Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

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

Name of foundation: THE CONNOLLY FAMILY FOUNDATION

A Employer identification number: 31-1809145

Number and street (or P O box number if mail is not delivered to street address): 655 JOSEPH DRIVE | Room/suite:

B Telephone number: 215-772-9600

City or town, state, and ZIP code: WAYNE, PA 19087-1018

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: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 343,235.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	486.	486.		STATEMENT 1
	4 Dividends and interest from securities	10,125.	10,102.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	29,006.			
	b Gross sales price for all assets on line 6a 376,334.				
	7 Capital gain net income (from Part IV, line 2)		29,006.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total** Add lines 1 through 11	39,617.	39,594.		
Operating and Administrative Expenses	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 STMT 3	1,000.	1,000.		1,000.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	726.	5.		726.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	2,519.	2,519.		2,519.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	4,245.	3,524.		4,245.
	25 Contributions, gifts, grants paid	56,420.			56,420.
	26 **Total expenses and disbursements.** Add lines 24 and 25	60,665.	3,524.		60,665.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<21,048.>			
	b **Net investment income** (if negative, enter -0-)		36,070.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	135,052.	156,243.	156,243.
2 Savings and temporary cash investments			
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations			
b Investments - corporate stock STMT 6	236,783.	194,544.	186,992.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	371,835.	350,787.	343,235.
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 ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	61,835.	61,835.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	310,000.	288,952.	
30 **Total net assets or fund balances**	371,835.	350,787.	
31 **Total liabilities and net assets/fund balances**	371,835.	350,787.	

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	371,835.
2 Enter amount from Part I, line 27a	2	<21,048.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	350,787.
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	350,787.

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	SEE ATTACHED SCHEDULE - WELLS FARGO ADVISORS	P	VARIOUS	12/31/12
b	SEE ATTACHED SCHEDULE - WELLS FARGO ADVISORS	P	VARIOUS	12/31/12
c	SEE ATTACHED SCHEDULE - WELLS FARGO ADVISORS	P	VARIOUS	12/31/12
d	SEE ATTACHED SCHEDULE - WELLS FARGO ADVISORS	P	VARIOUS	12/31/12
e	BANK OF AMERICA 7.25% SERIES L	P	VARIOUS	11/16/12

	(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	158,214.		152,832.	5,382.
b	2,168.		1,745.	423.
c	67,378.		55,489.	11,889.
d	38,676.		26,897.	11,779.
e	109,898.		110,365.	<467.>

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				5,382.
b				423.
c				11,889.
d				11,779.
e				<467.>

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	29,006.
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	73,078.	402,291.	.181655
2010	108,317.	468,931.	.230987
2009	92,995.	507,387.	.183282
2008	122,879.	552,355.	.222464
2007	169,029.	545,294.	.309978

2	**Total** of line 1, column (d)	2	1.128366
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	.225673
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	347,866.
5	Multiply line 4 by line 3	5	78,504.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	361.
7	Add lines 5 and 6	7	78,865.
8	Enter qualifying distributions from Part XII, line 4	8	60,665.

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)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	721.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	721.
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	721.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 560.		
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	560.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	161.
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		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?	1c		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
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
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, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 ▶ MARIANNE M. CONNOLLY Telephone no. ▶ 215-772-9600

Located at ▶ 655 JOSEPH DRIVE, WAYNE, PA ZIP+4 ▶ 19087

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

			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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
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)?	N/A	1b		
	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?		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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	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

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

		Yes	No
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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes [X] 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 [X] 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 [X] 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 [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes [X] 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
CHARLES P CONNOLLY, JR 655 JOSEPH DRIVE WAYNE, PA 19087	PRESIDENT 0.00	0.	0.	0.
MARIANNE M. CONNOLLY 655 JOSEPH DRIVE WAYNE, PA 19087	VICE PRESIDENT 0.00	0.	0.	0.
MARIANNE M. CONNOLLY 655 JOSEPH DRIVE WAYNE, PA 19087	TREASURER 0.00	0.	0.	0.
MARIANNE M. CONNOLLY 655 JOSEPH DRIVE WAYNE, PA 19087	SECRETARY 0.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	207,516.
b	Average of monthly cash balances			1b	145,647.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	353,163.
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	353,163.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	5,297.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	347,866.
6	**Minimum investment return**. Enter 5% of line 5			6	17,393.

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	17,393.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	721.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	721.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	16,672.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	16,672.
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	16,672.

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	60,665.
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	60,665.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	60,665.

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				16,672.
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 142,332.				
b From 2008 95,568.				
c From 2009 67,924.				
d From 2010 85,213.				
e From 2011 53,484.				
f **Total** of lines 3a through e	444,521.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 60,665.				
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				16,672.
e Remaining amount distributed out of corpus	43,993.			
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	488,514.			
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	142,332.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	346,182.			
10 Analysis of line 9:				
a Excess from 2008 95,568.				
b Excess from 2009 67,924.				
c Excess from 2010 85,213.				
d Excess from 2011 53,484.				
e Excess from 2012 43,993.				

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 7

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:

SEE STATEMENT 8

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 ATTACHED SCHEDULE				56,420.
Total			▶ 3a	56,420.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	486.	
4 Dividends and interest from securities			14	10,125.	
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			14	29,006.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		39,617.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 39,617.

(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).
	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	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Richard J Connolly Pres. | 5-14-13 | President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GEORGE HIRSCHHORN		05/13/13		P01366608

Firm's name ▶ HIRSCHHORN, FRY & ASSOCIATES — Firm's EIN ▶ 23-2367924

Firm's address ▶ 123 SOUTH BROAD STREET, SUITE 1230 PHILADELPHIA, PA 19109-1028 — Phone no. (215)772-9600

223622
12-05-12

Part XV

Grants and Contributions Paid During the Year

CHURCHES

Augustine Friars, Villanova, PA		10,285
Archdiocese of Phialadelphia, Philadelphia, PA		25,010
St Ignatius, Grand Cayman		150
St. Isaac Jogues, Wayne, PA		1,280
Our Lady of Good Counsel Church, Ocean City, NJ		500
Legionaries of Christ, Thornwood, NY		1,000
St. Francis Country House, Darby, PA		860
	Sub Total:	$ 39,085

EDUCATIONAL INSTITUTIONS

Villanova University, Villanova, PA		6,970
Malvern Prepetory, Malver, PA		2,500
Rosemont School of the Holy Child, Rosemont, PA		6,200
	Sub Total:	$ 15,670

COMMUNITY

Philadelphia Community Kollel, Merion, PA		200
Siloam Center, Philadelphia, PA		500
Ocean City NJ CARE, Ocean City, NJ		500
Lemoore Christian Center, Lemoore, CA		110
Misc./Other		175
	Sub Total	$ 1,485
	Total:	**$ 56,240**

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

SOURCE	AMOUNT
PENN LIBERTY BANK	486.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	486.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIRST CLEARING LLC - WELLS FARGO ADVISORS	1.	0.	1.
FIRST CLEARING LLC - WELLS FARGO ADVISORS	7,629.	0.	7,629.
FIRST CLEARING LLC - WELLS FARGO ADVISORS	3.	0.	3.
FIRST CLEARING LLC - WELLS FARGO ADVISORS	2,469.	0.	2,469.
FIRST CLEARING LLC - WELLS FARGO ADVISORS	23.	0.	23.
TOTAL TO FM 990-PF, PART I, LN 4	10,125.	0.	10,125.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	1,000.	1,000.		1,000.
TO FORM 990-PF, PG 1, LN 16B	1,000.	1,000.		1,000.

THE CONNOLLY FAMILY FOUNDATION 31-1809145

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FTC	5.	5.		5.
TAXES	721.	0.		721.
TO FORM 990-PF, PG 1, LN 18	726.	5.		726.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEALS & ENTERTAINMENT	610.	610.		610.
VARIOUS - FEES	1,909.	1,909.		1,909.
TO FORM 990-PF, PG 1, LN 23	2,519.	2,519.		2,519.

FORM 990-PF CORPORATE STOCK		STATEMENT 6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WACHOVIA SECURITIES - STOCKS	176,423.	172,260.
WELLS FARGO COPORATION - 431 SHS	18,121.	14,732.
TOTAL TO FORM 990-PF, PART II, LINE 10B	194,544.	186,992.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 7

NAME OF MANAGER
CHARLES P CONNOLLY, JR
MARIANNE M. CONNOLLY

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 8
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CHARLES P. CONNOLLY, JR.
655 JOSEPH DRIVE
WAYNE, PA 19087

TELEPHONE NUMBER

215-772-9600

FORM AND CONTENT OF APPLICATIONS

TYPED, DETAILED ANALYSIS OF PROPOSED USE OF CONTRIBUTION, ANALYSIS OF HISTORIC USE OF CONTRIBUTIONS AND A DETAILED HISTORY OF CHARITABLE ORGANIZATION.

ANY SUBMISSION DEADLINES

CURRENT YEAR CONTRIBUTION APPLICATION MUST BE RECIEVED BY FEBRUARY 28TH

RESTRICTIONS AND LIMITATIONS ON AWARDS

QUALIFIED 501(C)(3) ORGANIZATION

ADVISORS

Account Number: 2085-9971
CONNOLLY FAMILY FOUNDATION
U/A DTD 11/01/2001

Realized Gain/Loss

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a Tax Advisor as to any additional reporting requirements or adjustments. THIS INFORMATION IS NOT VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

* Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.
* The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.
* Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.
* Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

REALIZED GAIN/LOSS SUMMARY	COVERED SECURITIES	NONCOVERED SECURITIES	TOTAL
Short term	$5,382.62	$423.45	$5,806.07
Long term	$11,888.79	$11,777.86	$23,666.65
Unknown term	Not applicable	$0.00	$0.00
Index options	Not applicable	$0.00	$0.00
Total - Realized Gain/Loss	$17,271.41	$12,201.31	$29,472.72

Realized Gain/Loss Detail

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
ADT CORP/THE CUSIP 00101J106	61.00000	37.3166	10/05/12	10/15/12	2,225.17	2,276.31	-51.14
	43.00000	36.0119	03/28/12	10/15/12	1,568.60	1,548.51	20.09
	25.00000	34.7024	07/09/12	10/15/12	911.90	867.56	44.34
	15.00000	35.5653	04/19/12	10/15/12	547.19	533.48	13.71
Subtotal	144.00000				5,252.86	5,225.86	27.00

Account Number: 2085-9971
CONNOLLY FAMILY FOUNDATION
U/A DTD 11/01/2001

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES *Continued*

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
ALTRIA GROUP INC CUSIP 02209S103	3.00000	33.0856	10/15/12	10/23/12	96.57	99.26	-2.69
AMERICAN INTL GROUP INC CUSIP 026874784	132.00000	34.5118	08/20/12	10/15/12	4,759.01	4,555.56	203.45
	86.00000	32.6008	09/11/12	10/15/12	3,100.58	2,803.67	296.91
Subtotal	**218.00000**				**7,859.59**	**7,359.23**	**500.36**
ASTRAZENECA PLC SPON ADR CUSIP 046353108	2.00000	46.3850	10/15/12	10/23/12	92.54	92.77	-0.23
AT & T INC CUSIP 00206R102	9.00000	35.1569	10/15/12	10/23/12	315.53	316.42	-0.89
BCE INC CUSIP 05534B760	5.00000	43.9165	10/15/12	10/23/12	213.36	219.59	-6.23
BOEING CO CUSIP 097023105	71.00000	74.1700	07/09/12	10/15/12	5,121.82	5,266.07	-144.25
	31.00000	71.5204	09/11/12	10/15/12	2,236.30	2,217.13	19.17
Subtotal	**102.00000**				**7,358.12**	**7,483.20**	**-125.08**
BORG WARNER INC CUSIP 099724106	32.00000	74.8217	05/17/12	10/15/12	2,131.11	2,394.29	-263.18
	42.00000	63.3082	07/10/12	10/15/12	2,797.09	2,658.94	138.15
Subtotal	**74.00000**				**4,928.20**	**5,053.23**	**-125.03**
C H ROBINSON WORLDWIDE INC CUSIP 12541W209	46.00000	64.9672	08/09/11	04/02/12	3,047.61	2,988.49	59.12
CAPITAL ONE FINANCIAL CORP CUSIP 14040H105	24.00000	46.7807	02/01/12	07/13/12	1,300.32	1,122.74	177.58
	32.00000	46.7807	02/01/12	10/15/12	1,838.47	1,496.98	341.49

ADVISORS

Account Number: 2085-9971
CONNOLLY FAMILY FOUNDATION
U/A DTD 11/01/2001

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES *Continued*

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	51.00000	48.8052	02/16/12	10/15/12	2,930.08	2,489.07	441.01
	31.00000	52.1470	03/15/12	10/15/12	1,781.02	1,616.56	164.46
	31.00000	56.1049	09/05/12	10/15/12	1,781.04	1,739.25	41.79
Subtotal	**169.00000**				**9,630.93**	**8,464.60**	**1,166.33**
CELANESE CORPORATION SERIES A CUSIP 150870103	35.00000	44.9885	03/28/12	09/25/12	1,331.07	1,574.60	-243.53
	47.00000	44.9885	03/28/12	10/15/12	1,670.81	2,114.46	-443.65
Subtotal	**82.00000**				**3,001.88**	**3,689.06**	**-687.18**
CENTURYLINK INC CUSIP 156700106	6.00000	38.8266	10/15/12	10/23/12	228.59	232.96	-4.37
COCA-COLA COMPANY CUSIP 191216100	2.00000	38.0462	10/15/12	10/23/12	73.46	76.10	-2.64
CONOCOPHILLIPS CUSIP 20825C104	2.00000	56.6537	10/15/12	10/23/12	111.96	113.31	-1.35
CUMMINS INC CUSIP 231021106	37.00000	88.1732	12/28/11	10/15/12	3,285.89	3,262.41	23.48
	16.00000	104.1267	09/14/12	10/15/12	1,420.93	1,666.03	-245.10
Subtotal	**53.00000**				**4,706.82**	**4,928.44**	**-221.62**
DENBURY RESOURCES INC NEW CUSIP 247916208	215.00000	17.3228	09/20/12	10/15/12	3,464.39	3,724.40	-260.01
DUKE ENERGY CORP COM NEW CUSIP 26441C204	3.00000	64.4856	10/15/12	10/23/12	195.21	193.46	1.75
DUNKIN' BRANDS GRP INC CUSIP 265504100	118.00000	30.3037	08/10/12	10/15/12	3,843.30	3,575.84	267.46

2012 ENHANCED SUMMARY

Account Number: 2085-9971
CONNOLLY FAMILY FOUNDATION
U/A DTD 11/01/2001

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES *Continued*

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
EBAY INC CUSIP 278642103	52.00000	28.8424	08/09/11	04/13/12	1,886.99	1,499.81	387.18
	31.00000	28.8424	08/09/11	08/08/12	1,395.16	894.12	501.04
	37.00000	32.9103	10/28/11	10/15/12	1,749.83	1,217.68	532.15
Subtotal	**120.00000**				**5,031.98**	**3,611.61**	**1,420.37**
EL PASO CORPORATION CUSIP 28336L109	147.00000	20.2908	05/24/11	03/15/12	4,221.47	2,982.76	1,238.71
EL PASO CORPORATION XXX MIXED ELECTION CUSIP 283MIX991	100.00000	19.7615	06/17/11	05/31/12	2,932.10	1,976.15	955.95
	113.00000	24.6495	11/14/11	05/31/12	3,313.29	2,785.39	527.90
Subtotal	**213.00000**				**6,245.39**	**4,761.54**	**1,483.85**
ELI LILLY & CO CUSIP 532457108	49.00000	52.4462	10/15/12	10/24/12	2,481.13	2,569.87	-88.74
EXELON CORPORATION CUSIP 30161N101	3.00000	36.4262	10/15/12	10/23/12	108.96	109.28	-0.32
	140.00000	36.4262	10/15/12	12/05/12	4,122.66	5,099.67	-977.01
Subtotal	**143.00000**				**4,231.62**	**5,208.95**	**-977.33**
GLAXOSMITHKLINE PLC-ADR CUSIP 37733W105	3.00000	46.1463	10/15/12	10/23/12	134.10	138.44	-4.34
GOOGLE INC CL A CUSIP 38259P508	3.00000	575.1500	01/27/12	07/12/12	1,705.70	1,725.45	-19.75
	1.00000	575.1500	01/27/12	10/15/12	738.04	575.15	162.89
	4.00000	609.6455	02/06/12	10/15/12	2,952.17	2,438.58	513.59
	3.00000	609.6306	04/19/12	10/15/12	2,214.14	1,828.89	385.25
Subtotal	**11.00000**				**7,610.05**	**6,568.07**	**1,041.98**

ADVISORS

Account Number: 2085-9971
CONNOLLY FAMILY FOUNDATION
U/A DTD 11/01/2001

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES *Continued*

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
HCP INC CUSIP 40414L109	2.00000	45.4555	10/15/12	10/23/12	88.78	90.92	-2.14
HEINZ H J CO COMMON CUSIP 423074103	2.00000	56.9726	10/15/12	10/23/12	113.92	113.95	-0.03
IRON MTN INC PA CUSIP 462846106	53.00000	30.4924	08/05/11	06/06/12	1,645.42	1,616.10	29.32
	14.00000	30.4924	08/05/11	06/07/12	449.79	426.89	22.90
	73.00000	28.9906	03/14/12	10/15/12	2,609.99	2,116.31	493.68
Subtotal	**140.00000**				**4,705.20**	**4,159.30**	**545.90**
ITC HOLDINGS CORP CUSIP 465685105	6.00000	72.0000	01/25/12	10/15/12	464.21	432.00	32.21
	15.00000	71.9383	05/10/12	10/15/12	1,160.53	1,079.08	81.45
Subtotal	**21.00000**				**1,624.74**	**1,511.08**	**113.66**
J B HUNT TRANSPORT SERVICE INC CUSIP 445658107	35.00000	52.5006	08/31/12	10/15/12	2,041.86	1,837.52	204.34
KINDER MORGAN INC DEL CUSIP 49456B101	0.22960	32.1200	06/17/11	05/31/12	7.64	7.37	0.27
	0.25950	32.1200	11/14/11	05/31/12	8.63	8.34	0.29
	53.00000	32.1155	06/06/12	10/15/12	1,843.51	1,702.12	141.39
	47.05362	32.1200	11/14/11	10/15/12	1,636.67	1,511.37	125.30
Subtotal	**100.54272**				**3,496.45**	**3,229.20**	**267.25**
KRAFT FOODS GROUP CUSIP 50076Q106	2.00000	47.2310	10/15/12	10/23/12	92.36	94.47	-2.11
LOWES COMPANIES INC CUSIP 548661107	90.00000	27.4120	02/15/12	08/08/12	2,363.33	2,467.09	-103.76
	38.00000	27.4120	02/15/12	08/15/12	1,017.92	1,041.65	-23.73

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Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES *Continued*

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	66.00000	28.0792	02/29/12	08/15/12	1,767.98	1,853.23	-85.25
Subtotal	**194.00000**				**5,149.23**	**5,361.97**	**-212.74**
MERCK & CO INC NEW CUSIP 58933Y105	2.00000	46.4930	10/15/12	10/23/12	91.92	92.99	-1.07
NATIONAL GRID PLC SPON ADR NEW CUSIP 636274300	3.00000	55.8640	10/15/12	10/23/12	168.30	167.60	0.70
NEXTERA ENERGY INC CUSIP 65339F101	11.00000	54.6547	03/03/11	02/07/12	662.93	601.21	61.72
NIELSEN HOLDINGS N.V. CUSIP N63218106	35.00000	26.9984	06/08/12	10/15/12	1,075.61	944.94	130.67
NOVARTIS AG SPON ADR CUSIP 66987V109	101.00000	54.3506	04/13/12	10/15/12	6,278.25	5,489.41	788.84
OGE ENERGY CORP CUSIP 670837103	77.00000	55.4749	01/19/12	10/15/12	4,417.38	4,271.57	145.81
	44.00000	53.3329	03/19/12	10/15/12	2,524.23	2,346.65	177.58
Subtotal	**121.00000**				**6,941.61**	**6,618.22**	**323.39**
PALL CORP CUSIP 696429307	32.00000	49.9793	07/29/11	05/29/12	1,840.03	1,599.34	240.69
PENTAIR INC CUSIP 709631105	0.15001	40.5325	04/19/12	09/28/12	6.40	6.08	0.32
POTASH CORP OF SASKATCHEWAN INC CUSIP 73755L107	46.00000	50.4348	09/21/11	03/28/12	2,094.85	2,320.00	-225.15
	35.00000	49.5678	10/12/11	03/28/12	1,593.90	1,734.87	-140.97
	2.00000	41.5460	12/22/11	03/28/12	91.09	83.10	7.99
	79.00000	41.5460	12/22/11	08/30/12	3,182.18	3,282.13	-99.95

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SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES *Continued*

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
Subtotal	**162.00000**				**6,962.02**	**7,420.10**	**-458.08**
PPL CORPORATION CUSIP 69351T106	4.00000	29.4156	10/15/12	10/23/12	118.00	117.67	0.33
PRAXAIR INC CUSIP 74005P104	12.00000	107.6729	09/14/12	10/15/12	1,256.26	1,292.07	-35.81
ROVI CORP CUSIP 779376102	53.00000	27.1805	11/22/11	02/17/12	1,921.05	1,440.57	480.48
	64.00000	27.1805	11/22/11	07/18/12	662.02	1,739.55	-1,077.53
	86.00000	24.0966	12/21/11	07/18/12	889.60	2,072.31	-1,182.71
Subtotal	**203.00000**				**3,472.67**	**5,252.43**	**-1,779.76**
ROYAL DUTCH SHELL PLC ADR B CUSIP 780259107	2.00000	70.7780	10/15/12	10/23/12	138.48	141.56	-3.08
SCHLUMBERGER LTD CUSIP 806857108	44.00000	76.8189	12/05/11	03/27/12	3,119.10	3,380.03	-260.93
	25.00000	73.4228	01/20/12	03/27/12	1,772.23	1,835.57	-63.34
Subtotal	**69.00000**				**4,891.33**	**5,215.60**	**-324.27**
SOLERA HOLDINGS INC CUSIP 83421A104	39.00000	55.4901	08/04/11	05/29/12	1,758.12	2,164.11	-405.99
	32.00000	53.2494	09/20/11	05/29/12	1,442.57	1,703.98	-261.41
Subtotal	**71.00000**				**3,200.69**	**3,868.09**	**-667.40**
THE SOUTHERN COMPANY CUSIP 842587107	5.00000	45.5662	10/15/12	10/23/12	230.89	227.84	3.05
TYCO INTERNATIONAL LTD SHS CUSIP H89128104	86.00000	27.5322	03/28/12	10/08/12	2,418.17	2,367.77	50.40
	30.00000	27.1905	04/19/12	10/08/12	843.55	815.72	27.83
	50.00000	26.5311	07/09/12	10/08/12	1,405.92	1,326.56	79.36

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SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES *Continued*

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
Subtotal	**166.00000**				**4,667.64**	**4,510.05**	**157.59**
UNILEVER PLC SPONS ADR CUSIP 904767704	61.00000	37.3362	10/15/12	10/24/12	2,207.59	2,277.51	-69.92
UNION PACIFIC CORP CUSIP 907818108	37.00000	115.1485	02/01/12	10/15/12	4,463.58	4,260.49	203.09
	19.00000	110.6004	02/17/12	10/15/12	2,292.11	2,101.41	190.70
	16.00000	128.5331	09/14/12	10/15/12	1,930.20	2,056.53	-126.33
Subtotal	**72.00000**				**8,685.89**	**8,418.43**	**267.46**
UNITED PARCEL SERVICE-B CUSIP 911312106	28.00000	73.7052	10/08/12	10/15/12	2,028.29	2,063.75	-35.46
VERIZON COMMUNICATIONS COM CUSIP 92343V104	4.00000	44.5856	10/15/12	10/23/12	176.00	178.35	-2.35
VISA INC CLASS A CUSIP 92826C839	17.00000	88.1784	07/11/11	02/16/12	1,955.43	1,499.04	456.39
	7.00000	88.1784	07/11/11	03/27/12	840.07	617.25	222.82
	11.00000	94.7338	10/31/11	10/15/12	1,536.34	1,042.07	494.27
Subtotal	**35.00000**				**4,331.84**	**3,158.36**	**1,173.48**
VODAFONE GROUP PLC SPONSORED ADR NEW CUSIP 92857W209	7.00000	27.9560	10/15/12	10/23/12	195.30	195.70	-0.40
WINDSTREAM CORP CUSIP 97381W104	4.00000	9.9364	10/15/12	10/23/12	38.40	39.75	-1.35
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES					**$161,355.54**	**$155,972.92**	**$5,382.62**

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Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
KINDER MORGAN WTS INC DELAWARE CLASS P CUSIP 49456B119	147.87013	4.5868	11/14/11	08/21/12	443.61	138.01	305.60
KINDER MORGAN WTS W/I INC DELAWARE CLASS P CUSIP 49456B119	0.11559	4.5868	06/17/11	05/31/12	0.25	0.53	-0.28
	0.64419	4.5868	11/14/11	05/31/12	1.38	0.12	1.26
Subtotal	**0.75978**				**1.63**	**0.65**	**0.98**
PENTAIR INC CUSIP 709631105	0.25001	39.5495	07/09/12	09/28/12	10.67	9.89	0.78
	0.43002	41.0418	03/28/12	09/28/12	18.35	17.65	0.70
Subtotal	**0.68003**				**29.02**	**27.54**	**1.48**
PENTAIR LTD CUSIP H6169Q108	20.20480	41.0418	03/28/12	10/15/12	878.08	829.24	48.84
	11.74700	39.5495	07/09/12	10/15/12	510.51	464.59	45.92
	7.04820	40.5325	04/19/12	10/15/12	306.31	285.68	20.63
Subtotal	**39.00000**				**1,694.90**	**1,579.51**	**115.39**
TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES					**$2,169.16**	**$1,745.71**	**$423.45**

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
AMERICAN TOWER CORP REIT CUSIP 03027X100	40.00000	49.5662	01/18/11	10/15/12	3,014.68	1,982.65	1,032.03
	67.00000	50.0000	03/14/11	10/15/12	5,049.59	3,350.00	1,699.59
Subtotal	**107.00000**				**8,064.27**	**5,332.65**	**2,731.62**
BLACKROCK INC CUSIP 09247X101	13.00000	191.6194	03/10/11	10/15/12	2,423.02	2,491.05	-68.03

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Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES *Continued*

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
BORG WARNER INC CUSIP 099724106	13.00000	66.9985	02/04/11	10/15/12	865.76	870.98	-5.22
	25.00000	73.0000	03/16/11	10/15/12	1,664.93	1,825.00	-160.07
	24.00000	72.1101	06/17/11	10/15/12	1,598.33	1,730.64	-132.31
Subtotal	**62.00000**				**4,129.02**	**4,426.62**	**-297.60**
DISCOVERY COMMUNICATIONS INC CUSIP 25470F302	48.00000	37.1299	06/06/11	10/15/12	2,754.18	1,782.24	971.94
	48.00000	33.2818	08/09/11	10/15/12	2,754.18	1,597.53	1,156.65
Subtotal	**96.00000**				**5,508.36**	**3,379.77**	**2,128.59**
EBAY INC CUSIP 278642103	24.00000	28.8424	08/09/11	10/15/12	1,135.01	692.21	442.80
	59.00000	29.2999	09/06/11	10/15/12	2,790.25	1,728.69	1,061.56
Subtotal	**83.00000**				**3,925.26**	**2,420.90**	**1,504.36**
EL PASO CORPORATION XXX MIXED ELECTION CUSIP 283MIX991	23.00000	20.2908	05/24/11	05/31/12	674.38	466.68	207.70
	81.00000	21.4524	05/25/11	05/31/12	2,375.00	1,737.64	637.36
Subtotal	**104.00000**				**3,049.38**	**2,204.32**	**845.06**
INTERNATIONAL BUSINESS MACHINE CORP CUSIP 459200101	11.00000	163.5700	03/03/11	04/13/12	2,244.31	1,799.27	445.04
IRON MTN INC PA CUSIP 462846106	10.00000	30.4924	08/05/11	10/15/12	357.53	304.92	52.61
	53.00000	30.3766	08/18/11	10/15/12	1,894.91	1,609.96	284.95
Subtotal	**63.00000**				**2,252.44**	**1,914.88**	**337.56**

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LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES

Continued

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
J B HUNT TRANSPORT SERVICE INC CUSIP 445658107	64.00000	44.7979	07/29/11	10/15/12	3,733.67	2,867.07	866.60
KINDER MORGAN INC DEL CUSIP 49456B101	0.05280	32.1200	05/24/11	05/31/12	1.76	1.70	0.06
	0.18600	32.1200	05/25/11	05/31/12	6.19	5.97	0.22
	9.57729	32.1201	05/24/11	10/15/12	333.12	307.62	25.50
	33.72871	32.1199	05/25/11	10/15/12	1,173.18	1,083.37	89.81
	41.64038	32.1198	06/17/11	10/15/12	1,448.38	1,337.48	110.90
Subtotal	**85.18518**				**2,962.63**	**2,736.14**	**226.49**
MONSANTO CO NEW CUSIP 61166W101	9.00000	66.7650	04/27/11	10/15/12	800.89	600.89	200.00
	22.00000	66.1658	06/17/11	10/15/12	1,957.74	1,455.65	502.09
Subtotal	**31.00000**				**2,758.63**	**2,056.54**	**702.09**
MSCI INC CUSIP 55354G100	49.00000	35.9630	02/10/11	06/05/12	1,624.71	1,762.19	-137.48
	98.00000	35.0490	03/02/11	06/05/12	3,249.44	3,434.80	-185.36
Subtotal	**147.00000**				**4,874.15**	**5,196.99**	**-322.84**
NEXTERA ENERGY INC CUSIP 65339F101	29.00000	54.6547	03/03/11	03/15/12	1,743.64	1,584.98	158.66
NIELSEN HOLDINGS N.V. CUSIP N63218106	197.00000	26.4742	03/03/11	10/15/12	6,054.10	5,215.42	838.68
	25.00000	29.4656	09/01/11	10/15/12	768.29	736.64	31.65
Subtotal	**222.00000**				**6,822.39**	**5,952.06**	**870.33**
PALL CORP CUSIP 696429307	13.00000	49.8048	01/06/11	05/29/12	747.51	647.46	100.05

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LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES

Continued

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
PRAXAIR INC CUSIP 74005P104	17.00000	98.4600	03/03/11	10/15/12	1,779.69	1,673.82	105.87
	10.00000	93.8500	08/09/11	10/15/12	1,046.88	938.50	108.38
Subtotal	**27.00000**				**2,826.57**	**2,612.32**	**214.25**
TEEKAY CORPORATION CUSIP Y8564W103	58.00000	31.9184	06/17/11	10/15/12	1,797.83	1,851.27	-53.44
UNITED PARCEL SERVICE-B CUSIP 911312106	21.00000	74.9258	02/22/11	10/15/12	1,521.20	1,573.44	-52.24
	39.00000	73.4594	03/03/11	10/15/12	2,825.10	2,864.92	-39.82
Subtotal	**60.00000**				**4,346.30**	**4,438.36**	**-92.06**
VISA INC CLASS A CUSIP 92826C839	18.00000	88.1784	07/11/11	09/05/12	2,303.97	1,587.21	716.76
	17.00000	88.1784	07/11/11	10/15/12	2,374.33	1,499.03	875.30
Subtotal	**35.00000**				**4,678.30**	**3,086.24**	**1,592.06**
TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES					**$68,887.68**	**$56,998.89**	**$11,888.79**

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
AMERICAN TOWER CORP REIT CUSIP 03027X100	1.00000	37.1207	02/05/08	01/13/12	62.15	37.12	25.03
	35.00000	31.0479	05/06/09	01/13/12	2,175.45	1,086.68	1,088.77
	23.00000	31.0479	05/06/09	07/12/12	1,628.99	714.11	914.88
	5.00000	31.0479	05/06/09	10/15/12	376.83	155.23	221.60
Subtotal	**64.00000**				**4,243.42**	**1,993.14**	**2,250.28**
BLACKROCK INC CUSIP 09247X101	6.00000	165.9767	11/03/10	09/05/12	1,059.04	995.86	63.18

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LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES *Continued*

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	7.00000	165.9767	11/03/10	10/15/12	1,304.70	1,161.83	142.87
Subtotal	**13.00000**				**2,363.74**	**2,157.69**	**206.05**
DISCOVERY COMMUNICATIONS INC CUSIP 25470F302	5.00000	37.4453	12/06/10	04/19/12	240.78	187.22	53.56
	44.00000	37.1926	12/22/10	04/19/12	2,118.96	1,636.48	482.48
	17.00000	37.1926	12/22/10	10/15/12	975.43	632.27	343.16
Subtotal	**66.00000**				**3,335.17**	**2,455.97**	**879.20**
INTERNATIONAL BUSINESS MACHINE CORP CUSIP 459200101	15.00000	122.0670	10/20/09	04/13/12	3,060.42	1,831.00	1,229.42
ITC HOLDINGS CORP CUSIP 465685105	11.00000	39.5689	03/19/09	10/15/12	851.05	435.25	415.80
	7.00000	43.0681	04/09/09	10/15/12	541.57	301.48	240.09
	23.00000	43.2206	04/23/09	10/15/12	1,779.47	994.07	785.40
Subtotal	**41.00000**				**3,172.09**	**1,730.80**	**1,441.29**
J B HUNT TRANSPORT SERVICE INC CUSIP 445658107	20.00000	35.4494	10/07/10	10/15/12	1,166.77	708.98	457.79
KINDER MORGAN WTS INC DELAWARE CLASS P CUSIP 49456B119	6.10288	4.5876	05/24/11	08/21/12	18.30	28.00	-9.70
	21.49274	4.5866	05/25/11	08/21/12	64.47	98.58	-34.11
	26.53425	4.5868	06/17/11	08/21/12	79.60	121.71	-42.11
Subtotal	**54.12987**				**162.37**	**248.29**	**-85.92**
KINDER MORGAN WTS W/I INC DELAWARE CLASS P CUSIP 49456B119	0.02659	4.5876	05/24/11	05/31/12	0.06	0.12	-0.06

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LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES *Continued*

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	0.09363	4.5866	05/25/11	05/31/12	0.20	0.43	-0.23
Subtotal	**0.12022**				**0.26**	**0.55**	**-0.29**
MONSANTO CO NEW CUSIP 61166W101	9.00000	59.6555	11/03/10	05/30/12	688.80	536.90	151.90
	7.00000	61.7473	11/04/10	05/30/12	535.73	432.23	103.50
	21.00000	66.8367	12/23/10	05/30/12	1,607.21	1,403.58	203.63
	4.00000	66.8367	12/23/10	10/15/12	355.95	267.34	88.61
Subtotal	**41.00000**				**3,187.69**	**2,640.05**	**547.64**
NEXTERA ENERGY INC CUSIP 65339F101	8.00000	47.8726	03/18/09	02/01/12	480.44	382.97	97.47
	6.00000	51.7105	04/02/09	02/01/12	360.33	310.26	50.07
	14.00000	57.1102	05/06/09	02/01/12	840.78	799.54	41.24
	11.00000	49.5872	04/12/10	02/01/12	660.62	545.46	115.16
	17.00000	49.5872	04/12/10	02/07/12	1,024.52	842.98	181.54
Subtotal	**56.00000**				**3,366.69**	**2,881.21**	**485.48**
PALL CORP CUSIP 696429307	27.00000	33.3540	06/04/10	05/29/12	1,552.52	900.56	651.96
PRAXAIR INC CUSIP 74005P104	2.00000	75.4307	07/30/09	05/11/12	223.61	150.86	72.75
	13.00000	80.7068	01/21/10	05/11/12	1,453.47	1,049.19	404.28
	2.00000	80.7068	01/21/10	10/15/12	209.37	161.41	47.96
	19.00000	94.5046	12/20/10	10/15/12	1,989.06	1,795.59	193.47
Subtotal	**36.00000**				**3,875.51**	**3,157.05**	**718.46**
TEEKAY CORPORATION CUSIP Y8564W103	74.00000	21.1708	09/18/09	10/15/12	2,293.76	1,566.64	727.12
	54.00000	27.5351	08/04/10	10/15/12	1,673.83	1,486.90	186.93

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LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES *Continued*

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
Subtotal	**128.00000**				**3,967.59**	**3,053.54**	**914.05**
UNITED PARCEL SERVICE-B CUSIP 911312106	1.00000	63.9776	08/24/10	10/15/12	72.43	63.97	8.46
VERISK ANALYTICS INC CLASS A CUSIP 92345Y106	20.00000	27.1450	10/13/09	10/15/12	935.97	542.89	393.08
	13.00000	30.4845	01/06/10	10/15/12	608.38	396.30	212.08
	77.00000	27.7234	02/08/10	10/15/12	3,603.53	2,134.70	1,468.83
Subtotal	**110.00000**				**5,147.88**	**3,073.89**	**2,073.99**
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES					**$38,674.55**	**$26,896.69**	**$11,777.86**