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

2012

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

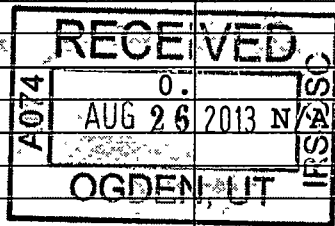
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation JUSTIN INGERMAN FOUNDATION		A Employer identification number 27-1750707
Number and street (or P O box number if mail is not delivered to street address) 837 LAFAYETTE ROAD	Room/suite	B Telephone number 610-527-2963
City or town, state, and ZIP code BRYN MAWR, PA 19010		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <input type="checkbox"/> \$ 1,447,160. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))</small>	(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	315,463.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	45,225.	45,225.	0.	STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-17,754.			
b Gross sales price for all assets on line 6a 381,167.				
7 Capital gain net income (from Part IV, line 2)				
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	342,934.	45,225.	0.	
13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees STMT 2	2,697.	2,697.	0.	0.
17 Interest				
18 Taxes STMT 3	222.	222.	0.	0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	2,919.	2,919.	0.	0.
25 Contributions, gifts, grants paid	119,576.			119,576.
26 Total expenses and disbursements. Add lines 24 and 25	122,495.	2,919.	0.	119,576.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	220,439.			
b Net investment income (if negative, enter -0-)		42,306.		
c Adjusted net income (if negative, enter -0-)			0.	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	65,655.	290,115.	290,115.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	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			
	c Investments - corporate bonds			
	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 ▶ <u>SECURITIES</u>)	1,177,348.	1,173,327.	1,157,045.	
16 Total assets (to be completed by all filers)	1,243,003.	1,463,442.	1,447,160.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ _____)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	1,243,003.	1,463,442.		
30 Total net assets or fund balances	1,243,003.	1,463,442.		
31 Total liabilities and net assets/fund balances	1,243,003.	1,463,442.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,243,003.
2 Enter amount from Part I, line 27a	2	220,439.
3 Other increases not included in line 2 (itemize) ▶ _____	3	0.
4 Add lines 1, 2, and 3	4	1,463,442.
5 Decreases not included in line 2 (itemize) ▶ _____	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,463,442.

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 OVERSEAS SHIPHOLDING GROUP SR NOTE	P	06/08/11	10/17/12
b BERNSTEIN - SHORT-TERM	P	VARIOUS	12/31/12
c BERNSTEIN - LONG-TERM	P	VARIOUS	12/31/12
d CAPITAL GAINS DIVIDENDS			
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 23,250.		49,798.	-26,548.
b 144,760.		141,937.	2,823.
c 211,656.		207,186.	4,470.
d 1,501.			1,501.
e			

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			-26,548.
b			2,823.
c			4,470.
d			1,501.
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	-17,754.
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	2,823.

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	75,000.	1,048,721.	.071516
2010	27,147.	478,950.	.056680
2009	25,000.	1,894.	13.199578
2008			
2007			

2 Total of line 1, column (d)	2	13.327774
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	4.442591
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,204,162.
5 Multiply line 4 by line 3	5	5,349,599.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	423.
7 Add lines 5 and 6	7	5,350,022.
8 Enter qualifying distributions from Part XII, line 4	8	119,576.

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 <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 type="checkbox"/> and enter 1% of Part I, line 27b		1	846.
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	0.
3 Add lines 1 and 2		3	846.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	846.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,060.	
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	1,060.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	214.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 214. Refunded <input type="checkbox"/>	11		0.

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
b 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
c 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) ▶ PA		
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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>BRAD INGERMAN</u> Telephone no. ▶ <u>610-527-2963</u> Located at ▶ <u>837 LAFAYETTE ROAD, BRYN MAWR, PA</u> ZIP+4 ▶ <u>19010</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	N/A
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? <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 instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)? **N/A**
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes 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? Yes No

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

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
BRAD INGERMAN 837 LAFAYETTE ROAD BRYN MAWR, PA 19010	TRUSTEE 1.00	0.	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.

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	1,152,973.
b	Average of monthly cash balances	1b	69,526.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,222,499.
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	1,222,499.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,337.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,204,162.
6	Minimum investment return. Enter 5% of line 5	6	60,208.

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	60,208.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	846.
2b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	846.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	59,362.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	59,362.
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	59,362.

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	119,576.
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	119,576.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	119,576.

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				59,362.
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	24,998.			
d From 2010	4,932.			
e From 2011	23,494.			
f Total of lines 3a through e	53,424.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 119,576.				
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)	0.			
d Applied to 2012 distributable amount				59,362.
e Remaining amount distributed out of corpus	60,214.			
5 Excess distributions carryover applied to 2012 (if an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	113,638.			
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	113,638.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	24,998.			
c Excess from 2010	4,932.			
d Excess from 2011	23,494.			
e Excess from 2012	60,214.			

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

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

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

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

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

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

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

NONE

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

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

- b** The form in which applications should be submitted and information and materials they should include:

- c** Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient	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					
TEMPLE UNIVERSITY - BEASLEY SCHOOL OF LAW 1719 N BROAD ST PHILADELPHIA, PA 19122	UNRELATED	501(C)3	EDUCATION	44,576.	
THE CHOP FOUNDATION P.O. BOX 8500 PHILADELPHIA, PA 19178-1352	UNRELATED	501(C)3	CHARITABLE	75,000.	
Total				▶ 3a	119,576.
b Approved for future payment					
NONE					
Total				▶ 3b	0.

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

Employer identification number

JUSTIN INGERMAN FOUNDATION**27-1750707**

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 foundationCheck 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 JUSTIN INGERMAN FOUNDATION	Employer identification number 27-1750707
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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
1	BRAD AND LAURIE INGERMAN 837 LAFAYETTE ROAD BRYN MAWR, PA 19010	\$ 315,463.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

JUSTIN INGERMAN FOUNDATION

27-1750707

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
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization

Employer identification number

JUSTIN INGERMAN FOUNDATION

27-1750707

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	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
BB&T CAPITAL MARKETS	26,968.	0.	26,968.	
BERSTEIN GLOBAL WEALTH MANAGEMENT	17,429.	0.	17,429.	
BERSTEIN GLOBAL WEALTH MANAGEMENT	1,501.	1,501.	0.	
CITICORP	827.	0.	827.	
WELLS FARGO	1.	0.	1.	
TOTAL TO FM 990-PF, PART I, LN 4	46,726.	1,501.	45,225.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES	2,697.	2,697.	0.	0.	
TO FORM 990-PF, PG 1, LN 16C	2,697.	2,697.	0.	0.	

FORM 990-PF	TAXES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	222.	222.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	222.	222.	0.	0.	

Capital Gains Report

JUSTIN INGERMAN FOUNDATION (Account: 888-53918)

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								
03/03/2011	01/04/2012	15	METLIFE INC	32.10	44.82	481.47	672.35	-190.88
03/07/2011	01/04/2012	15	METLIFE INC	32.10	45.90	481.46	688.44	-206.98
04/08/2011	01/04/2012	10	METLIFE INC	32.10	44.60	320.98	446.04	-125.06
03/10/2011	01/05/2012	10	LIMITED BRANDS INC	39.28	31.26	392.80	312.56	80.24
01/31/2011	01/06/2012	4	MONSANTO CO	77.37	72.88	309.49	291.52	17.97
02/17/2011	01/06/2012	3	MONSANTO CO	77.37	73.85	232.12	221.54	10.58
05/23/2011	01/09/2012	15	**LYONDELLBASELL INDU-CL A	34.46	38.78	516.83	581.65	-64.82
09/27/2011	01/09/2012	5	PEPSICO INC	65.39	62.59	326.96	312.93	14.03
10/28/2011	01/09/2012	9	PEPSICO INC	65.39	63.06	588.53	567.57	20.96
04/06/2011	01/10/2012	10	LIMITED BRANDS INC	39.00	34.95	390.00	349.54	40.46
07/20/2011	01/10/2012	10	LIMITED BRANDS INC	39.00	40.20	390.00	402.00	-12.00
08/22/2011	01/10/2012	10	LIMITED BRANDS INC	39.00	33.79	390.00	337.93	52.07
05/05/2011	01/11/2012	5	CELGENE CORP	70.98	59.28	354.92	296.40	58.52
01/20/2011	01/11/2012	7	ROCKWELL AUTOMATION INC	77.95	74.75	545.62	523.25	22.37
02/04/2011	01/11/2012	4	ROCKWELL AUTOMATION INC	77.95	82.67	311.79	330.68	-18.89
07/26/2011	01/12/2012	7	CONOCOPHILLIPS	70.79	74.35	495.55	520.42	-24.87
08/12/2011	01/12/2012	5	CONOCOPHILLIPS	70.79	66.48	353.97	322.41	21.56
08/19/2011	01/12/2012	5	CONOCOPHILLIPS	70.79	64.35	353.96	321.73	32.23
02/04/2011	01/23/2012	6	**ACCENTURE PLC-CL A	55.99	52.67	335.93	316.04	19.89
01/09/2012	01/24/2012	8	WATSON PHARMACEUTICALS INC	56.00	63.31	448.01	506.46	-58.45
01/11/2012	01/24/2012	7	WATSON PHARMACEUTICALS INC	56.00	63.25	392.01	442.78	-50.77
05/05/2011	01/27/2012	5	CELGENE CORP	73.05	59.28	365.23	296.39	68.84
02/07/2011	01/31/2012	14	LOWE'S COS INC	26.85	24.63	375.90	344.78	31.12
02/10/2011	01/31/2012	15	LOWE'S COS INC	26.85	24.37	402.75	365.60	37.15
02/24/2011	01/31/2012	15	LOWE'S COS INC	26.85	25.22	402.75	378.23	24.52
02/04/2011	01/31/2012	5	MARATHON PETROLEUM CORP	38.08	35.93	190.38	179.63	10.75
02/18/2011	01/31/2012	7	MARATHON PETROLEUM CORP	38.08	39.13	380.76	391.33	-10.57
04/18/2011	01/31/2012	10	PROCTER & GAMBLE CO	62.88	63.88	440.19	447.16	-6.97
05/23/2011	02/01/2012	10	**LYONDELLBASELL INDU-CL A	43.80	38.93	438.02	389.30	48.72
02/04/2011	02/02/2012	10	**INGERSOLL-RAND PLC	36.27	47.49	362.71	474.91	-112.20
05/03/2011	02/02/2012	35	TYSON FOODS INC-CL A	18.60	19.78	651.05	692.26	-41.21
06/29/2011	02/02/2012	5	TYSON FOODS INC-CL A	18.60	19.35	93.01	96.77	-3.76
08/02/2011	02/06/2012	5	VF CORP	132.77	114.50	663.86	572.50	91.36
06/01/2011	02/07/2012	10	FMC TECHNOLOGIES INC	53.81	43.85	538.14	438.51	99.63
05/12/2011	02/07/2012	3	GOODRICH CORP	125.36	91.95	376.07	275.84	100.23
05/16/2011	02/07/2012	1	GOODRICH CORP	125.36	90.39	125.35	90.39	34.96
06/08/2011	02/08/2012	10	GENERAL MOTORS CO	25.81	28.91	258.10	289.09	-30.99
02/28/2011	02/10/2012	5	**ACCENTURE PLC-CL A	56.75	51.82	283.77	259.10	24.67
05/17/2011	02/10/2012	3	**ACCENTURE PLC-CL A	56.75	56.52	170.26	169.55	0.71
06/13/2011	02/10/2012	10	JOHNSON CONTROLS INC	32.97	35.95	329.70	359.46	-29.76
05/18/2011	02/14/2012	10	GENERAL MILLS INC	39.76	39.83	397.62	398.29	-0.67
05/16/2011	02/14/2012	3	GOODRICH CORP	125.51	90.39	376.54	271.18	105.36
08/01/2011	02/14/2012	15	MARATHON PETROLEUM CORP	44.04	44.76	660.53	671.36	-10.83
05/17/2011	02/15/2012	7	**ACCENTURE PLC-CL A	58.08	56.52	406.58	395.61	10.97
10/11/2011	02/15/2012	12	ESTEE LAUDER COMPANIES-CL A	55.46	46.93	665.50	563.20	102.30
08/02/2011	02/15/2012	3	VF CORP	143.45	114.50	430.35	343.50	86.85

Capital Gains Report

JUSTIN INGERMAN FOUNDATION (Account 888-53918)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
08/30/2011	02/17/2012	5	DELL INC	18.13	14.79	90.63	73.96	16.67
09/26/2011	02/17/2012	25	DELL INC	18.13	14.46	453.16	361.51	91.65
02/24/2011	02/23/2012	5	MONSANTO CO	77.69	70.90	388.43	354.50	33.93
06/08/2011	02/28/2012	25	GENERAL MOTORS CO	26.24	28.91	655.98	722.71	-66.73
08/18/2011	03/05/2012	35	CMS ENERGY CORP	21.53	18.85	753.42	659.76	93.66
10/10/2011	03/05/2012	25	CMS ENERGY CORP	21.53	20.16	538.16	503.97	34.19
02/03/2012	03/13/2012	40	***NEXEN INC	19.97	18.02	798.82	720.83	77.99
12/13/2011	03/20/2012	4	GOLDMAN SACHS GROUP INC	126.74	98.56	506.98	394.24	112.74
08/02/2011	03/09/2012	30	CBRE GROUP INC	19.15	21.17	574.48	635.00	-60.52
08/24/2011	03/09/2012	20	CBRE GROUP INC	19.15	15.05	382.99	301.07	81.92
06/22/2011	03/21/2012	15	UNITEDHEALTH GROUP INC	54.12	52.26	811.83	783.94	27.89
04/05/2011	03/23/2012	15	AT&T INC	31.60	30.92	473.97	463.87	10.10
12/07/2011	03/23/2012	10	CIT GROUP INC	41.42	33.97	414.21	339.75	74.46
04/26/2011	03/26/2012	15	METLIFE INC	38.33	44.75	574.93	671.20	-96.27
08/18/2011	03/26/2012	10	METLIFE INC	38.33	32.07	383.28	320.69	62.59
08/22/2011	03/26/2012	15	METLIFE INC	38.33	30.91	574.93	463.59	111.34
09/06/2011	03/26/2012	10	TRAVELERS COS INC/THE	58.81	48.30	588.10	482.98	105.12
04/08/2011	03/27/2012	10	MOODY'S CORP	42.35	35.84	423.46	358.40	65.06
12/07/2011	04/04/2012	24	ILLUMINA INC	51.96	29.29	1,247.13	703.02	544.11
02/23/2012	04/04/2012	5	SALESFORCE COM INC	154.72	130.11	773.59	650.57	123.02
08/18/2011	04/10/2012	5	LAS VEGAS SANDS CORP	57.59	41.73	287.97	208.66	79.31
09/01/2011	04/10/2012	1	LAS VEGAS SANDS CORP	57.59	47.03	57.59	47.03	0.56
04/18/2011	04/18/2012	30	GAMESTOP CORP	22.18	25.91	665.35	777.20	-111.85
11/08/2011	04/19/2012	7	PERRIGO INC	106.05	91.07	742.33	637.51	104.82
11/22/2011	04/19/2012	4	PERRIGO INC	106.05	90.19	424.19	360.78	63.41
05/06/2011	04/25/2012	13	**POTASH CORP OF SASKATCHEWAN	44.10	53.47	573.30	695.12	-121.82
12/05/2011	05/03/2012	85	MORGAN STANLEY	16.34	16.45	1,389.13	1,398.46	-9.33
04/02/2012	05/03/2012	20	MORGAN STANLEY	16.34	19.89	326.86	397.80	-70.94
11/02/2011	05/07/2012	6	BOEING CO/THE	76.00	64.42	456.00	386.52	69.48
11/07/2011	05/07/2012	7	BOEING CO/THE	76.00	65.59	531.99	459.13	72.86
11/11/2011	05/07/2012	8	BOEING CO/THE	76.00	66.97	607.99	535.78	72.21
11/25/2011	05/07/2012	9	BOEING CO/THE	76.00	62.98	684.00	566.86	117.14
01/25/2012	05/07/2012	5	BOEING CO/THE	76.00	73.91	380.00	369.54	10.46
02/13/2012	05/07/2012	5	BOEING CO/THE	76.00	74.97	379.99	374.86	5.13
05/13/2011	05/08/2012	5	UNITED PARCEL SERVICE-CL B	77.54	73.89	387.72	369.46	18.26
02/01/2012	05/08/2012	7	VERTEX PHARMACEUTICALS INC	61.11	37.09	427.77	259.60	168.17
05/20/2011	05/17/2012	10	EXPRESS SCRIPTS HOLDING CO	52.04	60.02	520.40	600.18	-79.77
01/03/2012	05/17/2012	10	EXPRESS SCRIPTS HOLDING CO	52.04	46.89	520.40	468.93	51.47
08/08/2011	05/17/2012	7	GILEAD SCIENCES INC	50.82	36.86	355.74	257.99	97.75
12/07/2011	05/17/2012	1	ILLUMINA INC	43.81	29.29	43.81	29.29	14.52
01/13/2012	05/17/2012	10	ILLUMINA INC	43.81	35.83	438.10	358.28	79.82
01/09/2012	05/23/2012	10	**POTASH CORP OF SASKATCHEWAN	39.03	41.39	390.30	413.91	-23.61
01/19/2012	05/23/2012	10	**POTASH CORP OF SASKATCHEWAN	39.03	45.72	390.30	457.23	-66.93
08/26/2011	05/29/2012	25	CORNING INC	13.03	14.00	325.75	350.10	-24.35
01/13/2012	06/01/2012	20	FREEPORT-MCMORAN COPPER	32.33	41.78	646.66	835.57	-188.91
01/18/2012	06/01/2012	10	FREEPORT-MCMORAN COPPER	32.33	43.93	323.33	439.28	-115.95
01/24/2012	06/01/2012	10	FREEPORT-MCMORAN COPPER	32.33	43.80	323.33	438.00	-114.67
09/26/2011	06/07/2012	25	MARATHON OIL CORP	25.31	22.46	632.86	561.57	71.29
11/29/2011	06/08/2012	2	AMAZON COM INC	218.18	193.61	436.36	387.23	49.13

Capital Gains Report

JUSTIN INGERMAN FOUNDATION (Account: 888-53918)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
08/30/2011	06/12/2012	10	DIRECTV-CLASS A	43.20	43.84	432.00	438.40	-6.40
03/21/2012	06/12/2012	15	DIRECTV-CLASS A	43.20	48.11	648.01	721.63	-73.62
02/17/2012	06/14/2012	4	PERRIGO INC	110.80	95.05	443.20	380.19	63.01
02/22/2012	06/14/2012	5	PERRIGO INC	110.80	94.77	554.00	473.83	80.17
07/08/2011	06/18/2012	10	BROADCOM CORP-CL A	34.50	34.40	345.04	344.04	1.00
12/14/2011	06/18/2012	20	GENERAL ELECTRIC CO	19.66	16.69	393.22	333.88	59.34
07/15/2011	06/20/2012	15	QUALCOMM INC	56.94	54.86	854.02	822.83	31.19
08/25/2011	06/20/2012	10	QUALCOMM INC	56.94	47.23	569.35	472.33	97.02
02/24/2012	06/20/2012	10	QUALCOMM INC	56.94	63.67	569.35	636.70	-67.35
08/23/2011	06/21/2012	10	DTE ENERGY COMPANY	59.04	48.27	590.36	482.74	107.62
01/20/2012	06/21/2012	4	GOLDMAN SACHS GROUP INC	94.69	109.09	378.77	436.37	-57.60
02/02/2012	06/21/2012	4	GOLDMAN SACHS GROUP INC	94.69	113.31	378.77	453.26	-74.49
01/09/2012	06/26/2012	13	STRYKER CORP	53.86	51.76	700.23	672.88	27.35
01/10/2012	06/26/2012	10	STRYKER CORP	53.86	52.14	538.63	521.40	17.23
01/12/2012	06/26/2012	7	STRYKER CORP	53.86	52.39	377.04	366.74	10.30
02/10/2012	06/26/2012	10	STRYKER CORP	53.86	53.09	538.64	530.95	7.69
09/26/2011	06/27/2012	10	DEVON ENERGY CORPORATION	55.98	56.52	559.79	565.19	-5.40
10/28/2011	06/28/2012	11	JPMORGAN CHASE & CO	35.19	36.69	387.14	403.56	-16.42
03/26/2012	06/28/2012	8	JPMORGAN CHASE & CO	35.19	45.89	281.56	367.16	-85.60
03/27/2012	06/28/2012	10	JPMORGAN CHASE & CO	35.19	46.21	351.94	462.14	-110.20
03/06/2012	07/02/2012	15	EDISON INTERNATIONAL	46.12	42.96	691.80	644.35	47.45
05/31/2012	07/09/2012	4	INTL BUSINESS MACHINES CORP	189.67	194.30	758.69	777.20	-18.51
06/01/2012	07/11/2012	12	YUM! BRANDS INC	62.07	67.18	744.85	806.12	-61.27
08/11/2011	07/12/2012	15	***BP PLC-SPONS ADR	40.19	39.65	602.85	594.78	8.07
08/12/2011	07/12/2012	5	***BP PLC-SPONS ADR	40.19	39.72	200.95	198.61	2.34
08/01/2011	07/12/2012	10	MARATHON PETROLEUM CORP	43.40	44.76	434.01	447.57	-13.56
08/09/2011	07/12/2012	15	MARATHON PETROLEUM CORP	43.40	34.96	651.01	524.39	126.62
09/26/2011	07/12/2012	20	MARATHON PETROLEUM CORP	43.40	29.99	868.02	599.85	268.17
10/20/2011	07/13/2012	11	PVH CORP	75.75	66.10	833.28	727.14	106.14
12/21/2011	07/13/2012	5	PVH CORP	75.75	66.00	378.77	330.00	48.77
07/22/2011	07/18/2012	2	ANADARKO PETROLEUM CORP	73.13	83.44	146.27	166.89	-20.62
08/03/2011	07/18/2012	9	ANADARKO PETROLEUM CORP	73.13	79.13	658.19	712.15	-53.96
10/05/2011	07/18/2012	22	TRW AUTOMOTIVE HOLDINGS CORP	36.58	34.39	804.70	756.68	48.02
09/09/2011	07/24/2012	10	DOLLAR GENERAL CORP	52.52	34.65	525.18	346.47	178.71
09/20/2011	07/24/2012	10	DOLLAR GENERAL CORP	52.52	37.82	525.18	378.18	147.00
11/02/2011	07/24/2012	10	DOLLAR GENERAL CORP	52.52	39.27	525.18	392.67	132.51
08/03/2011	07/25/2012	15	FMC TECHNOLOGIES INC	42.24	43.23	633.61	648.47	-14.86
09/21/2011	07/25/2012	10	FMC TECHNOLOGIES INC	42.24	43.05	422.41	430.52	-8.11
11/02/2011	07/25/2012	1	WELLS FARGO & COMPANY	33.09	25.07	33.09	25.07	8.02
09/30/2011	07/26/2012	25	CBRE GROUP INC	15.37	13.88	384.13	346.96	37.17
02/01/2012	07/26/2012	20	CBRE GROUP INC	15.37	19.31	307.31	386.29	-78.98
02/17/2012	07/26/2012	20	CBRE GROUP INC	15.37	19.10	307.31	381.98	-74.67
08/22/2011	07/26/2012	10	***COVIDIEN PLC	53.88	48.41	538.75	484.09	54.66
11/01/2011	07/26/2012	15	***COVIDIEN PLC	53.88	45.26	808.13	678.86	129.27
11/18/2011	07/26/2012	10	***COVIDIEN PLC	53.88	46.21	538.76	462.13	76.63
02/24/2012	07/26/2012	10	***COVIDIEN PLC	53.88	52.51	538.75	525.15	13.60
02/01/2012	07/27/2012	13	VERTEX PHARMACEUTICALS INC	49.88	37.08	648.40	482.10	166.30
06/12/2012	07/30/2012	15	AMERICAN EXPRESS CO	58.35	56.17	875.25	842.52	32.73
10/05/2011	07/30/2012	10	LAM RESEARCH CORP	34.14	39.87	341.40	398.66	-57.26

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
11/07/2011	07/30/2012	10	LAM RESEARCH CORP	34 14	43 29	341 40	432 94	-91 54
12/19/2011	08/02/2012	10	HERSHEY CO/THE	71 72	59 85	717 17	598 54	118 63
01/04/2012	08/02/2012	6	HERSHEY CO/THE	71 72	61 08	430 31	366 51	63 80
02/13/2012	08/02/2012	6	HERSHEY CO/THE	71 72	60 04	430 30	360 22	70 08
02/21/2012	08/02/2012	8	HERSHEY CO/THE	71 72	60 62	573 74	484 94	88 80
03/07/2012	08/02/2012	40	LIBERTY INTERACTIVE CORP-A	18 59	18 73	743 63	749 36	-5 73
09/16/2011	08/02/2012	25	***MARVELL TECHNOLOGY GROUP LT	11 09	15 18	277 22	379 43	-102 21
10/20/2011	08/02/2012	30	***MARVELL TECHNOLOGY GROUP LT	11 09	13 32	332 66	399 46	-66 80
11/01/2011	08/02/2012	30	***MARVELL TECHNOLOGY GROUP LT	11 09	13 58	332 67	407 28	-74 61
11/04/2011	08/02/2012	25	***MARVELL TECHNOLOGY GROUP LT	11 09	14 02	277 22	350 47	-73 25
08/11/2011	08/03/2012	25	CENTURYLINK INC	41 84	34 10	1,045 90	852 45	193 45
10/18/2011	08/03/2012	120	MICRON TECHNOLOGY INC	6 30	5 68	756 00	681 05	74 95
08/15/2011	08/08/2012	20	GENERAL MILLS INC	38 50	36 39	770 01	727 82	42 19
11/01/2011	08/08/2012	15	GENERAL MILLS INC	38 50	38 37	577 51	575 60	1 91
11/04/2011	08/08/2012	10	GENERAL MILLS INC	38 50	38 61	385 01	386 08	-1 07
01/05/2012	08/08/2012	10	GENERAL MILLS INC	38 50	40 69	385 00	406 92	-21 92
08/29/2011	08/09/2012	5	ROCKWELL AUTOMATION INC	70 85	60 21	354 23	301 05	53 18
11/18/2011	08/09/2012	5	ROCKWELL AUTOMATION INC	70 85	71 69	354 23	358 43	-4 20
10/21/2011	08/14/2012	30	CENTERPOINT ENERGY INC	20 55	21 13	616 50	633 99	-17 49
02/15/2012	08/14/2012	20	CENTERPOINT ENERGY INC	20 55	18 81	411 00	376 30	34 70
06/21/2012	08/14/2012	30	HALLIBURTON CO	35 10	28 57	1,052 92	857 01	195 91
05/17/2012	08/16/2012	11	AMGEN INC	83 02	71 38	913 22	785 18	128 04
07/16/2012	08/17/2012	20	CBS CORP-CLASS B NON VOTING	35 87	31 30	717 43	626 01	91 42
01/26/2012	08/17/2012	13	EMERSON ELECTRIC CO	52 16	51 96	678 04	675 52	2 52
01/30/2012	08/17/2012	7	EMERSON ELECTRIC CO	52 16	51 41	365 10	359 88	5 22
02/13/2012	08/17/2012	10	EMERSON ELECTRIC CO	52 16	52 22	521 56	522 21	-0 65
09/26/2011	08/21/2012	35	GANNETT CO	15 57	9 16	545 10	320 50	224 60
12/14/2011	08/21/2012	25	GANNETT CO	15 57	12 82	389 36	320 39	68 97
09/14/2011	08/22/2012	15	CENTURYLINK INC	41 45	34 84	621 78	522 54	99 24
10/05/2011	08/22/2012	20	CENTURYLINK INC	41 45	32 12	829 05	642 47	186 58
02/13/2012	08/22/2012	10	INFORMATICA CORPORATION	31 53	46 80	315 30	468 04	-152 74
06/21/2012	08/22/2012	25	INFORMATICA CORPORATION	31 53	42 37	788 25	1,059 31	-271 06
06/19/2012	08/22/2012	40	KIMBERLY-CLARK CORP	83 89	83 17	3,355 65	3,326 96	28 69
09/01/2011	08/24/2012	60	NEWELL RUBBERMAID INC	17 52	12 46	1,051 01	747 61	303 40
09/10/2011	08/24/2012	9	LAS VEGAS SANDS CORP	42 59	47 03	383 28	423 25	-39 97
01/30/2012	08/24/2012	10	LAS VEGAS SANDS CORP	42 59	48 77	425 86	487 71	-61 85
06/14/2012	08/24/2012	1	LAS VEGAS SANDS CORP	42 59	45 42	42 59	45 42	-2 83
03/12/2012	08/24/2012	4	VISA INC - CLASS A SHRS	126 76	116 60	507 05	466 39	40 66
07/25/2012	08/27/2012	18	DOLLAR TREE INC	48 50	50 30	872 98	905 41	-32 43
12/07/2011	08/28/2012	10	CIT GROUP INC	37 97	33 97	379 71	339 75	39 96
03/06/2012	08/28/2012	9	MCKESSON CORP	87 46	82 38	787 14	741 45	45 69
03/30/2012	08/28/2012	5	MCKESSON CORP	87 46	88 15	437 30	440 75	-3 45
10/05/2011	09/14/2012	30	APPLIED MATERIALS INC	11 87	10 54	356 18	316 10	40 08
10/12/2011	09/14/2012	15	APPLIED MATERIALS INC	11 87	11 36	178 09	170 36	7 73
08/06/2012	09/20/2012	40	CONSOLIDATED EDISON INC	59 50	64 91	2,379 97	2,596 46	-216 49
07/24/2012	09/21/2012	30	WISCONSIN ENERGY CORP	36 75	40 50	1,102 52	1,215 00	-112 48
07/17/2012	09/24/2012	40	XCEL ENERGY INC	27 58	28 85	1,103 32	1,153 96	-50 64
05/23/2012	09/25/2012	10	FAMILY DOLLAR STORES	63 64	64 48	636 40	644 84	-8 44
07/26/2012	09/25/2012	14	PEPSICO INC	70 81	71 20	991 40	996 85	-5 45

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08/16/2012	09/25/2012	6	PEPSICO INC	70 81	72 89	424 88	437 33	-12 45
06/21/2012	10/01/2012	45	HALLIBURTON CO	33 75	28 57	1,518 87	1,285 52	233 35
08/30/2012	10/01/2012	15	HALLIBURTON CO	33 75	32 81	506 29	492 13	14 16
08/29/2012	10/02/2012	60	EDISON INTERNATIONAL	45 89	43 68	2,753 46	2,620 93	132 53
08/02/2012	10/08/2012	20	MONDELEZ INTERNATIONAL-W/I	27 62	25 55	552 33	511 09	41 24
08/21/2012	10/08/2012	10	MONDELEZ INTERNATIONAL-W/I	27 62	26 87	276 17	268 87	7 46
06/12/2012	10/15/2012	25	US BANCORP	33 50	30 48	837 56	761 97	75 59
06/28/2012	10/23/2012	35	MICROSOFT CORP	28 03	29 55	981 12	1,034 12	-53 00
08/16/2012	10/23/2012	10	MICROSOFT CORP	28 03	30 45	280 32	304 53	-24 21
06/15/2012	10/24/2012	5	MCDONALD'S CORP	87 42	90 45	437 12	452 25	-15 13
12/28/2011	10/26/2012	24	APOLLO GROUP INC-CL A	19 78	53 53	474 72	1,284 68	-809 96
11/04/2011	10/26/2012	15	GENERAL MOTORS CO	23 33	23 76	349 93	356 35	-6 42
11/14/2011	10/26/2012	30	GENERAL MOTORS CO	23 33	23 01	699 85	690 41	9 44
11/30/2011	10/26/2012	15	GENERAL MOTORS CO	23 33	21 21	349 93	318 08	31 85
05/30/2012	10/26/2012	20	GENERAL MOTORS CO	23 33	22 40	466 57	448 00	18 57
06/19/2012	10/26/2012	4	PRICELINE COM INC	580 81	679 17	2,323 24	2,716 70	-393 46
06/12/2012	11/01/2012	15	AMERICAN EXPRESS CO	56 91	56 17	853 62	842 51	11 11
06/18/2012	11/06/2012	25	AB DISCOVERY VALUE FUND CL ADV	17 83	16 02	450 00	404 31	45 69
08/22/2012	11/06/2012	6	UNITED TECHNOLOGIES CORP	80 20	79 45	481 20	476 73	4 47
08/07/2012	11/08/2012	3	AUTOZONE INC	381 89	364 97	1,145 67	1,094 90	50 77
06/29/2012	11/09/2012	25	ABBOTT LABORATORIES	64 43	63 90	1,610 86	1,597 50	13 36
07/27/2012	11/09/2012	35	WALGREEN CO	32 76	35 49	1,146 48	1,242 15	-95 67
08/07/2012	11/12/2012	30	ENTERGY CORP	65 02	71 33	1,950 50	2,139 91	-189 41
03/28/2012	11/13/2012	15	EMERSON ELECTRIC CO	50 23	51 34	753 44	770 17	-16 73
05/30/2012	11/13/2012	10	HOME DEPOT INC	63 80	49 60	637 96	496 03	141 93
05/22/2012	11/13/2012	10	TYSON FOODS INC-CL A	16 99	19 42	169 94	194 20	-24 26
03/28/2012	11/15/2012	5	EMERSON ELECTRIC CO	48 31	51 34	241 56	256 72	-15 16
04/26/2012	11/15/2012	25	EMERSON ELECTRIC CO	48 31	51 76	1,207 82	1,294 09	-86 27
08/31/2012	11/15/2012	25	EMERSON ELECTRIC CO	48 31	51 06	1,207 81	1,276 42	-68 61
06/18/2012	12/04/2012	45	AB DISCOVERY VALUE FUND CL ADV	17 70	16 02	800 00	724 07	75 93
06/18/2012	12/04/2012	122	AB DISCOVERY GROWTH FND CL ADV	7 34	7 00	900 00	858 31	41 69
08/20/2012	12/04/2012	4	BIOGEN IDEC INC	151 96	144 50	607 84	577 99	29 85
07/17/2012	12/04/2012	4	BERKSHIRE HATHAWAY INC-CL B	87 32	84 51	349 27	338 05	11 22
06/15/2012	12/04/2012	2	CHIPOTLE MEXICAN GRILL-CL A	269 67	400 96	539 34	801 93	-262 59
12/07/2011	12/04/2012	15	CIT GROUP INC	36 53	33 98	547 98	509 63	38 35
11/07/2012	12/04/2012	5	DIAMOND OFFSHORE DRILLING	69 14	67 98	345 69	339 88	5 81
11/14/2012	12/04/2012	1	INTUITIVE SURGICAL INC	525 37	530 29	525 37	530 29	-4 92
05/30/2012	12/04/2012	10	HOME DEPOT INC	64 52	49 60	645 18	496 03	149 15
05/31/2012	12/04/2012	2	INTL BUSINESS MACHINES CORP	189 08	194 30	378 16	388 60	-10 44
06/14/2012	12/04/2012	30	LAS VEGAS SANDS CORP	45 32	45 42	1,359 53	1,362 73	-3 20
01/09/2012	12/04/2012	45	MGM RESORTS INTERNATIONAL	9 91	11 30	445 95	508 41	-62 46
05/08/2012	12/04/2012	4	MCKESSON CORP	94 93	89 30	379 72	357 19	22 53
06/15/2012	12/04/2012	6	MCDONALD'S CORP	87 06	90 45	522 38	542 70	-20 32
02/14/2012	12/04/2012	5	NATIONAL - OILWELL INC	68 82	83 52	344 12	417 61	-73 49
05/21/2012	12/04/2012	5	PHILIP MORRIS INTERNATIONAL	89 14	84 21	445 69	421 05	24 64
06/12/2012	12/04/2012	15	US BANCORP	31 44	30 48	471 60	457 18	14 42

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06/25/2012	12/04/2012	3	UNION PACIFIC CORP	122.33	113.57	366.98	340.72	26.26	
04/11/2012	12/12/2012	10	COACH INC	56.46	73.62	564.58	736.16	-171.58	
04/20/2012	12/12/2012	3	COACH INC	56.46	76.25	169.37	228.76	-59.39	
04/20/2012	12/12/2012	1	COACH INC	56.46	76.25	56.46	76.25	-19.79	
12/27/2011	12/12/2012	50	CISCO SYSTEMS INC	19.79	18.55	989.36	927.46	61.90	
11/13/2012	12/21/2012	7	DIRECTV	50.24	48.81	351.68	341.67	10.01	
07/02/2012	12/21/2012	12	O'REILLY AUTOMOTIVE INC	90.20	84.96	1,082.39	1,019.52	62.87	
07/27/2012	12/21/2012	25	WALGREEN CO	36.39	35.49	909.64	887.25	22.39	
07/31/2012	12/27/2012	20	BMC SOFTWARE INC	39.77	39.68	795.40	793.63	1.77	
08/10/2012	12/28/2012	40	AMEREN CORPORATION	30.62	34.53	1,224.91	1,381.07	-156.16	
08/07/2012	12/28/2012	19	CLOROX COMPANY	72.82	70.87	1,383.58	1,346.51	37.07	
08/21/2012	12/28/2012	6	CLOROX COMPANY	72.82	72.29	436.92	433.75	3.17	
SUBTOTAL FOR SHORT-TERM NON-COVERED								144,760.40	2,823.71
LONG-TERM NON-COVERED									
12/23/2010	01/10/2012	1	GOOGLE INC-CL A	620.86	604.22	620.86	604.22	16.64	
12/23/2010	01/12/2012	45	MARATHON OIL CORP	30.44	22.14	1,369.90	996.35	373.55	
12/23/2010	01/17/2012	5	ALLERGAN INC	88.54	69.73	442.72	348.64	94.08	
12/23/2010	01/19/2012	15	JOHNSON CONTROLS INC	32.50	38.26	487.55	573.97	-86.42	
12/23/2010	01/24/2012	10	BROADCOM CORP-CL A	35.05	43.72	350.51	437.16	-86.65	
12/23/2010	01/27/2012	15	STARBUCKS CORP	47.07	32.65	706.02	489.69	216.33	
12/23/2010	01/31/2012	2	AMAZON COM INC	190.43	182.88	380.85	365.75	15.10	
12/23/2010	01/31/2012	30	MARATHON PETROLEUM CORP	38.08	28.66	1,142.28	859.89	282.39	
12/23/2010	02/02/2012	20	**INGERSOLL-RAND PLC	36.27	46.17	725.41	923.36	-197.95	
12/29/2010	02/08/2012	15	GENERAL MOTORS CO	25.81	35.54	387.16	533.11	-145.95	
12/23/2010	02/08/2012	20	JOHNSON CONTROLS INC	32.75	38.26	654.91	765.29	-110.38	
02/04/2011	02/10/2012	15	JOHNSON CONTROLS INC	32.97	37.86	494.56	567.89	-73.33	
12/23/2010	02/10/2012	5	UNITED PARCEL SERVICE-CL B	76.39	72.62	381.96	363.09	18.87	
12/23/2010	02/16/2012	1	APPLE INC	492.61	323.83	492.61	323.83	168.78	
12/23/2010	02/21/2012	5	CITRIX SYSTEMS INC	73.64	68.47	368.22	342.37	25.85	
12/28/2010	02/22/2012	18	DOW CHEMICAL	33.83	34.36	608.95	618.42	-9.47	
02/17/2011	02/23/2012	5	MONSANTO CO	77.69	73.85	388.44	369.24	19.20	
12/23/2010	02/23/2012	12	**POTASH CORP OF SASKATCHEWAN	46.55	47.87	558.54	574.43	-15.89	
12/23/2010	02/28/2012	1	APPLE INC	533.76	323.83	533.76	323.83	209.93	
12/23/2010	03/05/2012	10	CENTURYLINK INC	38.59	46.16	385.89	461.59	-75.70	
12/23/2010	03/06/2012	1	APPLE INC	529.77	323.83	529.77	323.83	205.94	
12/23/2010	03/06/2012	3	GOLDMAN SACHS GROUP INC	114.02	168.06	342.07	504.18	-162.11	
02/04/2011	03/06/2012	2	GOLDMAN SACHS GROUP INC	114.02	163.90	228.04	327.81	-99.77	
12/23/2010	03/20/2012	1	GOLDMAN SACHS GROUP INC	126.74	168.06	126.75	168.06	-41.31	
02/04/2011	03/20/2012	1	GOLDMAN SACHS GROUP INC	126.74	163.91	126.74	163.91	-37.17	
12/28/2010	03/21/2012	15	DOW CHEMICAL	35.04	34.36	525.60	515.34	10.26	
03/07/2011	03/23/2012	5	DTE ENERGY COMPANY	54.66	48.10	273.28	240.48	32.80	
03/09/2011	03/23/2012	10	DTE ENERGY COMPANY	54.66	49.05	546.55	490.49	56.06	
12/23/2010	03/26/2012	30	TRAVELERS COS INC/THE	58.81	55.44	1,764.29	1,663.33	100.96	
03/03/2011	03/26/2012	15	TRAVELERS COS INC/THE	58.81	59.39	882.15	890.78	-8.63	
12/23/2010	03/28/2012	15	BROADCOM CORP-CL A	38.51	42.83	577.66	642.47	-64.81	

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12/28/2010	03/29/2012	12	DOW CHEMICAL	33.99	34.36	407.88	412.28	-4.40
01/05/2011	03/29/2012	8	DOW CHEMICAL	33.99	34.68	271.92	277.43	-5.51
02/08/2011	03/29/2012	10	DOW CHEMICAL	33.99	37.95	339.90	379.55	-39.65
12/23/2010	04/04/2012	15	CONSTELLATION BRANDS INC-A	24.66	22.36	369.87	335.36	34.51
02/04/2011	04/09/2012	2	GOLDMAN SACHS GROUP INC	116.94	163.90	233.88	327.81	-93.93
04/01/2011	04/09/2012	2	GOLDMAN SACHS GROUP INC	116.94	160.90	233.87	321.80	-87.93
12/23/2010	04/12/2012	10	UNITED PARCEL SERVICE-CL B	79.35	72.62	793.28	726.17	67.11
02/28/2011	04/23/2012	6	BORGWARNER INC	79.95	76.85	479.71	461.09	18.62
12/23/2010	04/23/2012	6	FLOWERVE CORPORATION	109.26	118.41	655.54	710.45	-54.91
12/23/2010	04/25/2012	15	BROADCOM CORP-CL A	36.20	42.83	543.03	642.47	-99.44
02/07/2011	04/25/2012	10	BROADCOM CORP-CL A	36.20	46.24	362.02	462.41	-100.39
12/23/2010	04/26/2012	30	**MARVELL TECHNOLOGY GROUP LT	15.09	18.93	452.82	567.95	-115.13
12/23/2010	04/30/2012	17	NORTHROP GRUMMAN CORP	63.31	58.86	1,076.23	1,000.69	75.54
02/04/2011	04/30/2012	5	NORTHROP GRUMMAN CORP	63.31	63.04	316.54	315.21	1.33
12/23/2010	05/07/2012	35	CONSTELLATION BRANDS INC-A	20.71	22.36	724.77	782.51	-57.74
03/18/2011	05/07/2012	20	CONSTELLATION BRANDS INC-A	20.71	18.27	414.16	365.33	48.83
12/23/2010	05/08/2012	25	UNITED PARCEL SERVICE-CL B	77.54	72.62	1,938.59	1,815.44	123.15
02/04/2011	05/08/2012	5	UNITED PARCEL SERVICE-CL B	77.54	74.17	387.72	370.83	16.89
02/11/2011	05/08/2012	5	UNITED PARCEL SERVICE-CL B	77.54	75.27	387.72	376.35	11.37
12/23/2010	05/17/2012	5	EXPRESS SCRIPTS HOLDING CO	52.04	54.21	260.20	271.05	-10.85
03/04/2011	05/17/2012	10	EXPRESS SCRIPTS HOLDING CO	52.04	55.88	520.41	558.82	-38.41
04/06/2011	05/17/2012	5	EXPRESS SCRIPTS HOLDING CO	52.04	56.74	260.20	283.71	-23.51
05/03/2011	05/17/2012	10	EXPRESS SCRIPTS HOLDING CO	52.04	58.20	520.41	581.98	-61.57
12/23/2010	05/17/2012	8	GILEAD SCIENCES INC	50.82	36.00	406.56	288.02	118.54
04/01/2011	05/17/2012	15	GILEAD SCIENCES INC	50.82	42.56	762.30	638.36	123.94
05/16/2011	05/22/2012	11	**TRANSCOAN LTD	43.91	69.12	483.01	760.35	-277.34
05/16/2011	05/23/2012	10	**POTASH CORP OF SASKATCHEWAN	39.03	52.25	390.30	522.46	-132.16
12/23/2010	05/29/2012	70	CORNING INC	13.03	19.31	912.10	1,351.82	-439.72
04/19/2011	05/29/2012	20	CORNING INC	13.03	19.65	260.60	393.02	-132.42
03/29/2011	05/30/2012	5	MONSANTO CO	76.79	69.95	383.93	349.74	34.19
04/05/2011	05/30/2012	5	MONSANTO CO	76.79	73.14	383.93	365.70	18.23
04/07/2011	05/30/2012	10	MONSANTO CO	76.79	68.44	767.87	684.44	83.43
05/17/2011	05/30/2012	10	MONSANTO CO	76.79	62.95	767.86	629.51	138.35
12/23/2010	05/31/2012	99	JPMORGAN CHASE & CO	33.13	42.02	3,280.23	4,159.65	-879.42
02/04/2011	05/31/2012	4	JPMORGAN CHASE & CO	33.13	44.71	132.53	178.83	-46.30
12/23/2010	06/06/2012	15	CENTURYLINK INC	37.41	46.16	561.20	692.39	-131.19
04/01/2011	06/06/2012	10	CENTURYLINK INC	37.41	41.22	374.13	412.19	-38.06
04/18/2011	06/06/2012	15	CENTURYLINK INC	37.41	39.49	561.20	592.41	-31.21
12/23/2010	06/07/2012	15	MARATHON OIL CORP	25.31	22.14	379.72	332.12	47.60
02/04/2011	06/07/2012	10	MARATHON OIL CORP	25.31	27.75	253.15	277.52	-24.37
02/18/2011	06/07/2012	20	MARATHON OIL CORP	25.31	30.23	506.29	604.57	-98.28
12/23/2010	06/08/2012	5	AMAZON COM INC	218.18	182.88	1,090.90	914.38	176.52
01/31/2011	06/08/2012	2	AMAZON COM INC	218.18	169.43	436.36	338.86	97.50
02/11/2011	06/08/2012	2	AMAZON COM INC	218.18	186.70	436.36	373.41	62.95
03/18/2011	06/08/2012	2	AMAZON COM INC	218.18	161.93	436.36	323.87	112.49
12/23/2010	06/08/2012	10	THE WALT DISNEY CO	45.77	37.68	457.73	376.84	80.89
12/23/2010	06/12/2012	19	COMCAST CORP-CLASS A	29.99	22.11	569.90	420.12	149.78
01/21/2011	06/12/2012	17	COMCAST CORP-CLASS A	29.99	23.63	509.91	401.79	108.12
02/04/2011	06/12/2012	20	COMCAST CORP-CLASS A	29.99	23.16	599.90	463.14	136.76

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03/29/2011	06/12/2012	15	COMCAST CORP-CLASS A	29.99	24.56	449.92	368.45	81.47
03/30/2011	06/12/2012	20	COMCAST CORP-CLASS A	29.99	24.70	599.90	493.97	105.93
11/07/2011	06/12/2012	10	DIRECTV-CLASS A	43.20	42.00	432.00	420.02	11.98
12/23/2010	06/15/2012	25	SCHLUMBERGER LTD	66.21	82.70	1,655.20	2,067.34	-412.34
12/23/2010	06/18/2012	4	APPLE INC	583.14	323.83	2,332.58	1,295.33	1,037.25
03/08/2011	06/18/2012	10	BROADCOM CORP-CL A	34.50	41.23	345.04	412.32	-67.28
04/28/2011	06/18/2012	15	BROADCOM CORP-CL A	34.50	34.66	517.56	519.87	-2.31
12/23/2010	06/18/2012	95	EMC CORP/MASS	24.57	22.99	2,334.05	2,183.85	150.20
02/04/2011	06/18/2012	25	EMC CORP/MASS	24.57	25.48	614.22	636.95	-22.73
12/23/2010	06/18/2012	4	GOOGLE INC-CL A	568.28	604.22	2,273.12	2,416.89	-143.77
12/23/2010	06/18/2012	45	GENERAL ELECTRIC CO	19.66	18.05	884.75	812.47	72.28
02/18/2011	06/18/2012	15	GENERAL ELECTRIC CO	19.66	21.45	294.92	321.72	-26.80
05/25/2011	06/18/2012	20	GENERAL ELECTRIC CO	19.66	19.22	393.22	384.33	8.89
12/23/2010	06/19/2012	3	FLOWERVE CORPORATION	110.22	118.41	330.65	355.22	-24.57
03/15/2011	06/19/2012	3	FLOWERVE CORPORATION	110.22	122.01	330.66	366.04	-35.38
04/05/2011	06/19/2012	3	FLOWERVE CORPORATION	110.22	133.31	330.65	399.93	-69.28
04/18/2011	06/19/2012	3	FLOWERVE CORPORATION	110.22	125.09	330.66	375.26	-44.60
05/03/2011	06/19/2012	3	FLOWERVE CORPORATION	110.22	124.72	330.65	374.16	-43.51
12/23/2010	06/19/2012	100	ORACLE CORP	28.09	31.56	2,809.00	3,155.53	-346.53
02/04/2011	06/19/2012	15	ORACLE CORP	28.09	32.69	421.35	490.35	-69.00
03/21/2011	06/19/2012	10	ORACLE CORP	28.09	31.58	280.90	315.79	-34.89
04/19/2011	06/19/2012	10	ORACLE CORP	28.09	33.65	280.90	336.50	-55.60
01/27/2011	06/20/2012	11	QUALCOMM INC	56.94	54.96	626.29	604.56	21.73
02/04/2011	06/20/2012	7	QUALCOMM INC	56.94	54.86	398.55	384.01	14.54
02/15/2011	06/20/2012	7	QUALCOMM INC	56.94	58.71	398.55	410.99	-12.44
02/18/2011	06/20/2012	5	QUALCOMM INC	56.94	59.08	284.67	295.42	-10.75
03/18/2011	06/20/2012	5	QUALCOMM INC	56.94	51.08	284.68	255.38	29.30
03/22/2011	06/20/2012	5	QUALCOMM INC	56.94	52.78	284.67	263.88	20.79
03/23/2011	06/20/2012	5	QUALCOMM INC	56.94	52.06	284.68	260.32	24.36
04/13/2011	06/20/2012	10	QUALCOMM INC	56.94	52.62	569.35	526.21	43.14
04/01/2011	06/21/2012	3	GOLDMAN SACHS GROUP INC	94.69	160.90	284.08	482.69	-198.61
12/23/2010	06/22/2012	30	JOHNSON & JOHNSON	66.60	62.31	1,998.00	1,869.34	128.66
12/23/2010	06/26/2012	4	ALLERGAN INC	90.34	69.73	361.35	278.92	82.43
01/10/2011	06/26/2012	4	ALLERGAN INC	90.34	69.17	361.36	276.67	84.69
02/07/2011	06/26/2012	5	ALLERGAN INC	90.34	71.78	451.69	358.88	92.81
02/14/2011	06/26/2012	7	ALLERGAN INC	90.34	74.01	632.37	518.04	114.33
03/16/2011	06/26/2012	5	ALLERGAN INC	90.34	69.38	451.70	346.91	104.79
04/01/2011	06/26/2012	5	ALLERGAN INC	90.34	72.23	451.69	361.17	90.52
05/11/2010	06/26/2012	674	OVERLAY A PORTFOLIO	9.93	10.33	6,700.00	6,969.89	-269.89
		723	CLASS 1					
		623	OVERLAY B PORTFOLIO	10.66	10.26	6,650.00	6,400.46	249.54
		827	CLASS 1					
05/07/2010	06/26/2012	6	BERNSTEIN INTERMEDIATE	14.03	15.50	88.70	98.00	-9.30
05/07/2010	06/26/2012	4	BERNSTEIN INTERMEDIATE	14.03	15.51	69.63	77.00	-7.37
05/07/2010	06/26/2012	42	BERNSTEIN INTERMEDIATE	14.03	15.45	593.88	654.00	-60.12
05/07/2010	06/26/2012	85	BERNSTEIN INTERMEDIATE	14.03	15.47	1,194.29	1,317.00	-122.71
05/07/2010	06/26/2012	35	BERNSTEIN INTERMEDIATE	14.03	15.48	493.90	545.06	-51.16
		****	DURATION PORTFOLIO					
05/11/2010	06/26/2012	1,251	BERNSTEIN INTERMEDIATE	14.03	13.59	17,559.60	17,008.92	550.68

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03/11/2011	06/27/2012	576	DURATION PORTFOLIO			279 89	440 49	-160 60
05/05/2011	06/27/2012	5	DEVON ENERGY CORPORATION	55 98	88 10	279 89	421 60	-141 71
02/04/2011	06/28/2012	26	JPMORGAN CHASE & CO	35 19	44 71	915 06	1,162 43	-247 37
02/18/2011	06/28/2012	10	JPMORGAN CHASE & CO	35 19	47 88	351 95	478 85	-126 90
03/29/2011	06/28/2012	10	JPMORGAN CHASE & CO	35 19	45 93	351 95	459 29	-107 34
12/23/2010	07/09/2012	2	APPLE INC	611 49	323 83	1,222 97	647 66	575 31
12/23/2010	07/09/2012	1	GOOGLE INC-CL A	584 82	604 22	584 82	604 22	-19 40
12/23/2010	07/16/2012	35	GANNETT CO	14 69	15 43	514 00	539 91	-25 91
06/07/2011	07/18/2012	9	ANADARKO PETROLEUM CORP	73 13	75 46	658 20	679 18	-20 98
06/13/2011	07/18/2012	6	ANADARKO PETROLEUM CORP	73 13	71 92	438 80	431 52	7 28
03/23/2011	07/18/2012	7	BORGWARNER INC	64 87	74 56	454 06	521 94	-67 88
05/25/2011	07/18/2012	8	BORGWARNER INC	64 87	69 58	518 92	556 68	-37 76
06/02/2011	07/18/2012	13	TRW AUTOMOTIVE HOLDINGS CORP	36 58	55 05	475 51	715 65	-240 14
12/23/2010	07/19/2012	45	FORD MOTOR CO	9 35	16 83	420 82	757 27	-336 45
12/23/2010	07/20/2012	2	APPLE INC	606 93	323 83	1,213 85	647 66	566 19
06/01/2011	07/25/2012	5	FMC TECHNOLOGIES INC	42 24	43 85	211 21	219 25	-8 04
12/28/2010	07/25/2012	9	WELLS FARGO & COMPANY	33 09	31 11	297 83	280 00	17 83
12/29/2010	07/25/2012	10	WELLS FARGO & COMPANY	33 09	31 07	330 93	310 68	20 25
05/18/2011	07/26/2012	13	COVIDIEN PLC	53 88	57 00	700 38	740 96	-40 58
07/19/2011	07/26/2012	7	COVIDIEN PLC	53 88	51 80	377 13	362 63	14 50
05/06/2011	07/30/2012	15	LAM RESEARCH CORP	34 14	48 71	512 10	730 69	-218 59
12/23/2010	07/31/2012	15	DELTA AIR LINES INC	9 66	12 32	144 85	184 87	-40 02
01/25/2011	07/31/2012	55	DELTA AIR LINES INC	9 66	11 70	531 12	643 65	-112 53
12/23/2010	08/01/2012	5	EIG RESOURCES INC	99 96	91 38	499 80	456 91	42 89
12/23/2010	08/01/2012	25	PFIZER INC	24 05	17 64	601 19	757 27	-156 08
12/23/2010	08/02/2012	40	MARVELL TECHNOLOGY GROUP LT	11 09	18 93	443 55	757 27	-313 72
12/23/2010	08/02/2012	13	LEAR CORP	36 42	49 88	473 45	648 46	-175 01
04/19/2011	08/02/2012	8	LEAR CORP	36 42	46 00	291 36	367 98	-76 62
05/25/2011	08/02/2012	9	LEAR CORP	36 42	49 09	327 77	441 84	-114 07
06/14/2011	08/03/2012	5	PRECISION CASTPARTS CORP	156 27	152 70	781 36	763 48	17 88
12/23/2010	08/03/2012	10	VIACOM INC-CLASS B	46 25	39 18	462 46	391 84	70 62
05/18/2011	08/08/2012	10	GENERAL MILLS INC	38 50	39 83	385 00	398 29	-13 29
03/15/2011	08/09/2012	4	ROCKWELL AUTOMATION INC	70 85	84 83	283 38	339 33	-55 95
08/08/2011	08/14/2012	10	GILEAD SCIENCES INC	57 52	36 86	575 24	368 56	206 68
12/23/2010	08/15/2012	10	THE WALT DISNEY CO	49 80	37 68	497 99	376 84	121 15
12/23/2010	08/15/2012	25	HEWLETT-PACKARD CO	19 31	41 83	482 77	1,045 79	-563 02
04/28/2011	08/15/2012	20	MCGRAW-HILL COMPANIES INC	49 05	40 24	980 91	804 81	176 10
08/08/2011	08/16/2012	20	GILEAD SCIENCES INC	57 12	36 86	1,142 33	737 13	405 20
12/23/2010	08/16/2012	50	PFIZER INC	23 93	17 64	1,196 68	881 77	314 91
12/23/2010	08/17/2012	15	DANAHER CORP	53 39	47 17	800 88	707 57	93 31
08/04/2011	08/17/2012	5	VISA INC - CLASS A SHRS	128 98	85 68	644 88	428 39	216 49
12/23/2010	08/20/2012	5	EIG RESOURCES INC	109 61	91 38	548 04	456 90	91 14
12/23/2010	08/20/2012	15	TIME WARNER CABLE	89 47	65 25	1,342 00	978 76	363 24
05/19/2011	08/21/2012	25	GANNETT CO	15 57	14 65	389 36	366 37	22 99
12/23/2010	08/24/2012	10	DANAHER CORP	53 36	47 17	533 59	471 71	61 88
08/04/2011	08/24/2012	7	VISA INC - CLASS A SHRS	126 76	85 68	887 35	599 74	287 61
07/27/2011	08/28/2012	55	APPLIED MATERIALS INC	11 67	12 75	641 85	701 23	-59 38
12/23/2010	08/31/2012	15	NOBLE ENERGY INC	87 65	85 22	1,314 69	1,278 27	36 42

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04/08/2011	09/12/2012	10	MOODY'S CORP	43 55	35 84	435 48	358 40	77 08
06/08/2011	09/12/2012	10	MOODY'S CORP	43 55	39 34	435 48	393 44	42 04
06/20/2010	09/12/2012	10	MOODY'S CORP	43 55	37 14	435 48	371 39	64 09
12/23/2010	09/13/2012	6	E0G RESOURCES INC	115 24	91 38	691 42	548 29	143 13
01/20/2011	09/13/2012	3	E0G RESOURCES INC	115 24	99 82	345 71	299 46	46 25
12/23/2010	09/14/2012	10	VIACOM INC-CLASS B	52 57	39 18	525 66	391 84	133 82
02/04/2011	09/20/2012	1	NVR INC	861 00	757 50	861 00	757 50	103 50
02/18/2011	09/27/2012	38	CITIGROUP INC	33 15	48 54	1,259 75	1,844 44	-584 69
03/22/2011	09/27/2012	7	CITIGROUP INC	33 15	47 42	232 06	331 95	-99 89
06/20/2011	09/27/2012	15	GENERAL MOTORS CO	23 29	29 25	349 31	438 79	-89 48
09/26/2011	09/27/2012	25	GENERAL MOTORS CO	23 29	21 17	582 17	529 20	52 97
08/16/2011	09/27/2012	10	GILEAD SCIENCES INC	66 68	38 58	666 80	385 76	281 04
08/22/2011	10/04/2012	15	GILEAD SCIENCES INC	69 65	37 96	1,044 68	569 34	475 34
01/05/2011	10/12/2012	10	INTUIT INC	59 83	49 30	598 33	493 02	105 31
12/23/2010	10/23/2012	15	THE WALT DISNEY CO	50 86	37 68	762 84	565 27	197 57
08/18/2011	10/25/2012	4	LORILLARD INC	114 14	107 37	456 57	429 49	27 08
12/23/2010	10/26/2012	1	APPLE INC	608 56	323 83	608 56	323 83	284 73
07/15/2011	11/12/2012	11	***TRANSOCEAN LTD	46 26	62 38	508 91	686 19	-177 28
08/02/2011	11/12/2012	8	***TRANSOCEAN LTD	46 26	60 31	370 11	482 46	-112 35
09/29/2011	11/12/2012	10	***TRANSOCEAN LTD	46 26	50 01	462 65	500 15	-37 50
11/04/2011	11/12/2012	10	***TRANSOCEAN LTD	46 26	49 66	462 64	496 60	-33 96
06/29/2011	11/13/2012	15	TYSON FOODS INC-CL A	16 99	19 35	254 91	290 32	-35 41
07/11/2011	11/13/2012	20	TYSON FOODS INC-CL A	16 99	18 47	339 88	369 50	-29 62
12/27/2010	11/19/2012	25	***ASTRAZENECA PLC-SPONS ADR	44 76	45 93	1,119 07	1,148 34	-29 27
12/27/2010	12/04/2012	15	***ASTRAZENECA PLC-SPONS ADR	47 95	45 93	719 24	689 00	30 24
12/23/2010	12/04/2012	15	ALTRIA GROUP INC	33 44	24 86	501 67	372 86	128 81
04/05/2011	12/04/2012	15	AT&T INC	33 92	30 93	508 73	463 88	44 85
12/23/2010	12/04/2012	2	APPLE INC	574 50	323 83	1,149 00	647 66	501 34
10/12/2011	12/04/2012	30	APPLIED MATERIALS INC	10 83	11 36	324 81	340 71	-15 90
10/31/2011	12/04/2012	5	APPLIED MATERIALS INC	10 83	12 46	54 14	62 28	-8 14
08/12/2011	12/04/2012	15	***BP PLC-SPONS ADR	40 84	39 72	612 66	595 82	16 84
03/30/2011	12/04/2012	10	CITIGROUP INC	34 19	44 97	341 93	449 71	-107 78
04/04/2011	12/04/2012	8	CITIGROUP INC	34 19	41 30	273 54	330 44	-56 90
04/19/2011	12/04/2012	2	CITIGROUP INC	34 19	44 74	68 39	89 49	-21 10
12/23/2010	12/04/2012	10	DANAHER CORP	53 32	47 17	533 22	471 71	61 51
04/06/2011	12/04/2012	10	THE WALT DISNEY CO	49 31	42 26	493 06	422 56	70 50
07/22/2011	12/04/2012	5	THE WALT DISNEY CO	49 31	40 79	246 53	203 94	42 59
01/10/2011	12/04/2012	10	INTUIT INC	59 79	47 95	597 86	479 53	118 33
12/23/2010	12/04/2012	15	JOHNSON & JOHNSON	69 98	62 31	1,049 65	934 67	114 98
08/18/2011	12/04/2012	3	LORILLARD INC	120 15	107 37	360 44	322 12	38 32
01/18/2011	12/04/2012	4	NOBLE ENERGY INC	95 73	85 21	382 92	340 84	42 08
12/23/2010	12/04/2012	50	PFIZER INC	25 19	17 64	1,259 50	881 77	377 73
08/04/2011	12/04/2012	4	PRECISION CASTPARTS CORP	182 23	151 85	728 93	607 39	121 54
12/23/2010	12/04/2012	10	SCHLUMBERGER LTD	71 39	82 70	713 86	827 01	-113 15
12/23/2010	12/04/2012	6	TIME WARNER CABLE	94 94	65 25	569 64	391 50	178 14
06/22/2011	12/04/2012	5	UNITEDHEALTH GROUP INC	53 79	52 26	268 97	261 31	7 66
08/08/2011	12/04/2012	6	UNITEDHEALTH GROUP INC	53 79	42 64	322 77	255 84	66 93
11/02/2011	12/04/2012	15	WELLS FARGO & COMPANY	32 62	25 07	489 26	376 09	113 17
03/08/2011	12/04/2012	13	WELLPOINT INC	56 02	68 56	728 25	891 24	-162 99

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04/07/2011	12/04/2012	2	WELLPOINT INC	56 02	69 12	112 04	138 24	-26 20	
05/11/2010	12/04/2012	1,166	OVERLAY A PORTFOLIO	10 33	10 33	12,045 00	12,045 00	0 00	
		021	CLASS 1						
05/11/2010	12/04/2012	572	OVERLAY B PORTFOLIO	10 96	10 26	6,275 00	5,874 22	400 78	
		536	CLASS 1						
05/11/2010	12/04/2012	1,009	BERNSTEIN INTERMEDIATE	14 28	13 59	14,415 00	13,718 48	696 52	
		454	DURATION PORTFOLIO						
05/07/2010	12/04/2012	155	BERNSTEIN EMERGING MARKETS	27 08	26 87	4,165 00	4,174 31	-9 31	
		357	PORTFOLIO						
05/11/2010	12/04/2012	890	BERNSTEIN INTERNATIONAL	13 72	14 00	12,220 00	12,469 39	-249 39	
		671	PORTFOLIO						
06/03/2011	12/07/2012	3	EOG RESOURCES INC	117 58	111 06	352 75	333 17	19 58	
07/27/2011	12/07/2012	2	EOG RESOURCES INC	117 58	104 96	235 17	209 93	25 24	
08/16/2011	12/14/2012	45	NV ENERGY INC	18 18	14 55	818 07	654 72	163 35	
10/10/2011	12/14/2012	5	NV ENERGY INC	18 18	15 19	90 90	75 94	14 96	
SUBTOTAL FOR LONG-TERM NON-COVERED								207,186 16	4,469 91
TOTAL								356,416 47	7,293 62
*****								349,122 85	7,293 62

** ACCOUNT TOTALS **									
CURRENT PERIOD - G/L								7,293 62	
SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B)								0 00	
SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)								2,823 71	
SHORT TERM TOTAL								2,823 71	
LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B)								0 00	
LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)								4,469 91	
LONG TERM TOTAL								4,469 91	

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

Application for Extension of Time To File an Exempt Organization Return

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

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

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

Type or print	Name of exempt organization or other filer, see instructions. JUSTIN INGERMAN FOUNDATION	Employer identification number (EIN) or 27-1750707
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 837 LAFAYETTE ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BRYN MAWR, PA 19010	

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

0 4

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

BRAD INGERMAN

- The books are in the care of ▶ **837 LAFAYETTE ROAD - BRYN MAWR, PA 19010**
 Telephone No. ▶ **610-527-2963** FAX No ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2012** or
 ▶ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,060.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)