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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation Yokota Foundation		A Employer identification number 27-0602001	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd		B Telephone number (see instructions) (800) 839-1754	
City or town, state, and ZIP code Wilmington, DE 198091377		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,653,523		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	229	229		
	4 Dividends and interest from securities.	202,891	202,891		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	209,423			
	b Gross sales price for all assets on line 6a _____ 2,628,519				
	7 Capital gain net income (from Part IV , line 2)		209,423		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	65	52		
	12 Total. Add lines 1 through 11	412,608	412,595		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,868			1,868
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	67,526	67,526		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,252	3,852		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	27,146	453		26,693
	24 Total operating and administrative expenses. Add lines 13 through 23	100,792	71,831		28,561
	25 Contributions, gifts, grants paid	340,000			340,000
	26 Total expenses and disbursements. Add lines 24 and 25	440,792	71,831		368,561
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-28,184			
	b Net investment income (if negative, enter -0-)		340,764		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments	453,396	1,174,936
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments—U S and state government obligations (attach schedule)	581,567	584,484
	b	Investments—corporate stock (attach schedule)	4,698,205 <input checked="" type="checkbox"/>	3,932,967
	c	Investments—corporate bonds (attach schedule).	453,100 <input checked="" type="checkbox"/>	465,697
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,186,268	6,158,084
	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe ▶ _____)		
	23	Total liabilities (add lines 17 through 22)		0
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds	6,186,268	6,158,084
	30	Total net assets or fund balances (see page 17 of the instructions)	6,186,268	6,158,084
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,186,268	6,158,084

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	6,186,268
2	Enter amount from Part I, line 27a	2	-28,184
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	6,158,084
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,158,084

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)
1 a	Publicly-traded Securities			
b	Passthrough K1 Capital Gain			
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 2,628,519		2,419,102	209,417
b			6
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			209,417
b			6
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	209,423
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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	305,086	6,481,835	000 047068
2010	99,560	6,208,278	000 016037
2009	12,149	4,936,298	000 002461
2008			
2007			

2 Total of line 1, column (d).	2	000 065566
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	000 021855
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	6,310,906
5 Multiply line 4 by line 3.	5	137,925
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,408
7 Add lines 5 and 6.	7	141,333
8 Enter qualifying distributions from Part XII, line 4. 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	8	368,561

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,408
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	3,408
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	3,408
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,333	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	2,333
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	1,075
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)?			
	If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of <u>co Foundation Source</u> Telephone no <u>(800) 839-1754</u> Located at <u>501 Silverside Road Suite 123 Wilmington DE</u> ZIP +4 <u>198091377</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	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		No
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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		<input type="checkbox"/> Yes <input type="checkbox"/> 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?		<input type="checkbox"/> Yes <input type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
John R Warren	VP / Dir / Sec / Treas	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809	010 00			
Tina L Warren	Chairman of the Board / Dir	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809	007 00			
Brenna L Winecki	Dir / Sec	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809	003 00			
Robert C Winecki	Pres / Dir	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809	005 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Total number of other employees paid over \$50,000.				

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEI Investments	Investment Management	67,526
1 Freedom Valley Drive Oaks,PA 19456		
Total number of others receiving over \$50,000 for professional services.		

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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

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	6,046,240
b	Average of monthly cash balances.	1b	360,771
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,407,011
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	6,407,011
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	96,105
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,310,906
6	Minimum investment return. Enter 5% of line 5.	6	315,545

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	315,545
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	3,408
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,408
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	312,137
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	312,137
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	312,137

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	368,561
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	368,561
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	3,408
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	365,153
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				312,137
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			311,530	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 368,561				
a Applied to 2011, but not more than line 2a			311,530	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				57,031
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				255,106
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

b

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

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	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 See Additional Data Table				
Total			3a	340,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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.			

[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

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 or fiduciary) is based on all information of which preparer has any knowledge

*****	2013-05-10	*****
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN
	Jeffrey D Haskell	Jeffrey D Haskell	2013-05-10		
	Firm's name <input type="checkbox"/>	Foundation Source		Firm's EIN <input type="checkbox"/>	
		One Hollow Lane Suite 212			
	Firm's address <input type="checkbox"/>	Lake Success, NY 11042		Phone no (800) 839-1754	

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

Brenna L Winiecki
John R Warren
Robert C Winiecki
Tina L Warren

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CAREY RIDGE ELEMENTARY PTO INC 16231 CAREY RD WESTFIELD,IN 46074	N/A	509a1	Carey Kids Project	90,000
MAPLE GLEN ELEMEN PARENT TEACHER ORG 17171 DITCH RD WESTFIELD,IN 46074	N/A	509a1	Three Steps Forward Project	45,000
O'FALLON COMMUNITY FOOD PANTRY INC 801 E STATE ST OFALLON,IL 62269	N/A	509a1	General Unrestricted	10,000
PENSACOLA AREA CHAMBER FOUNDATION INC PO BOX 550 PENSACOLA,FL 32591	N/A	509a2	Operation Hope	50,000
SHAMROCK SPRINGS ELEMENTARY PTO INC 747 W 161ST ST WESTFIELD,IN 46074	N/A	509a2	Computer Lab Advancement PHASE II	10,000
ST JUDE CHILDRENS RESEARCH HOSPITAL INC 501 ST JUDES PL MEMPHIS,TN 38105	N/A	509a1	General Unrestricted	60,000
THE DOMESTIC VIOLENCE SHELTER INC PO BOX 1524 MANSFIELD,OH 44901	N/A	509a1	General Unrestricted	25,000
UNITED SERVICE ORGANIZATIONS INC 2111 WILSON BLVD STE 1200 ARLINGTON,VA 22201	N/A	509a1	General Unrestricted	50,000
Total ▶ 3a				340,000

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Software Version: 12.15.422.1

[illegible]

TY 2012 General Explanation Attachment**Name:** Yokota Foundation**EIN:** 27-0602001**Software ID:** 12000057**Software Version:** 12.15.422.1

TY 2012 Investments Corporate
 Bonds Schedule

Name: Yokota Foundation
 EIN: 27-0602001
 Software ID: 12000057
 Software Version: 12.15.422.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GLAXOSMITHKLINE CAPITAL 1.5 05/08/2017	16,299	16,233
ALLSTATE CORP - 5.000 - 08/15/2014	10,615	10,695
AMAZON.COM 1.200 DUE 11/29/17	11,954	11,934
ANHEUSER BUSCH INBEV WOR - 2.500 - 07/15/2022	12,937	13,081
ANHEUSER BUSCH INBEV WORLDWIDE - 1.375 - 07/15/2017	12,118	12,126
BOEING CO NOTE 03.50000 02/15/2015	13,222	13,763
BP CAP MKTS 6.625 5/8/14	12,631	12,491
BRISTOL MYERS SQUIBB CO - 0.875 - 08/01/2017	11,905	11,882
CAMPBELL SOUP NOTE - 3.375 - 08/15/2014	10,201	10,447
CATERPILLAR FINL SVCS MTNS B - 2.050 - 08/01/2016	10,175	10,352
CHEVRON CORP - 1.104 - 12/05/2017	15,000	15,105
CME GROUP INC MTN - 5.400 - 08/01/2013	30,270	28,797
COCA-COLA ENTERPRISES-04.25-03/01/2015	7,477	7,521
DOMINION RESOURCES INC 02.250 09/01/2015	8,314	8,290
EBAY INC - 1.625 - 10/15/2015	19,926	20,536
GE CO NT - 5.000 - 02/01/2013	19,077	18,069
JOHNSON JOHNSON NOTES - 2.125 - 05/15/2016	22,876	23,054
MERCK CO NOTE-02.25-01/15/2016	9,832	10,449
METLIFE INC GLBL NT - 5.500 - 06/15/2014	10,647	10,721
MORGAN STANLEY GLBL NT - 5.300 - 03/01/2013	8,075	8,054
NOVARTIS CAPITAL CORP - 4.125 - 02/10/2014	18,882	18,721
ORACLE CORP NOTES - 4.950 - 04/15/2013	15,257	14,180
PHILIP MORRIS INC - 4.875 - 05/16/2013	13,849	13,210
RIO TINTO FIN USA LTD-2.50-05/20/2016	11,983	12,527
SANOFI-AVENTIS - 2.625 - 03/29/2016	15,644	15,788
TEVA PHARMACEUTICALS BV 3.000 06/15/2015	10,435	10,514
TOTAL CAPITAL - 3.125 - 10/02/2015	14,934	15,965
TOTAL CAPITAL GTD-3.0-06/24/2015	17,930	19,013
UPS - 5.125 - 04/01/2019	16,086	18,243
WAL MART STORES - 1.500 - 10/25/2015	24,920	25,732

Name of Bond	End of Year Book Value	End of Year Fair Market Value
WAL MART STORES INC NT - 3.000 - 02/03/2014	18,273	18,525
WMC FIN USA LTD NT - 5.125 - 05/15/2013	13,953	13,226

**TY 2012 Investments Corporate
Stock Schedule**

Name: Yokota Foundation

EIN: 27-0602001

Software ID: 12000057

Software Version: 12.15.422.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
188 shares of ABBOTT LABS	9,781	12,314
13 shares of ABERCROMBIE FITCH	447	624
64 shares of ACACIA RESEARCH CORPORATION - COMMON STOCK 0.001	2,175	1,642
44 shares of ACADIA HEALTHCARE CO INC	988	1,027
286 shares of ACCENTURE PLC	14,846	19,019
37 shares of ACORDA THERAPEUTICS, INC.	952	920
38 shares of ACTUANT CORP CL A	1,000	1,061
490 shares of ADOBE SYSTEMS, INC.	14,629	18,463
36 shares of ADVANCE AUTO PARTS INC	2,419	2,605
175 shares of AETNA INC.	5,542	8,104
26 shares of AFFILIATED MANAGERS GROUP	2,321	3,384
130 shares of AFLAC INC.	6,314	6,906
107 shares of AGCO CP	4,759	5,256
29 shares of AGRIMUM INC.	3,005	2,896
1109 shares of AKZO NOBEL NV-ADR	21,865	24,953
208 shares of ALASKA AIR GROUP INC	6,203	8,963
1394 shares of ALCATEL LUCENT	2,143	1,938
97 shares of ALKERMES	1,831	1,796
23 shares of ALLEGHANY CP	8,045	7,715
29 shares of ALLEGHENY TECH NEW	907	880
72 shares of ALLEGIANT TRAVEL CO	3,862	5,286
276 shares of ALLERGAN INC.	20,253	25,317
3 shares of ALLIANCE DATA SYSTEM CORP	429	434
119 shares of ALLIED WLD ASSUR CO	8,581	9,377
56 shares of ALLOT COMMUNICATIONS LTD	1,222	998
245 shares of ALLSTATE CORP	7,614	9,842
36 shares of ALTERRA CAPITAL HOLDINGS LTD	872	1,015
2 shares of ALTISOURCE ASSET MANAGEMENT CORPORATION	160	164
25 shares of ALTISOURCE PORTFOLIO SOLUTIONS S.A	1,242	2,166
8 shares of ALTISOURCE RESIDENTIAL CORPORATION CLASS B	120	127

Name of Stock	End of Year Book Value	End of Year Fair Market Value
421 shares of ALTRIA GROUP INC	12,800	13,236
85 shares of AMARIN CORPORATION PLC - ADR	877	688
375 shares of AMDOCS LIMITED	12,082	12,746
15 shares of AMERICAN CAPITAL MORTGAGE IN	345	354
300 shares of AMERICAN ELECTRIC POWER INC.	11,793	12,804
103 shares of AMERICAN STATES WATER CO	3,560	4,942
349 shares of AMERICAN WATER WORKS COMPANY INC COMMON STOCK	12,025	12,958
180 shares of AMERIPRISE FINANCIAL INC	9,827	11,273
268 shares of AMERISOURCEBERGEN CORP	9,839	11,572
299 shares of AMGEN INC	17,547	25,774
221 shares of AMPHENOL CORPORATION	9,074	14,299
42 shares of AMSURG CORP	828	1,260
78 shares of ANHEUSER BUSCH COS INC	4,852	6,818
27 shares of ANIXTER INTL INC	1,210	1,727
29 shares of ANN INC	777	981
150 shares of ANSYS INC.	8,820	10,101
141 shares of AOL INC COMMON STOCK	4,754	4,175
55 shares of APACHE CORPORATION	6,029	4,318
34 shares of APOLLO INVESTMENT CORP	277	284
109 shares of APPLE INC.	31,059	58,006
213 shares of ARCH CAPITAL GROUP LTD.	7,781	9,376
329 shares of ARCHER DANIELS MDLND	10,255	9,011
24 shares of ARCT	268	277
38 shares of ARDEN GROUP INC.	3,450	3,419
49 shares of ARIAD PHARMACEUTICALS, INC	836	940
70 shares of ARKEMA S/ADR	5,382	7,566
17 shares of ARROW ELECTRONICS INC.	684	647
17 shares of ARROW FINANCIAL CORPORATION	378	424
62 shares of ARUBA NEWWORKS INC	1,230	1,286
45 shares of ASBURY AUTOMOTIVE GR	1,225	1,441

Name of Stock	End of Year Book Value	End of Year Fair Market Value
69 shares of ASCENA RETAIL GROUP, INC.	1,323	1,274
77 shares of ASHLAND INC.	4,002	6,192
209 shares of ASSURANT INC	7,948	7,252
119 shares of ATT CORP COM	3,422	4,011
150 shares of AUTOLIV INC	10,322	10,109
67 shares of AUTOMATIC DATA PROCESSING INC.	3,439	3,814
769 shares of AVIVA PLC	10,240	9,543
11 shares of AVNET INC.	335	337
337 shares of AXA ADS	5,646	6,140
474 shares of B M C SOFTWARE	20,121	18,780
66 shares of BG FOODS INC COMMON STOCK	970	1,868
27 shares of BAIDU.COM - ADR	3,090	2,708
784 shares of BALFOUR BEATTY S ADR NEW	7,591	7,134
13 shares of BALL CP	543	582
28 shares of BALLY TECHNOLOGIES INC	1,082	1,252
37 shares of BANCORPSOUTH INC	476	538
1052 shares of BANK OF AMERICA CORP	13,003	12,214
11 shares of BANK OF MARIN BANCORP	393	412
74 shares of BANK OF NOVA SCOTIA	3,871	4,283
20 shares of BAR HARBOR BANKSHARES	600	673
467 shares of BARCLAYS PLC ADR	5,777	8,088
56 shares of BASF AG SPONS ADR	4,338	5,320
135 shares of BAXTER INTERNATIONAL INC.	8,048	8,999
80 shares of BAYER A G SPONSORED ADR	5,419	7,674
28 shares of BE AEROSPACE, INC.	1,344	1,383
40 shares of BEACON ROOFING SUPPLY, INC	639	1,331
64 shares of BELDEN INC	1,982	2,879
118 shares of BELO CORP	777	905
74 shares of BERRY PETROLEUM CO A	2,912	2,483
715 shares of BG GROUP PLC ADS	14,192	11,948

Name of Stock	End of Year Book Value	End of Year Fair Market Value
84 shares of BHP BILLITON SP ADR	5,524	5,911
96 shares of BIG LOTS INC EX CONSOLIDATED ST ORES INC COM	3,200	2,732
77 shares of BIOGEN IDEC INC	8,909	11,270
273 shares of BNP PARIBAS SPONS ADR	8,399	7,974
89 shares of BOFI HOLDING INC	1,441	2,475
57 shares of BOSTON PRIVATE FINANCIAL HOLDINGS, INC. - COMMON S	379	514
89 shares of BRADY CP CL A	2,902	2,973
265 shares of BRAMBLES LTD UNSP AD	3,977	4,198
11 shares of BRINKER INTL INC.	380	341
121 shares of BRISTOL-MYERS SQUIBB CO	4,139	3,943
154 shares of BRITISH AMERICAN TOBACCO PLC	13,191	15,593
37 shares of BROADSOFT INC.	1,195	1,344
194 shares of BROCADE COMMUNICATIONS SYST INC.	1,048	1,034
52 shares of BROWN FORMAN CORP CL B	2,684	3,289
19 shares of BRUNSWICK CORPORATION COMMON	424	553
14 shares of BUFFALO WILD WINGS, INC.	1,185	1,019
128 shares of BUNGE LTD	9,172	9,304
92 shares of BUNZL PLC SPONSORED ADR	5,607	7,590
14 shares of CJ ENERGY SERVICES, INC. COMMON STOCK	316	300
16 shares of CABELAS INC	681	668
117 shares of CABOT CP	4,819	4,655
12 shares of CACI INTL INC	673	660
142 shares of CADENCE DESIGN SYSTEMS INC.	1,446	1,918
333 shares of CAIRN ENERGY PLC	3,037	2,924
437 shares of CAL DIVE INTL INC	2,888	756
93 shares of CAL-MAINE FOODS, INC.	3,835	3,740
103 shares of CALLAWAY GOLF CO.	705	670
383 shares of CAMPBELL SOUP CO	12,743	13,363
113 shares of CANON INC.	5,233	4,431
120 shares of CAPITAL ONE FINANCIAL CORP	4,869	6,952

Name of Stock	End of Year Book Value	End of Year Fair Market Value
332 shares of CAPITOL FEDERAL FINANCIAL	3,919	3,881
62 shares of CARDINAL FINANCIAL CORPORATION	643	1,011
229 shares of CARDINAL HEALTH INC.	9,256	9,430
5 shares of CARLISLE COS INC	253	294
12 shares of CASEYS GENERAL STORES, INC.	560	637
23 shares of CASH AMER INTL INC	887	912
126 shares of CATAMARAN CORP	3,592	5,935
151 shares of CATERPILLAR INC.	12,550	13,531
20 shares of CATHAY GENERAL BANCORP	326	391
49 shares of CBL ASSOCIATES PROPERTIES INC	762	1,039
97 shares of CELGENE CORP	7,684	7,612
109 shares of CENOVUS ENERGY INC	3,530	3,656
21 shares of CENTRAL GARDEN PET CO	216	210
41 shares of CENTRAL GARDEN AND PET CO - A	436	429
80 shares of CENTRAL PACIFIC FNCL	1,176	1,247
95 shares of CENTURY LINK INC	3,983	3,716
80 shares of CEVA INC	1,833	1,260
25 shares of CF INDUSTRIES HOLDINGS, INC	4,931	5,079
17 shares of CHARLES RIV LABORATORIES INTL INC	661	637
1192 shares of CHARLES SCHWAB CORP	13,901	17,117
151 shares of CHECK POINT SOFTWARE TECHNOLOGIES LTD	6,921	7,194
71 shares of CHEMTURA CORPORATION	1,191	1,509
89 shares of CHESAPEAKE UTILITIES CORP.	3,714	4,041
314 shares of CHEVRON CORP	26,808	33,955
99 shares of CHINA MOBILE HGK LTD	5,033	5,813
125 shares of CHUBB CORP	7,481	9,415
83 shares of CHURCH DWIGHT COMMON	3,730	4,446
119 shares of CIELO SA ADR	3,166	3,433
83 shares of CIGNA	3,063	4,437
57 shares of CINEMARK HOLDINGS INC	1,194	1,481

Name of Stock	End of Year Book Value	End of Year Fair Market Value
534 shares of CISCO SYSTEMS INC	8,693	10,493
349 shares of CITIGROUP INC	14,086	13,806
153 shares of CITRIX SYSTEMS INC	9,577	10,040
29 shares of CLEAN HARBORS, INC.	1,469	1,595
42 shares of CLECO CORP NEW COM	1,586	1,680
172 shares of CLOROX CO	11,241	12,594
182 shares of CME GROUP, INC	9,972	9,222
57 shares of CNOOC LTD ADS	10,888	12,540
309 shares of COACH INC	17,634	17,153
49 shares of COCA COLA BOTTLING CONS	3,105	3,259
84 shares of COCA COLA ENTRPR INC	2,112	2,665
297 shares of COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION - CLASS	18,783	21,942
56 shares of COHERENT INC CAL	2,996	2,835
29 shares of COINSTAR, INC.	1,479	1,508
40 shares of COLGATE-PALMOLIVE COMPANY	3,595	4,182
17 shares of COLONY FINANCIAL INC.	291	332
13 shares of COLUMBIA SPORTSWEAR CO.	636	694
13 shares of COMMVAULT SYSTEMS, INC.	542	906
13 shares of COMPASS MINERALS INTERNATIONAL	940	971
14 shares of COMTECH TELECMNS CRP	417	355
141 shares of CONAGRA FOODS INC	3,762	4,160
349 shares of CONOCOPHILLIPS	17,256	20,239
239 shares of CONSOLIDATED EDISON INC	14,090	13,274
2 shares of CONTANGO ORE INC		17
49 shares of CONVERGYS CP	698	804
42 shares of COOPER TIRE RUBBER CO	526	1,065
13 shares of COPA HOLDINGS S.A.	1,041	1,293
129 shares of CORE LABRATORIES	14,384	14,101
385 shares of CORNING INC	6,188	4,859
12 shares of CORP OFFICE PPTY TR	290	300

Name of Stock	End of Year Book Value	End of Year Fair Market Value
205 shares of CORUS ENTERTAINMT B	4,451	5,084
9 shares of COSTAR GROUP, INC.	782	804
180 shares of COSTCO WHOLESALE CORP	14,782	17,771
244 shares of COVANCE INC	11,161	14,096
104 shares of CREDIT SUISSE GROUP ADR	3,888	2,554
360 shares of CROWN CASTLE INTL	15,066	25,978
86 shares of CSG SYST INTL INC.	1,742	1,563
229 shares of CSL LTD UNSP ADR	3,859	6,492
16 shares of CVR ENERGY, INC.	474	781
238 shares of CVS CAREMARK CORP.	9,043	11,507
95 shares of CYPRESS SEMICONDUCTR	949	1,030
13 shares of CYTEC IND INC	651	895
210 shares of DAIMLER AG SPONSORED ADR	10,350	11,487
302 shares of DANAHER CORP	14,601	16,882
109 shares of DAVITA INC COMMON	7,954	12,048
78 shares of DEERE CO	6,670	6,741
376 shares of DELL INC	5,710	3,813
95 shares of DELTA NATURAL GAS INC	1,570	1,857
2277 shares of DEUTSCHE BOERSE ADR	14,137	14,072
341 shares of DEUTSCHE POST AG	5,800	7,543
432 shares of DEUTSCHE TELE AG ADS	6,892	4,908
103 shares of DEXCOM, INC.	1,325	1,400
7 shares of DICKS SPORTING GDS	250	318
44 shares of DIEBOLD INC.	1,443	1,347
80 shares of DILLARDS INC	2,200	6,702
80 shares of DIME COMMUNITY BANCSHARES INC	1,197	1,111
107 shares of DIRECTV GROUP	5,273	5,367
185 shares of DISCOVER FINL SVCS COM	4,642	7,132
59 shares of DOLE FOODS COMPANY	599	677
43 shares of DOLLAR GENERAL CORP	1,743	1,896

Name of Stock	End of Year Book Value	End of Year Fair Market Value
53 shares of DOMINION RESOURCES INC	2,669	2,745
148 shares of DOW CHEMICAL PV	3,765	4,785
114 shares of DR PEPPER/7-UP COMP.	5,147	5,037
225 shares of DTE ENERGY CO COM	12,649	13,511
59 shares of DUKE ENERGY CO	3,865	3,764
20 shares of DUKE REALTY CORPORATION	283	277
31 shares of DYNEX CAPITAL INC REIT	269	293
31 shares of EAGLE BANCORP INC	578	619
233 shares of EARTHLINK NETWORK, INC.	1,546	1,505
130 shares of EASTMAN CHEMICAL CO.	5,083	8,847
149 shares of ECOLAB INC	10,719	10,713
82 shares of ECOPETROL SA	4,428	4,893
90 shares of EDUCATION RLTY TRUST	771	958
273 shares of ELI LILLY CO	11,058	13,464
28 shares of EMPIRE DISTRICT ELECTRIC CO.	559	571
96 shares of EMPLOYERS HOLDINGS, INC	1,588	1,976
118 shares of EMULEX CORP COM	1,210	861
648 shares of ENAGAS SA UNSP ADR	6,419	6,836
106 shares of ENDO PHARMACEUTICALS HOLDINGS INC. - COMMON STOCK	2,952	2,780
107 shares of ENDOLOGIX INC	1,314	1,524
22 shares of ENDURANCE SPCLTY HLDGS LTD	872	873
14 shares of ENERGY XXI BERMUDA LIMITED	483	450
15 shares of ENGILITY HOLDING INC.	258	289
19 shares of ENPRO INDUSTRIES INC	767	777
152 shares of ENTERGY CORP	10,643	9,690
209 shares of EOG RESOURCES INC	20,136	25,245
6 shares of EQUIFAX INC.	265	325
60 shares of EQUITY ONE REIT	1,115	1,261
634 shares of ERICSSON L M TEL CO	7,364	6,403
373 shares of ESSA BANCORP INC	3,950	4,062

Name of Stock	End of Year Book Value	End of Year Fair Market Value
242 shares of ESTEE LAUDER COMPANIES INC	15,155	14,486
33 shares of ETHAN ALLEN INTERIOR	573	848
175 shares of EVEREST RE GROUP LTD	17,542	19,241
44 shares of EXACTTARGET, INC.	994	880
116 shares of EXELIS, INC	1,294	1,307
13 shares of EXPEDIA INC	383	799
421 shares of EXPERIAN GROUP LTD S/ADR	4,971	6,761
416 shares of EXPRESS SCRIPTS HOLDING CO.	18,843	22,464
122 shares of EXPRESS, INC	2,196	1,841
368 shares of EXXON MOBIL CORP	28,917	31,849
20 shares of F M C CP	884	1,170
378 shares of FANUC LIMITED UNSPONSORED	10,670	11,600
47 shares of FEDERAL RLTY INVT TR	4,910	4,889
41 shares of FEDERATED INVESTRS B	873	829
266 shares of FIFTH THIRD BANCORP	3,144	4,043
37 shares of FIRST CASH FINL SERVICES INC	1,550	1,836
16 shares of FIRST CITIZENS BANCSHARES INC	2,700	2,616
138 shares of FIRST HORIZON NATL	1,207	1,368
128 shares of FIRST MIDWEST BANCORP, INC. - COMMON STOCK	1,384	1,603
169 shares of FIRST NIAGARA FINANCIAL GROUP INC.	1,309	1,340
37 shares of FIRST OF LONG ISLAND CORP	956	1,048
44 shares of FIRST REPUBLIC BANK	1,472	1,442
70 shares of FIRSTMERIT CORPORATION	1,074	993
8 shares of FLEETCOR TECHNOLOGIES INC	293	429
301 shares of FLUOR CORP	14,249	17,681
359 shares of FMC TECHS INC COM	17,389	15,376
36 shares of FOOT LOCKER INC N.Y. COM	824	1,156
471 shares of FORD MOTOR COMPANY	6,188	6,099
58 shares of FORTINET INC	1,324	1,219
157 shares of FOSSIL INC COM	12,505	14,617

Name of Stock	End of Year Book Value	End of Year Fair Market Value
68 shares of FOSTER WHEELER AG	1,736	1,654
86 shares of FRANKLIN FINANCIAL CORPORATION	1,415	1,426
123 shares of FRESENIUS MED CAR AG	3,898	4,219
44 shares of FRISCHS RESTAURANTS	1,068	814
112 shares of FULTON FIN CORP	1,146	1,076
50 shares of FUTUREFUEL CORP	527	592
44 shares of GK SERVICES, INC.	1,212	1,503
264 shares of GANNETT CO INC	3,494	4,755
31 shares of GEN CABLE CP	855	943
70 shares of GEN DYNAMICS CP	4,837	4,849
99 shares of GENERAL MILLS INC	3,917	4,002
17 shares of GENESEE	877	1,293
546 shares of GENPACT LIMITED	7,911	8,463
225 shares of GENWORTH FINANCIAL INC CL A	1,263	1,690
876 shares of GIVAUDAN SA UNSP/ADR	17,706	18,484
28 shares of GLATFELTER	420	489
37 shares of GNC CORP	1,297	1,231
59 shares of GOLDMAN SACHS GROUP	10,093	7,526
46 shares of GOODRICH PETROLEUM CORP	659	429
60 shares of GOOGLE INC CL A	35,215	42,442
119 shares of GREAT PLAINS ENERGY	2,260	2,417
27 shares of GREIF INC - A	1,380	1,202
72 shares of H.J. HEINZ COMPANY	3,803	4,153
87 shares of HANCOCK HOLDING COMPANY	2,400	2,761
36 shares of HANNI FINANCIAL CORP	378	489
22 shares of HANOVER INS GROUP	830	852
90 shares of HARMAN INTERNATIONAL INDUSTRIES INC	4,295	4,018
147 shares of HARRIS CORP DEL	6,948	7,197
188 shares of HARTFORD FINANCIALSERVICES GROUP	4,603	4,219
149 shares of HATTERAS FINL CPRP	3,919	3,697

Name of Stock	End of Year Book Value	End of Year Fair Market Value
105 shares of HAWAIIAN ELEC INDS	2,680	2,640
177 shares of HEALTH MGMT ASSOC INC CL A	1,306	1,650
27 shares of HEALTHSOUTH CP	427	570
62 shares of HELIX ENERGY SOLUTIONS GROUP INC	1,175	1,280
24 shares of HENRY SCHEIN INC	1,484	1,930
101 shares of HERITAGE FINANCIAL GROUP	1,312	1,393
189 shares of HERSHEY FOODS CORP COMMON	11,262	13,650
91 shares of HERTZ GLOBAL HOLDINGS INC	1,074	1,481
154 shares of HESS CORP	9,718	8,156
228 shares of HEWLETT PACKARD CO	8,120	3,249
59 shares of HEXCEL CP DELAWARE	1,388	1,591
39 shares of HMS HOLDINGS CORP	1,130	1,011
25 shares of HOLLYFRONTIER CORP	923	1,164
33 shares of HOME DEPOT INC.	1,687	2,041
66 shares of HORACE MANN EDUCATOR	1,171	1,317
335 shares of HORMEL FOODS CP	9,584	10,455
4 shares of HOWARD HUGHES CORPORATION	280	292
246 shares of HSBC HLDGS PLC ADS	12,530	13,055
44 shares of HUB GROUP, INC.	1,537	1,478
43 shares of HUMANA INC	3,568	2,951
655 shares of HUNTINGTON BANCSHARES INC	3,295	4,185
13 shares of HUNTINGTON INGALLS INDUSTRIES	517	563
338 shares of HUNTSMAN CORP	4,543	5,374
26 shares of HURON CONSULTING GROUP INC.	965	876
274 shares of IAC/INTERACTIVE CORP	11,445	12,944
22 shares of IBERIABANK CORPORATION	1,147	1,081
486 shares of ICAP PLC SPON ADR	5,889	4,986
28 shares of IDACORP INC HLDG CO	1,115	1,214
41 shares of IDEX CP	1,604	1,908
126 shares of IDEXX CORP	9,226	11,693

Name of Stock	End of Year Book Value	End of Year Fair Market Value
35 shares of IMPERVA INC	956	1,104
438 shares of INDUSTRIAL COM UNSP/ADR	6,193	6,216
27 shares of INFINITY PROPERTY AND CASUALTY CORPORATION	1,442	1,572
416 shares of INFORMA PLC UNSPONSORED ADR	4,911	6,182
53 shares of INFORMATICA CORPORATION	2,327	1,607
325 shares of INGRAM MICRO INC - CL A	5,863	5,499
107 shares of INGREDION INC.	5,466	6,894
16 shares of INNOPHOS HOLDINGS INC	684	744
148 shares of INPUT/OUTPUT INC.	1,322	963
47 shares of INTEGRA LIFESCIENCES HOLDINGS CORPORATION	1,757	1,832
649 shares of INTEL CORP	14,212	13,382
120 shares of INTERCONTINETALEXCHANGE INC	14,355	14,857
45 shares of INTERFACE INC CL A	652	723
71 shares of INTERNATIONAL BUSINESS MACHINES	11,188	13,600
95 shares of INTREPID POTASH INC	2,436	2,023
323 shares of INTUIT	15,042	19,212
32 shares of INTUITIVE SURGICAL, INC.	14,446	15,692
15 shares of INVESCO MORTGAGE INC	266	296
29 shares of ISHARES RUSSELL 2000	2,255	2,445
90 shares of ITC HOLDINGS CORP	6,567	6,922
13 shares of ITT CORP.	295	305
70 shares of IXIA	1,029	1,189
31 shares of J2 GLOBAL INC	974	949
63 shares of JABIL CIRCUIT INC	1,356	1,215
100 shares of JIVE SOFTWARE INC	1,410	1,453
35 shares of JOHN B. SANFILIPPO SON, INC.	584	636
70 shares of JOHN BEAN TECH CORP	1,120	1,244
57 shares of JOHNSON JOHNSON	3,712	3,996
13 shares of JONES LANG LASALLE	858	1,091
569 shares of JP MORGAN CHASE CO	22,984	25,018

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1059 shares of JUPITER TELECOM UNSP/ADR	11,229	13,185
22 shares of KADANT INC	446	583
40 shares of KAR AUCTION SERVICES INC	685	810
41 shares of KAYDON CORP	1,188	981
170 shares of KBC GROUP SA UNSP ADR	2,920	3,031
714 shares of KDDI CP UNSP ADR	12,724	12,581
80 shares of KELLOGG CO	3,872	4,468
120 shares of KEY ENERGY SERVICES INC.	1,238	834
489 shares of KEYCORP	4,224	4,117
161 shares of KIMBERLY CLARK CORP	12,900	13,593
194 shares of KINDER MORGAN HOLDCO LLC WARRANTS - EXP 02/15/2017	314	733
644 shares of KINDER MORGAN INC	21,713	22,753
69 shares of KLA TENCOR CORP	2,674	3,295
76 shares of KNIGHT TRANSPORTATION, INC. - COMMON STOCK	1,245	1,112
107 shares of KOHLS CORP	5,343	4,599
571 shares of KONINKLIJKE AHOLD	7,830	7,766
55 shares of KRATON PERFORMANCE POLYMERS INCCOM	1,094	1,322
457 shares of KROGER CO	10,639	11,891
238 shares of LOREAL ADR	5,108	6,659
88 shares of L-3 COMMUNICATIONS CORP	6,132	6,743
92 shares of LACLEDE GROUP INC	3,581	3,552
56 shares of LANCASTER COLONY CORPORATION	3,925	3,875
39 shares of LANDSTAR SYSTEM	1,805	2,046
105 shares of LEAR CORP	4,281	4,918
33 shares of LEGGETT PLATT INC	712	898
27 shares of LENNAR CORP	704	1,044
7 shares of LENNOX INTL INC	273	368
70 shares of LEVEL 3 COMMUNICATIONS, INC	1,741	1,618
144 shares of LEXINGTON REALTY TRUST	1,311	1,505
90 shares of LEXMARK INTL INC	2,798	2,087

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1217 shares of LI FUNG UNSP/ADR	4,172	4,357
915 shares of LIBERTY INTERACTIVE CORP	16,336	18,007
7 shares of LINCOLN ELECTRIC HOLDING INC.	236	341
146 shares of LINCOLN NATIONAL CORP	4,129	3,781
1294 shares of LINDE AG SPONSORED ADR	20,048	22,891
25 shares of LITHIA MOTORS INC CL A	612	936
94 shares of LOCKHEED MARTIN CORP	7,009	8,675
31 shares of LORILLARD INC COMMON STOCK	3,384	3,617
17 shares of LPL FINANCIAL HOLDINGS INC	599	479
259 shares of LSI CORPORATION	2,113	1,831
11 shares of M.D.C. HLDGS	327	404
49 shares of MAGELLAN HEALTH SERVICES, INC.	2,485	2,401
289 shares of MAGNUM HUNTER RESOURCES, INC	1,338	1,153
72 shares of MANITOWOC CO INC	731	1,129
91 shares of MANNING NAPIER INC CLASS A	1,238	1,147
79 shares of MAP PHARMACEUTICALS, INC.	1,152	1,236
250 shares of MARATHON OIL CORP COM	5,236	7,665
152 shares of MARATHON PETROLEUM CORP	4,675	9,576
87 shares of MASTERCARD INC	25,537	42,740
35 shares of MATTHEWS INTERNATIONAL CORPORATION	1,093	1,124
68 shares of MCCORMICK CO	3,324	4,320
430 shares of MCDERMOTT INT PANAMA	5,156	4,739
43 shares of MCDONALDS CORP	4,178	3,793
142 shares of MCKESSON CORP	11,008	13,768
221 shares of MEAD JOHNSON NUTRITI	16,107	14,562
77 shares of MEDCATH CORP	113	598
22 shares of MEDIVATION, INC.	844	1,126
14 shares of MEDNAX, INC.	901	1,113
99 shares of MEDTRONIC INC	3,432	4,061
22 shares of MENS WEARHOUSE THE	640	686

Name of Stock	End of Year Book Value	End of Year Fair Market Value
117 shares of MERCHANTS BANCSHARES INC	3,229	3,132
525 shares of MERCK CO INC.	18,416	21,494
37 shares of MERIDIAN INTERSTATE BANCORP	462	621
170 shares of METLIFE INC.	6,251	5,600
9 shares of METTLER-TOLEDO INTL	1,529	1,740
270 shares of MFA MTG INVTS INC	2,100	2,190
81 shares of MGE ENERGY INC	3,656	4,127
266 shares of MICROSOFT CORPORATION	6,969	7,105
23 shares of MID AMER APT COMMUN	1,425	1,489
10 shares of MOHAWK INDS INC	602	905
100 shares of MONDELEZ INTERNATIONAL INC	2,349	2,545
183 shares of MORGAN STANLEY	4,992	3,499
332 shares of MUENCHENER RUECKVERS	4,743	5,986
83 shares of MURPHY OIL CP HLDG	5,061	4,943
100 shares of MYRIAD GENETICS, INC	2,464	2,725
16 shares of NATHANS FAMOUS, INC	338	539
67 shares of NATIONAL FINL PARTNERS CORP	1,027	1,148
353 shares of NATIONAL INSTRUMENTS CORPORATION	8,627	9,111
64 shares of NATIONAL PENN BANCSHARES, INC.	521	596
14 shares of NCR CP	216	357
102 shares of NESTLE S.A.	5,575	6,647
429 shares of NETAPP, INC.	15,386	14,393
654 shares of NEW GOLD INC	6,263	7,214
5 shares of NEW MARKET CORP	717	1,311
58 shares of NEXTERA ENERGY, INC	3,337	4,013
218 shares of NIKE INC-CL B	8,241	11,249
619 shares of NORDEA BANK AB SPON ADR	6,722	5,949
135 shares of NORTHROP GRUMMAN CORP	7,968	9,123
84 shares of NORTHWEST NAT GAS CO	3,824	3,713
340 shares of NOVARTIS AG ADR	19,068	21,522

Name of Stock	End of Year Book Value	End of Year Fair Market Value
125 shares of NOVO NORDISK A S	12,699	20,401
24 shares of NU SKIN ENTERPRISES CL A	1,094	889
165 shares of NV ENERGY INC	2,725	2,993
56 shares of OASIS PETROLEUM CORP	1,719	1,781
66 shares of OCEANFIRST FINANCIAL CORP	949	908
43 shares of OCWEN FINL CORP	449	1,487
27 shares of ONYX PHARMACEUTICALS, INC.	1,247	2,039
80 shares of ORION MARINE GROUP INC - COMMON	902	585
52 shares of OWENS AND MINOR INC	1,673	1,483
112 shares of OWENS ILLINOIS	2,177	2,382
19 shares of PACKAGING CORP AMER	527	731
76 shares of PACWEST BANCORP	1,505	1,883
66 shares of PANTRY INC.	1,171	801
32 shares of PAPA JOHNS INTL INC	1,225	1,758
65 shares of PARAMETRIC TECHNOLOGY CORP	1,370	1,463
744 shares of PARTNER COMMUNICATIONS COMPANY LTD. - AMERICAN DEP	2,911	4,449
116 shares of PARTNERRE LTD. COM	8,636	9,337
49 shares of PATTERSON COMPANIES INC COM	1,647	1,677
147 shares of PDL BIOPHARMA INC	917	1,035
261 shares of PDRDY.PK	5,390	6,055
23 shares of PENN NATIONAL GAMING	903	1,130
48 shares of PENNYMAC MTG INVT TR	859	1,214
327 shares of PEOPLES UNITED FINANCIAL, INC.	4,156	3,953
147 shares of PEOPLES FEDERATED BANCSHARES	2,330	2,556
56 shares of PEPSICO INC	3,467	3,832
83 shares of PERKIN ELMER INC	2,187	2,634
110 shares of PERRIGO CO	8,147	11,443
1239 shares of PETROFAC LTD UNSPONS ADR	14,910	16,466
58 shares of PETSMART INC. COM	3,920	3,964
1240 shares of PFIZER INC.	22,223	31,098

Name of Stock	End of Year Book Value	End of Year Fair Market Value
204 shares of PG E CORP	9,032	8,197
168 shares of PHILIP MORRIS INTL	11,984	14,052
150 shares of PHILLIPS 66	4,509	7,965
225 shares of PIEDMONT OFFICE REALTY TRUST INC COMMON STOCK	3,938	4,061
243 shares of PINNACLE WEST CAPITAL CORP	11,249	12,388
11 shares of PIPER JAFFRAY COS COM	307	353
35 shares of PLATINUM UNDERWRITERS HOLDINGS LTD	1,388	1,610
118 shares of PNC FINANCIAL GROUP INC.	6,550	6,881
46 shares of PNM RESOURCES INC	625	943
402 shares of POLYCOM, INC.	6,946	4,205
31 shares of POLYPORE INTERNATIONAL INC.	1,151	1,442
20 shares of POOL CORPORATION - COMMON STOCK	560	846
86 shares of POPULAR, INC.	1,418	1,788
235 shares of PORTLAND GEN ELEC	5,978	6,430
1760 shares of POSTNL N.V.	5,759	7,022
356 shares of PPL CORPORATION	10,373	10,192
174 shares of PREMIERE GLOBAL SVCS	1,515	1,702
46 shares of PRESTIGE BRAND HLGS	646	921
28 shares of PRICELINE.COM INCORPORATED	9,829	17,371
12 shares of PRIMERICA, INC.	249	360
32 shares of PROASSURANCE CORP	1,006	1,350
64 shares of PROCTER GAMBLE CO	4,085	4,345
843 shares of PROGRESSIVE CORP OHIO	18,559	17,787
33 shares of PROTECTIVE LIFE CORPORATION	971	943
31 shares of PROVIDENT FINANCIAL HOLDINGS INC.	410	543
175 shares of PRUDENTIAL FINCL INC	9,677	9,333
7 shares of PUBLIC STORAGE INC	990	1,015
180 shares of PUBLIC SVC ENTERPRISE GROUP INC.	5,961	5,508
9 shares of PVH CORP	573	999
16 shares of QIAGEN NV	294	290

Name of Stock	End of Year Book Value	End of Year Fair Market Value
67 shares of QLIK TECHNOLOGIES	1,573	1,455
765 shares of QUALCOMM INC	37,193	47,322
261 shares of R F MICRO DEVICES INC	1,172	1,169
398 shares of R R DONNELLEY SONS CO	5,347	3,578
206 shares of RADIOSHACK CORP	3,918	437
194 shares of RAIT FINANCIAL TRUST	1,073	1,096
103 shares of RAYTHEON CO.	4,959	5,929
44 shares of RED ROBIN GOURMET BURGERS, INC	1,475	1,553
56 shares of REDWOOD TR INC.	833	946
608 shares of REED ELSEVIER N VSPONSORED ADR	14,982	17,985
107 shares of REED ELSEVIER PLC	3,479	4,498
32 shares of REGIS CORP MINN	559	541
22 shares of REINSURANCE GROUP AMER INC.	1,099	1,177
71 shares of RENAISSANCERE HOLDINGS LTD	5,668	5,769
16 shares of RESMED INC	566	665
33 shares of RESTORATION HARDWARE	1,072	1,113
230 shares of REXAM PLC ADR	6,701	8,220
305 shares of REYNOLDS AMERN INC	12,358	12,636
244 shares of RIO TINTO PLC SPONSORED ADR	13,248	14,174
54 shares of ROBERT HALF INTL INC.	1,423	1,718
453 shares of ROCHE HOLDING LTD ADR	16,905	22,877
15 shares of ROCK-TENN CO.	911	1,049
210 shares of ROCKVILLE FINANCIAL INC	2,428	2,709
132 shares of ROLLS ROYCE GRP PLC S/ADR	6,906	9,476
136 shares of ROPER INDUSTRIES COMMON	11,389	15,161
24 shares of ROSETTA RESOURCES INC.	1,015	1,088
43 shares of ROWAN CO PLC	1,542	1,345
74 shares of ROYAL GOLD INC COM	4,473	6,021
51 shares of RTI INTL METALS INC	1,278	1,406
143 shares of RYANAIR HOLDINGS PLC-ADR COM	3,990	4,902

Name of Stock	End of Year Book Value	End of Year Fair Market Value
44 shares of RYLAND GROUP INC.	1,051	1,606
36 shares of SAFETY INSURANCE GROUP INC	1,475	1,662
292 shares of SAFEWAY INC	6,825	5,282
79 shares of SAFRAN SA - UNSPON ADR	3,036	3,417
544 shares of SAIC INC	6,195	6,158
68 shares of SALESFORCE.COM	7,860	11,431
207 shares of SALLY BEAUTY HLDG	5,148	4,879
15 shares of SANDERSON FARMS INC	667	713
316 shares of SANOFI-AVENTIS SPONSORED ADR	11,203	14,972
170 shares of SAP AKTIENGESELL ADS	8,931	13,665
12 shares of SBA COMMUNICATIONS	541	852
504 shares of SBERBANK SPONSORED ADR	5,864	6,134
7 shares of SCANNA CORPORATION	346	319
238 shares of SCHLUMBERGER LTD	17,432	16,493
547 shares of SCHNEIDER ELEC UNSP/ADR	7,524	8,090
150 shares of SCHOLASTIC CORPORATION	4,503	4,434
187 shares of SCIENTIFIC GAMES CORP - CLASS A COMMON STOCK	1,646	1,621
21 shares of SCOTTS CO. CLASS A	890	925
274 shares of SEAGATE TECHNOLOGY	4,363	8,335
34612 shares of SEI EMERGING MKTS DEBT FUND	379,247	400,458
20124 shares of SEI EMERGING MKTS EQUITY FUND	218,778	217,737
19 shares of SENSIENT TECHNOLOGIES	669	676
77 shares of SERVICE CP INTL	1,005	1,063
455 shares of SGS SA UNSP ADR	7,315	10,137
466 shares of SHIN-ETSU CHEMICAL C	5,895	7,074
110 shares of SHINHAN FINL GROUP CO LTD	4,918	4,030
89 shares of SIEMENS A G ADR	10,135	9,743
6 shares of SIGNATURE BANK	285	428
12 shares of SIGNET GROUP PLC SPONS ADR NASDAQ N-MKT	579	641
205 shares of SILVER WHEATON CORP	6,083	7,396

Name of Stock	End of Year Book Value	End of Year Fair Market Value
262 shares of SIMPLICITY BANCORP INC	3,375	3,917
408 shares of SINGAPORE AIRLINES	8,085	7,173
21 shares of SIRONA DENTAL SYSTEMS INC	1,072	1,354
9 shares of SMITH A O CORP DEL COM	416	568
178 shares of SMITHFIELD FOODS	4,002	3,839
560 shares of SNMA RETE GAS - UNSPON ADR	5,732	5,270
80 shares of SOCIEDAD QUIMICA Y MINERA DE CHILE S.A. CHILE	4,124	4,611
100 shares of SODEXHO ALLIANCE SA SP ADR	6,834	8,529
300 shares of SOFTBANK CP UNSP ADR	4,455	5,445
294 shares of SONY FINANCIAL HLDGS INC	4,919	5,277
51 shares of SOURCEFIRE, INC.	1,814	2,408
229 shares of SOUTHERN CO	10,193	9,803
106 shares of SPANSION INC CLASS A	1,204	1,474
48 shares of SPECTRUM BRANDS HOLDINGS INC	1,424	2,157
55 shares of SSC TECHNOLOGIES INC	1,021	1,270
839 shares of STAPLES INC.	16,982	9,565
349 shares of STARBUCKS CORP COM	18,022	18,717
105 shares of STATE STREET CORPORATION	4,799	4,936
266 shares of STEEL DYNAMICS INC.	4,465	3,652
167 shares of STERICYCLE INC	13,317	15,578
23 shares of STERLING FINANCIAL CORP WA	454	481
43 shares of STEWART INFORMATION SVCS CORP	596	1,118
240 shares of SUBSEA 7 INC ADR	5,585	5,810
18 shares of SUNCOKE ENERGY INC	303	281
82 shares of SUSQUEHANNA BANCSHARES, INC.	874	859
173 shares of SVENSKA CELL AKT SCA ADR	3,086	3,803
48 shares of SWIFT ENERGY CO.	1,563	739
29 shares of SYMETRA FINL CORP COM	331	376
55 shares of SYNCHRONOSS TECHNOLOGIES, INC.	1,310	1,160
177 shares of SYNGENTA AG ADS	9,751	14,302

Name of Stock	End of Year Book Value	End of Year Fair Market Value
21 shares of SYNOPSYS, INC.	553	669
179 shares of SYNOVUS FINL CP	379	439
347 shares of SYSCO CORP	9,914	10,986
84 shares of TARGACEPT INC	403	368
234 shares of TARGET CORPORATION	12,066	13,846
82 shares of TCF FINANCIAL	993	996
18 shares of TCP CAPITAL GROUP	279	265
161 shares of TE CONNECTIVITY LTD	5,397	5,976
27 shares of TEAM HEALTH HOLDINGSINC COM	534	777
68 shares of TECH DATA CORP	3,504	3,096
95 shares of TECHNE CORPORATION	6,305	6,492
354 shares of TECHNIP ADS	8,626	10,432
12 shares of TELEDYNE TECH INC	603	781
20 shares of TELEFLEX INC.	1,135	1,426
25 shares of TELETECH HOLDINGS, INC.	426	445
191 shares of TERADATA CORPORATION	7,313	11,821
73 shares of TERADYNE INC	1,098	1,233
25 shares of TEREX CORP	337	703
174 shares of TERRITORIAL BANCORP INC	3,407	3,976
966 shares of TESCO PLC S ADR	16,288	16,016
51 shares of TESORO CORP	1,271	2,247
68 shares of TETRA TECH INC	1,513	1,800
73 shares of THE BABCOCK AND WILCOX COMPANY	1,847	1,913
10 shares of THE FRESH MARKET INC	413	481
45 shares of THE JM SMUCKER COMPANY	3,704	3,881
46 shares of THORATEC LABS CORPORATION	1,469	1,726
84 shares of TIBCO SOFTWARE	2,165	1,846
34 shares of TIME WARNER CABLE INC	2,595	3,304
117 shares of TIME WARNER INC.	4,269	5,596
112 shares of TIMKEN CO COM	4,986	5,357

Name of Stock	End of Year Book Value	End of Year Fair Market Value
26 shares of TJX COMPANIES INC	1,163	1,104
29 shares of TNS INC	529	601
25 shares of TOLL BROTHERS INC	629	808
28 shares of TORO CO	812	1,203
229 shares of TOTAL FINA ELF S.A.	11,365	11,910
224 shares of TOYOTA MTR CORP	17,440	20,888
145 shares of TRAVELERS COMPANIES INC THE	8,327	10,414
15 shares of TREEHOUSE FOODS INC	792	782
35 shares of TRIMAS CORPORATION	751	980
62 shares of TRIUMPH GROUP INC	3,228	4,049
78 shares of TRW AUTOMOTIVE HOLDINGS CORP	4,128	4,182
425 shares of TULLOW OIL PLC 899415202	4,674	4,429
53 shares of TWO HARBORS INVESTMENT CORP.	518	587
277 shares of TYSON FOODS INC CL A	4,289	5,374
17 shares of U G I CP	472	556
104 shares of U.S. SILICA HOLDINGS INC	1,654	1,740
710 shares of UBS AG	12,020	11,175
14 shares of ULTA SALON, COSMETICS FRAGRANCE, INC.	632	1,376
7 shares of UNDER ARMOUR INC	253	340
220 shares of UNILEVER N V N Y	6,549	8,426
281 shares of UNITED FINANCIAL BANCORP	4,288	4,417
169 shares of UNITED OVRSEAS BK LTD ADR	4,699	5,552
73 shares of UNITED THERAPEUTICS CORP	3,922	3,900
88 shares of UNITEDHEALTH GROUP INC.	3,244	4,773
44 shares of UNIVL CORP	2,044	2,196
263 shares of UNUM CORP	6,147	5,476
49 shares of URBAN OUTFITTERS, INC	1,344	1,929
270 shares of VALERO ENERGY CORP	5,260	9,212
141 shares of VALIDUS HLDS LTD	4,410	4,876
246 shares of VECTOR GROUP LTD	3,920	3,658

Name of Stock	End of Year Book Value	End of Year Fair Market Value
312 shares of VECTREN CORP	9,095	9,173
203 shares of VERIFONE SYSTEMS INC	6,019	6,025
303 shares of VERISIGN INC	10,018	11,762
98 shares of VERIZON COMMUNICATIONS	3,776	4,240
121 shares of VIACOM INC. CL B	5,997	6,382
51 shares of VILLAGE SUPER MARKET INC	1,447	1,676
178 shares of VISA INC	14,148	26,981
115 shares of VISHAY INTERTECH	1,053	1,222
665 shares of VODAFONE GROUP PLC	18,224	16,751
87 shares of WAL-MART STORES INC.	5,397	5,936
609 shares of WALGREEN CO	21,906	22,539
24 shares of WALTER INVESTMENT MANAGEMENT CORP	689	1,032
134 shares of WASHINGTON FED INC.	2,312	2,261
25 shares of WASHINGTON TRUST BANCORP INC	546	658
63 shares of WASTE CONNECTIONS	2,044	2,129
19 shares of WASTE MANAGEMENT INC.	603	641
4 shares of WATSCO INC	290	300
77 shares of WATSON PHARMACEUTICALS INC.	6,909	6,622
23 shares of WATSON WYATT CO. HOLDINGS	1,230	1,293
32 shares of WATTS WATER TECHNOLOGIES INC	1,146	1,376
7 shares of WD-40 COMPANY	236	330
18 shares of WEBSTER FINL CORP	415	370
100 shares of WEIS MARKETS INC	3,983	3,917
26 shares of WELLCARE HEALTH PLANS INC	1,509	1,266
130 shares of WELLPOINT INC	7,501	7,920
624 shares of WELLS FARGO CO.	18,304	21,328
20 shares of WESCO INTL INC	1,017	1,349
79 shares of WESTAR ENERGY INC.	2,130	2,261
205 shares of WESTERN DIGITAL CORP	7,895	8,710
28 shares of WESTERN REFINING INC	551	789

Name of Stock	End of Year Book Value	End of Year Fair Market Value
57 shares of WESTFIELD FINANCIAL INC	414	412
78 shares of WHIRLPOOL CORP	6,394	7,937
2 shares of WHITE MTN INS LTD	1,055	1,030
244 shares of WILLIS GROUP HOLDINGS LTD	7,880	8,181
178 shares of WISCONSIN ENERGY CP	6,230	6,559
56 shares of WMS INDUSTRIES INC	1,198	980
25 shares of WOODWARD INC	859	953
20 shares of WSFS FINANCIAL CORPORATION	876	845
27 shares of WYNDHAM WORLDWIDE	938	1,437
292 shares of XCEL ENERGY INC	7,925	7,799
449 shares of XEROX CP	5,343	3,062
40 shares of XYRATEX LTD	491	336
475 shares of YUE YUEN INDUSTRIAL	7,174	8,009
30 shares of ZEBRA TECHNOLOGIES CORP	1,074	1,179
125 shares of ZIMMER HOLDINGS INC	8,083	8,333
69 shares of ZIONS BANCORP	1,333	1,477
372 shares of ZURICH INSURANCE GROUP AG	8,774	9,970

TY 2012 Legal Fees Schedule

Name: Yokota Foundation

EIN: 27-0602001

Software ID: 12000057

Software Version: 12.15.422.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General Governance Matters and Counseling	1,868			1,868

TY 2012 Other Expenses Schedule**Name:** Yokota Foundation**EIN:** 27-0602001**Software ID:** 12000057**Software Version:** 12.15.422.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	26,668			26,668
Bank Charges	419	419		
K-1 Exp COMPASS DIVERSIFIED HOLDINGS	34	34		
State or Local Filing Fees	25			25

TY 2012 Other Income Schedule

Name: Yokota Foundation

EIN: 27-0602001

Software ID: 12000057

Software Version: 12.15.422.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss COMPASS DIVERSIFIED HOLDINGS	65	52	

TY 2012 Other Professional Fees Schedule**Name:** Yokota Foundation**EIN:** 27-0602001**Software ID:** 12000057**Software Version:** 12.15.422.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	67,526	67,526		

TY 2012 Taxes Schedule**Name:** Yokota Foundation**EIN:** 27-0602001**Software ID:** 12000057**Software Version:** 12.15.422.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2012	400			
Foreign Tax Paid	3,852	3,852		