	Emerging Markets Fund
450,833	BERNSTEIN EMERGING MARKETS PORTFOLIO(SNEMX)	02/09/2011	\$32.72	\$28.27	\$14,750	\$12,745	(\$2,005)	1.3%	888-44792	Emerging Markets Fund
30,037	BERNSTEIN EMERGING MARKETS PORTFOLIO(SNEMX)	12/07/2010	\$32.81	\$28.27	\$986	\$849	(\$136)	1.3%	888-44792	Emerging Markets Fund
389,381	BERNSTEIN EMERGING MARKETS PORTFOLIO(SNEMX)	09/22/2010	\$30.82	\$28.27	\$12,000	\$11,008	(\$992)	1.3%	888-44792	Emerging Markets Fund
24,67	BERNSTEIN EMERGING MARKETS PORTFOLIO(SNEMX)	12/08/2009	\$28.18	\$28.27	\$695	\$697	\$2	1.3%	888-44792	Emerging Markets Fund
402,64	BERNSTEIN EMERGING MARKETS PORTFOLIO(SNEMX)	12/09/2008	\$14.72	\$28.27	\$5,927	\$11,383	\$5,456	1.3%	888-44792	Emerging Markets Fund
1,978,115	BERNSTEIN EMERGING MARKETS PORTFOLIO(SNEMX)	09/18/2008	\$26.00	\$28.27	\$51,431	\$55,921	\$4,490	1.3%	888-44792	Emerging Markets Fund
Total					\$139,027	\$151,992	\$12,965	1.3%		
727,802	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	12/28/2012	\$13.74	\$13.91	\$10,000	\$10,124	\$124	1.9%	888-44792	International Portfolio
949,85	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	12/12/2012	\$13.65	\$13.91	\$12,965	\$13,212	\$247	1.9%	888-44792	International Portfolio
33,719	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	06/28/2012	\$12.10	\$13.91	\$408	\$469	\$61	1.9%	888-44792	International Portfolio
3,389	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	05/16/2012	\$12.17	\$13.91	\$41	\$47	\$6	1.9%	888-44792	International Portfolio
1,244,292	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	01/19/2012	\$13.14	\$13.91	\$16,350	\$17,308	\$958	1.9%	888-44792	International Portfolio
12,938,871	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	09/29/2011	\$12.76	\$13.91	\$165,100	\$179,980	\$14,880	1.9%	888-44792	International Portfolio
384,298	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	09/22/2011	\$12.10	\$13.91	\$4,650	\$5,346	\$696	1.9%	888-44792	International Portfolio
507,752	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	09/09/2011	\$12.90	\$13.91	\$6,550	\$7,063	\$513	1.9%	888-44792	International Portfolio

Equities

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
353 759	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	05/18/2011	\$15 83	\$13 91	\$5,600	\$4,921	(\$679)	1 9%	888-44792	International Portfolio
893 855	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	02/15/2011	\$16 11	\$13 91	\$14,400	\$12,434	(\$1,966)	1 9%	888-44792	International Portfolio
2,197 296	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	02/09/2011	\$16 27	\$13 91	\$35,750	\$30,564	(\$5,186)	1 9%	888-44792	International Portfolio
1,670 935	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	12/31/2010	\$15 62	\$13 91	\$26,100	\$23,243	(\$2,857)	1 9%	888-44792	International Portfolio
2,708 054	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	09/22/2010	\$14 90	\$13 91	\$40,350	\$37,669	(\$2,681)	1 9%	888-44792	International Portfolio
4,646 631	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	12/16/2009	\$15 14	\$13 91	\$70,350	\$64,635	(\$5,715)	1 9%	888-44792	International Portfolio
353 535	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	04/21/2009	\$10 89	\$13 91	\$3,850	\$4,918	\$1,068	1 9%	888-44792	International Portfolio
987 952	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	01/22/2009	\$10 79	\$13 91	\$10,660	\$13,742	\$3,082	1 9%	888-44792	International Portfolio
227 825	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	10/01/2008	\$16 46	\$13 91	\$3,750	\$3,169	(\$581)	1 9%	888-44792	International Portfolio
19,959 401	BERNSTEIN INTERNATIONAL PORTFOLIO(SIMTX)	09/18/2008	\$17 14	\$13 91	\$342,104	\$277,635	(\$64,469)	1 9%	888-44792	International Portfolio
Total 50,789,216					\$768,979	\$706,478	(\$62,501)	1.9%		
150	BIOGEN IDEC INC(BIIB)	08/21/2012	\$143 87	\$146 67	\$21,580	\$22,001	\$420	0 0%	888-44792	Strategic Equities
75	BP PLC-SPONS ADR(BP)	01/30/2012	\$43 07	\$41 64	\$3,230	\$3,123	(\$107)	5 2%	888-44792	Strategic Equities
100	BP PLC-SPONS ADR(BP)	10/24/2011	\$41 59	\$41 64	\$4,159	\$4,164	\$5	5 2%	888-44792	Strategic Equities
200	BP PLC-SPONS ADR(BP)	10/07/2011	\$37 07	\$41 64	\$7,414	\$8,328	\$914	5 2%	888-44792	Strategic Equities
125	BP PLC-SPONS ADR(BP)	09/29/2011	\$36 75	\$41 64	\$4,593	\$5,205	\$612	5 2%	888-44792	Strategic Equities
150	BP PLC-SPONS ADR(BP)	09/14/2011	\$38 22	\$41 64	\$5,733	\$6,246	\$513	5 2%	888-44792	Strategic Equities
Total 650					\$25,129	\$27,066	\$1,937	5.2%		
75	CHEVRON CORP(CVX)	08/17/2012	\$112 91	\$108 14	\$8,468	\$8,111	(\$358)	3 3%	888-44792	Strategic Equities
50	CHEVRON CORP(CVX)	06/08/2012	\$100 20	\$108 14	\$5,010	\$5,407	\$397	3 3%	888-44792	Strategic Equities
Total 125					\$13,478	\$13,518	\$39	3.3%		
20	CHIPOTLE MEXICAN GRILL-CL A(CMG)	07/20/2012	\$318 24	\$297 46	\$6,365	\$5,949	(\$416)	0 0%	888-44792	Strategic Equities
20	CHIPOTLE MEXICAN GRILL-CL A(CMG)	06/15/2012	\$400 96	\$297 46	\$8,019	\$5,949	(\$2,070)	0 0%	888-44792	Strategic Equities
Total 40					\$14,384	\$11,898	(\$2,486)	0.0%		
301	CISCO SYSTEMS INC(CSCO)	08/17/2012	\$19 07	\$19 65	\$5,740	\$5,915	\$174	2 9%	888-44792	Strategic Equities
149	CISCO SYSTEMS INC(CSCO)	02/10/2012	\$20 00	\$19 65	\$2,980	\$2,928	(\$53)	2 9%	888-44792	Strategic Equities
175	CISCO SYSTEMS INC(CSCO)	02/08/2012	\$20 17	\$19 65	\$3,530	\$3,439	(\$91)	2 9%	888-44792	Strategic Equities
175	CISCO SYSTEMS INC(CSCO)	02/07/2012	\$20 26	\$19 65	\$3,545	\$3,439	(\$106)	2 9%	888-44792	Strategic Equities
Total 800					\$16,795	\$16,720	(\$75)	2.9%		
75	CIT GROUP INC(CIT)	04/27/2012	\$37 95	\$38 64	\$2,846	\$2,898	\$52	0 0%	888-44792	Strategic Equities
75	CIT GROUP INC(CIT)	02/01/2012	\$39 02	\$38 64	\$2,926	\$2,898	(\$28)	0 0%	888-44792	Strategic Equities
100	CIT GROUP INC(CIT)	01/31/2012	\$38 88	\$38 64	\$3,888	\$3,864	(\$24)	0 0%	888-44792	Strategic Equities
125	CIT GROUP INC(CIT)	01/11/2012	\$36 97	\$38 64	\$4,621	\$4,830	\$209	0 0%	888-44792	Strategic Equities

Equities

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
175	CIT GROUP INC(CIT)	12/12/2011	\$33 59	\$38 64	\$5,877	\$6,762	\$885	0 0 %	888-44792	Strategic Equities
Total					\$20,158	\$21,252	\$1,094	0.0%		
100	CITIGROUP INC(C)	10/24/2011	\$31 54	\$39 56	\$3,154	\$3,956	\$802	0 1 %	888-44792	Strategic Equities
275	CITIGROUP INC(C)	10/11/2011	\$27 13	\$39 56	\$7,461	\$10,879	\$3,418	0 1 %	888-44792	Strategic Equities
125	CITIGROUP INC(C)	07/22/2011	\$40 18	\$39 56	\$5,022	\$4,945	(\$77)	0 1 %	888-44792	Strategic Equities
50	CITIGROUP INC(C)	07/11/2011	\$40 73	\$39 56	\$2,036	\$1,978	(\$58)	0 1 %	888-44792	Strategic Equities
50	CITIGROUP INC(C)	06/07/2011	\$38 33	\$39 56	\$1,917	\$1,978	\$61	0 1 %	888-44792	Strategic Equities
75	CITIGROUP INC(C)	05/20/2011	\$41 22	\$39 56	\$3,091	\$2,967	(\$124)	0 1 %	888-44792	Strategic Equities
65	CITIGROUP INC(C)	05/17/2011	\$41 34	\$39 56	\$2,687	\$2,571	(\$116)	0 1 %	888-44792	Strategic Equities
100	CITIGROUP INC(C)	05/02/2011	\$45 46	\$39 56	\$4,546	\$3,956	(\$590)	0 1 %	888-44792	Strategic Equities
110	CITIGROUP INC(C)	04/20/2011	\$45 61	\$39 56	\$5,017	\$4,352	(\$665)	0 1 %	888-44792	Strategic Equities
50	CITIGROUP INC(C)	04/01/2011	\$44 73	\$39 56	\$2,236	\$1,978	(\$258)	0 1 %	888-44792	Strategic Equities
Total					\$37,168	\$39,560	\$2,393	0.1%		
75	CITRIX SYSTEMS INC(CTXS)	11/28/2012	\$59 66	\$65 75	\$4,475	\$4,931	\$456	0 0 %	888-44792	Strategic Equities
35	CITRIX SYSTEMS INC(CTXS)	11/29/2011	\$67 12	\$65 75	\$2,349	\$2,301	(\$48)	0 0 %	888-44792	Strategic Equities
75	CITRIX SYSTEMS INC(CTXS)	09/29/2011	\$57 22	\$65 75	\$4,292	\$4,931	\$640	0 0 %	888-44792	Strategic Equities
25	CITRIX SYSTEMS INC(CTXS)	06/20/2011	\$74 08	\$65 75	\$1,852	\$1,644	(\$208)	0 0 %	888-44792	Strategic Equities
45	CITRIX SYSTEMS INC(CTXS)	03/21/2011	\$68 39	\$65 75	\$3,078	\$2,959	(\$119)	0 0 %	888-44792	Strategic Equities
40	CITRIX SYSTEMS INC(CTXS)	01/07/2011	\$68 33	\$65 75	\$2,733	\$2,630	(\$103)	0 0 %	888-44792	Strategic Equities
30	CITRIX SYSTEMS INC(CTXS)	11/30/2010	\$67 23	\$65 75	\$2,017	\$1,973	(\$44)	0 0 %	888-44792	Strategic Equities
Total					\$20,795	\$21,369	\$574	0 0 %		
100	COACH INC(COH)	05/23/2012	\$67 77	\$55 51	\$6,777	\$5,551	(\$1,226)	2 2 %	888-44792	Strategic Equities
100	COACH INC(COH)	04/30/2012	\$73 14	\$55 51	\$7,314	\$5,551	(\$1,763)	2 2 %	888-44792	Strategic Equities
Total					\$14,091	\$11,102	(\$2,989)	2.2%		
50	COGNIZANT TECH SOLUTIONS-A(CTSH)	12/28/2012	\$72 46	\$74 05	\$3,623	\$3,703	\$79	0 0 %	888-44792	Strategic Equities
150	COGNIZANT TECH SOLUTIONS-A(CTSH)	05/03/2012	\$71 70	\$74 05	\$10,755	\$11,108	\$352	0 0 %	888-44792	Strategic Equities
125	COGNIZANT TECH SOLUTIONS-A(CTSH)	04/10/2012	\$75 32	\$74 05	\$9,415	\$9,256	(\$159)	0 0 %	888-44792	Strategic Equities
Total					\$23,794	\$24,066	\$273	0.0%		
90	COMCAST CORP-CLASS A(CMCSA)	08/16/2012	\$34 14	\$37 38	\$3,072	\$3,364	\$292	1 7 %	888-44792	Strategic Equities
210	COMCAST CORP-CLASS A(CMCSA)	09/29/2011	\$22 30	\$37 38	\$4,682	\$7,850	\$3,167	1 7 %	888-44792	Strategic Equities
100	COMCAST CORP-CLASS A(CMCSA)	04/18/2011	\$23 98	\$37 38	\$2,398	\$3,738	\$1,340	1 7 %	888-44792	Strategic Equities
Total					\$10,153	\$14,952	\$4,799	1.7%		
50	DANAHER CORP(DHR)	03/13/2012	\$54 30	\$55 90	\$2,715	\$2,795	\$80	0 2 %	888-44792	Strategic Equities

Equities

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
50	DANAHER CORP(DHR)	11/22/2011	\$45 90	\$55 90	\$2,295	\$2,795	\$500	0 2%	888-44792	Strategic Equities
100	DANAHER CORP(DHR)	09/29/2011	\$43 38	\$55 90	\$4,338	\$5,590	\$1,252	0 2%	888-44792	Strategic Equities
50	DANAHER CORP(DHR)	04/06/2011	\$52 20	\$55 90	\$2,610	\$2,795	\$185	0 2%	888-44792	Strategic Equities
45	DANAHER CORP(DHR)	03/07/2011	\$50 12	\$55 90	\$2,256	\$2,516	\$260	0 2%	888-44792	Strategic Equities
50	DANAHER CORP(DHR)	09/22/2010	\$40 60	\$55 90	\$2,030	\$2,795	\$765	0 2%	888-44792	Strategic Equities
346					\$16,243	\$19,286	\$3,042	0.2%		
300	DELTA AIR LINES INC(DAL)	09/29/2011	\$8 01	\$11 87	\$2,404	\$3,561	\$1,157	0 0%	888-44792	Strategic Equities
250	DELTA AIR LINES INC(DAL)	07/22/2011	\$8 11	\$11 87	\$2,027	\$2,968	\$940	0 0%	888-44792	Strategic Equities
150	DELTA AIR LINES INC(DAL)	02/11/2011	\$11 94	\$11 87	\$1,790	\$1,781	(\$10)	0 0%	888-44792	Strategic Equities
700					\$6,222	\$8,309	\$2,087	0.0%		
125	DIAMOND OFFSHORE DRILLING(DO)	11/14/2012	\$65 39	\$67 96	\$8,173	\$8,495	\$322	0 7%	888-44792	Strategic Equities
150	DIAMOND OFFSHORE DRILLING(DO)	11/09/2012	\$65 15	\$67 96	\$9,773	\$10,194	\$421	0 7%	888-44792	Strategic Equities
275					\$17,946	\$18,689	\$743	0.7%		
125	DIRECTV(DTV)	11/09/2012	\$49 07	\$50 16	\$6,134	\$6,270	\$136	0 0%	888-44792	Strategic Equities
375	DISCOVER FINANCIAL SERVICES(DFS)	11/19/2012	\$40 54	\$38 55	\$15,201	\$14,456	(\$745)	1 5%	888-44792	Strategic Equities
325	EATON CORP PLC(ETN)	08/14/2012	\$45 69	\$54 18	\$14,851	\$17,609	\$2,758	0 0%	888-44792	Strategic Equities
175	EBAY INC(EBAY)	08/29/2012	\$47 56	\$51 02	\$8,322	\$8,929	\$606	0 0%	888-44792	Strategic Equities
70	EOG RESOURCES INC(EOG)	09/29/2011	\$73 41	\$120 79	\$5,139	\$8,455	\$3,317	0 6%	888-44792	Strategic Equities
75	EVEREST RE GROUP LTD(RE)	12/26/2012	\$108 92	\$109 95	\$8,169	\$8,246	\$77	1 8%	888-44792	Strategic Equities
275	EXXON MOBIL CORP(XOM)	06/08/2012	\$80 16	\$86 55	\$22,043	\$23,801	\$1,758	2 6%	888-44792	Strategic Equities
75	F5 NETWORKS INC(FFIV)	05/24/2012	\$109 62	\$97 15	\$8,221	\$7,286	(\$935)	0 0%	888-44792	Strategic Equities
25	F5 NETWORKS INC(FFIV)	04/20/2012	\$133 20	\$97 15	\$3,330	\$2,429	(\$901)	0 0%	888-44792	Strategic Equities
100					\$11,551	\$9,715	(\$1,836)	0.0%		
125	FIDELITY NATIONAL FINANCIAL IN(FNF)	10/05/2012	\$22 58	\$23 55	\$2,822	\$2,944	\$122	2 7%	888-44792	Strategic Equities
350	FIDELITY NATIONAL FINANCIAL IN(FNF)	09/19/2012	\$20 09	\$23 55	\$7,030	\$8,243	\$1,212	2 7%	888-44792	Strategic Equities
475					\$9,853	\$11,186	\$1,334	2.7%		
100	FIDELITY NATIONAL INFORMATION(FIS)	11/12/2012	\$34 94	\$34 81	\$3,494	\$3,481	(\$13)	2 3%	888-44792	Strategic Equities
250	FIDELITY NATIONAL INFORMATION(FIS)	09/21/2012	\$32 66	\$34 81	\$8,165	\$8,703	\$537	2 3%	888-44792	Strategic Equities
350					\$11,659	\$12,184	\$524	2.3%		
75	FISERV INC(FISV)	12/27/2012	\$78 67	\$79 03	\$5,900	\$5,927	\$27	0 0%	888-44792	Strategic Equities
1,300	FORD MOTOR CO(F)	11/09/2012	\$10 87	\$12 95	\$14,136	\$16,835	\$2,699	1 5%	888-44792	Strategic Equities
200	GENERAL ELECTRIC CO(GE)	08/16/2012	\$20 95	\$20 99	\$4,191	\$4,198	\$7	3 6%	888-44792	Strategic Equities
550	GENERAL ELECTRIC CO(GE)	01/01/1950	\$0 00	\$20 99	\$0	\$11,545	\$11,545	3 6%	888-44792	Strategic Equities

Equities

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
760					\$4,191	\$16,743	\$11,552	3.6%		
6	GOOGLE INC-CL A(GOOG)	08/17/2012	\$674 01	\$709 37	\$4,044	\$4,256	\$212	0 0%	888-44792	Strategic Equities
5	GOOGLE INC-CL A(GOOG)	11/22/2011	\$580 52	\$709 37	\$2,903	\$3,547	\$644	0 0%	888-44792	Strategic Equities
20	GOOGLE INC-CL A(GOOG)	09/29/2011	\$531 46	\$709 37	\$10,629	\$14,187	\$3,558	0 0%	888-44792	Strategic Equities
5	GOOGLE INC-CL A(GOOG)	03/30/2011	\$583 97	\$709 37	\$2,920	\$3,547	\$627	0 0%	888-44792	Strategic Equities
4	GOOGLE INC-CL A(GOOG)	02/25/2011	\$613 67	\$709 37	\$2,455	\$2,837	\$383	0 0%	888-44792	Strategic Equities
5	GOOGLE INC-CL A(GOOG)	09/22/2010	\$515 18	\$709 37	\$2,576	\$3,547	\$971	0 0%	888-44792	Strategic Equities
45					\$25,526	\$31,922	\$6,395	0 0%		
65	HARLEY DAVIDSON INC(HOG)	11/02/2011	\$38 69	\$48 83	\$2,515	\$3,174	\$659	1 3%	888-44792	Strategic Equities
120	HARLEY DAVIDSON INC(HOG)	10/25/2011	\$38 26	\$48 83	\$4,591	\$5,860	\$1,269	1 3%	888-44792	Strategic Equities
185					\$7,106	\$9,034	\$1,928	1.3%		
75	HARRIS CORP(HRS)	12/28/2012	\$48 66	\$48 96	\$3,649	\$3,672	\$23	3 0%	888-44792	Strategic Equities
150	HARRIS CORP(HRS)	09/27/2012	\$51 26	\$48 96	\$7,690	\$7,344	(\$346)	3 0%	888-44792	Strategic Equities
225					\$11,339	\$11,016	(\$323)	3 0%		
70	HEALTH NET INC(HINT)	08/01/2011	\$26 95	\$24 30	\$1,886	\$1,701	(\$185)	0 0%	888-44792	Strategic Equities
115	HEALTH NET INC(HINT)	11/23/2010	\$26 45	\$24 30	\$3,042	\$2,795	(\$247)	0 0%	888-44792	Strategic Equities
185					\$4,928	\$4,496	(\$433)	0 0%		
100	HEWLETT-PACKARD CO(HPO)	04/12/2012	\$24 83	\$14 25	\$2,483	\$1,425	(\$1,058)	3 7%	888-44792	Strategic Equities
100	HEWLETT-PACKARD CO(HPO)	02/27/2012	\$26 38	\$14 25	\$2,638	\$1,425	(\$1,213)	3 7%	888-44792	Strategic Equities
100	HEWLETT-PACKARD CO(HPO)	12/21/2011	\$25 48	\$14 25	\$2,548	\$1,425	(\$1,123)	3 7%	888-44792	Strategic Equities
100	HEWLETT-PACKARD CO(HPO)	11/23/2011	\$25 93	\$14 25	\$2,593	\$1,425	(\$1,168)	3 7%	888-44792	Strategic Equities
275	HEWLETT-PACKARD CO(HPO)	09/29/2011	\$23 95	\$14 25	\$6,587	\$3,919	(\$2,668)	3 7%	888-44792	Strategic Equities
100	HEWLETT-PACKARD CO(HPO)	08/23/2011	\$24 31	\$14 25	\$2,431	\$1,425	(\$1,006)	3 7%	888-44792	Strategic Equities
75	HEWLETT-PACKARD CO(HPO)	08/19/2011	\$23 52	\$14 25	\$1,764	\$1,069	(\$695)	3 7%	888-44792	Strategic Equities
100	HEWLETT-PACKARD CO(HPO)	08/08/2011	\$31 52	\$14 25	\$3,152	\$1,425	(\$1,727)	3 7%	888-44792	Strategic Equities
175	HEWLETT-PACKARD CO(HPO)	08/05/2011	\$32 48	\$14 25	\$5,684	\$2,494	(\$3,190)	3 7%	888-44792	Strategic Equities
50	HEWLETT-PACKARD CO(HPO)	02/28/2011	\$43 55	\$14 25	\$2,178	\$713	(\$1,465)	3 7%	888-44792	Strategic Equities
88	HEWLETT-PACKARD CO(HPO)	02/23/2011	\$43 18	\$14 25	\$3,800	\$1,254	(\$2,546)	3 7%	888-44792	Strategic Equities
65	HEWLETT-PACKARD CO(HPO)	06/28/2010	\$46 22	\$14 25	\$3,005	\$926	(\$2,078)	3 7%	888-44792	Strategic Equities
120	HEWLETT-PACKARD CO(HPO)	05/25/2010	\$45 14	\$14 25	\$5,416	\$1,710	(\$3,706)	3 7%	888-44792	Strategic Equities
10	HEWLETT-PACKARD CO(HPO)	05/10/2010	\$49 45	\$14 25	\$495	\$143	(\$352)	3 7%	888-44792	Strategic Equities
7	HEWLETT-PACKARD CO(HPO)	10/23/2009	\$48 64	\$14 25	\$340	\$100	(\$241)	3 7%	888-44792	Strategic Equities
35	HEWLETT-PACKARD CO(HPO)	09/23/2008	\$47 43	\$14 25	\$1,660	\$499	(\$1,161)	3 7%	888-44792	Strategic Equities

Equities

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
1,500					\$46,773	\$21,375	(\$25,398)	3.7%		
75	HOME DEPOT INC(HD)	08/17/2012	\$56.92	\$61.85	\$4,269	\$4,639	\$370	1.9%	888-44792	Strategic Equities
150	HOME DEPOT INC(HD)	07/13/2012	\$52.01	\$61.85	\$7,801	\$9,278	\$1,477	1.9%	888-44792	Strategic Equities
100	HOME DEPOT INC(HD)	05/30/2012	\$49.60	\$61.85	\$4,960	\$6,185	\$1,225	1.9%	888-44792	Strategic Equities
325					\$17,030	\$20,101	\$3,072	1.9%		
75	IDEXX LABS CORP(IDXX)	08/08/2012	\$89.57	\$92.80	\$6,717	\$6,960	\$243	0.0%	888-44792	Strategic Equities
100	IDEXX LABS CORP(IDXX)	07/20/2012	\$89.67	\$92.80	\$8,967	\$9,280	\$313	0.0%	888-44792	Strategic Equities
175					\$15,684	\$16,240	\$556	0.0%		
25	INTERCONTINENTALEXCHANGE INC(ICE)	12/28/2012	\$123.68	\$123.81	\$3,092	\$3,095	\$3	0.0%	888-44792	Strategic Equities
25	INTERCONTINENTALEXCHANGE INC(ICE)	12/04/2012	\$131.31	\$123.81	\$3,283	\$3,095	(\$188)	0.0%	888-44792	Strategic Equities
25	INTERCONTINENTALEXCHANGE INC(ICE)	11/09/2012	\$130.58	\$123.81	\$3,264	\$3,095	(\$169)	0.0%	888-44792	Strategic Equities
100	INTERCONTINENTALEXCHANGE INC(ICE)	09/13/2012	\$135.62	\$123.81	\$13,562	\$12,381	(\$1,181)	0.0%	888-44792	Strategic Equities
175					\$23,201	\$21,667	(\$1,534)	0.0%		
20	INTL BUSINESS MACHINES CORP(IBM)	12/28/2012	\$190.92	\$191.55	\$3,818	\$3,831	\$13	1.8%	888-44792	Strategic Equities
30	INTL BUSINESS MACHINES CORP(IBM)	09/25/2012	\$205.72	\$191.55	\$6,172	\$5,747	(\$425)	1.8%	888-44792	Strategic Equities
30	INTL BUSINESS MACHINES CORP(IBM)	08/16/2012	\$199.72	\$191.55	\$5,992	\$5,747	(\$245)	1.8%	888-44792	Strategic Equities
90	INTL BUSINESS MACHINES CORP(IBM)	05/31/2012	\$194.30	\$191.55	\$17,487	\$17,240	(\$248)	1.8%	888-44792	Strategic Equities
170					\$33,469	\$32,564	(\$905)	1.8%		
50	INTUIT INC(NTU)	05/04/2012	\$57.06	\$59.50	\$2,853	\$2,975	\$122	1.1%	888-44792	Strategic Equities
100	INTUIT INC(NTU)	09/29/2011	\$48.66	\$59.50	\$4,866	\$5,950	\$1,084	1.1%	888-44792	Strategic Equities
50	INTUIT INC(NTU)	08/23/2011	\$44.47	\$59.50	\$2,223	\$2,975	\$752	1.1%	888-44792	Strategic Equities
25	INTUIT INC(NTU)	03/10/2011	\$50.08	\$59.50	\$1,252	\$1,488	\$236	1.1%	888-44792	Strategic Equities
225					\$11,194	\$13,388	\$2,194	1.1%		
30	INTUITIVE SURGICAL INC(ISRG)	11/14/2012	\$530.29	\$490.37	\$15,909	\$14,711	(\$1,198)	0.0%	888-44792	Strategic Equities
200	JOHNSON & JOHNSON(JNJ)	10/11/2011	\$64.01	\$70.10	\$12,801	\$14,020	\$1,219	3.5%	888-44792	Strategic Equities
100	JOHNSON & JOHNSON(JNJ)	02/09/2011	\$60.73	\$70.10	\$6,073	\$7,010	\$937	3.5%	888-44792	Strategic Equities
25	JOHNSON & JOHNSON(JNJ)	12/13/2010	\$61.83	\$70.10	\$1,546	\$1,753	\$207	3.5%	888-44792	Strategic Equities
50	JOHNSON & JOHNSON(JNJ)	09/28/2010	\$62.29	\$70.10	\$3,115	\$3,505	\$390	3.5%	888-44792	Strategic Equities
375					\$23,535	\$26,288	\$2,753	3.5%		
100	JPMORGAN CHASE & CO(JPM)	10/23/2012	\$41.42	\$43.97	\$4,142	\$4,397	\$255	2.7%	888-44792	Strategic Equities
150	JPMORGAN CHASE & CO(JPM)	01/01/1950	\$0.00	\$43.97	\$0	\$6,595	\$6,595	2.7%	888-44792	Strategic Equities
250					\$4,142	\$10,992	\$6,850	2.7%		
125	KINDER MORGAN INC(KMI)	11/12/2012	\$32.57	\$35.33	\$4,072	\$4,416	\$345	4.1%	888-44792	Strategic Equities

Equities

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
100	KINDER MORGAN INC(KMI)	11/06/2012	\$34.13	\$35.33	\$3,413	\$3,533	\$120	4.1%	888-44792	Strategic Equities
325	KINDER MORGAN INC(KMI)	10/17/2012	\$35.74	\$35.33	\$11,614	\$11,482	(\$132)	4.1%	888-44792	Strategic Equities
550					\$19,099	\$19,432	\$333	4.1%		
125	KRAFT FOODS GROUP INC-W/II(KRFT)	10/05/2012	\$47.55	\$45.47	\$5,943	\$5,684	(\$260)	4.4%	888-44792	Strategic Equities
25	KRAFT FOODS GROUP INC-W/II(KRFT)	08/21/2012	\$42.60	\$45.47	\$1,065	\$1,137	\$72	4.4%	888-44792	Strategic Equities
50	KRAFT FOODS GROUP INC-W/II(KRFT)	08/02/2012	\$40.51	\$45.47	\$2,025	\$2,274	\$248	4.4%	888-44792	Strategic Equities
200					\$9,034	\$9,094	\$60	4.4%		
100	KROGER CO(KR)	02/17/2012	\$24.01	\$26.02	\$2,401	\$2,602	\$201	2.3%	888-44792	Strategic Equities
100	KROGER CO(KR)	02/09/2012	\$23.73	\$26.02	\$2,373	\$2,602	\$229	2.3%	888-44792	Strategic Equities
100	KROGER CO(KR)	02/03/2012	\$24.04	\$26.02	\$2,404	\$2,602	\$198	2.3%	888-44792	Strategic Equities
100	KROGER CO(KR)	10/17/2011	\$22.52	\$26.02	\$2,252	\$2,602	\$350	2.3%	888-44792	Strategic Equities
125	KROGER CO(KR)	09/29/2011	\$22.22	\$26.02	\$2,777	\$3,253	\$476	2.3%	888-44792	Strategic Equities
125	KROGER CO(KR)	02/09/2011	\$22.45	\$26.02	\$2,806	\$3,253	\$446	2.3%	888-44792	Strategic Equities
550	KROGER CO(KR)	02/04/2011	\$22.32	\$26.02	\$12,273	\$14,311	\$2,038	2.3%	888-44792	Strategic Equities
1,200					\$27,286	\$31,224	\$3,938	2.3%		
100	LIBERTY MEDIA CORP - LIBER-A(LMCA)	10/24/2012	\$111.92	\$116.01	\$11,192	\$11,601	\$409	0.0%	888-44792	Strategic Equities
75	LINKEDIN CORP - A(LNKD)	11/09/2012	\$98.39	\$114.82	\$7,379	\$8,612	\$1,232	0.0%	888-44792	Strategic Equities
20	LORILLARD INC(LO)	11/01/2011	\$107.98	\$116.67	\$2,160	\$2,333	\$174	5.3%	888-44792	Strategic Equities
75	LORILLARD INC(LO)	10/11/2011	\$117.82	\$116.67	\$8,836	\$8,750	(\$86)	5.3%	888-44792	Strategic Equities
70	LORILLARD INC(LO)	08/15/2011	\$103.90	\$116.67	\$7,273	\$8,167	\$894	5.3%	888-44792	Strategic Equities
165					\$18,269	\$19,251	\$981	5.3%		
70	LYONDELLBASELL INDU-CL A(LYB)	12/06/2012	\$51.95	\$57.09	\$3,636	\$3,996	\$360	0.2%	888-44792	Strategic Equities
125	LYONDELLBASELL INDU-CL A(LYB)	10/03/2011	\$24.50	\$57.09	\$3,063	\$7,136	\$4,073	0.2%	888-44792	Strategic Equities
105	LYONDELLBASELL INDU-CL A(LYB)	09/29/2011	\$8.67	\$57.09	\$910	\$5,994	\$5,084	0.2%	888-44792	Strategic Equities
300					\$7,609	\$17,127	\$9,518	0.2%		
500	MACY'S INC(M)	07/24/2012	\$34.21	\$39.02	\$17,107	\$19,510	\$2,403	2.1%	888-44792	Strategic Equities
200	MARSH & MCLENNAN COS INC(MMC)	12/26/2012	\$34.66	\$34.47	\$6,932	\$6,894	(\$38)	2.7%	888-44792	Strategic Equities
125	MCDONALD'S CORP(MCD)	06/15/2012	\$90.45	\$88.21	\$11,306	\$11,026	(\$280)	3.5%	888-44792	Strategic Equities
100	MCKESSON CORP(MCK)	05/31/2012	\$87.59	\$96.96	\$8,759	\$9,696	\$937	0.8%	888-44792	Strategic Equities
75	MCKESSON CORP(MCK)	05/03/2012	\$90.93	\$96.96	\$6,819	\$7,272	\$453	0.8%	888-44792	Strategic Equities
175					\$15,578	\$16,968	\$1,390	0.8%		
75	MEDTRONIC INC(MDT)	11/12/2012	\$41.51	\$41.02	\$3,113	\$3,077	(\$37)	2.5%	888-44792	Strategic Equities
325	MEDTRONIC INC(MDT)	09/26/2012	\$43.45	\$41.02	\$14,121	\$13,332	(\$790)	2.5%	888-44792	Strategic Equities

Equities

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
400					\$17,234	\$16,408	(\$826)	2.5%		
125	MERCK & CO INC (MRK)	09/20/2012	\$44 75	\$40 94	\$5,594	\$5,118	(\$476)	4 2%	888-44792	Strategic Equities
150	MERCK & CO INC (MRK)	08/06/2012	\$44 55	\$40 94	\$6,682	\$6,141	(\$541)	4 2%	888-44792	Strategic Equities
275					\$12,276	\$11,269	(\$1,017)	4 2%		
200	MGM RESORTS INTERNATIONAL(MGM)	04/10/2012	\$13 67	\$11 64	\$2,733	\$2,328	(\$405)	0 0%	888-44792	Strategic Equities
300	MGM RESORTS INTERNATIONAL(MGM)	02/28/2012	\$13 55	\$11 64	\$4,065	\$3,492	(\$573)	0 0%	888-44792	Strategic Equities
900	MGM RESORTS INTERNATIONAL(MGM)	01/06/2012	\$11 11	\$11 64	\$9,995	\$10,476	\$481	0 0%	888-44792	Strategic Equities
1,400					\$16,793	\$16,296	(\$497)	0.0%		
500	MICRON TECHNOLOGY INC(MU)	11/14/2011	\$5 32	\$6 35	\$2,660	\$3,175	\$515	0 0%	888-44792	Strategic Equities
775	MICRON TECHNOLOGY INC(MU)	10/25/2011	\$5 55	\$6 35	\$4,298	\$4,921	\$624	0 0%	888-44792	Strategic Equities
1,275					\$6,957	\$8,096	\$1,139	0.0%		
100	MICROSOFT CORP(MSFT)	11/26/2012	\$27 28	\$26 73	\$2,728	\$2,673	(\$55)	3 4%	888-44792	Strategic Equities
275	MICROSOFT CORP(MSFT)	09/14/2012	\$31 10	\$26 73	\$8,552	\$7,351	(\$1,202)	3 4%	888-44792	Strategic Equities
75	MICROSOFT CORP(MSFT)	08/16/2012	\$30 45	\$26 73	\$2,284	\$2,005	(\$279)	3 4%	888-44792	Strategic Equities
450					\$13,564	\$12,029	(\$1,535)	3.4%		
50	NATIONAL - OILWELL INC(NOV)	06/21/2012	\$66 34	\$68 35	\$3,317	\$3,418	\$100	0 8%	888-44792	Strategic Equities
115	NATIONAL - OILWELL INC(NOV)	03/28/2012	\$77 65	\$68 35	\$8,930	\$7,860	(\$1,069)	0 8%	888-44792	Strategic Equities
35	NATIONAL - OILWELL INC(NOV)	02/16/2012	\$83 85	\$68 35	\$2,935	\$2,392	(\$543)	0 8%	888-44792	Strategic Equities
200					\$15,182	\$13,670	(\$1,512)	0.8%		
25	NOBLE ENERGY INC(NBL)	01/04/2012	\$97 28	\$101 74	\$2,432	\$2,544	\$112	1 0%	888-44792	Strategic Equities
75	NOBLE ENERGY INC(NBL)	09/29/2011	\$72 21	\$101 74	\$5,416	\$7,631	\$2,215	1 0%	888-44792	Strategic Equities
25	NOBLE ENERGY INC(NBL)	05/12/2011	\$87 51	\$101 74	\$2,188	\$2,544	\$356	1 0%	888-44792	Strategic Equities
25	NOBLE ENERGY INC(NBL)	03/07/2011	\$93 07	\$101 74	\$2,327	\$2,544	\$217	1 0%	888-44792	Strategic Equities
25	NOBLE ENERGY INC(NBL)	02/28/2011	\$91 44	\$101 74	\$2,286	\$2,544	\$257	1 0%	888-44792	Strategic Equities
175					\$14,648	\$17,805	\$3,156	1.0%		
375	NV ENERGY INC(NVE)	07/25/2012	\$17 79	\$18 14	\$6,672	\$6,803	\$131	3 8%	888-44792	Strategic Equities
150	NV ENERGY INC(NVE)	01/06/2012	\$15 87	\$18 14	\$2,381	\$2,721	\$340	3 8%	888-44792	Strategic Equities
125	NV ENERGY INC(NVE)	10/12/2011	\$15 23	\$18 14	\$1,903	\$2,268	\$364	3 8%	888-44792	Strategic Equities
650					\$10,956	\$11,791	\$835	3.8%		
125	PARTNERRE LTD(PRE)	11/12/2012	\$78 97	\$80 49	\$9,871	\$10,061	\$191	3 0%	888-44792	Strategic Equities
100	PETSMART(PETM)	12/31/2012	\$67 60	\$68 34	\$6,760	\$6,834	\$74	1 0%	888-44792	Strategic Equities
1,900	PFIZER INC(PFE)	01/01/1950	\$0 00	\$25 08	\$0	\$47,650	\$47,650	3 8%	888-44792	Strategic Equities
50	PHILIP MORRIS INTERNATIONAL(PM)	12/28/2012	\$83 17	\$83 64	\$4,159	\$4,182	\$23	4 1%	888-44792	Strategic Equities

Equities

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
50	PHILIP MORRIS INTERNATIONAL(PM)	11/12/2012	\$85 26	\$83 64	\$4,263	\$4,182	(\$81)	4 1%	888-44792	Strategic Equities
50	PHILIP MORRIS INTERNATIONAL(PM)	11/06/2012	\$87 32	\$83 64	\$4,366	\$4,182	(\$184)	4 1%	888-44792	Strategic Equities
125	PHILIP MORRIS INTERNATIONAL(PM)	08/24/2012	\$89 05	\$83 64	\$11,131	\$10,455	(\$676)	4 1%	888-44792	Strategic Equities
100	PHILIP MORRIS INTERNATIONAL(PM)	05/21/2012	\$84 50	\$83 64	\$8,450	\$8,364	(\$86)	4 1%	888-44792	Strategic Equities
376					\$32,368	\$31,365	(\$1,003)	4.1%		
25	PRECISION CASTPARTS CORP(PCP)	02/02/2012	\$166 48	\$189 42	\$4,162	\$4,736	\$573	0 1%	888-44792	Strategic Equities
20	PRECISION CASTPARTS CORP(PCP)	11/11/2011	\$167 75	\$189 42	\$3,355	\$3,788	\$433	0 1%	888-44792	Strategic Equities
15	PRECISION CASTPARTS CORP(PCP)	10/24/2011	\$172 38	\$189 42	\$2,586	\$2,841	\$256	0 1%	888-44792	Strategic Equities
35	PRECISION CASTPARTS CORP(PCP)	09/29/2011	\$161 28	\$189 42	\$5,645	\$6,630	\$985	0 1%	888-44792	Strategic Equities
15	PRECISION CASTPARTS CORP(PCP)	08/25/2011	\$153 49	\$189 42	\$2,302	\$2,841	\$539	0 1%	888-44792	Strategic Equities
25	PRECISION CASTPARTS CORP(PCP)	06/14/2011	\$152 70	\$189 42	\$3,817	\$4,736	\$918	0 1%	888-44792	Strategic Equities
135					\$21,867	\$26,572	\$3,705	0.1%		
75	PROCTER & GAMBLE CO(PG)	05/21/2012	\$63 24	\$67 89	\$4,743	\$5,092	\$349	3 3%	888-44792	Strategic Equities
225	PULTE GROUP INC(PHM)	09/14/2012	\$16 46	\$18 16	\$3,704	\$4,086	\$382	0 0%	888-44792	Strategic Equities
325	PULTE GROUP INC(PHM)	09/10/2012	\$14 62	\$18 16	\$4,751	\$5,902	\$1,151	0 0%	888-44792	Strategic Equities
550					\$8,464	\$9,988	\$1,524	0.0%		
75	REYNOLDS AMERICAN INC(RAI)	12/28/2012	\$41 22	\$41 43	\$3,092	\$3,107	\$16	5 7%	888-44792	Strategic Equities
175	REYNOLDS AMERICAN INC(RAI)	05/22/2012	\$41 41	\$41 43	\$7,247	\$7,250	\$4	5 7%	888-44792	Strategic Equities
250					\$10,338	\$10,368	\$30	5.7%		
70	SCHLUMBERGER LTD(SLB)	08/20/2012	\$74 39	\$69 30	\$5,207	\$4,851	(\$356)	1 6%	888-44792	Strategic Equities
50	SCHLUMBERGER LTD(SLB)	02/06/2012	\$78 62	\$69 30	\$3,931	\$3,465	(\$466)	1 6%	888-44792	Strategic Equities
50	SCHLUMBERGER LTD(SLB)	01/11/2012	\$69 66	\$69 30	\$3,483	\$3,465	(\$18)	1 6%	888-44792	Strategic Equities
115	SCHLUMBERGER LTD(SLB)	09/29/2011	\$61 42	\$69 30	\$7,063	\$7,969	\$906	1 6%	888-44792	Strategic Equities
40	SCHLUMBERGER LTD(SLB)	09/22/2010	\$59 19	\$69 30	\$2,368	\$2,772	\$404	1 6%	888-44792	Strategic Equities
25	SCHLUMBERGER LTD(SLB)	04/06/2010	\$66 90	\$69 30	\$1,672	\$1,732	\$60	1 6%	888-44792	Strategic Equities
350					\$23,725	\$24,255	\$530	1.6%		
20	SHERWIN-WILLIAMS CO/THE(SHW)	12/28/2012	\$151 90	\$153 82	\$3,038	\$3,076	\$38	1 0%	888-44792	Strategic Equities
125	SHERWIN-WILLIAMS CO/THE(SHW)	06/06/2012	\$127 05	\$153 82	\$15,881	\$19,228	\$3,346	1 0%	888-44792	Strategic Equities
145					\$18,919	\$22,304	\$3,384	1.0%		
75	STARBUCKS CORP(SBUX)	12/21/2012	\$53 43	\$53 62	\$4,007	\$4,022	\$15	1 6%	888-44792	Strategic Equities
125	STARBUCKS CORP(SBUX)	09/29/2011	\$39 13	\$53 62	\$4,892	\$6,703	\$1,811	1 6%	888-44792	Strategic Equities
75	STARBUCKS CORP(SBUX)	07/15/2011	\$39 48	\$53 62	\$2,961	\$4,022	\$1,060	1 6%	888-44792	Strategic Equities
75	STARBUCKS CORP(SBUX)	11/24/2010	\$30 89	\$53 62	\$2,317	\$4,022	\$1,705	1 6%	888-44792	Strategic Equities

Equities

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
360					\$14,177	\$18,767	\$4,590	1.6%		
Total										
75	THE WALT DISNEY CO (DIS)	02/15/2012	\$41.47	\$49.79	\$3,110	\$3,734	\$624	1.5%	888-44792	Strategic Equities
125	THE WALT DISNEY CO (DIS)	11/22/2011	\$34.10	\$49.79	\$4,263	\$6,224	\$1,961	1.5%	888-44792	Strategic Equities
150	THE WALT DISNEY CO (DIS)	09/29/2011	\$31.00	\$49.79	\$4,649	\$7,469	\$2,819	1.5%	888-44792	Strategic Equities
50	THE WALT DISNEY CO (DIS)	08/11/2011	\$32.26	\$49.79	\$1,613	\$2,490	\$876	1.5%	888-44792	Strategic Equities
400					\$13,636	\$19,916	\$6,280	1.6%		
175	TIBCO SOFTWARE INC(TIBX)	09/22/2012	\$28.83	\$22.01	\$5,045	\$3,852	(\$1,194)	0.0%	888-44792	Strategic Equities
125	TIBCO SOFTWARE INC(TIBX)	05/24/2012	\$29.58	\$22.01	\$3,698	\$2,751	(\$946)	0.0%	888-44792	Strategic Equities
100	TIBCO SOFTWARE INC(TIBX)	04/10/2012	\$32.47	\$22.01	\$3,247	\$2,201	(\$1,046)	0.0%	888-44792	Strategic Equities
150	TIBCO SOFTWARE INC(TIBX)	03/14/2012	\$29.87	\$22.01	\$4,480	\$3,302	(\$1,178)	0.0%	888-44792	Strategic Equities
560					\$16,470	\$12,106	(\$4,364)	0.0%		
50	TIME WARNER CABLE(TWC)	11/14/2011	\$60.87	\$97.19	\$3,043	\$4,860	\$1,816	0.0%	888-44792	Strategic Equities
70	TIME WARNER CABLE(TWC)	09/29/2011	\$64.80	\$97.19	\$4,536	\$6,803	\$2,267	0.0%	888-44792	Strategic Equities
30	TIME WARNER CABLE(TWC)	02/09/2011	\$69.26	\$97.19	\$2,078	\$2,916	\$838	0.0%	888-44792	Strategic Equities
160					\$9,668	\$14,679	\$4,921	0.0%		
75	TIME WARNER INC(TWX)	08/20/2012	\$42.75	\$47.83	\$3,207	\$3,587	\$381	2.2%	888-44792	Strategic Equities
275	TIME WARNER INC(TWX)	07/24/2012	\$37.57	\$47.83	\$10,331	\$13,153	\$2,822	2.2%	888-44792	Strategic Equities
360					\$13,537	\$16,741	\$3,203	2.2%		
75	TJX COMPANIES INC(TJX)	12/28/2012	\$41.66	\$42.45	\$3,125	\$3,184	\$59	1.1%	888-44792	Strategic Equities
150	TJX COMPANIES INC(TJX)	10/02/2012	\$45.16	\$42.45	\$6,775	\$6,368	(\$407)	1.1%	888-44792	Strategic Equities
225	TJX COMPANIES INC(TJX)	09/24/2012	\$44.25	\$42.45	\$9,957	\$9,551	(\$406)	1.1%	888-44792	Strategic Equities
450					\$19,856	\$19,103	(\$754)	1.1%		
175	TYSON FOODS INC-CL A(TSN)	09/24/2012	\$16.28	\$19.40	\$2,850	\$3,395	\$545	1.0%	888-44792	Strategic Equities
125	TYSON FOODS INC-CL A(TSN)	09/29/2011	\$17.06	\$19.40	\$2,133	\$2,425	\$292	1.0%	888-44792	Strategic Equities
200	TYSON FOODS INC-CL A(TSN)	07/05/2011	\$19.25	\$19.40	\$3,849	\$3,880	\$31	1.0%	888-44792	Strategic Equities
500					\$8,832	\$9,700	\$868	1.0%		
50	ULTA SALON COSMETICS & FRAGRAN(ULTA)	12/14/2012	\$94.73	\$98.26	\$4,736	\$4,913	\$177	1.0%	888-44792	Strategic Equities
50	ULTA SALON COSMETICS & FRAGRAN(ULTA)	12/05/2012	\$100.03	\$98.26	\$5,001	\$4,913	(\$88)	1.0%	888-44792	Strategic Equities
100					\$9,738	\$9,826	\$88	1.0%		
50	UNION PACIFIC CORP(UNP)	08/22/2012	\$124.39	\$125.72	\$6,220	\$6,286	\$66	2.2%	888-44792	Strategic Equities
125	UNION PACIFIC CORP(UNP)	06/25/2012	\$113.57	\$125.72	\$14,197	\$15,715	\$1,519	2.2%	888-44792	Strategic Equities
175					\$20,416	\$22,001	\$1,585	2.2%		

Equities

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
50	UNITED TECHNOLOGIES CORP(UTX)	09/17/2012	\$82.29	\$82.01	\$4,114	\$4,101	(\$14)	2.6%	888-44792	Strategic Equities
100	UNITED TECHNOLOGIES CORP(UTX)	08/22/2012	\$79.46	\$82.01	\$7,945	\$8,201	\$256	2.6%	888-44792	Strategic Equities
160					\$12,060	\$12,302	\$242	2.6%		
50	UNITEDHEALTH GROUP INC(UNH)	04/30/2012	\$55.90	\$54.24	\$2,795	\$2,712	(\$83)	1.6%	888-44792	Strategic Equities
70	UNITEDHEALTH GROUP INC(UNH)	04/12/2012	\$58.38	\$54.24	\$4,086	\$3,797	(\$290)	1.6%	888-44792	Strategic Equities
200	UNITEDHEALTH GROUP INC(UNH)	10/11/2011	\$46.31	\$54.24	\$9,262	\$10,848	\$1,586	1.6%	888-44792	Strategic Equities
80	UNITEDHEALTH GROUP INC(UNH)	08/11/2011	\$42.81	\$54.24	\$3,425	\$4,339	\$914	1.6%	888-44792	Strategic Equities
400					\$19,568	\$21,696	\$2,128	1.6%		
200	US BANCORP(USB)	08/20/2012	\$33.08	\$31.94	\$6,615	\$6,388	(\$227)	2.4%	888-44792	Strategic Equities
250	US BANCORP(USB)	06/12/2012	\$30.48	\$31.94	\$7,620	\$7,985	\$365	2.4%	888-44792	Strategic Equities
450					\$14,235	\$14,373	\$138	2.4%		
75	VERIZON COMMUNICATIONS INC(VZ)	08/17/2012	\$44.10	\$43.27	\$3,307	\$3,245	(\$62)	4.8%	888-44792	Strategic Equities
200	VERIZON COMMUNICATIONS INC(VZ)	07/18/2012	\$45.82	\$43.27	\$9,164	\$8,654	(\$510)	4.8%	888-44792	Strategic Equities
275					\$12,472	\$11,899	(\$572)	4.8%		
100	VERTEX PHARMACEUTICALS INC(VRTX)	11/06/2012	\$46.50	\$41.94	\$4,650	\$4,194	(\$456)	0.0%	888-44792	Strategic Equities
100	VIACOM INC-CLASS B(VIAB)	09/29/2011	\$40.83	\$52.74	\$4,083	\$5,274	\$1,191	2.1%	888-44792	Strategic Equities
50	VIACOM INC-CLASS B(VIAB)	06/08/2011	\$48.55	\$52.74	\$2,428	\$2,637	\$209	2.1%	888-44792	Strategic Equities
85	VIACOM INC-CLASS B(VIAB)	06/01/2011	\$50.82	\$52.74	\$4,320	\$4,483	\$163	2.1%	888-44792	Strategic Equities
85	VIACOM INC-CLASS B(VIAB)	12/17/2010	\$38.63	\$52.74	\$3,283	\$4,483	\$1,200	2.1%	888-44792	Strategic Equities
320					\$14,113	\$16,877	\$2,763	2.1%		
150	VISA INC - CLASS A SHRS(V)	06/27/2012	\$122.91	\$151.58	\$18,437	\$22,737	\$4,300	0.9%	888-44792	Strategic Equities
75	WAL-MART STORES INC(WMT)	08/16/2012	\$72.11	\$68.23	\$5,408	\$5,117	(\$291)	2.3%	888-44792	Strategic Equities
150	WAL-MART STORES INC(WMT)	05/21/2012	\$62.92	\$68.23	\$9,438	\$10,235	\$797	2.3%	888-44792	Strategic Equities
225					\$14,846	\$15,352	\$505	2.3%		
150	WELLPOINT INC(WLP)	05/17/2012	\$65.91	\$60.92	\$9,887	\$9,138	(\$749)	1.9%	888-44792	Strategic Equities
100	WELLPOINT INC(WLP)	09/29/2011	\$64.90	\$60.92	\$6,490	\$6,092	(\$398)	1.9%	888-44792	Strategic Equities
25	WELLPOINT INC(WLP)	05/18/2011	\$80.92	\$60.92	\$2,023	\$1,523	(\$500)	1.9%	888-44792	Strategic Equities
25	WELLPOINT INC(WLP)	05/06/2011	\$77.93	\$60.92	\$1,948	\$1,523	(\$425)	1.9%	888-44792	Strategic Equities
135	WELLPOINT INC(WLP)	04/26/2011	\$73.04	\$60.92	\$9,861	\$8,224	(\$1,636)	1.9%	888-44792	Strategic Equities
65	WELLPOINT INC(WLP)	03/08/2011	\$68.56	\$60.92	\$4,456	\$3,960	(\$496)	1.9%	888-44792	Strategic Equities
500					\$34,665	\$30,460	(\$4,205)	1.9%		
100	WELLS FARGO & COMPANY(WFC)	03/22/2012	\$33.42	\$34.18	\$3,342	\$3,418	\$76	2.6%	888-44792	Strategic Equities
250	WELLS FARGO & COMPANY(WFC)	03/21/2012	\$34.23	\$34.18	\$8,558	\$8,545	(\$13)	2.6%	888-44792	Strategic Equities

Equities

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
190	WELLS FARGO & COMPANY(WFC)	03/20/2012	\$34 11	\$34 18	\$6,481	\$6,494	\$13	2 6%	888-44792	Strategic Equities
100	WELLS FARGO & COMPANY(WFC)	02/14/2012	\$30 16	\$34 18	\$3,015	\$3,418	\$403	2 6%	888-44792	Strategic Equities
225	WELLS FARGO & COMPANY(WFC)	02/10/2012	\$30 23	\$34 18	\$6,801	\$7,691	\$889	2 6%	888-44792	Strategic Equities
112	WELLS FARGO & COMPANY(WFC)	11/14/2011	\$25 10	\$34 18	\$2,811	\$3,828	\$1,017	2 6%	888-44792	Strategic Equities
977					\$31,009	\$33,394	\$2,384	2 6%		
TOTAL Equities					\$2,650,210	\$2,660,385	\$110,175	1 8%		
						\$1,993 AI				

Unmanaged Assets

Equities

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
200	APPLE INC(AAPL)	01/01/1950	\$0 00	\$533 03	\$0	\$106,606	\$106,606	N/A	888-44792	Unmanaged
TOTAL Equities					\$0	\$106,606	\$106,606	N/A		

NET PORTFOLIO VALUE

Quantity	Holding	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
NET PORTFOLIO VALUE					\$3,536,819	\$3,839,670	\$300,429	N/A		