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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

A Employer identification number

QUEST FAMILY FOUNDATION

27-3773219

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

5609 URSULA LANE

B Telephone number

214-384-8859

City or town, state, and ZIP code

DALLAS, TX 75229

C If exemption application is pending, check here ☐

G Check all that apply

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization

☒

Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐

Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

J Accounting method

☒

Cash

☐

Accrual

(from Part II, col. (c), line 16)

☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

\$ 3,116,819. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(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	500,000.		N/A	
	2	Check ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	4,198.	4,198.		STATEMENT 1
	4	Dividends and interest from securities	83,431.	83,431.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	56,116.			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		56,116.		
	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)				
	11	Other income				
	12	Total. Add lines 1 through 11	643,745.	143,745.		
	13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees				
	17	Interest				
	18	Taxes				
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 3	28,739.	26,949.		28,739.
	24	Total operating and administrative expenses. Add lines 13 through 23	28,739.	26,949.		28,739.
	25	Contributions, gifts, grants paid	298,000.			298,000.
	26	Total expenses and disbursements. Add lines 24 and 25	326,739.	26,949.		326,739.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	317,006.			
	b	Net investment income (if negative, enter -0-)		116,796.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

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			
2	Savings and temporary cash investments	93,529.	553,205.	553,205.
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 STMT 4	2,207,635.	2,344,448.	2,344,448.
c	Investments - corporate bonds STMT 5	48,786.	52,480.	52,480.
11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other STMT 6	293,698.	166,686.	166,686.
14	Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers)	2,643,648.	3,116,819.	3,116,819.

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 ▶ ☐			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
27	Capital stock, trust principal, or current funds	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	2,643,648.	3,116,819.	
30	Total net assets or fund balances	2,643,648.	3,116,819.	
31	Total liabilities and net assets/fund balances	2,643,648.	3,116,819.	

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	2,643,648.
2	Enter amount from Part I, line 27a	2	317,006.
3	Other increases not included in line 2 (itemize) ▶ CURRENT YEAR UNREALIZED GAINS	3	156,165.
4	Add lines 1, 2, and 3	4	3,116,819.
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	3,116,819.

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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 MERRILL LYNCH - SEE ATTACHED			
b MERRILL LYNCH - SEE ATTACHED			
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			23,515.
b			32,601.
c			
d			
e			

(i) FMV 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			23,515.
b			32,601.
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	56,116.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	304,624.	2,737,910.	.111262
2010	112,250.	2,899,777.	.038710
2009			
2008			
2007			

2 Total of line 1, column (d)	2	.149972
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	.074986
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,721,668.
5 Multiply line 4 by line 3	5	204,087.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,168.
7 Add lines 5 and 6	7	205,255.
8 Enter qualifying distributions from Part XII, line 4	8	326,739.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	1,168.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	1,168.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	1,168.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
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	0.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	11.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,179.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

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

STMT 7

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of Section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WILLIAM J QUEST Telephone no ► 214-384-8859 Located at ► 5609 URSULA LANE, DALLAS, TX ZIP+4 ► 75229			
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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	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?		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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

If "Yes" to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	2,763,115.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,763,115.
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	2,763,115.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	41,447.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,721,668.
6	Minimum investment return. Enter 5% of line 5	6	136,083.

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	136,083.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,168.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,168.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	134,915.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	134,915.
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	134,915.

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	326,739.
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	326,739.
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	1,168.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	325,571.

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.

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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				134,915.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				99,937.
e From 2011				168,708.
f Total of lines 3a through e	268,645.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 326,739.				
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				134,915.
e Remaining amount distributed out of corpus	191,824.			
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	460,469.			
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	460,469.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				99,937.
d Excess from 2011				168,708.
e Excess from 2012				191,824.

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)

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

QUEST FAMILY FOUNDATION

Employer identification number

27-3773219

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

Employer identification number

QUEST FAMILY FOUNDATION**27-3773219****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	WILLIAM J & ANN L QUEST 5609 URSULA LANE DALLAS, TX 75229	\$ 500,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

QUEST FAMILY FOUNDATION

27-3773219

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
QUEST FAMILY FOUNDATION	27-3773219

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

SOURCE	AMOUNT
MERRILL LYNCH	4,198.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,198.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH	83,431.	0.	83,431.
TOTAL TO FM 990-PF, PART I, LN 4	83,431.	0.	83,431.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL AND ACCOUNTING	1,300.	0.		1,300.
INCOME TAX	490.	0.		490.
INVESTMENT EXPENSES	26,949.	26,949.		26,949.
TO FORM 990-PF, PG 1, LN 23	28,739.	26,949.		28,739.

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	624,333.	624,333.
MUTUAL FUNDS	1,720,115.	1,720,115.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,344,448.	2,344,448.

FORM 990-PF	CORPORATE BONDS	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	52,480.	52,480.
TOTAL TO FORM 990-PF, PART II, LINE 10C	52,480.	52,480.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	FMV	166,686.	166,686.
TOTAL TO FORM 990-PF, PART II, LINE 13		166,686.	166,686.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	7
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NAME OF CONTRIBUTOR	ADDRESS
WILLIAM J & ANN L QUEST	5609 URSULA LANE DALLAS, TX 75229

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 8
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN	EXPENSE CONTRIB ACCOUNT
ANN L QUEST 5609 URSULA LANE DALLAS, TX 75229	PRESIDENT/TREASURER 10.00	0.	0.	0.
WILLIAM J QUEST 5609 URSULA LANE DALLAS, TX 75229	V-P/SECRETARY 10.00	0.	0.	0.
MICHAEL E QUEST 1812 BELLA VISTA CT. ARDEN, NC 28704	DIRECTOR 1.00	0.	0.	0.
JULIE Q BROOKS 232 MILL DAM ROAD COMFORT, TX 78013	DIRECTOR 1.00	0.	0.	0.
MELISSA Q HAYS 6434 NORTHWOOD RD DALLAS, TX 75225	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A STATEMENT 9
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

ANN L QUEST
WILLIAM J QUEST

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	10
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

WILLIAM J QUEST
5609 URSULA
DALLAS, TX 75229

FORM AND CONTENT OF APPLICATIONS

LETTER EXPLAINING ORGANIZATION'S REQUEST FOR GRANT

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

Recipient Name and Address	Purpose of Grant	Recipient Status	Amount
African American Museum	General fund	Public Charity	500.00
3536 Grand Ave.			
Dallas, TX 75210			
Alliance Defense Fund	General fund	Public Charity	2,500.00
15100 N. 90 TH STREET			
SCOTTSDALE, AZ 85260			
American Family Association	General fund	Public Charity	5,000.00
P O Box 2440			
Tupelo, MS 38803			
Athletes For Change	General fund	Public Charity	5,000.00
2416 Clear Field Dr.			
Plano, TX 75025			
Bishop Lynch High School	General fund	Public Charity	500.00
2416 Clear Field Dr.			
Dallas, TX 75228			
Buckner International	General fund	Public Charity	1,000.00
5200 S Buckner Blvd.			
Dallas, TX 75227			
Campaign for Working Families	General fund	Public Charity	1,000.00
P O Box 1222			
Merrifield, VA 22116			
Capital Hill Praying Partners	General fund	Public Charity	2,500.00
P O Box 5152			
Herndon, VA 20172			
CCCI	General fund	Public Charity	2,500.00
100 Lake Hart Drive			
Orlando, FL 32832			
Center For Security Policy	General fund	Public Charity	7,500.00
1901 Pennsylvania Avenue, NW Suite 201			
Washington, DC 20006			
Claudy's House	General fund	Public Charity	1,000.00
1321 Rowan Avenue			
Dallas, TX 75223			
Dallas Baptist University	General fund	Public Charity	5,000.00
3000 Mountain Creek Pkwy			
Dallas, TX 75211			
Dallas Eagle Forum Education And Defense Fund	General fund	Public Charity	1,000.00
4808 BELLERIVE DR			

DALLAS, TX 75287			
Dallas Komen Race For The Cure	General fund	Public Charity	500.00
5310 Harvest Hill Road, Ste. 120			
Dallas, Texas 75230			
Davids Tent USA, Inc.	General fund	Public Charity	5,000.00
1300 Good Hope Road			
Washington, DC 20020			
Fair Park Fellowship	General fund	Public Charity	500.00
1321 Rowan Avenue			
Dallas, TX			
Family Research Council	General fund	Public Charity	5,000.00
801 G STREET, NW			
WASHINGTON, DC 20001			
G E M	General fund	Public Charity	10,000.00
2404 COLONIAL			
MESQUITE, TX 75150			
Harvest Prayer Ministry	General fund	Public Charity	1,000.00
619 Washington Ave			
Terre Haute, IN 47802			
Hero	General fund	Public Charity	10,000.00
1335-E Western Blvd			
Jacksonville, NC 28546			
Heroic Media	General fund	Public Charity	5,000.00
11615 ANGUS RD., STE. 102			
AUSTIN, TX 78759			
HOZ	General fund	Public Charity	25,000.00
4307 ALPHA RD			
DALLAS, TX 75244			
KCBI	General fund	Public Charity	2,500.00
P.O. Box 130870			
Dallas, TX 75313			
Liberty Institute	General fund	Public Charity	10,000.00
2001 WEST PLANO PKWY., SUITE 1600			
PLANO, TX 75075			
Metro-Link	General fund	Public Charity	5,000.00
6325 CLAYTON RD			
ST. LOUIS, MO 63117			
MJBI	General fund	Public Charity	5,000.00
P.O. BOX 610105			
DALLAS, TX 75261-0105			
National Center For Policy Analysis	General fund	Public Charity	1,000.00
P.O. Box 741175			
Dallas, TX 75374-1175			
National Day Of Prayer Task Force	General fund	Public Charity	5,000.00

P.O. BOX 64225			
COLORADO SPRINGS, CO 80962			
New Day Ministries International	General fund	Public Charity	3,000.00
351 E 113th St			
Chicago, IL 60628			
NRA -Voice Of Freedom Fund - 501(c)(3)	General fund	Public Charity	5,000.00
12250 WAPLES MILLS RD			
FAIRFAX, VA 22030			
Nu-Life (D-Boy) Ministries	General fund	Public Charity	4,500.00
P.O. BOX 45163			
GARLAND, TX 75045			
Online For Life	General fund	Public Charity	7,000.00
P.O. BOX 5052			
FRISCO, TX 75035			
Open Doors	General fund	Public Charity	3,500.00
P.O. BOX 27001			
SANTA ANNA, CA 92799			
PCBC	General fund	Public Charity	15,000.00
3933 NORTHWEST PKWY			
DALLAS, TX 75225			
Pray TX	General fund	Public Charity	6,000.00
PO BOX 482			
Junction, TX 76849			
Reconciliation Outreach	General fund	Public Charity	3,000.00
4311 BRYAN ST			
Dallas, TX 75204			
Summit Ministries	General fund	Public Charity	500.00
PO Box 207			
Manitou Springs, CO 80829			
Texas Values	General fund	Public Charity	1,000.00
2001 WEST PLANO PKWY., SUITE 1600			
PLANO, TX 75075			
The Heidi Group	General fund	Public Charity	10,000.00
P.O. Box 2050			
Round Rock, Texas 78680			
Time To Revive	General fund	Public Charity	90,000.00
15757 COIT RD., SUITE 328			
DALLAS, TX 75248			
Wallbuilders	General fund	Public Charity	2,000.00
PO Box 397			
Aledo, TX 76008			
WayMakers	General fund	Public Charity	1,000.00
P O BOX 203131			
AUSTIN, TX 78720			

Women's Rights Without Frontiers	General fund	Public Charity	10,000.00
P.O. Box 54401			
San Jose, CA 95154			
Youth Outreach Ministries	General fund	Public Charity	6,000.00
P.O Box 18315			
Pensacola, FL 32523			
Youth With a Mission - Chico	General fund	Public Charity	5,000.00
15850 Richardson Springs Rd			
Chico, CA 95973			

OVERALL TOTAL

298,000.00

www.ema-fund.org

QUEST FAMILY FOUNDATION

EMA Fiscal Statement

SUMMARY OF CHECKING ACTIVITY

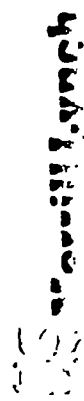
Date Cleared	Date Written	Check Number	Payee	Amount
11/02/12	11/01/12	00001104	TIME TO REVIVE	5,000.00
11/04/12	11/10/12	00001105	WOMENS RIGHTS WITHOUT FRONTIER	10,000.00
11/24/12	11/12/12	00001121	HOZ	25,000.00
11/29/12	11/17/12	00001106	WALLBUILDER	2,000.00
12/02/12	11/26/12	00001107	HEROIC MEDIA	5,000.00
12/07/12	12/03/12	00001108	TIME TO REVIVE	5,000.00
12/17/12	12/12/12	00001109	LIBERTY INST	10,000.00
12/18/12	12/12/12	00001110	NU LIFE	2,500.00
12/27/12	12/12/12	00001111	PCBC	15,000.00
12/27/12	12/12/12	00001112	CENTER FOR SECURITY POLICY	5,000.00
12/27/12	12/12/12	00001114	GEM	10,000.00
12/28/12	12/13/12	00001115	ONLINE FOR LIFE	5,000.00
12/28/12	12/20/12	00001116	TEXAS VALUES	1,000.00
12/31/12	12/20/12	00001117	OPEN DOORS	2,500.00
12/31/12	12/20/12	00001122	ALLIANCE DEFENSE FUND	2,500.00
Total Checking Activity				342,790.00

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
7,500.0000	COPPER APN ISSUER SEK	02/24/11	04/12/12	57,146.45	75,000.00	17,853.55 LT
10,000.0000	D.J. TITMS LIPN ISSUER BAC	01/28/11	12/12/12	105,630.00	100,000.00	5,630.00 LT

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Statement Period Year Ending 12/31/12
Account No 2H4-02119



ERNEST & YOUNG FOUNDATION

EMA Fiscal Statement

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
12/31/12	Exp Div Tax		BAYTEX ENERGY CORP SHS		8.23	
	Net Total				42,869.42	7,735.83

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
42,140,000	ALPS ALEPIAN MLP ETF	01/12/11	02/17/12	71,850.89	68,301.36	3,549.53 LT
17,000,000	VORNADO REALTY TRUST COM	01/10/11	02/17/12	11,729.93	11,524.38	205.55 LT
652,000,000	TELEFONICA SA SPAIN ADR	02/17/12	05/23/12	7,822.75	11,249.75	(3,426.99) ST
652,000,000	TELEFONICA SA SPAIN ADR CXL	02/17/12	05/23/12	7,822.75	11,249.75	3,426.99 ST
17,100,000	TELEFONICA SA SPAIN ADR	02/17/12	05/23/12	2,048.53	2,945.95	N/C
482,000,000	TELEFONICA SA SPAIN ADR	02/17/12	05/23/12	5,774.23	8,303.80	(2,529.57) ST
17,100,000	CHIMERA INVESTMENT CORP	02/17/12	08/01/12	8,126.37	11,282.37	(3,156.00) ST
17,100,000	TELEFONICA SA SPAIN ADR CXL	02/17/12	05/23/12	2,048.53	2,945.95	N/C
17,100,000	TELEFONICA SA SPAIN ADR	02/17/12	05/23/12	2,048.53	2,945.95	(897.42) ST
482,000,000	TELEFONICA SA SPAIN ADR CXL	02/17/12	05/23/12	5,774.23	8,303.80	2,529.57 ST
17,100,000	TELEFONICA SA SPAIN ADR	02/17/12	05/23/12	203.46	292.87	N/C
482,000,000	TELEFONICA SA SPAIN ADR	02/17/12	05/23/12	5,570.57	8,010.93	(2,440.36) ST
17,100,000	TELEFONICA SA SPAIN ADR	02/17/12	08/01/12	193.45	220.65	(27.20) ST



Fiscal Statement

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
Other Activity						
01/01/12	Journal Entry		ML SPA FEE 1Q2012		1,355.35	
02/21/12	Journal Entry		SPA 4Q11 MANAGER FEE		1,307.00	
03/12/12	Journal Entry		TR TO 2HH02119		1,500.00	
03/20/12	Journal Entry		TR TO 2HH02119		5,700.00	
03/20/12	Journal Entry		ML SPA FEE 2Q2012		1,424.37	
03/25/12	Journal Entry		TR TO 2HH02119		8,431.00	
04/11/12	Journal Entry		TR FROM 2HH02119			
04/20/12	Journal Entry		SPA 1Q12 MANAGER FEE		1,366.00	
05/21/12	Journal Entry		TR TO 2HH02119		9,073.30	
06/03/12	Journal Entry		ML SPA FEE 3Q2012		1,408.97	
07/03/12	Journal Entry		SPA 2Q12 MANAGER FEE		1,339.00	
08/15/12	Journal Entry		TR TO 2HH02119		3,000.00	
08/28/12	Journal Entry		TR TO 2HH02119		14,400.00	
09/03/12	Journal Entry		ML SPA FEE 4Q2012		1,432.94	
09/27/12	Journal Entry		TR TO 2HH02119		42,000.00	
10/03/12	Journal Entry		SPA 3Q12 MANAGER FEE		1,360.00	
	Net Total				95,098.93	9,431.00

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
1,000.0000	VANGUARD TOTAL STK MKT	01/26/11	02/03/12	58,975.93	67,430.46	1,545.47 LT
1,100.0000	VANGUARD TOTAL STK MKT	02/01/11	02/03/12	7,724.76	7,615.07	109.69 LT
1,500.0000	ISHARES MSCI HONG KONG	10/05/11	02/03/12	25,351.10	21,326.06	4,025.04 ST
1,200.0000	ISHARES MSCI HONG KONG	11/01/11	02/03/12	20,486.94	19,863.36	623.58 ST
1,000.0000	CURRENCY SHARES JAPANESE	10/05/11	02/03/12	20,930.02	20,774.07	155.95 ST
187.0000	PIMCO 15+ YR US TIPS IND	01/26/11	02/02/12	12,575.15	9,937.44	2,637.71 LT
220.0000	PIMCO ENHANCED SHORT	01/26/11	02/03/12	22,413.75	22,485.56	(71.81) LT
41.0000	ISHARES BARCLAY 7-10 YR	05/31/11	06/07/12	4,412.73	3,961.42	451.31 LT
1,950.0000	ISHARES BARCLAY TIPS BO	01/26/11	05/06/12	23,422.88	20,887.11	2,535.77 LT
60.0000	VANGUARD TOTAL BOND MKT	01/26/11	05/06/12	5,046.79	4,812.17	234.62 LT
1,200.0000	STANDARD&POORS DEF PCPT	02/02/12	05/06/12	22,602.75	22,821.65	(218.90) ST

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Statement Period Year Ending 12/31/12
Account No 2HH-02130



EMA Fiscal Statement

QUEST FAMILY FOUNDATION

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
1,000	SPDR GOLD TRUST	02/01/11	07/17/12	16,760.75	14,200.53	2,560.22 LT
30	VANGUARD TOTAL STK MKT	02/01/11	09/28/12	2,871.71	2,528.21	343.50 LT
187	ISHARES IPOXX \$	10/05/11	10/11/12	22,741.16	20,811.92	1,929.24 LT
2,000	ISHARES BARCLAYS TIPS BO	01/26/11	10/04/12	36,303.58	31,705.57	4,598.01 LT
9	ISHARES BARCLAYS TIPS BO	09/27/11	10/04/12	1,103.83	1,031.76	72.07 LT
57	VANGUARD PEIT ETF	01/26/11	09/28/12	3,708.92	3,213.97	494.95 LT
517	ISHARES GOLD TR	01/26/11	09/28/12	8,910.30	5,744.75	3,165.55 LT
28	VANGUARD DIVIDEND	01/26/11	09/28/12	7,531.19	6,901.07	630.12 LT
175	POWERSHARES QQQ TR UNITS	02/01/11	09/28/12	12,021.36	9,971.55	2,049.81 LT
610	POWERSHARES ETF TR II	02/09/12	10/04/12	11,533.36	11,436.28	97.08 ST
118	ISHARES FTSE EPRA/NAREIT	06/06/12	09/28/12	3,659.72	3,238.00	421.72 ST
289	SPDR BARCLY CAPTL HIGH	02/09/12	10/04/12	11,560.03	11,443.68	116.35 ST
225	PIMCO 15+ YR US TIPS IND	01/26/11	10/04/12	16,251.39	11,956.82	4,294.57 LT
145	POWERSHARES EXCHANGE	02/02/12	09/28/12	4,079.49	3,755.06	324.43 ST
220	VANGUARD MSCI EMERGING	05/31/11	12/06/12	9,800.98	11,237.03	(1,436.05) LT

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Statement Period

Year Ending 12/31/12

Account No

244-02130

EMA Fiscal Statement

QUEST FAMILY FOUNDATION

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
01/01/12	Journal Entry		PIA ADVISORY FEE		771.55	
02/15/12	Journal Entry		TR TO 2HH02119		10,250.00	
02/15/12	Journal Entry		PIA ADVISORY FEE		43.00	
02/15/12	Journal Entry		PIA ADVISORY FEE		96.00	
02/15/12	Journal Entry		TR FROM 2HH02119			607.72
02/15/12	Journal Entry		PIA ADVISORY FEE		697.73	
02/15/12	Journal Entry		TR TO 2HH02119		757.94	
02/15/12	Journal Entry		PIA ADVISORY FEE		807.13	
02/15/12	Journal Entry		PIA ADVISORY FEE		835.87	
02/15/12	Journal Entry		Net Total		14,259.31	607.72

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
20,000	APROTT LABS	07/08/11	01/03/12	1,701.14	1,502.54	198.60 ST
10,000	AIP PRODUCTS&CHEM	07/08/11	01/03/12	1,642.64	1,842.81	(190.17) ST
15,000	BAXTER INTERPHIL INC	08/06/11	01/03/12	759.23	904.13	(144.90) ST
57,000	CSX CORP	12/01/11	01/03/12	1,477.57	1,448.54	29.03 ST
20,000	CHEVRON CORP	07/08/11	01/03/12	2,212.24	2,108.80	103.44 ST
55,000	DOVER CORP	09/02/11	01/03/12	3,916.56	3,657.06	259.50 ST
56,000	DOVER CORP	09/02/11	01/03/12	3,323.14	2,589.47	733.67 ST
10,000	DOVER CORP	10/03/11	01/03/12	7,002.35	5,297.02	1,705.33 ST
21,000	EATON CORP	11/01/11	01/03/12	1,407.50	1,375.72	31.78 ST
44,000	EXXON MOBIL CORP	07/08/11	01/03/12	3,796.24	1,603.60	10,192.64 ST
13,000	EXXON MOBIL CORP	07/08/11	01/03/12	1,121.61	1,098.31	23.30 ST
44,000	EXXON MOBIL CORP	08/22/11	01/03/12	3,796.25	3,108.60	687.65 ST
55,000	EXXON MOBIL CORP	10/03/11	01/03/12	5,694.38	4,733.22	961.16 ST
4,000	EMERSON ELEC CO	07/08/11	01/03/12	191.27	228.04	(36.77) ST
57,000	GAP INC DELAWARE	07/08/11	01/03/12	1,059.36	1,082.26	(22.90) ST
24,000	GENL DYNAMICS CORP	07/08/11	01/03/12	1,571.97	1,711.43	(139.46) ST
10,000	HONEYWELL INTL INC DEL	07/08/11	01/03/12	1,002.83	1,066.50	(63.67) ST
10,000	HONEYWELL INTL INC DEL	07/08/11	01/03/12	557.14	505.65	51.49 ST

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REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
22 SHRS	JOHNSON AND JOHNSON COM	07/08/11	01/03/12	1 450 74	1 481 92	(31 18) ST
21 SHRS	KIMBERLY CLARK	07/08/11	01/03/12	1 538 85	1 394 61	144 24 ST
17 SHRS	MCDONALDS CORP COM	07/08/11	01/03/12	1 685 75	1 455 05	230 70 ST
46 SHRS	MEDTRONIC INC COM	07/08/11	01/03/12	1 784 17	1 744 07	40 10 ST
75 SHRS	MICROSOFT CORP	08/08/11	01/03/12	2 044 54	1 912 67	131 87 ST
12 SHRS	NORFOLK SOUTHERN CORP	11/01/11	01/03/12	959 90	945 31	14 59 ST
25 SHRS	PROCTER & GAMBLE CO	07/08/11	01/03/12	1 669 97	1 620 50	49 47 ST
17 SHRS	UNION PACIFIC CORP	12/01/11	01/03/12	1 837 56	1 747 74	89 82 ST
11 SHRS	UNITED TECHS CORP COM	07/08/11	01/03/12	823 55	990 88	(167 33) ST
27 SHRS	WAL-MART STORES INC	07/08/11	01/03/12	1 637 68	1 455 14	182 54 ST
24 SHRS	WALGREEN CO	10/03/11	01/03/12	796 20	782 40	13 80 ST
15 SHRS	AIR PRODUCTS/CHEM	07/08/11	01/03/12	1 642 64	1 842 81	(200 17) ST
4 SHRS	AIR PRODUCTS/CHEM	07/08/11	01/03/12	1 295 82	1 454 85	(159 03) ST
15 SHRS	BAYTER INTERNTL INC	07/08/11	01/03/12	345 82	387 96	(42 14) ST
5 SHRS	BAYTER INTERNTL INC	08/06/11	01/03/12	759 23	904 13	(144 90) ST
5 SHRS	BAYTER INTERNTL INC	08/06/11	01/03/12	303 69	361 66	(57 97) ST
547 SHRS	CSX CORP	08/06/11	01/03/12	455 54	542 47	(86 93) ST
4 SHRS	EMERSON ELEC CO	12/01/11	02/01/12	12 417 75	11 826 14	591 61 ST
4 SHRS	EMERSON ELEC CO	07/08/11	01/03/12	191 27	228 04	(36 77) ST
4 SHRS	EMERSON ELEC CO	07/08/11	01/03/12	191 27	228 04	(36 77) ST
57 SHRS	GAF INC DELAWARE	07/08/11	01/03/12	1 059 36	1 083 26	(23 90) ST
57 SHRS	GAF INC DELAWARE	07/08/11	01/03/12	1 059 36	1 083 26	(23 90) ST
21 SHRS	GENL DYNAMICS CORP COM	07/08/11	01/03/12	1 571 97	1 711 43	(139 46) ST
11 SHRS	GENL DYNAMICS CORP COM	07/08/11	01/03/12	1 435 28	1 562 61	(127 33) ST
2 SHRS	GENL DYNAMICS CORP COM	07/08/11	01/03/12	136 60	148 82	(12 22) ST
18 SHRS	HONEYWELL INTL INC DEL	07/08/11	01/03/12	1 002 83	1 066 50	(63 67) ST
17 SHRS	HONEYWELL INTL INC DEL	07/08/11	01/03/12	947 12	1 007 25	(60 13) ST
1 SHRS	HONEYWELL INTL INC DEL	07/08/11	01/03/12	55 71	59 25	(3 54) ST
27 SHRS	JOHNSON AND JOHNSON COM	07/08/11	01/03/12	1 450 74	1 481 92	(31 18) ST
27 SHRS	JOHNSON AND JOHNSON COM	07/08/11	01/03/12	1 450 74	1 481 92	(31 18) ST
164 SHRS	NORFOLK SOUTHERN CORP	11/01/11	02/01/12	11 929 75	11 925 36	439 39 ST
48 SHRS	PROCTER & GAMBLE CO	07/08/11	02/01/12	3 104 59	3 176 18	(71 59) ST
2 SHRS	PROCTER & GAMBLE CO	07/08/11	02/01/12	126 71	130 20	(3 49) ST
51 SHRS	PROCTER & GAMBLE CO	08/22/11	02/01/12	3 231 31	3 144 15	87 16 ST
25 SHRS	PROCTER & GAMBLE CO	10/03/11	02/01/12	5 005 38	4 988 50	16 88 ST
11 SHRS	UNION PACIFIC CORP	12/01/11	02/01/12	12 895 43	11 514 49	1 380 94 ST
11 SHRS	UNITED TECHS CORP COM	07/08/11	01/03/12	823 55	990 88	(167 33) ST
1 SHRS	UNITED TECHS CORP COM	07/08/11	01/03/12	748 68	800 88	(56 20) ST
1 SHRS	UNITED TECHS CORP COM	07/08/11	01/03/12	748 68	800 88	(56 20) ST
25 SHRS	VFC CORPORATION	01/03/12	02/01/12	12 045 22	11 046 86	998 36 ST

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EMA Fiscal Statement

QUEST FAMILY FOUNDATION

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
80	GAP INC DELAWARE	07/08/11	03/01/12	2,219.01	1,691.40	527.61 ST
28	GAP INC DELAWARE	07/08/11	03/01/12	598.12	459.48	138.64 ST
28	GENERAL MILLS	01/03/12	03/01/12	11,349.83	12,044.77	(694.94) ST
46	GENERAL MILLS	02/01/12	03/01/12	1,746.13	1,842.30	(96.17) ST
1	MICROSOFT CORP	08/08/11	03/01/12	32.31	25.18	7.12 ST
19	PEPSICO INC	01/03/12	03/01/12	11,315.55	12,029.25	(712.71) ST
27	PEPSICO INC	02/01/12	03/01/12	1,588.11	1,794.29	(206.18) ST
64	WALGREEN CO	10/03/11	03/01/12	11,913.50	11,855.40	57.10 ST
52	WALGREEN CO	02/01/12	03/01/12	1,701.93	1,727.73	(25.80) ST
45	ABBOTT LABS	07/08/11	04/02/12	2,756.38	2,788.80	(32.42) ST
2	ABBOTT LABS	07/08/11	04/02/12	183.76	151.41	32.35 ST
12	AIR PRODUCTS&CHEM	07/08/11	04/02/12	1,112.22	1,163.88	(51.66) ST
11	AIR PRODUCTS&CHEM	07/08/11	04/02/12	1,019.54	961.30	58.24 ST
41	PAYTEX INTERNTL INC	08/05/11	04/02/12	2,469.56	2,471.30	(1.74) ST
11	CHEVRON CORP	07/08/11	04/02/12	1,194.40	1,159.84	34.56 ST
5	CHEVRON CORP	07/08/11	04/02/12	542.91	468.39	74.52 ST
27	COCA COLA COM	01/03/12	04/02/12	2,889.58	2,738.19	151.39 ST
27	FATON CORP	11/01/11	04/02/12	1,354.95	1,198.21	156.74 ST
22	EXXON MOBIL CORP COM	02/01/12	04/02/12	1,923.93	1,853.05	70.87 ST
17	EMERSON ELEC CO	07/08/11	04/02/12	892.51	969.17	(76.66) ST
22	EMERSON ELEC CO	07/08/11	04/02/12	1,680.04	1,582.75	97.29 ST
22	EMERSON ELEC CO	07/08/11	04/02/12	2,614.77	1,624.63	990.14 ST
57	GAP INC DELAWARE	08/06/11	04/02/12	1,505.47	1,133.69	371.78 ST
24	GAP INC DELAWARE	08/22/11	04/02/12	5,123.89	3,135.09	1,987.80 ST
24	GAP INC DELAWARE	10/03/11	04/02/12	5,365.25	3,858.41	1,506.84 ST
3	GAP INC DELAWARE	02/01/12	04/02/12	79.24	58.41	20.82 ST
7	GENL DYNAMICS CORP COM	07/08/11	04/02/12	519.38	520.87	(1.49) ST
22	GENL DYNAMICS CORP COM	07/08/11	04/02/12	1,705.57	1,587.16	118.41 ST
22	GENL DYNAMICS CORP COM	07/08/11	04/02/12	2,205.15	1,820.38	384.77 ST
22	HONEYWELL INTL INC DFL	07/08/11	04/02/12	2,701.72	2,280.41	421.31 ST
22	HONEYWELL INTL INC DFL	07/08/11	04/02/12	2,348.25	2,248.35	99.90 ST
22	ILLINOIS TOOL WORKS INC	02/01/12	04/02/12	2,184.35	2,222.88	(38.53) ST
22	JOHNSON AND JOHNSON COM	07/08/11	04/02/12	2,382.82	2,125.12	257.70 ST
22	KIMBLE CLARK	07/08/11	04/02/12	1,775.84	1,541.70	234.14 ST
18	MCDONALDS CORP COM	07/08/11	04/02/12	1,188.57	1,137.43	51.14 ST
22	MEDTRONIC INC COM	07/08/11	04/02/12	871.62	801.95	69.67 ST
22	MEDTRONIC INC COM	07/08/11	04/02/12	554.57	438.12	116.45 ST
22	MEDTRONIC INC COM	08/22/11	04/02/12	2,043.16	1,586.33	456.83 ST
22	MICROSOFT CORP	08/08/11	04/02/12	2,428.75	2,350.50	78.25 ST
22	PAYTEXON CO DELAWARE NEW	03/01/12	04/02/12	1,535.72	1,561.29	(25.57) ST
22	UNION PACIFIC CORP	03/01/12	04/02/12			

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EMMA

Fiscal Statement

EMMA FUNDATION

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
20	UNITED TECHS CORP COM	07/08/11	04/02/12	1 660 35	1 801 60	141 251 ST
20	WAL-MART STORES INC	07/08/11	04/02/12	2 393 55	2 101 87	291 68 ST
20	WAL-MART STORES INC	08/22/11	04/02/12	184 12	155 99	28 13 ST
20	KIMBEPLY CLARK	07/08/11	05/02/12	1 485 48	1 261 79	223 69 ST
48	KIMBEPLY CLARK	08/22/11	05/02/12	3 752 79	3 144 95	607 84 ST
50	KIMBEPLY CLARK	10/03/11	05/02/12	4 847 37	4 400 14	447 23 ST
4	KIMBEPLY CLARK	11/01/11	05/02/12	312 73	275 16	37 57 ST
25	KIMBEPLY CLARK	02/01/12	05/02/12	2 032 77	1 875 75	157 02 ST
14	KIMBEPLY CLARK	03/01/12	05/02/12	1 094 57	1 010 73	83 84 ST
7	ABBOTT LABS	07/08/11	06/01/12	423 77	353 30	70 47 ST
210	C H ROBINSON WORLDWIDE	05/02/12	06/01/12	12 470 78	13 520 34	1 049 56 ST
5	COCA COLA COM	01/03/12	06/01/12	365 34	351 05	14 29 ST
405	CONAGRA FOODS INC	04/02/12	06/01/12	11 911 43	12 852 11	940 68 ST
1	HOME DEPOT INC	01/03/12	06/01/12	47 99	42 23	5 76 ST
18	UNION PACIFIC CORP	03/01/12	06/01/12	12 752 48	12 159 43	593 05 ST
21	WAL-MART STORES INC	08/22/11	06/01/12	1 375 81	1 098 93	276 88 ST
20	EMERSON ELEC CO	07/08/11	07/02/12	1 044 61	1 137 62	93 01 ST
4	EMERSON ELEC CO	08/05/11	07/02/12	181 67	244 79	66 12 ST
70	EMERSON ELEC CO	08/22/11	07/02/12	3 315 50	3 125 13	190 37 ST
11	EMERSON ELEC CO	10/03/11	07/02/12	4 905 13	4 419 90	485 23 ST
20	EMERSON ELEC CO	02/01/12	07/02/12	408 76	468 03	59 27 ST
20	EMERSON ELEC CO	03/01/12	07/02/12	1 317 12	1 453 06	135 94 ST
20	EMERSON ELEC CO	06/01/12	07/02/12	1 090 04	1 095 49	5 45 ST
20	EMERSON ELEC CO	07/08/11	07/02/12	714 05	657 36	56 69 ST
17	HONEYWELL INTL INC DEL	08/05/11	07/02/12	933 76	1 062 22	128 46 ST
75	HONEYWELL INTL INC DEL	08/22/11	07/02/12	4 119 54	3 141 75	977 79 ST
20	HONEYWELL INTL INC DEL	10/03/11	07/02/12	5 108 23	3 961 80	1 146 43 ST
10	HONEYWELL INTL INC DEL	03/01/12	07/02/12	714 05	781 42	67 37 ST
17	HONEYWELL INTL INC DEL	06/01/12	07/02/12	933 77	916 64	17 13 ST
20	HOME DEPOT INC	01/03/12	07/02/12	12 146 57	9 712 88	2 433 79 ST
20	HOME DEPOT INC	02/01/12	07/02/12	1 320 29	1 114 40	205 89 ST
20	HOME DEPOT INC	03/01/12	07/02/12	105 63	95 02	10 61 ST
12	ILLINOIS TOOL WORKS INC	02/01/12	07/02/12	10 962 50	11 570 75	508 25 ST
20	ILLINOIS TOOL WORKS INC	03/01/12	07/02/12	727 38	780 85	53 47 ST
20	GENERAL MILLS	04/02/12	08/01/12	12 474 19	12 849 69	375 50 ST
50	GENERAL MILLS	07/02/12	08/01/12	2 187 79	2 218 67	30 88 ST
20	JOHNSON AND JOHNSON COM	07/08/11	08/01/12	904 27	875 68	28 59 ST
20	JOHNSON AND JOHNSON COM	07/08/11	08/01/12	486 91	462 57	24 34 ST
20	JOHNSON AND JOHNSON COM	08/05/11	08/01/12	1 530 31	1 478 64	51 67 ST
20	JOHNSON AND JOHNSON COM	08/22/11	08/01/12	3 408 42	3 106 11	302 31 ST

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EMA Fiscal Statement

WILLIS TOWERS WATSON FOUNDATION

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
82	JOHNSON AND JOHNSON COM	10/03/11	08/01/12	5 703 90	5 104 50	599 40 ST
4	JOHNSON AND JOHNSON COM	02/01/12	08/01/12	278 23	263 18	15 05 ST
4	JOHNSON AND JOHNSON COM	03/01/12	08/01/12	1 252 08	1 158 45	93 63 ST
4	JOHNSON AND JOHNSON COM	05/01/12	08/01/12	278 24	247 20	31 04 ST
4	JOHNSON AND JOHNSON COM	07/02/12	08/01/12	1 391 20	1 358 80	32 40 ST
4	JOHNSON AND JOHNSON COM	08/22/11	08/01/12	2 658 84	1 883 88	774 96 ST
4	WAL-MART STORES INC	10/03/11	08/01/12	7 385 56	5 219 42	2 166 24 ST
4	WAL-MART STORES INC	02/01/12	08/01/12	1 698 70	1 430 90	267 80 ST
4	WAL-MART STORES INC	03/01/12	08/01/12	2 215 70	1 763 10	452 60 ST
4	WAL-MART STORES INC	07/02/12	08/01/12	1 846 43	1 730 25	116 18 ST
4	WAL-MART STORES INC	08/01/12	09/05/12	15 858 78	15 599 23	259 55 ST
4	KIMBERLY CLARK	04/02/12	09/05/12	10 808 69	12 808 39	(1 999 70) ST
4	OCCIDENTAL PETE CORP CAL	05/01/12	09/05/12	2 145 24	2 041 42	103 82 ST
4	OCCIDENTAL PETE CORP CAL	07/02/12	09/05/12	1 402 55	1 451 29	(48 74) ST
4	OCCIDENTAL PETE CORP CAL	08/01/12	09/05/12	1 320 16	1 408 80	(88 64) ST
4	OCCIDENTAL PETE CORP CAL	09/05/12	09/05/12	13 556 28	12 293 77	1 262 51 ST
4	TIFFANY & CO NEW	07/02/12	09/05/12	3 239 11	2 858 91	380 20 ST
4	TIFFANY & CO NEW	08/01/12	09/05/12	1 319 54	1 220 78	98 76 ST
4	TIFFANY & CO NEW	07/08/11	10/02/12	412 33	302 83	109 50 LT
4	APPROT LABS	08/22/11	10/02/12	2 817 51	2 024 58	792 93 LT
4	APPROT LABS	07/08/11	10/02/12	1 073 48	1 136 10	(62 62) LT
4	AIR PRODUCTS&CHEM	08/06/11	10/02/12	1 073 49	1 297 99	(224 50) LT
4	AIR PRODUCTS&CHEM	08/06/11	10/02/12	155 15	199 59	(44 44) LT
4	AIR PRODUCTS&CHEM	08/22/11	10/02/12	165 16	150 64	14 52 LT
4	AUTOMATIC DATA PROC	04/02/12	10/02/12	2 461 14	2 351 58	109 56 ST
4	BAXTER INTERNTL INC	08/06/11	10/02/12	1 924 75	1 928 82	(4 07) ST
4	BAXTER INTERNTL INC	09/04/11	10/02/12	350 89	396 37	(45 48) ST
4	BAXTER INTERNTL INC	11/01/11	10/02/12	601 49	536 23	65 26 ST
4	CHEVON CORP	07/08/11	10/02/12	1 750 28	1 405 15	345 13 LT
4	CHEVON CORP	08/22/11	10/02/12	1 408 24	1 128 84	279 40 LT
4	C H ROBINSON WORLDWIDE	07/02/12	10/02/12	1 112 03	1 149 23	(37 20) ST
4	C H ROBINSON WORLDWIDE	07/02/12	10/02/12	1 931 41	1 996 04	(64 63) ST
4	Coca Cola COM	01/03/12	10/02/12	2 577 44	2 457 24	120 20 ST
4	EATON CORP	11/01/11	10/02/12	3 489 80	3 328 35	161 45 ST
4	EXXON MOBIL CORP COM	02/01/12	10/02/12	3 107 91	2 853 82	254 09 ST
4	GENL DYNAMICS CORP COM	07/08/11	10/02/12	133 99	138 02	(4 03) ST
4	GENL DYNAMICS CORP COM	08/06/11	10/02/12	1 407 00	1 592 82	(185 82) ST
4	GENL DYNAMICS CORP COM	08/22/11	10/02/12	1 541 01	1 338 60	202 41 LT
4	Mc DONALDS CORP COM	07/08/11	10/02/12	910 34	856 50	53 84 LT
4	Mc DONALDS CORP COM	08/22/11	10/02/12	1 638 52	1 574 10	64 42 LT

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EMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
79 0000	MEDTRONIC INC COM	08/22/11	10/02/12	3 445 16	2 472 27	972 90 LT
24 0000	MICROSOFT CORP	08/08/11	10/02/12	710 73	504 32	206 41 LT
24 0000	MICROSOFT CORP	08/22/11	10/02/12	1 154 94	935 46	219 48 LT
54 0000	PAYCHEX INC	04/02/12	10/02/12	2 113 24	2 030 50	82 64 ST
244 0000	PAYTHEON CO DELAWARE NEW	03/01/12	10/02/12	13 304 89	12 467 86	837 03 ST
5 0000	PAYTHEON CO DELAWARE NEW	05/01/12	10/02/12	272 64	247 57	24 07 ST
17 0000	PAYTHEON CO DELAWARE NEW	07/02/12	10/02/12	926 98	948 86	(21 88) ST
27 0000	PAYTHEON CO DELAWARE NEW	08/01/12	10/02/12	2 017 54	2 040 55	(23 01) ST
20 0000	PAYTHEON CO DELAWARE NEW	09/05/12	10/02/12	1 635 95	1 701 53	(65 58) ST
7 0000	UNITED TECHS CORP COM	07/08/11	10/02/12	548 25	630 56	N
14 0000	UNITED TECHS CORP COM	07/08/11	10/02/12	1 096 52	1 184 93	N
4 0000	UNITED TECHS CORP COM	07/08/11	10/02/12	313 29	338 56	(25 27) LT
6 0000	UNITED TECHS CORP COM	08/06/11	10/02/12	469 04	572 71	(102 71) LT
31 0000	WAL-MART STORES INC	09/05/12	10/02/12	2 285 72	2 277 19	8 53 ST
11 0000	AIP PRODUCTS&CHEM	07/08/11	11/02/12	1 022 03	1 124 50	(102 47) LT
11 0000	AIP PRODUCTS&CHEM	08/06/11	11/02/12	1 022 03	1 286 39	(264 36) LT
38 0000	AIP PRODUCTS&CHEM	08/22/11	11/02/12	3 066 11	2 937 48	128 63 LT
62 0000	AIP PRODUCTS&CHEM	10/03/11	11/02/12	4 952 06	4 668 30	283 66 LT
7 0000	AIP PRODUCTS&CHEM	03/01/12	11/02/12	550 33	640 78	(90 45) ST
21 0000	AIP PRODUCTS&CHEM	06/01/12	11/02/12	1 650 99	1 615 63	35 36 ST
26 0000	AIP PRODUCTS&CHEM	07/02/12	11/02/12	2 044 08	2 070 93	(26 85) ST
19 0000	AIP PRODUCTS&CHEM	08/01/12	11/02/12	1 493 75	1 546 41	(52 66) ST
255 0000	NORFOLK SOUTHERN CORP	10/02/12	11/02/12	15 708 03	16 433 19	(725 16) ST
7 0000	UNITED TECHS CORP COM	07/08/11	11/02/12	551 19	626 56	(75 37) LT
14 0000	UNITED TECHS CORP COM	07/08/11	11/02/12	1 102 38	1 176 94	(74 56) LT
4 0000	UNITED TECHS CORP COM	08/06/11	11/02/12	314 96	391 81	(76 85) LT
45 0000	UNITED TECHS CORP COM	08/22/11	11/02/12	3 522 11	3 113 74	408 37 LT
71 0000	UNITED TECHS CORP COM	10/03/11	11/02/12	5 500 65	4 946 00	554 65 LT
4 0000	UNITED TECHS CORP COM	03/01/12	11/02/12	214 36	316 02	(101 66) ST
15 0000	UNITED TECHS CORP COM	05/01/12	11/02/12	1 181 12	1 080 23	100 89 ST
27 0000	UNITED TECHS CORP COM	07/02/12	11/02/12	2 126 03	2 026 97	99 06 ST
24 0000	UNITED TECHS CORP COM	08/01/12	11/02/12	1 889 81	1 805 76	84 05 ST
215 0000	UNITED TECHS CORP COM	09/05/12	11/02/12	15 447 76	16 527 96	(1 080 20) ST
7 0000	WAL-MART STORES INC	08/22/11	12/03/12	1 230 19	938 22	291 97 LT
16 0000	ARROTT LAPS	04/02/12	12/03/12	907 90	895 84	12 06 ST
20 0000	AUTOMATIC DATA PROC	08/06/11	12/03/12	1 850 24	1 633 18	217 06 LT
7 0000	PAYTER INTERNTL INC	08/22/11	12/03/12	736 24	658 49	77 75 LT
11 0000	CHEVRON CORP	07/02/12	12/03/12	1 285 63	1 270 20	15 43 ST
44 0000	CUMMINS WOODWIDE	01/02/12	12/03/12	1 659 20	1 544 62	114 58 ST
7 0000	CUMMINS WOODWIDE	02/01/12	12/03/12	792 57	758 07	34 50 ST



12/31/12

EMA Fiscal Statement

DIRECT CAPITAL VENTURE INVESTMENT

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
50,000	EATON CORP PLC	12/03/12	12/04/12	2,602.67	2,595.28	7.39 ST
2,000	GENL DYNAMICS CORP COM	07/08/11	12/03/12	132.37	132.74	(0.37) LT
7,000	GENL DYNAMICS CORP COM	08/06/11	12/03/12	463.32	512.42	(49.10) LT
14,000	HONEYWELL INTL INC DEL	10/02/12	12/03/12	853.98	856.91	(2.93) ST
54,000	LINEAR TECHNOLOGY CORP	10/02/12	12/03/12	2,139.48	2,103.42	36.06 ST
15,000	MCDONALDS CORP COM	08/22/11	12/03/12	1,306.10	1,311.75	(5.65) LT
7,000	MEDTRONIC INC COM	08/22/11	12/03/12	295.07	219.05	76.02 LT
26,000	MEDTRONIC INC COM	10/03/11	12/03/12	1,096.00	831.02	264.98 LT
24,000	PAYCHEX INC	04/02/12	12/03/12	1,106.83	1,078.76	28.07 ST
20,000	3M COMPANY	10/02/12	12/03/12	1,816.35	1,868.77	(52.42) ST

PLEASE SEE REVERSE SIDE

Statement Period
Year Ending 12/31/12
Account No
244-02143

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