Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2012

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

Heavenly Father's Foundation
425 County Road 168
Cisco, TX 76437

A Employer identification number 27-6987913

B Telephone number (see the instructions) 254-631-4727

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 120,430,587.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)				
	2	Ck ► ☒ if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	652,538.	652,538.	652,538.	
	4	Dividends and interest from securities	1,637,450.	1,637,450.	1,637,450.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	342,463.			
	b	Gross sales price for all assets on line 6a 36,390,197.				
	7	Capital gain net income (from Part IV, line 2)		342,463.		
	8	Net short-term capital gain			88,387.	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule) See Statement 1	25,249.	12,574.	12,574.	
	12	**Total.** Add lines 1 through 11	2,657,700.	2,645,025.	2,390,949.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) See St 2	7,850.			
	c	Other prof fees (attach sch) See St 3	3,003.			
	17	Interest				
	18	Taxes (attach schedule)(see instrs)				
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 4	221,899.	196,748.	196,748.	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	232,752.	196,748.	196,748.	
	25	Contributions, gifts, grants paid Part XV	4,319,100.			4,319,100.
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,551,852.	196,748.	196,748.	4,319,100.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-1,894,152.			
	b	**Net investment income** (if negative, enter -0-)		2,448,277.		
	c	**Adjusted net income** (if negative, enter -0-)			2,194,201.	

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	66,628,212.	12,733,761.	12,733,761.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch). ▶ Less. allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	18,138.		
	10a	Investments – U.S. and state government obligations (attach schedule)	938,743.	12,764,678.	12,764,678.
	b	Investments – corporate stock (attach schedule)	32,561,707.	16,269,659.	16,269,659.
	c	Investments – corporate bonds (attach schedule)	15,612,618.	78,660,069.	78,660,069.
	11	Investments – land, buildings, and equipment: basis ▶ Less. accumulated depreciation (attach schedule) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ See Statement 5)	3,025.	2,420.	2,420.
	16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	115,762,443.	120,430,587.	120,430,587.
LIABILITIES	17	Accounts payable and accrued expenses	2,175.	13,941.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	2,175.	13,941.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	116,700,000.	116,700,000.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-939,732.	3,716,646.	
	30	**Total net assets or fund balances** (see instructions)	115,760,268.	120,416,646.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	115,762,443.	120,430,587.	

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	115,760,268.
2	Enter amount from Part I, line 27a	2	-1,894,152.
3	Other increases not included in line 2 (itemize) ▶ See Statement 6	3	6,569,248.
4	Add lines 1, 2, and 3	4	120,435,364.
5	Decreases not included in line 2 (itemize) ▶ See Statement 7	5	18,718.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	120,416,646.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See S.T. Sch attached BNY Mellon	P	Various	Various
b	See S.T. Sch attached BNY Mellon	P	Various	Various
c	See L.T. Sch attached BNY Mellon	P	Various	Various
d	Capital gain 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	32,432,801.		32,340,826.	91,975.
b	288,993.		292,581.	-3,588.
c	3,581,423.		3,414,327.	167,096.
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				91,975.
b				-3,588.
c				167,096.
d				86,980.
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	342,463.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	88,387.

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 (column (b) divided by column (c))
2011	309,576.	78,473,901.	0.003945
2010			
2009			
2008			
2007			

2	**Total** of line 1, column (d)	2	0.003945
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	0.003945
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	117,888,204.
5	Multiply line 4 by line 3	5	465,069.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	24,483.
7	Add lines 5 and 6	7	489,552.
8	Enter qualifying distributions from Part XII, line 4	8	4,319,100.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here . . . ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _______ **(attach copy of letter if necessary – see instrs)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here . . ► ☒ and enter 1% of Part I, line 27b		1	24,483.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	24,483.
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	24,483.
6	Credits/Payments:			
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 24,604.		
b	Exempt foreign organizations – tax withheld at source	6 b		
c	Tax paid with application for extension of time to file (Form 8868)	6 c		
d	Backup withholding erroneously withheld	6 d		
7	Total credits and payments. Add lines 6a through 6d		7	24,604.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	63.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►		9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		10	58.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► 58. **Refunded** ►		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		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*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		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?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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*	8 b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

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

Website address ► N/A

14 The books are in care of ► Staci Wilks Telephone no. ► 254-631-4727

Located at ► 425 County Road 168 Cisco TX ZIP + 4 ► 76437

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

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

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

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

	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1 a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If 'Yes' to 6b, file Form 8870.

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Dan H. Wilks 425 County Road 168 Cisco, TX 76437	Trustee 4.00	0.	0.	0.
Staci Wilks 425 County Road 168 Cisco, TX 76437	Trustee 4.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None N/A		
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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A 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	82,803,327.
b	Average of monthly cash balances	1b	36,850,862.
c	Fair market value of all other assets (see instructions)	1c	29,267.
d	**Total** (add lines 1a, b, and c)	1d	119,683,456.
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	119,683,456.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,795,252.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	117,888,204.
6	**Minimum investment return.** Enter 5% of line 5	6	5,894,410.

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	5,894,410.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 24,483.		
b	Income tax for 2012 (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	24,483.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	5,869,927.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	5,869,927.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	5,869,927.

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	4,319,100.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,319,100.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	24,483.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,294,617.

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				5,869,927.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			3,596,182.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 4,319,100.				
a Applied to 2011, but not more than line 2a			3,596,182.	
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				722,918.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				5,147,009.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

See Statement 8

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:

N / A

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Schedule Attached	None		See attached	4,319,100.
Total			► 3a	4,319,100.
b *Approved for future payment*				
See Attached			See Attached	544,400
Total			► 3b	544,400

Heavenly Father's Foundation

Form 990-PF (2012) Part XV Supplementary Information (continued)

2012

Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a. Paid during the year				
Mountain Top Church 1498 W Interstate 20 Cisco, TX 76437-5517		Church	Donations, working capital needs	1,076,200.00
The Open Door 1906 Highway 206 Cisco, TX 76437		501(c)3	Fundraising banquet support	20,000.00
Eastland County Crisis Center, Inc 975 E Main Eastland , TX 76448		501(c)3	Hire 2 new staff, remodel office space	167,200.00
Crossroads Church 726 W. Francis St. Aspen, CO 81611		Church	Phase I Building Project	1,205,000.00
New Horizon Ministries 6102 S. 7th St Abilene, TX 79605		501(c)3	HVAC System	25,000.00
Family Service Center 901 Avenue B Brownwood, TX 76801		501(c)3	Donation	500.00
Serenity House 1546 N. 2nd Abilene, TX79601		501(c)3	Building projects Donations	1,699,000 00
Eastland County 91st Judicial Criminal DA 100 W. Main St #204 Eastland, TX 76448		Government	Budget shortage	100,000.00
Arlington Life Center 32 W. Division St Arlington, TX 76011		501(c)3	Grant for food	15,000.00
Baptist Church of Cisco Meals on Wheels 1498 W Interstate 20 Cisco, TX 76437-5517		Church	Grant for food	3,000.00
Community Bible Study - e-Teens 4001 South Seaman Eastland, TX 76448		501(c)3	Bibles, conference	8,200.00
Total			3 a	4,319,100.00
b. Approved for future payment				
Eastland County Crisis Center, Inc. 975 E Main Eastland , TX 76448		501(c)3	Hire 2 new staff, remodel office space (136,000 * 4 years)	544,400 00
Total			3 b	544,400.00

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	652,538.	
4 Dividends and interest from securities			14	1,637,450.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	342,463.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Accretion income			14	1,661.	
b Misc. other income			14	10,913.	
c Non-dividend distribution			14	9,654.	
d Tax exempt dividends			14	3,021.	
e					
12 Subtotal. Add columns (b), (d), and (e)				2,657,700.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,657,700.

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

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule.

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

Sign Here

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

✓ Signature of officer or trustee

✓ 8/27/13 Date

▶ ✓ TRUSTEE Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Victor K. Munson	Victor Munson	8/20/13		P01215687

Firm's name ▶ Victor K. Munson, CPA

Firm's EIN ▶ 75-2151816

Firm's address ▶ 6060 N. Central Expwy., Suite 560
Dallas, TX 75206

Phone no (214) 237-2920

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Accretion income	$ 1,661.	$ 1,661.	$ 1,661.
Misc. other income	10,913.	10,913.	10,913.
Non-dividend distribution	9,654.		
Tax exempt dividends	3,021.		
Total	$ 25,249.	$ 12,574.	$ 12,574.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees	$ 7,850.			
Total	$ 7,850.	$ 0.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other professional fees	$ 3,003.			
Total	$ 3,003.	$ 0.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Amortization expense	$ 605.			
Brokerage fees	114,555.	$ 114,555.	$ 114,555.	
Federal income tax	24,546.			
Foreign tax withheld on dividendincome	59,728.	59,728.	59,728.	
Miscellaneous investment exp. @ BNY	22,465.	22,465.	22,465.	
Total	$ 221,899.	$ 196,748.	$ 196,748.	$ 0.

Statement 5
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Net Intangible Assets	$ 2,420.	$ 2,420.
Total	$ 2,420.	$ 2,420.

Statement 6
Form 990-PF, Part III, Line 3
Other Increases

Net Unrealized Gains or Losses on Investments	$ 6,569,248.
Total	$ 6,569,248.

Statement 7
Form 990-PF, Part III, Line 5
Other Decreases

Prior federal income tax expense	$ 18,718.
Total	$ 18,718.

Statement 8
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Dan H. Wilks
Staci Wilks

HEAVENLY FATHERS FOUNDATION-IMA

Note - Detail for Short Term Sales on Pages 8-96
are available upon Request

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales pnce less commissions	Cost or other basis	Net gain or loss
FNMA POOL 966608 5.5% 2	966608A	31414HKV8	1233.73	05/10/12	01/25/13	$1,233.73	$1,356.33	$-122.60
Total short term gain/loss from sales:						$32,432,801.40	$32,340,826.24	$91,975.16

Total Short Term Proceeds	32,432,801
Total Cost / Basis	32,340,826
Total - Net Gain	91,975

Short term transactions with loss disallowed due to wash sale

This category includes sales of assets held 12 months or less.

Descnption	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Portion subject to 988	Net gain or loss	Wash sale loss disallowed
LEAR CORP W/I	LEA	521865204	30	08/17/11	01/11/12	$1,228.45	$1,317.61	$0.00	$-89.16	$59.44
KELLOGG COMPANY COMMON	K	487836108	460	08/17/11	03/19/12	$24,200.31	$24,586.08	$0.00	$-385.77	$385.77
INVESCO MORTGAGE CAPITAL INC	IVR	46131B100	500	08/18/11	03/28/12	$8,669.76	$8,835.45	$0.00	$-165.69	$165.69
MICROCHIP TECHNOLOGY INC	MCHP	595017104	270	01/18/12	04/03/12	$9,930.97	$10,338.33 *	$0.00	$-407.36	$407.36
ANALOG DEVICES INC	ADI	032654105	210	01/18/12	04/03/12	$8,229.45	$8,240.40	$0 00	$-10.95	$10.95
VERTEX PHARMACEUTICALS INC	VRTX	92532F100	10	02/01/12	04/13/12	$361.78	$369.82	$0 00	$-8.04	$8.04
VERTEX PHARMACEUTICALS INC	VRTX	92532F100	20	02/01/12	04/13/12	$726.88	$739.65	$0.00	$-12.77	$12.77
VERTEX PHARMACEUTICALS INC	VRTX	92532F100	10	02/01/12	04/13/12	$363.92	$369.82	$0.00	$-5.90	$5.90
MDC PARTNERS INC	MDCA	552697104	30	09/14/11	04/13/12	$299.18	$483.20	$0.00	$-184.02	$184.02

Short term transactions with loss disallowed due to wash sale

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Portion subject to 988	Net gain or loss	Wash sale loss disallowed
ENERGIZER HLDGS INC	ENR	29266R108	10	08/17/11	04/16/12	$717.12	$752.64	$0.00	$-35.52	$35.52
ENERGIZER HLDGS INC	ENR	29266R108	60	08/17/11	04/16/12	$4,302.72	$4,452.36	$0.00	$-149.64	$149.64
ENERGIZER HLDGS INC	ENR	29266R108	10	08/26/11	04/16/12	$717.12	$746.27	$0.00	$-29.15	$29.15
VERTEX PHARMACEUTICALS INC	VRTX	92532F100	410	04/04/12	04/16/12	$14,545.36	$17,020.66	$0.00	$-2,475.30	$965.97
VERTEX PHARMACEUTICALS INC	VRTX	92532F100	120	01/18/12	04/16/12	$4,257.18	$4,493.16	$0.00	$-235.98	$235.98
VERTEX PHARMACEUTICALS INC	VRTX	92532F100	20	08/17/11	04/16/12	$709.53	$732.58	$0.00	$-23.05	$23.05
VERTEX PHARMACEUTICALS INC	VRTX	92532F100	50	08/17/11	04/16/12	$1,773.82	$2,320.92	$0.00	$-547.10	$547.10
MDC PARTNERS INC	MDCA	552697104	30	09/14/11	04/16/12	$297.01	$483.20	$0.00	$-186.19	$186.19
VERTEX PHARMACEUTICALS INC	VRTX	92532F100	40	02/01/12	04/16/12	$1,419.06	$1,479.30	$0.00	$-60.24	$45.18
MDC PARTNERS INC	MDCA	552697104	120	09/14/11	04/17/12	$1,174.53	$1,932.78	$0.00	$-758.25	$758.25
TEXAS INSTRUMENTS INC	TXN	882508104	1090	01/19/12	04/17/12	$35,598.60	$36,893.01	$0.00	$-1,294.41	$1,294.41
FIRST HORIZON NATL CORP	FHN	320517105	300	03/26/12	04/27/12	$2,760.30	$3,211.41	$0.00	$-451.11	$451.11

Short term transactions with loss disallowed due to wash sale

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Portion subject to 988	Net gain or loss	Wash sale loss disallowed
PILGRIM'S PRIDE CORP	PPC	72147K108	50	05/22/12	07/09/12	$305.80	$397.87	$0.00	$-92.07	$92.07
PILGRIM'S PRIDE CORP	PPC	72147K108	40	05/24/12	07/09/12	$246.48	$320.05	$0.00	$-73.57	$73.57
PILGRIM'S PRIDE CORP	PPC	72147K108	20	05/22/12	07/09/12	$123.24	$159.15	$0.00	$-35.91	$35.91
PILGRIM'S PRIDE CORP	PPC	72147K108	50	05/22/12	07/10/12	$298.17	$397.87	$0.00	$-99.70	$99.70
PILGRIM'S PRIDE CORP	PPC	72147K108	10	05/21/12	07/11/12	$55.96	$73.83	$0.00	$-17.87	$17.87
PILGRIM'S PRIDE CORP	PPC	72147K108	200	05/22/12	07/11/12	$1,144.64	$1,591.48	$0.00	$-446.84	$446.84
GARDNER DENVER INC	GDI	365558105	80	08/21/12	09/18/12	$4,974.51	$5,005.28	$0.00	$-30.77	$26.92
AT&T INC	T	00206R102	380	09/26/12	10/15/12	$13,397.44	$14,579.57	$0.00	$-1,182.13	$93.33
VERIZON COMMUNICATIONS INC	VZ	92343V104	280	09/26/12	10/15/12	$12,491.19	$12,836.32	$0.00	$-345.13	$86.28
GARDNER DENVER INC	GDI	365558105	110	08/21/12	10/16/12	$6,437.34	$6,882.26	$0.00	$-444.92	$364.03
HIGHWOODS PPTYS INC	HIW	431284108	70	08/21/12	10/16/12	$2,302.84	$2,335.51	$0.00	$-32.67	$32 67
WESTERN ASSET MORTGAGE CAPI	WMC	95790D105	350	08/30/12	10/16/12	$7,342.76	$7,577.96	$0.00	$-235.20	$235 20

Short term transactions with loss disallowed due to wash sale

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Portion subject to 988	Net gain or loss	Wash sale loss disallowed
CASEYS GEN STORES INC COM	CASY	147528103	150	08/28/12	10/23/12	$7,412.34	$8,591.39	$0.00	$-1,179.05	$1,179.05
CASEYS GEN STORES INC COM	CASY	147528103	160	08/29/12	10/24/12	$7,885.64	$9,124.07	$0.00	$-1,238.43	$1,238.43
CASEYS GEN STORES INC COM	CASY	147528103	90	08/28/12	10/24/12	$4,435.68	$5,154.83	$0.00	$-719.15	$719.15
FIFTH & PACIFIC CO INC	FNP	316645100	610	08/29/12	11/09/12	$6,791.90	$7,986.67	$0.00	$-1,194.77	$1,194.77
CORELOGIC INC-W/I	CLGX	21871D103	390	08/29/12	11/09/12	$9,445.55	$9,574.31	$0.00	$-128.76	$128.76
JONES GROUP INC	JNY	48020T101	690	08/30/12	11/09/12	$7,909.29	$8,668.19	$0.00	$-758.90	$758.90
HAWAIIAN ELECTRIC INDS INC	HE	419870100	160	08/20/12	11/27/12	$3,918.44	$4,374.03	$0.00	$-455.59	$455.59
HAWAIIAN ELECTRIC INDS INC	HE	419870100	100	08/21/12	11/27/12	$2,449.03	$2,732.31	$0.00	$-283.28	$283.28
HUMANA INC COM	HUM	444859102	40	08/21/12	11/27/12	$2,598.82	$2,732.12	$0.00	$-133.30	$133.30
TELEPHONE & DATA SYS INC	TDS	879433829	350	08/21/12	11/27/12	$7,900.34	$8,652.67	$0.00	$-752.33	$150.47
TELEPHONE & DATA SYS INC	TDS	879433829	110	08/20/12	11/27/12	$2,482.96	$2,676.85	$0.00	$-193.89	$193.89
HUMANA INC COM	HUM	444859102	30	09/18/12	11/27/12	$1,949.11	$2,097.50	$0.00	$-148.39	$148.39

Short term transactions with loss disallowed due to wash sale

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Portion subject to 988	Net gain or loss Wash sale loss disallowed
TOLL BROTHERS INC	TOL	889478103	260	08/28/12	12/05/12	$8,242.96	$8,432.40		$-189.44
								$0.00	$189.44
TOLL BROTHERS INC	TOL	889478103	420	10/15/12	12/05/12	$13,315.55	$14,195.58		$-880.03
								$0.00	$880.03
TOLL BROTHERS INC	TOL	889478103	310	10/16/12	12/05/12	$9,828.14	$10,528.50		$-700.36
								$0.00	$700.36
DEALERTRACK HLDGS INC	TRAK	242309102	260	08/28/12	12/05/12	$6,748.41	$7,296.22		$-547.81
								$0.00	$547.81
DEALERTRACK HLDGS INC	TRAK	242309102	170	08/30/12	12/05/12	$4,412.42	$4,754.92		$-342.50
								$0.00	$342.50
DEALERTRACK HLDGS INC	TRAK	242309102	380	08/29/12	12/05/12	$9,863.06	$10,641.79		$-778.73
								$0.00	$778.73

Total short term gain/loss from sales: $288,993.06 $310,170.15 $-21,177.09

Total short term loss disallowed from wash sales: $17,588.73

Total short term Section 988 translation gain/loss from securities subject to wash sale: $0.00

Loss -	<21,177>
Wash Sale Adjust	17,589
Loss after Adjustment	<3,588>

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
CONSECO FINANCIAL GROUP INC	CNO	12621E103	480	08/17/11	08/20/12	$4,387.63	$2,983.92	$1,403.71
ULTA SALON COSMETICS &	ULTA	90384S303	60	08/17/11	08/21/12	$5,484.53	$3,178.08	$2,306.45
BE AEROSPACE INC	BEAV	073302101	110	08/17/11	08/21/12	$4,478.37	$3,771.11	$707.26
KANSAS CITY SOUTHN INDS INC	KSU	485170302	90	08/17/11	08/21/12	$7,035.00	$4,838.20	$2,196.80
PROSPERITY BANCSHARES INC	PB	743606105	90	08/17/11	08/21/12	$3,828.49	$3,336.12	$492.37

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
TIBCO SOFTWARE INC	TIBX	88632Q103	190	08/17/11	08/21/12	$5,437.17	$4,198.16	$1,239.01
MONSTER BEVERAGE CORP	MNST	611740101	60	08/17/11	08/21/12	$3,632.44	$2,410.74	$1,221.70
LEAR CORP W/I	LEA	521865204	30	08/17/11	08/21/12	$1,232.21	$1,335.23	$-103.02
RAYMOND JAMES FINL INC	RJF	754730109	120	08/17/11	08/21/12	$4,249.47	$3,242.64	$1,006.83
RACKSPACE HOSTING INC	RAX	750086100	110	08/17/11	08/21/12	$6,133.00	$3,864.81	$2,268.19
ROPER INDS INC NEW	ROP	776696106	40	08/17/11	08/21/12	$4,199.40	$2,827.92	$1,371.48
AMETEK INC NEW	AME	031100100	210	08/17/11	08/21/12	$7,215.99	$5,296.98	$1,919.01
HOST MARRIOTT CORP NEW	HST	44107P104	260	08/17/11	08/21/12	$4,023.98	$3,202.26	$821.72
WASTE CONNECTIONS INC	WCN	941053100	150	08/17/11	08/21/12	$4,577.08	$4,757.57	$-180.49
MACERICH CO	MAC	554382101	80	08/17/11	08/21/12	$4,599.87	$3,986.46	$613.41
AFFILIATED MANAGERS GROUP INC	AMG	008252108	40	08/17/11	08/21/12	$4,737.86	$3,409.84	$1,328.02
DONALDSON CO INC COM	DCI	257651109	140	08/17/11	08/21/12	$4,946.89	$3,722.46	$1,224.43
PVH CORP	PVH	693656100	50	08/17/11	08/21/12	$4,383.60	$3,029.40	$1,354.20
MICROS SYS INC	MCRS	594901100	90	08/17/11	08/21/12	$4,303.75	$3,775.32	$528.43
MAP PHARMACEUTICALS INC	MAPP	56509R108	180	08/17/11	08/21/12	$2,437.33	$2,297.57	$139.76
WEINGARTEN RLTY INVS SBI	WRI	948741103	120	08/17/11	08/21/12	$3,375.40	$2,745.94	$629.46
WEINGARTEN RLTY INVS SBI	WRI	948741103	30	08/08/11	08/21/12	$843.85	$715.31	$128.54
ROYAL CARIBBEAN CRUISES LTD	RCL	V7780T103	90	08/17/11	08/21/12	$2,363.55	$2,252.52	$111.03
UNITED RENTALS INC	URI	911363109	100	08/17/11	08/21/12	$3,375.68	$1,671.56	$1,704.12
TERADATA CORP DEL	TDC	88076W103	60	08/17/11	08/21/12	$4,519.81	$3,134.28	$1,385.53
TRIUMPH GROUP INC NEW	TGI	896818101	70	08/17/11	08/21/12	$4,431.10	$3,448.62	$982.48
CARPENTER TECHNOLOGY CORP C	CRS	144285103	80	08/17/11	08/21/12	$4,085.04	$3,808.52	$276.52
HUNT JB TRANS SVCS INC COM	JBHT	445658107	70	08/17/11	08/21/12	$3,774.79	$2,739.66	$1,035.13
CATAMARAN CORP	CTRX	148887102	40	08/17/11	08/21/12	$3,494.90	$2,148.29	$1,346.61
COMMVAULT SYS INC	CVLT	204166102	70	08/17/11	08/21/12	$3,600.27	$2,657.05	$943.22
NXSTAGE MED INC	NXTM	67072V103	160	08/17/11	08/21/12	$2,035.99	$2,948.93	$-912.94
EQUINIX INC	EQIX	29444U502	40	08/17/11	08/21/12	$7,720.35	$3,688.32	$4,032.03
F5 NETWORKS INC	FFIV	315616102	80	08/17/11	08/28/12	$8,099.23	$6,263.04	$1,836.19

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis		Net gain or loss
AMARIN CORPORATION PLC -ADR	AMRN	023111206	1310	08/17/11	08/28/12	$16,944.34	$15,512 49		$1,431.85
FRESH MARKET INC/THE	TFM	35804H106	300	08/17/11	08/28/12	$18,532.59	$9,899.40		$8,633.19
SOURCEFIRE INC	FIRE	83616T108	90	08/17/11	08/28/12	$4,694.92	$2,438.82		$2,256.10
UNIVERSAL HEALTH SVCS INC CL B	UHS	913903100	30	08/17/11	08/28/12	$1,203 79	$1,169.50		$34.29
SL GREEN RLTY CORP	SLG	78440X101	70	08/17/11	08/28/12	$5,665.33	$5,071 80		$593.53
KBR INC	KBR	48242W106	50	08/17/11	08/28/12	$1,347.14	$1,440.98		$-93.84
CABOT OIL & GAS CORP	COG	127097103	80	08/17/11	08/28/12	$3,326.02	$2,879.92		$446 10
AMETEK INC NEW	AME	031100100	10	08/17/11	08/28/12	$343.76	$252.24		$91.52
NORTHEAST UTILITIES COMMON	NU	664397106	60	08/17/11	08/28/12	$2,283.77	$1,984.52		$299 25
WABCO HLDGS INC	WBC	92927K102	40	08/17/11	08/28/12	$2,370.31	$1,911 05		$459.26
STANLEY BLACK & DECKER INC	SWK	854502101	60	08/17/11	08/28/12	$3,998.37	$3,667.19		$331.18
CYPRESS SEMICONDUCTOR CORP (	CY	232806109	270	08/17/11	08/28/12	$3,193.38	$4,917.80	*	$-1,724.42
BOSTON PPTYS INC	BXP	101121101	52	08/17/11	08/28/12	$5,810.50	$5,383.98		$426.52
CATAMARAN CORP	CTRX	148887102	120	08/17/11	08/28/12	$10,614 54	$6,444.87		$4,169.67
RACKSPACE HOSTING INC	RAX	750086100	80	08/17/11	08/28/12	$4,767 16	$2,810.76		$1,956.40
ENERGY XXI BERMUDA LIMITED USI	EXXI	G10082140	140	08/17/11	08/28/12	$4,586.21	$3,781.43		$804.78
STARWOOD HOTELS & RESORTS	HOT	85590A401	160	08/17/11	08/28/12	$8,703.31	$7,041.28		$1,662.03
CAMDEN PPTY TR SBI	CPT	133131102	100	08/17/11	08/28/12	$7,012.85	$6,609.99		$402.86
DOUGLAS EMMETT INC	DEI	25960P109	20	08/17/11	08/28/12	$477.63	$366.20	*	$111.43
FORTINET INC	FTNT	34959E109	270	08/17/11	08/28/12	$7,121.31	$5,607.36		$1,513.95
BE AEROSPACE INC	BEAV	073302101	110	08/17/11	08/28/12	$4,326.83	$3,771.11		$555.72
TRANSDIGM GROUP INC	TDG	893641100	71	08/17/11	08/28/12	$9,810.47	$6,443.82		$3,366.65
HOST MARRIOTT CORP NEW	HST	44107P104	460	08/17/11	08/28/12	$7,017.97	$5,665.55		$1,352.42
AFFILIATED MANAGERS GROUP INC	AMG	008252108	21	08/17/11	08/28/12	$2,499.44	$1,790.17		$709.27
FORESTAR REAL ESTATE GROUP	FOR	346233109	50	08/17/11	08/29/12	$721.28	$607.37		$113.91
FRESH MARKET INC/THE	TFM	35804H106	20	08/17/11	08/29/12	$1,263.97	$659.96		$604.01
ENDURANCE SPECIALITY HLDGS LT	ENH	G30397106	290	08/17/11	08/29/12	$10,795.01	$10,818.48		$-23.47
KBR INC	KBR	48242W106	160	08/17/11	08/29/12	$4,254.34	$4,611.15		$-356.81

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
TIBCO SOFTWARE INC	TIBX	88632Q103	190	08/17/11	08/21/12	$5,437.17	$4,198.16	$1,239.01
MONSTER BEVERAGE CORP	MNST	611740101	60	08/17/11	08/21/12	$3,632.44	$2,410.74	$1,221.70
LEAR CORP W/I	LEA	521865204	30	08/17/11	08/21/12	$1,232.21	$1,335.23	$-103.02
RAYMOND JAMES FINL INC	RJF	754730109	120	08/17/11	08/21/12	$4,249.47	$3,242.64	$1,006.83
RACKSPACE HOSTING INC	RAX	750086100	110	08/17/11	08/21/12	$6,133.00	$3,864.81	$2,268.19
ROPER INDS INC NEW	ROP	776696106	40	08/17/11	08/21/12	$4,199.40	$2,827.92	$1,371.48
AMETEK INC NEW	AME	031100100	210	08/17/11	08/21/12	$7,215.99	$5,296.98	$1,919.01
HOST MARRIOTT CORP NEW	HST	44107P104	260	08/17/11	08/21/12	$4,023.98	$3,202.26	$821.72
WASTE CONNECTIONS INC	WCN	941053100	150	08/17/11	08/21/12	$4,577.08	$4,757.57	$-180.49
MACERICH CO	MAC	554382101	80	08/17/11	08/21/12	$4,599.87	$3,986.46	$613.41
AFFILIATED MANAGERS GROUP INC	AMG	008252108	40	08/17/11	08/21/12	$4,737.86	$3,409 84	$1,328.02
DONALDSON CO INC COM	DCI	257651109	140	08/17/11	08/21/12	$4,946.89	$3,722.46	$1,224.43
PVH CORP	PVH	693656100	50	08/17/11	08/21/12	$4,383.60	$3,029.40	$1,354.20
MICROS SYS INC	MCRS	594901100	90	08/17/11	08/21/12	$4,303.75	$3,775.32	$528.43
MAP PHARMACEUTICALS INC	MAPP	56509R108	180	08/17/11	08/21/12	$2,437.33	$2,297 57	$139.76
WEINGARTEN RLTY INVS SBI	WRI	948741103	120	08/17/11	08/21/12	$3,375.40	$2,745.94	$629.46
WEINGARTEN RLTY INVS SBI	WRI	948741103	30	08/08/11	08/21/12	$843.85	$715.31	$128 54
ROYAL CARIBBEAN CRUISES LTD	RCL	V7780T103	90	08/17/11	08/21/12	$2,363.55	$2,252.52	$111.03
UNITED RENTALS INC	URI	911363109	100	08/17/11	08/21/12	$3,375.68	$1,671 56	$1,704.12
TERADATA CORP DEL	TDC	88076W103	60	08/17/11	08/21/12	$4,519.81	$3,134.28	$1,385.53
TRIUMPH GROUP INC NEW	TGI	896818101	70	08/17/11	08/21/12	$4,431.10	$3,448.62	$982.48
CARPENTER TECHNOLOGY CORP C	CRS	144285103	80	08/17/11	08/21/12	$4,085.04	$3,808.52	$276.52
HUNT JB TRANS SVCS INC COM	JBHT	445658107	70	08/17/11	08/21/12	$3,774.79	$2,739.66	$1,035.13
CATAMARAN CORP	CTRX	148887102	40	08/17/11	08/21/12	$3,494.90	$2,148.29	$1,346.61
COMMVAULT SYS INC	CVLT	204166102	70	08/17/11	08/21/12	$3,600.27	$2,657.05	$943.22
NXSTAGE MED INC	NXTM	67072V103	160	08/17/11	08/21/12	$2,035.99	$2,948.93	$-912.94
EQUINIX INC	EQIX	29444U502	40	08/17/11	08/21/12	$7,720.35	$3,688.32	$4,032.03
F5 NETWORKS INC	FFIV	315616102	80	08/17/11	08/28/12	$8,099.23	$6,263.04	$1,836.19

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
ITC HLDGS CORP	ITC	465685105	20	08/17/11	08/29/12	$1,452.30	$1,462.50	$-10.20
INLAND REAL ESTATE CORP	IRC	457461200	90	08/17/11	08/29/12	$745.26	$711.41	$33.85
TRIUMPH GROUP INC NEW	TGI	896818101	160	08/17/11	08/29/12	$9,464.28	$7,882.56	$1,581.72
ROPER INDS INC NEW	ROP	776696106	70	08/17/11	08/29/12	$7,190.38	$4,948.86	$2,241.52
CRANE COMPANY COMMON	CR	224399105	150	08/17/11	08/29/12	$5,801.85	$5,943.99	$-142.14
INTERFACE INC	IFSIA	458665304	100	08/17/11	08/29/12	$1,396.62	$1,316.82 *	$79.80
HEALTHCARE SVC GROUP INC	HCSG	421906108	50	08/17/11	08/29/12	$1,064.21	$696.66	$367.55
HSN INC DEL	HSNI	404303109	60	08/17/11	08/29/12	$2,697.11	$1,874.39	$822.72
FARO TECHNOLOGIES INC	FARO	311642102	40	08/17/11	08/29/12	$1,549.44	$1,412.45	$136.99
EAST WEST BANCORP INC	EWBC	27579R104	450	08/17/11	08/29/12	$9,925.02	$7,438.59	$2,486.43
ZIONS BANCORP COM	ZION	989701107	240	08/17/11	08/29/12	$4,618.86	$4,076.54	$542.32
CONSECO FINANCIAL GROUP INC	CNO	12621E103	280	08/17/11	08/29/12	$2,506.59	$1,740.62	$765.97
UNIVERSAL HEALTH SVCS INC CL B	UHS	913903100	160	08/17/11	08/29/12	$6,415.16	$6,237.31	$177.85
BOSTON PPTYS INC	BXP	101121101	10	08/17/11	08/29/12	$1,115.73	$1,035.38	$80.35
CATHAY BANCORP INC	CATY	149150104	10	08/17/11	08/29/12	$164.25	$123.86	$40.39
AFFILIATED MANAGERS GROUP INC	AMG	008252108	69	08/17/11	08/29/12	$8,198.53	$5,881.97	$2,316.56
STRATEGIC HOTEL CAP INC	BEE	86272T106	970	08/17/11	08/29/12	$5,926.95	$4,924.01	$1,002.94
TIVO INC	TIVO	888706108	1110	08/17/11	08/29/12	$10,387.70	$9,629.92	$757.78
DOUGLAS EMMETT INC	DEI	25960P109	360	08/17/11	08/29/12	$8,537.82	$6,591.36 *	$1,946.46
WISCONSIN ENERGY CORP	WEC	976657106	280	08/17/11	08/29/12	$10,738.49	$8,622.77	$2,115.72
NORTHEAST UTILITIES COMMON	NU	664397106	170	08/17/11	08/29/12	$6,374.11	$5,622.80	$751.31
STARWOOD HOTELS & RESORTS	HOT	85590A401	20	08/17/11	08/29/12	$1,091.57	$880.16	$211.41
AMETEK INC NEW	AME	031100100	335	08/17/11	08/29/12	$11,563.94	$8,449.95	$3,113.99
ENERGY XXI BERMUDA LIMITED USI	EXXI	G10082140	50	08/17/11	08/29/12	$1,642.95	$1,350.51	$292.44
SOURCEFIRE INC	FIRE	83616T108	250	08/17/11	08/29/12	$13,295.75	$6,774.50	$6,521.25
FORTINET INC	FTNT	34959E109	190	08/17/11	08/29/12	$5,038.71	$3,945.92	$1,092.79
CYPRESS SEMICONDUCTOR CORP (	CY	232806109	190	08/17/11	08/29/12	$2,206.30	$3,460.68 *	$-1,254.38
RACKSPACE HOSTING INC	RAX	750086100	100	08/17/11	08/29/12	$5,950.72	$3,513.46	$2,437.26

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
ULTA SALON COSMETICS &	ULTA	90384S303	130	08/17/11	08/29/12	$12,279.76	$6,885.84	$5,393.92
AMARIN CORPORATION PLC -ADR	AMRN	023111206	830	08/17/11	08/29/12	$10,789.09	$9,828.53	$960.56
ENSTAR GROUP LIMITED	ESGR	G3075P101	15	08/17/11	08/29/12	$1,407.00	$1,490.79	$-83.79
KANSAS CITY SOUTHN INDS INC	KSU	485170302	140	08/17/11	08/29/12	$10,851.62	$7,526.09	$3,325.53
ENSTAR GROUP LIMITED	ESGR	G3075P101	60	08/17/11	08/30/12	$5,601.55	$5,963.16	$-361.61
INTERFACE INC	IFSIA	458665304	290	08/17/11	08/30/12	$3,963.98	$3,818.78 *	$145.20
CARPENTER TECHNOLOGY CORP C	CRS	144285103	140	08/17/11	08/30/12	$6,603.17	$6,664.89	$-61.72
HSN INC DEL	HSNI	404303109	160	08/17/11	08/30/12	$7,142.35	$4,998.37	$2,143.98
FORESTAR REAL ESTATE GROUP	FOR	346233109	390	08/17/11	08/30/12	$5,537.37	$4,737.49	$799.88
ITC HLDGS CORP	ITC	465685105	120	08/17/11	08/30/12	$8,643.24	$8,775.00	$-131.76
CLECO CORP NEW	CNL	12561W105	270	08/17/11	08/30/12	$11,050.26	$9,394.46	$1,655.80
INLAND REAL ESTATE CORP	IRC	457461200	490	08/17/11	08/30/12	$4,002.03	$3,873 22	$128.81
FARO TECHNOLOGIES INC	FARO	311642102	110	08/17/11	08/30/12	$4,265.34	$3,884.25	$381.09
HEALTHCARE SVC GROUP INC	HCSG	421906108	300	08/17/11	08/30/12	$6,324.64	$4,179.96	$2,144.68
CONSECO FINANCIAL GROUP INC	CNO	12621E103	410	08/17/11	08/30/12	$3,626.82	$2,548.77	$1,078.05
SMART BALANCE INC	SMBL	83169Y108	1130	08/17/11	08/30/12	$13,142.96	$5,509.43	$7,633.53
CATHAY BANCORP INC	CATY	149150104	250	08/17/11	08/30/12	$4,074.89	$3,096.40	$978.49
MAP PHARMACEUTICALS INC	MAPP	56509R108	840	08/17/11	08/31/12	$11,246.25	$10,722.02	$524.23
ENSTAR GROUP LIMITED	ESGR	G3075P101	15	08/17/11	08/31/12	$1,394.36	$1,490.79	$-96.43
CATHAY BANCORP INC	CATY	149150104	170	08/17/11	08/31/12	$2,777.55	$2,105.55	$672.00
ROYAL BANK OF SCOTLA 4.875% 3	RBS 15	78010XAC5	130000	08/10/11	09/13/12	$140,091.90	$131,983.80	$8,108.10
CITIGROUP INC PFD	C PH	172967416	220	08/17/11	09/13/12	$21,570.52	$20,268.16	$1,302.36
NEXTERA ENERGY INC	NEE	65339F101	477.42	08/17/11	09/14/12	$32,343.67	$32,028.91	$314.76
HONEYWELL INTL INC	HON	438516106	1220	08/17/11	09/20/12	$73,773.46	$55,771.57	$18,001.89
SCHLUMBERGER LIMITED COM	SLB	806857108	400	08/17/11	09/21/12	$29,837.65	$31,811.20	$-1,973.55
GENUINE PARTS CO	GPC	372460105	230	09/14/11	09/21/12	$14,325.73	$12,532.40	$1,793.33
HALLIBURTON COMPANY COM	HAL	406216101	330	08/24/11	09/21/12	$11,901.48	$13,281.77	$-1,380.29
HALLIBURTON COMPANY COM	HAL	406216101	790	08/17/11	09/21/12	$28,491.42	$36,077.33	$-7,585.91

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis		Net gain or loss
ITC HLDGS CORP	ITC	465685105	20	08/17/11	08/29/12	$1,452.30	$1,462.50		$-10.20
INLAND REAL ESTATE CORP	IRC	457461200	90	08/17/11	08/29/12	$745.26	$711.41		$33.85
TRIUMPH GROUP INC NEW	TGI	896818101	160	08/17/11	08/29/12	$9,464.28	$7,882.56		$1,581.72
ROPER INDS INC NEW	ROP	776696106	70	08/17/11	08/29/12	$7,190.38	$4,948.86		$2,241.52
CRANE COMPANY COMMON	CR	224399105	150	08/17/11	08/29/12	$5,801.85	$5,943 99		$-142.14
INTERFACE INC	IFSIA	458665304	100	08/17/11	08/29/12	$1,396.62	$1,316.82	*	$79.80
HEALTHCARE SVC GROUP INC	HCSG	421906108	50	08/17/11	08/29/12	$1,064.21	$696.66		$367.55
HSN INC DEL	HSNI	404303109	60	08/17/11	08/29/12	$2,697.11	$1,874.39		$822.72
FARO TECHNOLOGIES INC	FARO	311642102	40	08/17/11	08/29/12	$1,549.44	$1,412.45		$136.99
EAST WEST BANCORP INC	EWBC	27579R104	450	08/17/11	08/29/12	$9,925.02	$7,438.59		$2,486.43
ZIONS BANCORP COM	ZION	989701107	240	08/17/11	08/29/12	$4,618.86	$4,076.54		$542.32
CONSECO FINANCIAL GROUP INC	CNO	12621E103	280	08/17/11	08/29/12	$2,506.59	$1,740.62		$765.97
UNIVERSAL HEALTH SVCS INC CL B	UHS	913903100	160	08/17/11	08/29/12	$6,415.16	$6,237.31		$177.85
BOSTON PPTYS INC	BXP	101121101	10	08/17/11	08/29/12	$1,115.73	$1,035.38		$80.35
CATHAY BANCORP INC	CATY	149150104	10	08/17/11	08/29/12	$164.25	$123 86		$40.39
AFFILIATED MANAGERS GROUP INC	AMG	008252108	69	08/17/11	08/29/12	$8,198.53	$5,881.97		$2,316.56
STRATEGIC HOTEL CAP INC	BEE	86272T106	970	08/17/11	08/29/12	$5,926.95	$4,924.01		$1,002.94
TIVO INC	TIVO	888706108	1110	08/17/11	08/29/12	$10,387.70	$9,629.92		$757.78
DOUGLAS EMMETT INC	DEI	25960P109	360	08/17/11	08/29/12	$8,537.82	$6,591.36	*	$1,946.46
WISCONSIN ENERGY CORP	WEC	976657106	280	08/17/11	08/29/12	$10,738.49	$8,622.77		$2,115.72
NORTHEAST UTILITIES COMMON	NU	664397106	170	08/17/11	08/29/12	$6,374.11	$5,622.80		$751.31
STARWOOD HOTELS & RESORTS	HOT	85590A401	20	08/17/11	08/29/12	$1,091.57	$880.16		$211.41
AMETEK INC NEW	AME	031100100	335	08/17/11	08/29/12	$11,563.94	$8,449.95		$3,113.99
ENERGY XXI BERMUDA LIMITED USI	EXXI	G10082140	50	08/17/11	08/29/12	$1,642.95	$1,350.51		$292.44
SOURCEFIRE INC	FIRE	83616T108	250	08/17/11	08/29/12	$13,295.75	$6,774.50		$6,521.25
FORTINET INC	FTNT	34959E109	190	08/17/11	08/29/12	$5,038.71	$3,945.92		$1,092.79
CYPRESS SEMICONDUCTOR CORP (	CY	232806109	190	08/17/11	08/29/12	$2,206.30	$3,460.68	*	$-1,254.38
RACKSPACE HOSTING INC	RAX	750086100	100	08/17/11	08/29/12	$5,950.72	$3,513.46		$2,437.26

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
GENUINE PARTS CO	GPC	372460105	260	09/14/11	09/24/12	$16,169.76	$14,167.06	$2,002.70
GENUINE PARTS CO	GPC	372460105	490	08/17/11	09/24/12	$30,473.79	$24,856.72	$5,617.07
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	12492.49	09/14/11	09/25/12	$12,492.49	$13,109.31	$-616.82
FNMA POOL #0975268	975268A	31414S6D0	10856.28	09/19/11	09/25/12	$10,856.28	$11,879.15	$-1,022.87
FNMA POOL #0AH3519	AH3519A	3138A44D4	3155.07	09/19/11	09/25/12	$3,155.07	$3,302.96	$-147.89
FEDERAL NAT'L MTGE ASSN POOL	888890A	31410GRK1	2639.94	08/26/11	09/25/12	$2,639.94	$2,973.23	$-333.29
FNMA POOL 962301 4.5% 3	962301A	31414CRW0	2444.96	09/19/11	09/25/12	$2,444.96	$2,619.16	$-174.20
FNMA POOL 962301 4.5% 3	962301A	31414CRW0	416.16	08/26/11	09/25/12	$416.16	$443.21	$-27.05
FEDERAL NAT'L MTGE ASSN POOL	745948A	31403DWH8	4653.49	08/26/11	09/25/12	$4,653.49	$5,235.18	$-581.69
UNITED STATES TREASURY NOTE	UNIT17	912828NR7	105000	09/13/11	10/02/12	$113,920.55	$112,403.74	$1,516.81
KRAFT FOODS GROUP INC	KRFT	50076Q106	630	08/17/11	10/10/12	$29,220.89	$22,787.15	$6,433.74
KRAFT FOODS GROUP INC	KRFT	50076Q106	636.33	09/21/11	10/10/12	$29,514.65	$22,980.35	$6,534.30
KRAFT FOODS GROUP INC	KRFT	50076Q106	533.33	08/24/11	10/10/12	$24,737.26	$19,057.73	$5,679.53
KRAFT FOODS GROUP INC	KRFT	50076Q106	516.67	08/17/11	10/10/12	$23,964.22	$18,687.87	$5,276.35
FHLMC POOL #A9-5160	A95160F	312943WV1	1914.59	09/19/11	10/15/12	$1,914.59	$2,000.15	$-85.56
FHLMC POOL #G0-6222	G06222F	3128M8G73	8646.16	09/19/11	10/15/12	$8,646.16	$9,032.54	$-386.38
FHLMC POOL #Q0-3517	Q03517F	3132GJSE0	24386.21	09/15/11	10/15/12	$24,386.21	$25,860.81	$-1,474.60
FHLMC GOLD A95828 4.5% 12	A95828F	312944PM7	196.81	09/16/11	10/15/12	$196.81	$209.60	$-12.79
FED'L HOME LOAN MTGE CORP GRF	G11938F	3128M1BF5	427.17	09/19/11	10/15/12	$427.17	$458.67	$-31.50
FHLMC GOLD G05938 5.0% 1	G05938F	3128M74X1	1030.47	09/19/11	10/15/12	$1,030.47	$1,113.55	$-83.08
FHLMC GOLD G04219 5.5% 4	G04219F	3128M6AU2	3474.16	09/19/11	10/15/12	$3,474.16	$3,791.72	$-317.56
GOLDMAN SACHS GROUP INC	GS 13	38141GDK7	140000	09/13/11	10/19/12	$144,137.00	$145,075.00	$-938.00
COMCAST CORP NEW	CMCS16	20030NAL5	120000	08/12/11	10/22/12	$139,381.20	$139,836.00	$-454.80
COVIDIEN PLC	COV	G2554F113	150	08/17/11	10/24/12	$8,273.35	$7,502.73	$770.62
COVIDIEN PLC	COV	G2554F113	290	08/17/11	10/25/12	$16,054.33	$14,505.28	$1,549.05
COVIDIEN PLC	COV	G2554F113	440	09/14/11	10/25/12	$24,358.30	$21,421.18	$2,937.12
FEDERAL NAT'L MTGE ASSN POOL	745948A	31403DWH8	2843.52	08/26/11	10/25/12	$2,843.52	$3,198.96	$-355.44
FNMA POOL 962301 4.5% 3	962301A	31414CRW0	237.22	08/26/11	10/25/12	$237.22	$252.64	$-15.42

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FNMA POOL 962301 4.5% 3	962301A	31414CRW0	1393.68	09/19/11	10/25/12	$1,393.68	$1,492.98	$-99.30
FEDERAL NAT'L MTGE ASSN POOL	888890A	31410GRK1	2219.47	08/26/11	10/25/12	$2,219.47	$2,499.68	$-280.21
KRAFT FOODS GROUP INC	KRFT	50076Q106	0.33	09/21/11	10/25/12	$15.08	$12 04	$3.04
FNMA POOL #0975268	975268A	31414S6D0	6169.05	09/19/11	10/25/12	$6,169.05	$6,750.29	$-581.24
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	7732.47	09/14/11	10/25/12	$7,732.47	$8,114.26	$-381.79
ADVANCED INFO SVC-SPON ADR	AVIFY	00753G103	32	09/22/11	10/25/12	$211.52	$132.10	$79.42
FNMA POOL #0AH3519	AH3519A	3138A44D4	7073.15	09/19/11	10/25/12	$7,073.15	$7,404.70	$-331.55
ADVANCED INFO SVC-SPON ADR	AVIFY	00753G103	3818	09/22/11	10/26/12	$24,003.99	$15,760.70	$8,243.29
ADVANCED INFO SVC-SPON ADR	AVIFY	00753G103	5100	08/17/11	10/26/12	$32,064.00	$19,777.80	$12,286.20
EMC CORP(MASS) USD 0.01	EMC	268648102	440	08/17/11	11/07/12	$10,836.21	$9,903.52	$932.69
QEP RESOURCES INC	QEP	74733V100	900	08/24/11	11/09/12	$25,627.02	$31,248.00	$-5,620.98
QEP RESOURCES INC	QEP	74733V100	870	08/17/11	11/09/12	$24,772.78	$31,492 26	$-6,719.48
FEDERAL NATL MTG ASSN	FNMA13	31359MSL8	140000	09/15/11	11/13/12	$143,941.00	$150,228.40	$-6,287.40
BNY MELLON INTL FD CL M SHSS	MPITX	05569M871	98294.89	08/17/11	11/14/12	$924,954.87	$980,000.00	$-55,045.13
FHLMC GOLD G04219 5.5% 4	G04219F	3128M6AU2	3076.69	09/19/11	11/15/12	$3,076.69	$3,357.92	$-281.23
FHLMC POOL #A9-5160	A95160F	312943WV1	2431.89	09/19/11	11/15/12	$2,431.89	$2,540.56	$-108.67
FHLMC POOL #G0-6222	G06222F	3128M8G73	7358.36	09/19/11	11/15/12	$7,358.36	$7,687.19	$-328.83
FHLMC POOL #Q0-3517	Q03517F	3132GJSE0	21587.58	09/15/11	11/15/12	$21,587.58	$22,892.95	$-1,305.37
FHLMC POOL Q04584 4.5% 11	Q04584F	3132GKXM3	496.73	11/07/11	11/15/12	$496.73	$526.61	$-29.88
FHLMC GOLD G05938 5.0% 1	G05938F	3128M74X1	824.04	09/19/11	11/15/12	$824.04	$890.48	$-66.44
FHLMC GOLD A95828 4.5% 12	A95828F	312944PM7	169.56	09/16/11	11/15/12	$169.56	$180.58	$-11.02
FED'L HOME LOAN MTGE CORP GRF	G11938F	3128M1BF5	596.81	09/19/11	11/15/12	$596.81	$640.82	$-44.01
AT&T INC	T	00206R102	370	08/24/11	11/16/12	$12,232.52	$10,854.10	$1,378.42
FHLMC POOL #A9-5160	A95160F	312943WV1	55496.55	09/19/11	11/21/12	$59,017.11	$57,976.55	$1,040.56
FEDERAL NAT'L MTGE ASSN POOL	888890A	31410GRK1	2809.22	08/26/11	11/25/12	$2,809.22	$3,163.88	$-354.66
FNMA POOL 0AD2351	AD2351A	31418PTH8	3221.64	11/14/11	11/25/12	$3,221.64	$3,388.76	$-167.12
FNMA POOL #0AH3620	AH3620A	3138A5AW2	1699.56	11/14/11	11/25/12	$1,699.56	$1,777.10	$-77.54
FNMA POOL #0AH3519	AH3519A	3138A44D4	7683 07	09/19/11	11/25/12	$7,683.07	$8,043 21	$-360.14

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
GENUINE PARTS CO	GPC	372460105	260	09/14/11	09/24/12	$16,169.76	$14,167.06	$2,002.70
GENUINE PARTS CO	GPC	372460105	490	08/17/11	09/24/12	$30,473.79	$24,856.72	$5,617.07
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	12492.49	09/14/11	09/25/12	$12,492.49	$13,109.31	$-616.82
FNMA POOL #0975268	975268A	31414S6D0	10856.28	09/19/11	09/25/12	$10,856.28	$11,879.15	$-1,022.87
FNMA POOL #0AH3519	AH3519A	3138A44D4	3155.07	09/19/11	09/25/12	$3,155.07	$3,302.96	$-147.89
FEDERAL NAT'L MTGE ASSN POOL	888890A	31410GRK1	2639 94	08/26/11	09/25/12	$2,639.94	$2,973.23	$-333.29
FNMA POOL 962301 4.5% 3	962301A	31414CRW0	2444.96	09/19/11	09/25/12	$2,444.96	$2,619.16	$-174.20
FNMA POOL 962301 4.5% 3	962301A	31414CRW0	416.16	08/26/11	09/25/12	$416.16	$443.21	$-27.05
FEDERAL NAT'L MTGE ASSN POOL	745948A	31403DWH8	4653.49	08/26/11	09/25/12	$4,653.49	$5,235.18	$-581.69
UNITED STATES TREASURY NOTE	UNIT17	912828NR7	105000	09/13/11	10/02/12	$113,920.55	$112,403.74	$1,516.81
KRAFT FOODS GROUP INC	KRFT	50076Q106	630	08/17/11	10/10/12	$29,220.89	$22,787.15	$6,433.74
KRAFT FOODS GROUP INC	KRFT	50076Q106	636.33	09/21/11	10/10/12	$29,514.65	$22,980.35	$6,534.30
KRAFT FOODS GROUP INC	KRFT	50076Q106	533.33	08/24/11	10/10/12	$24,737.26	$19,057.73	$5,679.53
KRAFT FOODS GROUP INC	KRFT	50076Q106	516.67	08/17/11	10/10/12	$23,964.22	$18,687.87	$5,276.35
FHLMC POOL #A9-5160	A95160F	312943WV1	1914.59	09/19/11	10/15/12	$1,914 59	$2,000.15	$-85.56
FHLMC POOL #G0-6222	G06222F	3128M8G73	8646.16	09/19/11	10/15/12	$8,646.16	$9,032.54	$-386.38
FHLMC POOL #Q0-3517	Q03517F	3132GJSE0	24386.21	09/15/11	10/15/12	$24,386.21	$25,860.81	$-1,474.60
FHLMC GOLD A95828 4.5% 12	A95828F	312944PM7	196.81	09/16/11	10/15/12	$196.81	$209.60	$-12.79
FED'L HOME LOAN MTGE CORP GRF	G11938F	3128M1BF5	427.17	09/19/11	10/15/12	$427.17	$458.67	$-31.50
FHLMC GOLD G05938 5.0% 1	G05938F	3128M74X1	1030.47	09/19/11	10/15/12	$1,030.47	$1,113.55	$-83.08
FHLMC GOLD G04219 5.5% 4	G04219F	3128M6AU2	3474.16	09/19/11	10/15/12	$3,474.16	$3,791.72	$-317.56
GOLDMAN SACHS GROUP INC	GS 13	38141GDK7	140000	09/13/11	10/19/12	$144,137.00	$145,075.00	$-938.00
COMCAST CORP NEW	CMCS16	20030NAL5	120000	08/12/11	10/22/12	$139,381.20	$139,836.00	$-454.80
COVIDIEN PLC	COV	G2554F113	150	08/17/11	10/24/12	$8,273.35	$7,502.73	$770.62
COVIDIEN PLC	COV	G2554F113	290	08/17/11	10/25/12	$16,054.33	$14,505.28	$1,549.05
COVIDIEN PLC	COV	G2554F113	440	09/14/11	10/25/12	$24,358.30	$21,421.18	$2,937.12
FEDERAL NAT'L MTGE ASSN POOL	745948A	31403DWH8	2843.52	08/26/11	10/25/12	$2,843.52	$3,198.96	$-355.44
FNMA POOL 962301 4 5% 3	962301A	31414CRW0	237.22	08/26/11	10/25/12	$237.22	$252.64	$-15.42

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FNMA POOL #0AL0201	AL0201A	3138EGGK4	391.61	11/14/11	11/25/12	$391.61	$422.94	$-31.33
FNMA POOL #0975268	975268A	31414S6D0	10553.55	09/19/11	11/25/12	$10,553.55	$11,547.89	$-994.34
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	7500.02	09/14/11	11/25/12	$7,500.02	$7,870.33	$-370.31
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	648.15	11/14/11	11/25/12	$648.15	$674.48	$-26.33
FNMA POOL 962301 4.5% 3	962301A	31414CRW0	551.45	08/26/11	11/25/12	$551.45	$587.29	$-35.84
FNMA POOL AC1520 4% 9/1/202	AC1520A	31417KVN4	824.75	11/14/11	11/25/12	$824.75	$876.81	$-52.06
FNMA POOL 981644 4.5% 6/1/2	981644A	31415BBM0	170.05	11/14/11	11/25/12	$170.05	$181.10	$-11.05
FNMA POOL 962301 4.5% 3	962301A	31414CRW0	3239.74	09/19/11	11/25/12	$3,239.74	$3,470.57	$-230.83
FEDERAL NAT'L MTGE ASSN POOL	745948A	31403DWH8	3709.58	08/26/11	11/25/12	$3,709.58	$4,173.28	$-463.70
GILDAN ACTIVEWEAR INC SUB VTG	GIL	375916103	420	08/17/11	11/28/12	$14,006.60	$11,072.54	$2,934.06
GILDAN ACTIVEWEAR INC SUB VTG	GIL	375916103	200	11/01/11	11/28/12	$6,669.81	$5,035.34	$1,634.47
GILDAN ACTIVEWEAR INC SUB VTG	GIL	375916103	450	09/21/11	11/28/12	$15,007.07	$12,592.26	$2,414.81
EATON CORPORATION COMMON	ETN	278058102	1960	01/01/01	12/05/12	$101,243.74	$88,908.20	$12,335.54
EATON CORPORATION COMMON	ETN	278058102	1520	01/01/01	12/05/12	$78,515.57	$69,681.30	$8,834.27
FNMA POOL 0AD2351	AD2351A	31418PTH8	80876.94	11/14/11	12/11/12	$86,727.88	$85,072.42	$1,655.46
FNMA POOL AC1520 4% 9/1/202	AC1520A	31417KVN4	38900.41	11/14/11	12/11/12	$42,231.26	$41,356.01	$875.25
PLAINS EXPL & PRODTN CO COM	PXP	726505100	830	08/17/11	12/12/12	$37,275.38	$26,510.86	$10,764.52
PLAINS EXPL & PRODTN CO COM	PXP	726505100	860	08/24/11	12/12/12	$38,622.68	$23,376.95	$15,245.73
PLAINS EXPL & PRODTN CO COM	PXP	726505100	380	11/09/11	12/12/12	$17,065.84	$13,404.80	$3,661.04
PLAINS EXPL & PRODTN CO COM	PXP	726505100	120	11/14/11	12/13/12	$5,409.16	$4,278.62	$1,130.54
FHLMC POOL Q04584 4.5% 11	Q04584F	3132GKXM3	16014.74	11/07/11	12/15/12	$16,014.74	$16,978.13	$-963.39
FHLMC POOL #Q0-3517	Q03517F	3132GJSE0	21614.67	09/15/11	12/15/12	$21,614.67	$22,921.68	$-1,307.01
FHLMC POOL #A9-5160	A95160F	312943WV1	1933.44	09/19/11	12/15/12	$1,933.44	$2,019.84	$-86.40
FHLMC POOL #G0-6222	G06222F	3128M8G73	10509.55	09/19/11	12/15/12	$10,509.55	$10,979.20	$-469.65
FHLMC GOLD A95828 4.5% 12	A95828F	312944PM7	181.15	11/15/11	12/15/12	$181.15	$191.57	$-10.42
FHLMC GOLD A95828 4.5% 12	A95828F	312944PM7	1207.68	11/15/11	12/15/12	$1,207.68	$1,277.88	$-70.20
FHLMC GOLD A95828 4.5% 12	A95828F	312944PM7	241.54	09/16/11	12/15/12	$241.54	$257.24	$-15.70
FHLMC GOLD G05938 5.0% 1	G05938F	3128M74X1	1169 4	09/19/11	12/15/12	$1,169.40	$1,263.68	$-94.28

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FHLMC GOLD G04219 5.5% 4	G04219F	3128M6AU2	2891 38	09/19/11	12/15/12	$2,891.38	$3,155.67	$-264.29
FHLMC GOLD G04719 5.5% 1	G04719F	3128M6SG4	2170.48	11/16/11	12/15/12	$2,170.48	$2,347.51	$-177.03
FED'L HOME LOAN MTGE CORP GRF	G11938F	3128M1BF5	521.75	09/19/11	12/15/12	$521.75	$560.23	$-38.48
FNMA POOL #0AH3620	AH3620A	3138A5AW2	2814.65	11/14/11	12/25/12	$2,814.65	$2,943.07	$-128.42
FNMA POOL #0AH3519	AH3519A	3138A44D4	6243.52	09/19/11	12/25/12	$6,243.52	$6,536.19	$-292.67
FNMA POOL #0AL0201	AL0201A	3138EGGK4	342.42	11/14/11	12/25/12	$342.42	$369.81	$-27.39
FNMA POOL #0975268	975268A	31414S6D0	6791.38	09/19/11	12/25/12	$6,791.38	$7,431.26	$-639.88
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	14912.87	09/14/11	12/25/12	$14,912.87	$15,649.19	$-736.32
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	1288.77	11/14/11	12/25/12	$1,288.77	$1,341.13	$-52.36
FEDERAL NAT'L MTGE ASSN POOL	888890A	31410GRK1	2456.34	08/26/11	12/25/12	$2,456.34	$2,766.45	$-310.11
FNMA POOL AC1520 4% 9/1/202	AC1520A	31417KVN4	1366.05	11/14/11	12/25/12	$1,366.05	$1,452.28	$-86.23
FNMA POOL 981644 4.5% 6/1/2	981644A	31415BBM0	1747.66	11/14/11	12/25/12	$1,747.66	$1,861.26	$-113.60
FNMA POOL 962301 4.5% 3	962301A	31414CRW0	1777.03	09/19/11	12/25/12	$1,777.03	$1,903.64	$-126.61
FNMA POOL 962301 4.5% 3	962301A	31414CRW0	302.47	08/26/11	12/25/12	$302.47	$322.13	$-19.66
FEDERAL NAT'L MTGE ASSN POOL	745948A	31403DWH8	3542.07	08/26/11	12/25/12	$3,542.07	$3,984.83	$-442.76
FNMA POOL 0AD2351	AD2351A	31418PTH8	2315.62	11/14/11	12/25/12	$2,315.62	$2,435.74	$-120.12
FHLMC POOL Q04584 4.5% 11	Q04584F	3132GKXM3	529.86	11/07/11	01/15/13	$529.86	$561.73	$-31.87
FHLMC POOL #Q0-3517	Q03517F	3132GJSE0	17501.58	09/15/11	01/15/13	$17,501.58	$18,559.88	$-1,058.30
FHLMC POOL #G0-6222	G06222F	3128M8G73	7349.26	09/19/11	01/15/13	$7,349.26	$7,677.68	$-328.42
FHLMC GOLD A95828 4.5% 12	A95828F	312944PM7	168.5	11/15/11	01/15/13	$168.50	$178.19	$-9.69
FED'L HOME LOAN MTGE CORP GRF	G11938F	3128M1BF5	457.01	09/19/11	01/15/13	$457.01	$490.71	$-33.70
FHLMC GOLD A95828 4.5% 12	A95828F	312944PM7	224.67	09/16/11	01/15/13	$224.67	$239.27	$-14.60
FHLMC GOLD G05938 5.0% 1	G05938F	3128M74X1	837.04	09/19/11	01/15/13	$837.04	$904.53	$-67.49
FHLMC GOLD G04219 5.5% 4	G04219F	3128M6AU2	3657.77	09/19/11	01/15/13	$3,657.77	$3,992.11	$-334.34
FHLMC GOLD G04719 5.5% 1	G04719F	3128M6SG4	1947.2	11/16/11	01/15/13	$1,947.20	$2,106.02	$-158.82
FHLMC GOLD A95828 4.5% 12	A95828F	312944PM7	1123.35	11/15/11	01/15/13	$1,123.35	$1,188.64	$-65.29
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	7200.71	09/14/11	01/25/13	$7,200.71	$7,556.25	$-355.54
FNMA POOL #0975268	975268A	31414S6D0	5435.45	09/19/11	01/25/13	$5,435.45	$5,947.57	$-512.12

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FNMA POOL #0AL0201	AL0201A	3138EGGK4	391.61	11/14/11	11/25/12	$391.61	$422.94	$-31.33
FNMA POOL #0975268	975268A	31414S6D0	10553.55	09/19/11	11/25/12	$10,553.55	$11,547.89	$-994.34
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	7500.02	09/14/11	11/25/12	$7,500.02	$7,870.33	$-370.31
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	648.15	11/14/11	11/25/12	$648.15	$674.48	$-26.33
FNMA POOL 962301 4.5% 3	962301A	31414CRW0	551.45	08/26/11	11/25/12	$551.45	$587.29	$-35.84
FNMA POOL AC1520 4% 9/1/202	AC1520A	31417KVN4	824.75	11/14/11	11/25/12	$824.75	$876.81	$-52.06
FNMA POOL 981644 4.5% 6/1/2	981644A	31415BBM0	170.05	11/14/11	11/25/12	$170.05	$181.10	$-11.05
FNMA POOL 962301 4.5% 3	962301A	31414CRW0	3239.74	09/19/11	11/25/12	$3,239.74	$3,470.57	$-230.83
FEDERAL NAT'L MTGE ASSN POOL	745948A	31403DWH8	3709.58	08/26/11	11/25/12	$3,709.58	$4,173.28	$-463.70
GILDAN ACTIVEWEAR INC SUB VTG	GIL	375916103	420	08/17/11	11/28/12	$14,006.60	$11,072.54	$2,934.06
GILDAN ACTIVEWEAR INC SUB VTG	GIL	375916103	200	11/01/11	11/28/12	$6,669.81	$5,035.34	$1,634.47
GILDAN ACTIVEWEAR INC SUB VTG	GIL	375916103	450	09/21/11	11/28/12	$15,007.07	$12,592.26	$2,414.81
EATON CORPORATION COMMON	ETN	278058102	1960	01/01/01	12/05/12	$101,243.74	$88,908.20	$12,335.54
EATON CORPORATION COMMON	ETN	278058102	1520	01/01/01	12/05/12	$78,515.57	$69,681.30	$8,834.27
FNMA POOL 0AD2351	AD2351A	31418PTH8	80876.94	11/14/11	12/11/12	$86,727.88	$85,072.42	$1,655.46
FNMA POOL AC1520 4% 9/1/202	AC1520A	31417KVN4	38900.41	11/14/11	12/11/12	$42,231.26	$41,356.01	$875.25
PLAINS EXPL & PRODTN CO COM	PXP	726505100	830	08/17/11	12/12/12	$37,275.38	$26,510.86	$10,764.52
PLAINS EXPL & PRODTN CO COM	PXP	726505100	860	08/24/11	12/12/12	$38,622.68	$23,376.95	$15,245.73
PLAINS EXPL & PRODTN CO COM	PXP	726505100	380	11/09/11	12/12/12	$17,065.84	$13,404.80	$3,661.04
PLAINS EXPL & PRODTN CO COM	PXP	726505100	120	11/14/11	12/13/12	$5,409.16	$4,278.62	$1,130.54
FHLMC POOL Q04584 4.5% 11	Q04584F	3132GKXM3	16014 74	11/07/11	12/15/12	$16,014.74	$16,978.13	$-963.39
FHLMC POOL #Q0-3517	Q03517F	3132GJSE0	21614.67	09/15/11	12/15/12	$21,614.67	$22,921.68	$-1,307.01
FHLMC POOL #A9-5160	A95160F	312943WV1	1933.44	09/19/11	12/15/12	$1,933.44	$2,019.84	$-86.40
FHLMC POOL #G0-6222	G06222F	3128M8G73	10509.55	09/19/11	12/15/12	$10,509.55	$10,979 20	$-469.65
FHLMC GOLD A95828 4.5% 12	A95828F	312944PM7	181.15	11/15/11	12/15/12	$181.15	$191.57	$-10.42
FHLMC GOLD A95828 4.5% 12	A95828F	312944PM7	1207.68	11/15/11	12/15/12	$1,207.68	$1,277.88	$-70.20
FHLMC GOLD A95828 4.5% 12	A95828F	312944PM7	241.54	09/16/11	12/15/12	$241.54	$257.24	$-15.70
FHLMC GOLD G05938 5.0% 1	G05938F	3128M74X1	1169.4	09/19/11	12/15/12	$1,169.40	$1,263.68	$-94.28

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FNMA POOL #0AL0201	AL0201A	3138EGGK4	412.73	11/14/11	01/25/13	$412.73	$445.75	$-33.02
FNMA POOL #0AH3519	AH3519A	3138A44D4	4360.95	09/19/11	01/25/13	$4,360.95	$4,565.37	$-204.42
FNMA POOL #0AH3620	AH3620A	3138A5AW2	2222.54	11/14/11	01/25/13	$2,222.54	$2,323.94	$-101.40
FEDERAL NAT'L MTGE ASSN POOL	888890A	31410GRK1	2306.7	08/26/11	01/25/13	$2,306.70	$2,597.92	$-291.22
FNMA POOL 981644 4.5% 6/1/2	981644A	31415BBM0	1090.28	11/14/11	01/25/13	$1,090.28	$1,161.15	$-70.87
FNMA POOL 962301 4.5% 3	962301A	31414CRW0	1405.38	09/19/11	01/25/13	$1,405.38	$1,505.51	$-100.13
FNMA POOL 962301 4.5% 3	962301A	31414CRW0	239.21	08/26/11	01/25/13	$239.21	$254.76	$-15.55
FNMA POOL #0AJ1758	AJ1758A	3138AS5U2	622.28	11/14/11	01/25/13	$622.28	$647.56	$-25.28
FEDERAL NAT'L MTGE ASSN POOL	745948A	31403DWH8	2520.12	08/26/11	01/25/13	$2,520.12	$2,835.14	$-315.02
Total long term gain/loss from sales:						$3,581,423.40	$3,414,327.27	$167,096.13

Total Long Term Proceeds	3,581,423
Total Cost	3,414,327
Total-Long Term Net Gain	167,096

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ► ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print

File by the extended due date for filing your return. See instructions.

Name of exempt organization or other filer, see instructions: Heavenly Father's Foundation

Employer identification number (EIN) or: 27-6987913

Number, street, and room or suite number If a P O box, see instructions.:
Victor K. Munson, CPA
6060 N. Central Expwy., Suite 560

Social security number (SSN):

City, town or post office, state, and ZIP code. For a foreign address, see instructions.: Dallas, TX 75206

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ► Staci Wilks
  Telephone No. ► 254-631-4727 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

4 I request an additional 3-month extension of time until 11/15, 20 13.

5 For calendar year 2012, or other tax year beginning ______, 20 __, and ending ______, 20 __.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension Information necessary to file an accurate and timely return is not currently available. Therefore, additional time is respectfully requested to obtain the information to complete the tax return.

8a	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	8a	$ 24,483.
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 and any amount paid previously with Form 8868	8b	$ 24,604.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Victor Munson Title ► CPA Date ► 8/07/13