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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation
HABERMAN FAMILY FOUNDATION CO JUDITH STERN

A Employer identification number
36-4003623

Number and street (or P O box number if mail is not delivered to street address) 17 REGENT WOOD ROAD
Room/suite

B Telephone number (see instructions)
(847) 501-4470

City or town, state, and ZIP code
NORTHFIELD, IL 60093

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,914,383

J Accounting method ☑ 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) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	90,134			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	93,522	93,522		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	104,835			
	b	Gross sales price for all assets on line 6a 1,165,574				
	7	Capital gain net income (from Part IV, line 2)		139,857		
	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) (attach schedule)				
	11	Other income (attach schedule)	3,198	0		
	12	**Total.** Add lines 1 through 11	291,689	233,379		
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 (attach schedule)	364	284		80
	b	Accounting fees (attach schedule)	5,000	3,900		1,100
	c	Other professional fees (attach schedule)	22,134	22,134		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	15,342	342		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	15	0		15
	24	**Total operating and administrative expenses.** Add lines 13 through 23	42,855	26,660		1,195
	25	Contributions, gifts, grants paid	114,295			114,295
	26	**Total expenses and disbursements.** Add lines 24 and 25	157,150	26,660		115,490
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	134,539			
	b	**Net investment income** (if negative, enter -0-)		206,719		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	323,689	336,170	336,170
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	977,156	1,012,386	1,024,357
	b Investments—corporate stock (attach schedule)	1,538,969	1,625,133	2,395,209
	c Investments—corporate bonds (attach schedule)	161,558	128,119	158,647
	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 ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,001,372	3,101,808	3,914,383
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 (attach schedule)			
	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 ▶ ☑ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	3,001,372	3,101,808	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	3,001,372	3,101,808	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,001,372	3,101,808	

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	3,001,372
2	Enter amount from Part I, line 27a	2	134,539
3	Other increases not included in line 2 (itemize) ▶	3	14,457
4	Add lines 1, 2, and 3	4	3,150,368
5	Decreases not included in line 2 (itemize) ▶	5	48,560
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,101,808

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	MERRILL LYNCH - 04441 - SEE ATTACHED		2012-01-01	2012-12-31
b	MERRILL LYNCH - 04441 - SEE ATTACHED		2007-02-15	2012-12-31
c	MERRILL LYNCH - 04441 - SEE ATTACHED		2011-08-02	2012-12-31
d	HARRIS ASSOCIATES - 09432		2012-01-01	2012-12-31
e	HARRIS ASSOCIATES - 09432		1996-09-13	2012-12-31

	(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	178,250		174,862	3,388
b	104,569		90,311	14,258
c	2,116		2,196	-80
d	200,000		200,227	-227
e	680,639		558,121	122,518

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				3,388
b				14,258
c				-80
d				-227
e				122,518

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	139,857
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	159,743	3,239,652	0 049309
2010	174,788	2,314,586	0 075516
2009	35,541	492,257	0 072200
2008	37,819	609,061	0 062094
2007	38,372	778,407	0 049296

2	**Total** of line 1, column (d)	2	0 308415
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 061683
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,681,794
5	Multiply line 4 by line 3	5	227,104
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,067
7	Add lines 5 and 6	7	229,171
8	Enter qualifying distributions from Part XII, line 4	8	115,490

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 page 18 of the 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	4,134
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	4,134
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	4,134
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 9,772		
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	9,772
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	5,638
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 5,638	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶N/A

14 The books are in care of ▶JUDITH HABERMAN STERN Telephone no ▶(847) 501-4470

Located at ▶17 REGENT WOOD ROAD NORTHFIELD IL ZIP+4 ▶60093

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 |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 page 20 of the instructions)?	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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)	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 ▶ 20____, 20____, 20____, 20____			
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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **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**		
	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? ☐ **Yes** ☐ **No**			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☑ **No**			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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
See Additional Data Table				

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		
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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3. . . . . ▶	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	3,449,410
b	Average of monthly cash balances	1b	288,452
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	3,737,862
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	3,737,862
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	56,068
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,681,794
6	**Minimum investment return.** Enter 5% of line 5	6	184,090

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	184,090
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 4,134		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	4,134
3	Distributable amount before adjustments Subtract line 2c from line 1	3	179,956
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	179,956
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	179,956

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	115,490
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	115,490
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	115,490

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					179,956
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
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.	53,638				
e From 2011.	159,743				
f Total of lines 3a through e.		213,381			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 115,490					
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.					115,490
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).)*		64,466			64,466
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		148,915			
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					0
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		148,915			
10 Analysis of line 9					
a Excess from 2008. . . .					
b Excess from 2009. . . .					
c Excess from 2010. . . .					
d Excess from 2011. . . .	148,915				
e Excess from 2012. . . .					

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a 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 organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

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

JUDITH HABERMAN STERN

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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 Additional Data Table				
Total . . . . ▶ **3a**				114,295
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

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					
4 Dividends and interest from securities			14	93,522	
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			14	3,198	
8 Gain or (loss) from sales of assets other than inventory			18	104,835	
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		201,555	0

13 Total. Add line 12, columns (b), (d), and (e) **13** 201,555

(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)

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | 2013-06-04 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
MORT KESSEL	MORT KESSEL			P00510975

Firm's name	MCGLADREY LLP	Firm's EIN 42-0714325
Firm's address	1 S WACKER DRIVE STE 800 CHICAGO, IL 60606	Phone no (312) 634-3400

Form 990PF Part VIII Line 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
JUDITH HABERMAN STERN 17 REGENT WOOD ROAD NORTHFIELD,IL 60093	DIRECTOR 0 25	0	0	0
RANDALL B HABERMAN CO JUDITH HABERM 17 REGENT WOOD ROAD NORTHFIELD,IL 60093	DIRECTOR 0 25	0	0	0
JOEL S HABERMAN CO JUDITH HABERMAN 17 REGENT WOOD ROAD NORTHFIELD,IL 60093	DIRECTOR 0 25	0	0	0
AUDREY E HABERMAN CO JUDITH HABERMA 17 REGENT WOOD ROAD NORTHFIELD,IL 60093	DIRECTOR 0 25	0	0	0
BENJAMIN N FEDER 135 REVERE DRIVE NORTHBROOK,IL 60062	ASSISTANT SECRETARY 0 25	0	0	0

Form 990PF Part XV Line 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*				
ALZHEIMER'S ASSOCIATION 225 N MICHIGAN AVE FL 17 CHICAGO,IL 60601	GENERAL	PUBLIC	CHARITABLE	3,000
AMERICAN CANCER SOCIETY 225 N MICHIGAN AVE FL 12 CHICAGO,IL 60601	GENERAL	PUBLIC	CHARITABLE	500
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENUE DALLAS,TX 75231	GENERAL	PUBLIC	CHARITABLE	500
AMERICAN TECHNION SOCIETY 55 EAST 59TH STREET NEW YORK,NY 10022	GENERAL	PUBLIC	CHARITABLE	150
BUSH SCHOOL 3400 EAST HARRISON STREET SEATTLE,WA 98112	GENERAL	PUBLIC	CHARITABLE	2,000
CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD GLENCOE,IL 60022	GENERAL	PUBLIC	CHARITABLE	110
CHICAGO HEARING SOCIETY 2001 N CLYBOURN AVENUE CHICAGO,IL 60614	GENERAL	PUBLIC	CHARITABLE	100
CHILDREN'S MEMORIAL FOUNDATION 2300 CHILDRENS PLAZA CHICAGO,IL 60614	GENERAL	PUBLIC	CHARITABLE	3,000
CJE SENIOR LIFE 3003 WEST TOUHY AVENUE CHICAGO,IL 60645	GENERAL	PUBLIC	CHARITABLE	150
CONGREGATION BETH JUDEA 5304 RFD LONG GROVE,IL 60047	GENERAL	PUBLIC	CHARITABLE	1,800
EMERGENCY FUND 208 SOUTH LASALLE STREET SUITE 1356 CHICAGO,IL 60604	GENERAL	PUBLIC	CHARITABLE	28,000
FIELD MUSEUM 1400 S LAKE SHORE DRIVE CHICAGO,IL 60605	GENERAL	PUBLIC	CHARITABLE	250
FLORIDA STUDIO THEATRE 1241 NORTH PALM AVENUE SARASOTA,FL 342365602	GENERAL	PUBLIC	CHARITABLE	350
FREE WHEELCHAIR MISSION PO BOX 513538 LOS ANGELES,CA 900513538	GENERAL	PUBLIC	CHARITABLE	150
FRIENDS OF NORRIS COTTON CANCER CENTER ONE MEDICAL CENTER DRIVE LEBANON,NH 037560001	GENERAL	PUBLIC	CHARITABLE	150

Form 990PF Part XV Line 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*				
JCC CHICAGO 370 HALF DAY ROAD BUFFALO GROVE,IL 60089	GENERAL	PUBLIC	CHARITABLE	150
JEWISH FAMILY SERVICE 3201 SOUTH TAMARAC DRIVE DENVER,CO 80231	GENERAL	PUBLIC	CHARITABLE	500
JEWISH FEDERATION OF SARASOTA 580 MCINTOSH ROAD SARASOTA,FL 34232	GENERAL	PUBLIC	CHARITABLE	450
JEWISH UNITED FUND 30 SOUTH WELLS STREET CHICAGO,IL 60606	GENERAL	PUBLIC	CHARITABLE	28,200
JOHN AND MABLE RINGLING MUSEUM OF ART 5401 BAY SHORE ROAD SARASOTA,FL 34243	GENERAL	PUBLIC	CHARITABLE	175
JOHN G SHEDD AQUARIUM 1200 S LAKE SHORE DRIVE CHICAGO,IL 60605	GENERAL	PUBLIC	CHARITABLE	250
KUOW PUGET SOUND PUBLIC RADIO 4518 UNIVERSITY WAY NE SUITE 310 SEATTLE,WA 98105	GENERAL	PUBLIC	CHARITABLE	750
LAURI S BAUER FOUNDATION PO BOX 5368 VERNON HILLS,IL 60061	GENERAL	PUBLIC	CHARITABLE	1,400
LEGAL VOICE 907 PINE STREET SUITE 500 SEATTLE,WA 98101	GENERAL	PUBLIC	CHARITABLE	5,000
LINCOLN PARK ZOO 2001 NORTH CLARK STREET CHICAGO,IL 60614	GENERAL	PUBLIC	CHARITABLE	90
LITTLE CITY 1760 W ALGONQUIN ROAD PALATINE,IL 600674799	GENERAL	PUBLIC	CHARITABLE	2,500
LONGBOAT KEY EDUCATION CENTER 5370 GULF OF MEXICO DR SUITE 212 LONBOAT KEY,FL 342282047	GENERAL	PUBLIC	CHARITABLE	250
METHOW FOUNDATION 206 GLOVER STREET TWISP,WA 98856	GENERAL	PUBLIC	CHARITABLE	500
MUSEUM OF SCIENCE & INDUSTRY 57TH STREET AND LAKE SHORE DRIVE CHICAGO,IL 60637	GENERAL	PUBLIC	CHARITABLE	95
NA'AMAT 505 8TH AVENUE SUITE 2302 NEW YORK,NY 10018	GENERAL	PUBLIC	CHARITABLE	100

Form 990PF Part XV Line 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*				
NORTH SHORE AUXILIARY OF JCFS 216 WEST JACKSON BOULEVARD SUITE 800 CHICAGO, IL 60606	GENERAL	PUBLIC	CHARITABLE	225
NORTH SHORE CONGREGATION ISRAEL 1185 SHERIDAN ROAD GLENCOE, IL 60022	GENERAL	PUBLIC	CHARITABLE	450
NORTHWESTERN UNIVERSITY 2020 RIDGE AVENUE EVANSTON, IL 60208	GENERAL	PUBLIC	CHARITABLE	250
PERLMAN MUSIC PROGRAM 19 WEST 69TH STREET SUITE 304 NEW YORK, IL 10023	GENERAL	PUBLIC	CHARITABLE	150
PLANNED PARENTHOOD 434 WEST 33RD STREET NEW YORK, NY 10001	GENERAL	PUBLIC	CHARITABLE	500
PRIDE FOUNDATION 1122 EAST PIKE STREET PMB 1001 SEATTLE, WA 98122	GENERAL	PUBLIC	CHARITABLE	7,000
RAVINIA FESTIVAL 418 SHERIDAN ROAD HIGHLAND PARK, IL 60035	GENERAL	PUBLIC	CHARITABLE	7,000
SCLERODERMA FOUNDATION 203 N WABASH ST 2219 CHICAGO, IL 60601	GENERAL	PUBLIC	CHARITABLE	250
SEATTLE CHILDREN'S THEATRE 201 THOMAS STREET SEATTLE, WA 98109	GENERAL	PUBLIC	CHARITABLE	500
SIGMA ALPHA EPSILON 1856 SHERIDAN ROAD EVANSTON, IL 60201	GENERAL	PUBLIC	CHARITABLE	100
TEMPLE BETH AM 225 MCHENRY ROAD BUFFALO GROVE, IL 60289	GENERAL	PUBLIC	CHARITABLE	2,500
TEMPLE BETH EL 3610 DUNDEE ROAD NORTHBROOK, IL 60062	GENERAL	PUBLIC	CHARITABLE	2,800
TULANE UNIVERSITY 3439 PRYTANIA STREET SUITE 200 NEW ORLEANS, LA 70115	GENERAL	PUBLIC	CHARITABLE	1,500
UNIVERSITY OF CHICAGO 5801 SOUTH ELLIS AVENUE SUITE 007 CHICAGO, IL 60637	GENERAL	PUBLIC	CHARITABLE	9,000
UNIVERSITY OF DENVER 2199 SOUTH UNIVERSITY BOULEVARD DENVER, CO 80210	GENERAL	PUBLIC	CHARITABLE	750

Form 990PF Part XV Line 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*				
WOMEN'S FUNDING ALLIANCE 603 STEWART SUITE 207 SEATTLE,WA 981011229	GENERAL	PUBLIC	CHARITABLE	500
WRITERS' THEATER 376 PARK AVENUE GLENCOE,IL 60022	GENERAL	PUBLIC	CHARITABLE	200
Total . . . . ▶ **3a**				114,295

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization
HABERMAN FAMILY FOUNDATION CO JUDITH STERN

Employer identification number
36-4003623

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
HABERMAN FAMILY FOUNDATION CO JUDITH STERN

Employer identification number
36-4003623

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JUDITH HABERMAN STERN 17 REGENT WOOD ROAD NORTHFIELD, IL 60093	$ 87,634	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
HABERMAN FAMILY FOUNDATION CO JUDITH STERN

Employer identification number
36-4003623

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1,791 SHS DIRECTV CLASS A	$ 87,634	2012-08-03

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
HABERMAN FAMILY FOUNDATION CO JUDITH STERN

Employer identification number
36-4003623

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491168003033

TY 2012 Accounting Fees Schedule

Name: HABERMAN FAMILY FOUNDATION CO JUDITH STERN

EIN: 36-4003623

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,000	3,900		1,100

TY 2012 Investments Corporate Bonds Schedule

Name: HABERMAN FAMILY FOUNDATION CO JUDITH STERN

EIN: 36-4003623

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS A/C 04441	56,859	61,733
PERSHING A/C 09432	71,260	96,914

TY 2012 Investments Corporate Stock Schedule

Name: HABERMAN FAMILY FOUNDATION CO JUDITH STERN

EIN: 36-4003623

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MERRILL LYNCH A/C 04305	13,807	265,367
MERRILL LYNCH A/C 04441	234,507	264,775
PERSHING A/C 09432	1,376,819	1,865,067

TY 2012 Investments Government Obligations Schedule

Name:	HABERMAN FAMILY FOUNDATION CO JUDITH STERN
EIN:	36-4003623
US Government Securities - End of Year Book Value:	645,259
US Government Securities - End of Year Fair Market Value:	651,078
State & Local Government Securities - End of Year Book Value:	367,127
State & Local Government Securities - End of Year Fair Market Value:	373,279

TY 2012 Legal Fees Schedule

Name: HABERMAN FAMILY FOUNDATION CO JUDITH STERN

EIN: 36-4003623

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	364	284		80

TY 2012 Other Decreases Schedule

Name: HABERMAN FAMILY FOUNDATION CO JUDITH STERN

EIN: 36-4003623

Description	Amount
BOOK/TAX DIFFERENCE - COST OF SECURITIES DONATED	48,560

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TY 2012 Other Expenses Schedule

Name: HABERMAN FAMILY FOUNDATION CO JUDITH STERN

EIN: 36-4003623

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ILLINOIS CHARITY BUREAU FUND	15	0		15

TY 2012 Other Income Schedule

Name: HABERMAN FAMILY FOUNDATION CO JUDITH STERN

EIN: 36-4003623

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	3,198	0	3,198

TY 2012 Other Increases Schedule

Name: HABERMAN FAMILY FOUNDATION CO JUDITH STERN

EIN: 36-4003623

Description	Amount
TRANSFER FROM NORMAN STONE FAMILY FOUNDATION - CASH	14,457

TY 2012 Other Professional Fees Schedule

Name: HABERMAN FAMILY FOUNDATION CO JUDITH STERN

EIN: 36-4003623

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MERRILL LYNCH - 04305	150	150		0
MERRILL LYNCH - 04441	5,721	5,721		0
HARRIS ASSOCIATES - 09432	16,263	16,263		0

TY 2012 Taxes Schedule

Name: HABERMAN FAMILY FOUNDATION CO JUDITH STERN

EIN: 36-4003623

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	342	342		0
FEDERAL INCOME TAX	15,000	0		0

HARRIS ASSOCIATES L.P.

REALIZED GAINS AND LOSSES

HABERMAN FAMILY FOUNDATION

PF 5075-903578 ESL/A1S DSFIXB

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
08-31-10	02-15-12	400 00	VCA Antech	7,872 00		9,074 05		1,202 05
08-31-10	02-15-12	1,500 00	VCA Antech	29,465 20		34,027 69		4,562 49
01-26-11	03-08-12	75,000	Fedl Farm Cr Bks CD12 3 620% Due 03-08-17	76,810 00	-304 39	75,000 00		-1,505 61
03-31-10	03-15-12	900 00	Sara Lee	12,589 29		19,161 29		6,572 00
04-16-10	03-15-12	400 00	Sara Lee	5,576 36		8,516 13		2,939 77
04-16-10	03-28-12	400 00	Sara Lee	5,576 36		8,545 59		2,969 23
01-29-10	03-28-12	1,800 00	Sara Lee	21,870 00		38,455 15		16,585 15
07-28-09	04-04-12	200 00	PetSmart	4,590 00		11,256 40		6,666 40
07-28-09	04-04-12	300 00	PetSmart	6,861 00		16,884 59		10,023 59
08-20-09	04-04-12	467 00	PetSmart	9,293 30		26,283 69		16,990 39
05-17-10	04-09-12	75,000	Fedl Farm Cr Bks CD12 2 900% Due 04-09-15	75,872 50	-324 91	75,000 00		-547 59
03-31-10	06-11-12	1,201 00	H&R Block	21,339 61		18,500 36		-2,839 25
03-05-10	06-11-12	499 00	H&R Block	8,398 17		7,686 66		-711 51
08-23-10	06-11-12	1,500 00	H&R Block	20,639 05		23,106 19		2,467 14
06-27-11	06-27-12	100,000	Fedl Farm Cr Bks CD12 2 600% Due 06-27-17	100,384 00	-60 15	100,000 00	-323 85	
09-28-11	07-19-12	100 000	FHLMC CD12 1 500% Due 10-19-16	99,885 00	17 77	100 000 00	97 23	
05-21-10	07-26-12	700 00	PepsiCo	44,100 83		49,766 93		5,666 10
11-21-02	08-03-12	20 69	DIRECTV Cl A	213 46		1 031 34		817 88
09-13-96	08-03-12	269 75	DIRECTV Cl A	2,747 64		13,444 52		10,696 88
11-21-02	08-03-12	10 79	DIRECTV Cl A	107 92		537 77		429 85
11-21-02	08-03-12	18 45	DIRECTV Cl A	124 34		919 45		795 11
11-21-02	08-03-12	4 61	DIRECTV Cl A	31 03		229 71		198 68
11-21-02	08-03-12	27 43	DIRECTV Cl A	183 18		1,367 06		1,183 88
11-21-02	08-03-12	6 85	DIRECTV Cl A	45 73		341 35		295 62
09-07-83	08-03-12	432 43	DIRECTV Cl A	228 62		21,552 19		21,323 57
09-10-03	08-03-12	133 00	Diageo ADR	5,671 12		14,159 31		8,488 19
09-10-03	08-17-12	100 00	Diageo ADR	4,264 00		10,598 14		6,334 14
06-08-11	11-07-12	300 00	Republic Services	9,048 13		8,050 31		-997 82
03-10-11	11-07-12	200 00	Republic Services	6,000 82		5,366 88		-633 94
03-10-11	11-07-12	400 00	Republic Services	12,001 64		10,723 75		-1,277 89
03-10-11	11-07-12	500 00	Republic Services	15,002 05		13,434 33		-1,567 72
03-10-11	11-07-12	700 00	Republic Services	20,933 92		18,808 06		-2,125 86
03-10-11	11-07-12	100 00	Republic Services	2,990 56		2,686 33		-304 23
09-26-11	11-07-12	400 00	Republic Services	11,204 84		10,745 31		-459 53
01-11-07	11-08-12	28,000 00	Payless Shoesrce XXX CD12 8 250% Due 08-01-13	29,402 80	-1,212 56	28,000 00		-190 24
11-19-10	12-01-12	75 000	VT Mun Bd Bk BAB TXBL VT 1 565% Due 12-01-12	75,010 00	-10 00	75,000 00		0 00
10-30-07	12-06-12	133 00	Home Depot	4,181 52		8,527 88		4,346 36
10-22-07	12-06-12	100 00	Viacom Cl B	3,937 00		5,187 51		1,250 51

HARRIS ASSOCIATES L.P.

REALIZED GAINS AND LOSSES

HABERMAN FAMILY FOUNDATION

PF 5075-903578 ESL/A1S DSFIXB

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
03-31-10	12-06-12	167 00	Viacom Cl B	5,788 60		8,663 15		2,874 55
TOTAL GAINS							97 23	135,679 53
TOTAL LOSSES							-323 85	-13,161 19
				760,241.58	**-1,894.23**	**880,639.07**	**-226 62**	**122,518.34**

TOTAL SUPERVISED REALIZED GAIN/LOSS 122,291 73
NO CAPITAL GAINS DISTRIBUTIONS

HABERMAN/FAMILY/FOUNDATION

2012 ANNUAL STATEMENT SUMMARY

The following sections are provided to facilitate your review and the preparation of your tax return.

The 2012 Proceeds from Broker and Barter Exchange Transactions section includes both sales of positions for "covered securities" and "noncovered securities." A covered security includes those with a purchase date within the following timeline: Equities acquired on or after January 1, 2011 and Mutual Funds acquired on or after January 1, 2012. Legislation requires reporting the gross proceeds of the sales of "covered" and "noncovered" securities and the adjusted cost basis for "covered securities." Any sale of a security that is considered a "noncovered security" will still be included in this section with the adjusted cost basis (where available).

In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of taxable bonds. Under the Cost Basis Reporting Regulations, brokers need not track wash sale activity for substantially identical securities, transactions across accounts, or between covered and non-covered securities. However, you as a taxpayer still have to track and report wash sales as you have in the past which would include all of the aforementioned transaction types. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
SHORT TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)								
AFLAC INC	*COM*	*CUSIP Number*	*001055102*					
49 0000	Sale	12/27/11	07/18/12	2,155.99	2,119.19	0.00	36.80	
10.0000	Sale	12/28/11	07/18/12	440.01	432.30	0.00	7.71	
	Security Subtotal			***2,596.00***	***2,551.49***	***0.00***	***44.51***	
AMERICAN INTERNATIONAL		*CUSIP Number*	*026874784*					
72.0000	Sale	03/30/12	11/05/12	2,381.45	2,210 39	0.00	171.06	
17.0000	Sale	03/30/12	11/06/12	561.29	521.90	0.00	39 39	
10.0000	Sale	05/07/12	11/06/12	330 18	305 79	0.00	24.39	
	Security Subtotal			***3,272.92***	***3,038.08***	***0.00***	***234.84***	
AMERICAN TOWER REIT INC		*CUSIP Number*	*03027X100*					
24.0000	Sale	08/01/11	03/02/12	1,507.44	1,261.18	0.00	246.26	
AT&T INC		*CUSIP Number*	*00206R102*					
2.0000	Sale	09/23/11	08/01/12	76.48	55.14	0 00	21.34	
12.0000	Sale	10/24/11	09/28/12	453.22	346 12	0.00	107 10	
7.0000	Sale	01/18/12	09/28/12	264.39	211.83	0.00	52.56	
58.0000	Sale	01/18/12	12/31/12	1,944.40	1,755.20	0.00	189.20	
	Security Subtotal			***2,738.49***	***2,368.29***	***0.00***	***370.20***	

HABERMAN/FAMILY/FOUNDATION

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
ACTIVISION BLIZZARD INC		*CUSIP Number*	*00507V109*					
109.0000	Sale	07/15/11	02/10/12	1,352.09	1,298.96	0.00	53 13	
3 0000	Sale	07/27/11	02/10/12	37 21	35.79	0.00	1.42	
127.0000	Sale	08/01/11	02/10/12	1,575 39	1,502.87	0 00	72.52	
	Security Subtotal			***2,964.69***	***2,837.62***	***0.00***	***127.07***	
AMGEN INC COM PV $0.0001		*CUSIP Number*	*031162100*					
18 0000	Sale	01/18/12	08/02/12	1,453 46	1,245.24	0 00	208.22	
ANADARKO PETE CORP		*CUSIP Number*	*032511107*					
18.0000	Sale	11/17/11	11/01/12	1,262.98	1,400 40	0 00	(137.42)	
BLACKROCK INC		*CUSIP Number*	*09247X101*					
15.0000	Sale	10/04/11	04/17/12	3,031.76	2,113.43	0.00	918.33	
15 0000	Sale	05/22/12	06/15/12	2,624.94	2,442.95	0.00	181.99	
	Security Subtotal			***5,656.70***	***4,556.38***	***0.00***	***1,100.32***	
BERKSHIRE HATHAWAYINC		*CUSIP Number*	*084670702*					
23.0000	Sale	01/18/12	08/30/12	1,936.78	1,803.20	0 00	133.58	
8.0000	Sale	06/21/12	08/30/12	673.67	655.03	0.00	18.64	
31.0000	Sale	06/21/12	09/28/12	2,738.22	2,538 26	0 00	199.96	
	Security Subtotal			***5,348.67***	***4,996.49***	***0.00***	***352.18***	
BOSTON SCIENTIFIC CORP		*CUSIP Number*	*101137107*					
335 0000	Sale	04/20/12	07/26/12	1,680.92	1,987.56	0.00	(306.64)	
96.0000	Sale	05/23/12	07/26/12	481.69	556.75	0.00	(75.06)	
213 0000	Sale	05/30/12	07/26/12	1,068.78	1,244.22	0 00	(175.44)	
	Security Subtotal			***3,231.39***	***3,788.53***	***0.00***	***(557.14)***	
BRISTOL-MYERS SQUIBB CO		*CUSIP Number*	*110122108*					
69 0000	Sale	06/06/11	02/22/12	2,235.57	1,925 94	0.00	309 63	
CARDINAL HEALTH INC OHIO		*CUSIP Number*	*14149Y108*					
34.0000	Sale	08/01/12	09/04/12	1,350.58	1,455.67	0 00	(105.09)	
7 0000	Sale	08/01/12	09/06/12	275 79	299.70	0.00	(23.91)	
20.0000	Sale	08/01/12	09/07/12	787.99	856.27	0 00	(68.28)	
	Security Subtotal			***2,414.36***	***2,611.64***	***0.00***	***(197.28)***	

HABERMAN/FAMILY/FOUNDATION

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
CONSOL ENERGY INC COM		*CUSIP Number*	*20854P109*					
28.0000	Sale	08/28/12	10/22/12	1,037.00	892.27	0.00	144.73	
35.0000	Sale	08/28/12	12/31/12	1,120.76	1,115.33	0.00	5.43	
	Security Subtotal			***2,157.76***	***2,007.60***	***0.00***	***150.16***	
CHEVRON CORP		*CUSIP Number*	*166764100*					
8.0000	Sale	03/21/11	02/24/12	871.98	839.64	0.00	32.34	
17.0000	Sale	07/07/11	05/22/12	1,684.24	1,814.60	0.00	(130.36)	
	Security Subtotal			***2,556.22***	***2,654.24***	***0.00***	***(98.02)***	
CENTERPOINT ENERGY INC		*CUSIP Number*	*15189T107*					
37.0000	Sale	06/18/12	09/06/12	771.45	762.11	0.00	9.34	
87.0000	Sale	06/19/12	09/06/12	1,813.96	1,792.20	0.00	21.76	
	Security Subtotal			***2,585.41***	***2,554.31***	***0.00***	***31.10***	
CAMERON INTL CORP		*CUSIP Number*	*13342B105*					
23.0000	Sale	11/01/11	04/20/12	1,149.97	1,078.28	0.00	71.69	
16.0000	Sale	11/01/11	04/26/12	799.98	750.10	0.00	49.88	
	Security Subtotal			***1,949.95***	***1,828.38***	***0.00***	***121.57***	
CME GROUP INC		*CUSIP Number*	*12572Q105*					
45.0000	Sale	03/30/12	08/07/12	2,386.18	2,618.96	0.00	(232.78)	
DEVON ENERGY CORP NEW		*CUSIP Number*	*25179M103*					
8.0000	Sale	03/05/12	10/10/12	489.45	576.00	0.00	(86.55)	
10.0000	Sale	03/05/12	10/11/12	611.14	720.00	0.00	(108.86)	
	Security Subtotal			***1,100.59***	***1,296.00***	***0.00***	***(195.41)***	
DOMINION RES INC NEW VA		*CUSIP Number*	*25746U109*					
48.0000	Sale	12/28/11	06/29/12	2,595.74	2,546.32	0.00	49.42	
DR PEPPER SNAPPLE GROUP		*CUSIP Number*	*26138E109*					
23.0000	Sale	05/30/12	09/28/12	1,023.65	938.40	0.00	85.25	
25.0000	Sale	05/30/12	10/01/12	1,115.35	1,020.00	0.00	95.35	
14.0000	Sale	06/01/12	10/01/12	624.60	571.20	0.00	53.40	
	Security Subtotal			***2,763.60***	***2,529.60***	***0.00***	***234.00***	
EXXON MOBIL CORP COM		*CUSIP Number*	*30231G102*					
14.0000	Sale	10/31/11	06/01/12	1,091.98	1,105.83	0.00	(13.85)	

HABERMAN/FAMILY/FOUNDATION

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3 Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
EXELON_CORPORATION		CUSIP Number	30161N101					
25.0000	Sale	01/18/12	08/28/12	926.91	987.58	0.00	(60 67)	
35.0000	Sale	01/18/12	09/07/12	1,260.56	1,382 60	0 00	(122.04)	
36.0000	Sale	03/02/12	09/07/12	1,296.58	1,399.94	0.00	(103.36)	
	Security Subtotal			**3,484.05**	**3,770.12**	**0.00**	**(286.07)**	
FIRSTENERGY CORP		CUSIP Number	337932107					
59.0000	Sale	03/30/12	10/04/12	2,655.00	2,691.01	0.00	(36 01)	
FREEPRT-MCMRAN CPR & GLD		CUSIP Number	35671D857					
2.0000	Sale	07/27/11	04/17/12	76.00	109.14	0.00	(33.14)	
2.0000	Sale	08/01/11	04/17/12	76 00	106.42	0 00	(30.42)	
15.0000	Sale	07/09/12	12/06/12	465.45	517.97	0.00	(52.52)	
10.0000	Sale	07/10/12	12/06/12	310.30	345 80	0.00	(35 50)	
15.0000	Sale	08/24/12	12/06/12	465.45	540.48	0.00	(75.03)	
38.0000	Sale	08/27/12	12/06/12	1,179 16	1,368 61	0.00	(189 45)	
27.0000	Sale	09/28/12	12/06/12	837.83	1,068.94	0.00	(231.11)	
23 0000	Sale	12/03/12	12/06/12	713.71	885.05	0.00	(171.34)	
	Security Subtotal			**4,123.90**	**4,942.41**	**0.00**	**(818.51)**	
FEDEX CORP DELAWARE COM		CUSIP Number	31428X106					
4.0000	Sale	06/27/12	09/11/12	355.99	351.20	0.00	4.79	
15.0000	Sale	06/27/12	09/12/12	1,335.15	1,317 00	0.00	18 15	
	Security Subtotal			**1,691.14**	**1,668.20**	**0.00**	**22.94**	
FIFTH THIRD BANCORP		CUSIP Number	316773100					
146.0000	Sale	03/02/12	04/25/12	2,096.36	2,007.66	0 00	88.70	
GRACE W.R. & CO (NEW		CUSIP Number	38388F108					
12.0000	Sale	09/05/12	10/24/12	733 21	703.20	0.00	30.01	
22.0000	Sale	09/05/12	10/25/12	1,357.39	1,289.20	0 00	68 19	
	Security Subtotal			**2,090.60**	**1,992.40**	**0.00**	**98.20**	
GOOGLE INC CL A		CUSIP Number	38259P508					
4.0000	Sale	09/23/11	05/25/12	2,359.97	2,078.45	0.00	281.52	
GENERAL MOTORS CO		CUSIP Number	37045V100					
55 0000	Sale	04/20/12	08/01/12	1,100.24	1,308.99	0 00	(208.75)	

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a. Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
HALLIBURTON COMPANY		*CUSIP Number*	*406216101*					
75 0000	Sale	09/30/11	02/21/12	2,776.89	2,298.95	0 00	477.94	
HESS CORP		*CUSIP Number*	*42809H107*					
40.0000	Sale	02/21/12	07/27/12	1,924.61	2,620.11	0.00	(695 50)	
HCA HOLDINGS INC SHS		*CUSIP Number*	*40412C101*					
91.0000	Sale	11/06/12	11/07/12	3,093 68	2,798 86	0.00	294.82	
HEWLETT PACKARD CO DEL		*CUSIP Number*	*428236103*					
90.0000	Sale	02/08/12	10/03/12	1,385.79	2,649.05	0.00	(1,263 26)	
37.0000	Sale	04/20/12	10/03/12	569.72	916 00	0.00	(346.28)	
	Security Subtotal			***1,955.51***	***3,565.05***	***0.00***	***(1,609.54)***	
INTEL CORP		*CUSIP Number*	*458140100*					
62.0000	Sale	07/15/11	05/11/12	1,717.77	1,388.15	0.00	329 62	
JOHNSON AND JOHNSON COM		*CUSIP Number*	*478160104*					
15.0000	Sale	01/18/12	10/16/12	1,038.53	976 05	0.00	62.48	
KLA TENCOR CORP PV$0.001		*CUSIP Number*	*482480100*					
13.0000	Sale	11/07/11	05/08/12	649.99	608.27	0 00	41.72	
8.0000	Sale	11/07/11	05/09/12	400.01	374.32	0.00	25 69	
	Security Subtotal			***1,050.00***	***982.59***	***0.00***	***67.41***	
KEYCORP NEW COM		*CUSIP Number*	*493267108*					
165.0000	Sale	01/26/12	03/02/12	1,332 21	1,303.43	0.00	28.78	
167 0000	Sale	01/30/12	03/02/12	1,348.37	1,302.60	0.00	45.77	
	Security Subtotal			***2,680.58***	***2,606.03***	***0.00***	***74.55***	
KROGER CO		*CUSIP Number*	*501044101*					
49.0000	Sale	08/16/11	07/27/12	1,073.91	1,131.77	0.00	(57.86)	
110 0000	Sale	01/18/12	07/27/12	2,410.83	2,659 38	0.00	(248 55)	
	Security Subtotal			***3,484.74***	***3,791.15***	***0.00***	***(306.41)***	
LOCKHEED MARTIN CORP		*CUSIP Number*	*539830109*					
9.0000	Sale	01/18/12	01/31/12	738.13	736.20	0.00	1.93	
LAS VEGAS SANDS CORP		*CUSIP Number*	*517834107*					
42.0000	Sale	01/18/12	03/30/12	2,411 59	1,966.06	0.00	445.53	

HABERMAN/FAMILY/FOUNDATION

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a Amount	3 Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
ELI LILLY & CO		*CUSIP Number*	*532457108*					
30 0000	Sale	05/10/11	03/30/12	1,206 03	1,158.74	0 00	47.29	
6.0000	Sale	05/10/11	03/30/12	241.20	227.36	0.00 (Y)	13 84	
24.0000	Sale	06/06/11	03/30/12	964.83	890 32	0.00	74.51	
1.0000	Sale	07/27/11	03/30/12	40.21	38.01	0.00	2.20	
	Security Subtotal			***2,452.27***	***2,314.43***	***0.00***	***137.84***	
MONSANTO CO NEW DEL COM		*CUSIP Number*	*61166W101*					
15.0000	Sale	07/07/11	05/23/12	1,065.06	1,121.48	0.00	(56.42)	
MERCK AND CO INC SHS		*CUSIP Number*	*58933Y105*					
22.0000	Sale	11/17/11	06/01/12	818.18	763.40	0.00	54.78	
MEDTRONIC INC COM		*CUSIP Number*	*585055106*					
72 0000	Sale	12/02/11	05/08/12	2,736.11	2,489.31	0 00	246.80	
MICRON TECHNOLOGY INC		*CUSIP Number*	*595112103*					
182 0000	Sale	10/25/11	02/21/12	1,492 37	1,001.00	0.00	491.37	
NEWS CORP CL B		*CUSIP Number*	*65248E203*					
52.0000	Sale	10/13/11	06/27/12	1,182.57	883.30	0.00	299.27	
34 0000	Sale	10/13/11	07/03/12	781 98	577 55	0.00	204 43	
56.0000	Sale	10/13/11	10/11/12	1,378.53	951.25	0.00	427.28	
	Security Subtotal			***3,343.08***	***2,412.10***	***0.00***	***930.98***	
ORACLE CORP $0.01 DEL		*CUSIP Number*	*68389X105*					
80.0000	Sale	11/28/11	02/17/12	2,299.18	2,392.00	0 00	(92.82)	
PNC FINCL SERVICES GROUP		*CUSIP Number*	*693475105*					
49 0000	Sale	11/23/11	08/03/12	2,943.37	2,442.16	0 00	501.21	
J C PENNEY CO COM		*CUSIP Number*	*708160106*					
46.0000	Sale	06/11/12	08/16/12	1,104.13	1,139.68	0.00	(35.55)	
55 0000	Sale	06/11/12	10/26/12	1,376.01	1,362.65	0 00	13.36	
	Security Subtotal			***2,480.14***	***2,502.33***	***0.00***	***(22.19)***	
PEPSICO INC		*CUSIP Number*	*713448108*					
26.0000	Sale	05/09/12	10/26/12	1,794.18	1,708.20	0 00	85.98	

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2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
POTASH CORP SASKATCHEWAN		*CUSIP Number*	*73755L107*					
13.0000	Sale	07/09/12	08/06/12	559.04	582.28	23.24 (W)	0 00	
19.0000	Sale	07/09/12	10/17/12	789 00	851.03	0.00	(62.03)	
13.0000	Sale	07/09/12	10/17/12	539.85	607.71	0.00 (Y)	(67.86)	
11.0000	Sale	07/10/12	10/17/12	456.80	494.55	0.00	(37 75)	
	Security Subtotal			***2,344.69***	***2,535.57***	***23.24***	***(167.64)***	
PROCTER & GAMBLE CO		*CUSIP Number*	*742718109*					
37 0000	Sale	01/18/12	02/09/12	2,367.95	2,442.85	0.00	(74.90)	
40.0000	Sale	04/25/12	06/27/12	2,399.94	2,673.80	0.00	(273.86)	
2.0000	Sale	04/30/12	06/27/12	120.00	127.12	0 00	(7.12)	
42.0000	Sale	04/30/12	07/02/12	2,561.94	2,669.52	0.00	(107.58)	
1.0000	Sale	05/23/12	07/02/12	61 00	62.90	0.00	(1.90)	
42 0000	Sale	05/23/12	07/09/12	2,587.18	2,641.80	0 00	(54.62)	
	Security Subtotal			***10,098.01***	***10,617.99***	***0.00***	***(519.98)***	
STATE STREET CORP		*CUSIP Number*	*857477103*					
20.0000	Sale	01/18/12	08/24/12	827.32	802 09	0.00	25 23	
55.0000	Sale	01/18/12	08/31/12	2,286.40	2,205.73	0.00	80.67	
	Security Subtotal			***3,113.72***	***3,007.82***	***0.00***	***105.90***	
SEMPRA ENERGY		*CUSIP Number*	*816851109*					
18.0000	Sale	01/18/12	07/13/12	1,242.01	998.66	0.00	243.35	
18.0000	Sale	01/18/12	09/10/12	1,201.38	998.66	0 00	202.72	
	Security Subtotal			***2,443.39***	***1,997.32***	***0.00***	***446.07***	
SYMANTEC CORP COM		*CUSIP Number*	*871503108*					
115.0000	Sale	01/18/12	04/25/12	1,872.20	1,898.22	0 00	(26.02)	
TARGET CORP COM		*CUSIP Number*	*87612E106*					
25 0000	Sale	09/23/11	05/08/12	1,379.24	1,223.74	0 00	155.50	
3M COMPANY		*CUSIP Number*	*88579Y101*					
14.0000	Sale	03/30/11	01/03/12	1,175 97	1,293.53	0.00	(117.56)	
1.0000	Sale	07/27/11	01/03/12	83.99	88 15	0.00	(4 16)	
14.0000	Sale	08/16/11	01/03/12	1,175.99	1,147.69	0 00	28.30	
3.0000	Sale	10/18/11	01/03/12	252.00	232.18	0.00	19 82	
15.0000	Sale	10/18/11	01/12/12	1,261.30	1,160.89	0 00	100.41	
	Security Subtotal			***3,949.25***	***3,922.44***	***0.00***	***26.81***	

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2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
UNITED PARCEL SVC CL B		*CUSIP Number*	*911312106*					
1.0000	Sale	11/07/11	07/31/12	75.99	69.76	0.00	6.23	
10.0000	Sale	11/07/11	08/03/12	760.20	697.60	0.00	62.60	
14.0000	Sale	11/07/11	08/07/12	1,065.04	976.64	0.00	88.40	
15.0000	Sale	04/10/12	08/07/12	1,141.13	1,181.99	0 00	(40.86)	
	Security Subtotal			***3,042.36***	***2,925.99***	***0.00***	***116.37***	
UNITED STS STL CORP NEW		*CUSIP Number*	*912909108*					
86 0000	Sale	02/08/12	03/30/12	2,530 83	2,657.27	0.00	(126.44)	
VERIZON COMMUNICATNS COM		*CUSIP Number*	*92343V104*					
64.0000	Sale	01/18/12	06/11/12	2,733 13	2,482.90	0 00	250.23	
Covered Short Term Capital Gains and Losses Subtotal				**151,274.15**	**148,326.63**	**23.24**	**2,970.76**	

NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
TELEFONICA EMISIO 3.99% 16		*CUSIP Number*	*87938WAN3*					
1000 0000	Sale	08/02/11	05/18/12	938 25	1,003.74	0.00	(65.49)	
1000.0000	Sale	08/02/11	05/22/12	933.30	1,003.74	0.00	(70.44)	
	Security Subtotal			***1,871.55***	***2,007.48***	***0.00***	***(135.93)***	
US TSY 2.625% DEC 31 2014		*CUSIP Number*	*912828ME7*					
1000.0000	Sale	07/15/11	01/09/12	1,066 17	1,053.52	0.00	12.65	
1000.0000	Sale	09/30/11	01/09/12	1,066.17	1,062.97	0 00	3.20	
1000 0000	Sale	11/01/11	01/09/12	1,066 18	1,065.06	0.00	1.12	
	Security Subtotal			***3,198.52***	***3,181.55***	***0.00***	***16.97***	
US TSY 0.875% APR 30 2017		*CUSIP Number*	*912828SS0*					
2000.0000	Sale	05/31/12	10/03/12	2,030.00	2,019.81	0.00	10 19	
2000.0000	Sale	06/29/12	10/24/12	2,015.62	2,014 20	0.00	1.42	
2000.0000	Sale	07/31/12	10/24/12	2,015.63	2,028 27	0.00	(12.64)	
	Security Subtotal			***6,061.25***	***6,062.28***	***0.00***	***(1.03)***	
US TSY 4.500% FEB 15 2016		*CUSIP Number*	*912828EW6*					
1000.0000	Sale	01/10/11	01/09/12	1,155.16	1,100 56	0.00	54 60	

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2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3 Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
US TSY 1.375% FEB 15 2012		*CUSIP Number*	*912828KC3*					
2000.0000	Sale	08/02/11	02/15/12	2,000.00	2,013.12	0.00	(13.12)	
US TSY 2.500% MAR 31 2013		*CUSIP Number*	*912828HV5*					
2000 0000	Sale	09/28/12	11/30/12	2,015.46	2,023.28	0 00	(7.82)	
US TSY 1.500% JUL 15 2012		*CUSIP Number*	*912828LB4*					
1000 0000	Sale	09/30/11	05/31/12	1,001.68	1,010.43	0.00	(8.75)	
1000.0000	Sale	09/30/11	06/29/12	1,000.47	1,010 43	0 00	(9.96)	
1000.0000	Sale	09/30/11	07/16/12	1,000.00	1,010.43	0.00	(10.43)	
	Security Subtotal			***3,002.15***	***3,031.29***	***0.00***	***(29.14)***	
US TSY 2.750% NOV 30 2016		*CUSIP Number*	*912828MA5*					
1000.0000	Sale	02/01/11	01/09/12	1,091.87	1,016.71	0.00	75 16	
4000.0000	Sale	04/29/11	01/09/12	4,367 51	4,099.01	0 00	268.50	
	Security Subtotal			***5,459.38***	***5,115.72***	***0.00***	***343.66***	
US TSY 3.125% MAY 15 2021		*CUSIP Number*	*912828QN3*					
2000.0000	Sale	06/15/11	02/09/12	2,212.27	2,022.91	0.00	189.36	
Noncovered Short Term Capital Gains and Losses Subtotal				**26,975.74**	**26,558.19**	**0.00**	**417.55**	
NET SHORT TERM CAPITAL GAINS AND LOSSES				**178,249.89**	**174,884.82**	**23.24**	**3,388.31**	

LONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.

COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3 Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
AT&T INC		*CUSIP Number*	*00206R102*					
39 0000	Sale	09/23/11	09/28/12	1,472.96	1,075.22	0.00	397.74	
AMGEN INC COM PV $0.0001		*CUSIP Number*	*031162100*					
16.0000	Sale	01/07/11	08/02/12	1,291.96	914.53	0.00	377 43	
CHEVRON CORP		*CUSIP Number*	*166764100*					
4.0000	Sale	03/21/11	05/22/12	396 29	419 82	0.00	(23 53)	
1.0000	Sale	04/18/11	05/22/12	99.07	110.22	0.00 (Y)	(11.15)	
	Security Subtotal			***495.36***	***530.04***	***0.00***	***(34.68)***	

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2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
COLGATE PALMOLIVE		*CUSIP Number*	*194162103*					
6 0000	Sale	04/27/11	09/28/12	644.06	485.38	0 00	158.68	
13.0000	Sale	04/27/11	10/26/12	1,352.00	1,051.66	0.00	300 34	
	Security Subtotal			***1,996.06***	***1,537.04***	***0.00***	***459.02***	
FREEPRT-MCMRAN CPR & GLD		*CUSIP Number*	*35671D857*					
9.0000	Sale	03/09/11	04/12/12	341.99	443.54	0.00	(101.55)	
12.0000	Sale	03/30/11	04/12/12	455 99	521 74	0.00 (Y)	(65.75)	
8.0000	Sale	03/30/11	04/17/12	303.99	347.83	0.00 (Y)	(43 84)	
48.0000	Sale	08/01/11	12/06/12	1,489 45	2,553 98	0 00	(1,064.53)	
	Security Subtotal			***2,591.42***	***3,867.09***	***0.00***	***(1,275.67)***	
KIMBERLY CLARK		*CUSIP Number*	*494368103*					
14.0000	Sale	05/10/11	06/22/12	1,135.73	946.73	0.00	189 00	
4.0000	Sale	05/10/11	06/22/12	324.49	272 83	0.00 (Y)	51.66	
16.0000	Sale	06/06/11	06/22/12	1,298.00	1,058.28	0.00	239 72	
	Security Subtotal			***2,758.22***	***2,277.84***	***0.00***	***480.38***	
METLIFE INC COM		*CUSIP Number*	*59156R108*					
19.0000	Sale	07/27/10	12/13/12	648.39	647.11	0.00 (Y)	1.28	
5 0000	Sale	07/27/10	12/13/12	170.62	167.98	0.00 (Y)	2.64	
2.0000	Sale	07/27/11	12/13/12	68.25	79.14	0.00	(10.89)	
30.0000	Sale	09/23/11	12/13/12	1,023.79	806.31	0.00	217 48	
	Security Subtotal			***1,911.05***	***1,700.54***	***0.00***	***210.51***	
US BANCORP (NEW)		*CUSIP Number*	*902973304*					
56.0000	Sale	08/16/11	12/31/12	1,780.37	1,245.03	0.00	535.34	
VERIZON COMMUNICATNS COM		*CUSIP Number*	*92343V104*					
37.0000	Sale	06/06/11	06/11/12	1,580.08	1,302 31	0.00	277.77	
Covered Long Term Capital Gains and Losses Subtotal				**15,877.48**	**14,449.64**	**0.00**	**1,427.84**	

NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
AMERICAN EXPRESS 6.15% 17		*CUSIP Number*	*025816AX7*					
1000.0000	Sale	08/30/07	05/18/12	1,175 00	1,010 78	0.00	164.22	

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1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
ABBOTT LABORATORI 5 87% 16		*CUSIP Number*	*002824AT7*					
1000.0000	Sale	12/13/07	05/18/12	1,179.00	1,017 67	0.00	161 33	
2000.0000	Sale	12/13/07	11/13/12	2,366.96	2,031.51	0.00	335.45	
	Security Subtotal			***3,545.96***	***3,049.18***	***0.00***	***496.78***	
BEAR STEARNS CO 5.35% 2012		*CUSIP Number*	*073902PP7*					
1000.0000	Sale	02/15/07	02/01/12	1,000.00	1,000.00	0 00	0.00	
IBM CORP 4.75%NOV29 12		*CUSIP Number*	*459200BA8*					
2000.0000	Sale	02/27/08	11/29/12	2,000.00	2,000.00	0 00	0.00	
1000 0000	Sale	08/02/11	11/29/12	1,000.00	1,000.00	0.00	0.00	
	Security Subtotal			***3,000.00***	***3,000.00***	***0.00***	***0.00***	
CVS CAREMARK CORP 5.75% 17		*CUSIP Number*	*126650BH2*					
2000.0000	Sale	08/06/07	12/27/12	2,363.76	1,927.23	0.00	436.53	
JOHN DEERE CAP 7.00% 2012		*CUSIP Number*	*244217BG9*					
2000.0000	Sale	01/17/08	03/15/12	2,000.00	2,000.00	0.00	0.00	
US TSY 3.125% MAY 15 2019		*CUSIP Number*	*912828KQ2*					
1000.0000	Sale	10/30/09	01/09/12	1,118.44	978.36	0.00	140.08	
1000.0000	Sale	12/31/09	01/11/12	1,120.82	946.29	0 00	174.53	
2000.0000	Sale	12/31/09	05/18/12	2,268.90	1,892.59	0.00	376 31	
1000.0000	Sale	02/01/10	05/18/12	1,134.45	962.31	0.00	172.14	
	Security Subtotal			***5,642.61***	***4,779.55***	***0.00***	***863.06***	
US TSY 4.250% SEP 30 2012		*CUSIP Number*	*912828HE3*					
3000.0000	Sale	09/24/09	08/14/12	3,015 47	3,010 63	0.00	4.84	
2000.0000	Sale	09/24/09	09/11/12	2,003.98	2,002.78	0.00	1.20	
4000.0000	Sale	09/24/09	10/01/12	4,000 00	4,000.00	0.00	0.00	
7000.0000	Sale	09/25/09	10/01/12	7,000.00	7,000.00	0.00	0.00	
9000.0000	Sale	09/28/09	10/01/12	9,000.00	9,000 00	0.00	0 00	
	Security Subtotal			***25,019.45***	***25,013.41***	***0.00***	***6.04***	
GENERAL ELEC CAP CORP		*CUSIP Number*	*36962G3K8*					
3000.0000	Sale	05/01/08	10/19/12	3,000 00	3,000 00	0.00	0 00	

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1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
AT&T INC		*CUSIP Number*	*00206R102*					
46 0000	Sale	11/19/08	06/04/12	1,563.98	1,182 20	0.00	381.78	
17.0000	Sale	03/13/09	06/04/12	578.00	414.07	0.00	163 93	
25.0000	Sale	03/13/09	06/11/12	867.92	608 93	0 00	258.99	
7 0000	Sale	03/13/09	06/28/12	247.79	170.50	0.00	77.29	
5.0000	Sale	10/09/09	06/28/12	177.00	128.45	0 00	48.55	
34 0000	Sale	10/09/09	06/29/12	1,213.77	873.46	0.00	340 31	
2.0000	Sale	10/09/09	08/01/12	76.47	51 38	0.00	25.09	
23 0000	Sale	07/27/10	08/01/12	879.51	604.09	0.00	275 42	
	Security Subtotal			***5,604.44***	***4,033.08***	***0.00***	***1,571.36***	
AMGEN INC COM PV $0 0001		*CUSIP Number*	*031162100*					
1.0000	Sale	07/01/10	06/22/12	71.99	51.29	0 00	20 70	
14.0000	Sale	07/27/10	06/22/12	1,008.00	764 40	0.00	243.60	
4.0000	Sale	11/04/10	06/22/12	288.00	222.82	0.00	65.18	
10.0000	Sale	11/04/10	08/02/12	807.47	557 05	0.00	250.42	
	Security Subtotal			***2,175.46***	***1,595.56***	***0.00***	***579.90***	
APACHE CORP		*CUSIP Number*	*037411105*					
9.0000	Sale	10/06/08	07/26/12	764.98	723.35	0.00	41.63	
8.0000	Sale	06/30/09	07/26/12	679 98	575.48	0.00	104 50	
3.0000	Sale	07/27/10	07/26/12	255.00	283.86	0.00	(28.86)	
	Security Subtotal			***1,699.96***	***1,582.69***	***0.00***	***117.27***	
COLGATE PALMOLIVE		*CUSIP Number*	*194162103*					
9.0000	Sale	10/29/10	07/31/12	968.61	684.43	0.00	284.18	
5.0000	Sale	10/29/10	09/28/12	536 70	380.24	0.00	156 46	
	Security Subtotal			***1,505.31***	***1,064.67***	***0.00***	***440.64***	
EXXON MOBIL CORP COM		*CUSIP Number*	*30231G102*					
12.0000	Sale	11/19/08	02/21/12	1,037.98	899.64	0.00	138.34	
4.0000	Sale	09/22/09	02/21/12	345.99	279.67	0.00	66.32	
3.0000	Sale	10/09/09	02/21/12	259.50	207 00	0.00	52 50	
5.0000	Sale	10/09/09	06/01/12	389 99	345.00	0 00	44.99	
17.0000	Sale	07/27/10	06/01/12	1,325.97	1,032 18	0.00	293 79	
	Security Subtotal			***3,359.43***	***2,763.49***	***0.00***	***595.94***	

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2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
INTL BUSINESS MACHINES		*CUSIP Number*	*459200101*					
4.0000	Sale	10/28/09	01/17/12	726.36	483.99	0.00	242 37	
4.0000	Sale	07/27/10	01/17/12	726 37	514 80	0.00	211.57	
	Security Subtotal			***1,452.73***	***998.79***	***0.00***	***453.94***	
JOHNSON AND JOHNSON COM		*CUSIP Number*	*478160104*					
4 0000	Sale	10/22/09	06/27/12	268.57	241.55	0.00	27 02	
7.0000	Sale	11/11/09	06/27/12	470.01	425 59	0.00	44.42	
6 0000	Sale	11/11/09	10/16/12	415.40	364.80	0.00	50.60	
7.0000	Sale	07/27/10	10/16/12	484.64	407 80	0.00	76.84	
	Security Subtotal			***1,638.62***	***1,439.74***	***0.00***	***198.88***	
LOCKHEED MARTIN CORP		*CUSIP Number*	*539830109*					
1.0000	Sale	08/06/09	01/31/12	82.01	74.32	0.00	7.69	
4.0000	Sale	10/09/09	01/31/12	328.05	300.68	0.00	27 37	
7 0000	Sale	01/12/10	01/31/12	574.09	531.98	0 00	42.11	
12.0000	Sale	07/27/10	01/31/12	984.15	899.28	0.00	84.87	
	Security Subtotal			***1,968.30***	***1,806.26***	***0.00***	***162.04***	
OCCIDENTAL PETE CORP CAL		*CUSIP Number*	*674599105*					
7.0000	Sale	11/19/08	12/27/12	535.97	328.02	0.00	207.95	
15.0000	Sale	07/27/10	12/27/12	1,148.53	1,196 25	0.00	(47 72)	
	Security Subtotal			***1,684.50***	***1,524.27***	***0.00***	***160.23***	
PHILIP MORRIS INTL INC		*CUSIP Number*	*718172109*					
29.0000	Sale	05/28/10	01/23/12	2,153.97	1,280.24	0.00	873.73	
5.0000	Sale	07/27/10	01/23/12	371.38	256.00	0.00	115.38	
	Security Subtotal			***2,525.35***	***1,536.24***	***0.00***	***989.11***	
PFIZER INC		*CUSIP Number*	*717081103*					
8 0000	Sale	06/30/09	05/09/12	181.75	120.49	0 00	61.26	
31.0000	Sale	07/22/09	05/09/12	704 30	499.71	0.00	204.59	
11.0000	Sale	03/04/10	05/09/12	249.92	190.41	0.00	59.51	
3.0000	Sale	03/04/10	07/02/12	68 99	51.93	0 00	17.06	
67.0000	Sale	03/25/10	07/02/12	1,540.97	1,172.16	0.00	368.81	
22.0000	Sale	04/15/10	07/02/12	505 99	374.28	0 00	131.71	
33.0000	Sale	05/26/10	07/02/12	758.99	505.23	0.00	253.76	
32.0000	Sale	05/26/10	09/07/12	779 18	489.92	0 00	289.26	
9 0000	Sale	05/26/10	09/19/12	219.15	137.79	0.00	81 36	

HABERMAN/FAMILY/FOUNDATION

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
PFIZER INC		*CUSIP Number*	*717081103*					
13.0000	Sale	06/30/10	09/19/12	316.55	186.96	0.00	129 59	
10.0000	Sale	06/30/10	09/20/12	243 49	143 82	0 00	99.67	
	Security Subtotal			***5,569.28***	***3,872.70***	***0.00***	***1,696.58***	
STATE STREET CORP		*CUSIP Number*	*857477103*					
15.0000	Sale	07/27/10	08/24/12	620.49	586.35	0.00	34 14	
SYMANTEC CORP COM		*CUSIP Number*	*871503108*					
27.0000	Sale	07/29/10	04/25/12	439.56	353.35	0 00	86.21	
43.0000	Sale	07/30/10	04/25/12	700.04	553.41	0.00	146 63	
	Security Subtotal			***1,139.60***	***906.76***	***0.00***	***232.84***	
TRAVELERS COS INC		*CUSIP Number*	*89417E109*					
11.0000	Sale	05/07/10	06/29/12	699.67	550.11	0.00	149 56	
12.0000	Sale	08/24/10	06/29/12	763.28	592.60	0.00	170.68	
	Security Subtotal			***1,462.95***	***1,142.71***	***0.00***	***320.24***	
TIME WARNER INC SHS		*CUSIP Number*	*887317303*					
12 0000	Sale	03/18/09	04/25/12	443.98	210.42	0.00	233.56	
20.0000	Sale	04/03/09	04/25/12	739.98	407 20	0.00	332 78	
30 0000	Sale	04/27/09	04/25/12	1,109.97	597.91	0 00	512.06	
20.0000	Sale	04/30/09	04/25/12	739 99	414.30	0.00	325.69	
9.0000	Sale	07/27/10	04/25/12	333.00	285.03	0.00	47.97	
	Security Subtotal			***3,366.92***	***1,914.86***	***0.00***	***1,452.06***	
US BANCORP (NEW)		*CUSIP Number*	*902973304*					
12.0000	Sale	01/14/09	10/26/12	396.77	257.40	0 00	139.37	
25.0000	Sale	09/16/09	10/26/12	826.62	552.51	0.00	274.11	
12.0000	Sale	07/27/10	10/26/12	396.78	292 40	0.00	104 38	
2.0000	Sale	07/27/10	12/31/12	63.58	48.73	0.00	14.85	
	Security Subtotal			***1,683.75***	***1,151.04***	***0.00***	***532.71***	
VERIZON COMMUNICATNS COM		*CUSIP Number*	*92343V104*					
17.0000	Sale	11/19/08	06/11/12	725.98	438.98	0 00	287 00	
13 0000	Sale	10/09/09	06/11/12	555.16	355.20	0.00	199.96	
8 0000	Sale	07/27/10	06/11/12	341.64	228 77	0.00	112 87	
	Security Subtotal			***1,622.78***	***1,022.95***	***0.00***	***599.83***	

HABERMAN/FAMILY/FOUNDATION

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
WAL-MART STORES INC		*CUSIP Number*	*931142103*					
4.0000	Sale	06/02/09	06/08/12	271.99	201.36	0 00	70.63	
8 0000	Sale	08/25/09	06/08/12	543 98	419.03	0.00	124.95	
12.0000	Sale	09/11/09	06/08/12	815.99	608.87	0.00	207.12	
4 0000	Sale	09/11/09	06/27/12	273 99	202.96	0.00	71.03	
6.0000	Sale	10/09/09	06/27/12	410.99	299 28	0 00	111.71	
8.0000	Sale	07/27/10	06/27/12	547.99	407.97	0.00	140.02	
	Security Subtotal			***2,864.93***	***2,139.47***	***0.00***	***725.46***	
Noncovered Long Term Capital Gains and Losses Subtotal				**88,691.58**	**75,861.78**	**0.00**	**12,829.80**	
NET LONG TERM CAPITAL GAINS AND LOSSES				**104,569.06**	**90,311.42**	**0.00**	**14,257.64**	

OTHER TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
CONOCOPHILLIPS 4 75% 2014		*CUSIP Number*	*CRP162512*					
2000 0000	Sale	08/02/11	08/17/12	2,116.48	2,196.42	0.00	N/C	
Other Transactions Subtotal				**2,116.48**	**2,196.42**	**0.00**		

TOTAL SALES PROCEEDS FOR CAPITAL GAINS AND LOSSES	**284,935.43**
TOTAL REPORTED SALES PROCEEDS	**284,935.43**

(Y) The gain or loss of this transaction includes an adjustment to basis for the disallowed loss amount on one or more previous "Wash Sales."

(W) This transaction has been identified as a "Wash Sale" based on IRS regulations. The Wash Sale Loss Disallowed column reflects the deferred loss amount. The cost basis of the related transaction(s) has been adjusted by the deferred loss amount from either the cost basis on purchases or proceeds from short sales Please refer to the instructions for Form 8949 for how to report the deferred loss amount and applicable adjustment code.

N/C Results may not be calculated for transactions which involve the amortization of premium, the repayment of principal, the sale of partnership interest, derivative products purchased in the secondary market, or the determination of ordinary income and/or capital items for discount and zero-coupon issues.

HARRIS ASSOCIATES L.P.

MANAGER'S APPRAISAL

HABERMAN FAMILY FOUNDATION

PF 5075-903578 ESL/A1S DSFIXB

December 31, 2012

Reporting Currency US Dollar
Accounting Method Highest Cost

Quantity	Symbol	Security	% Assets	Purchase Date	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L	Unit Income	Annual Income	Yield
COMMON STOCKS													
2,000 00	aig	American Intl Group	2 2	12-06-12	33 26	66,512 40	35 30	70,600 00	4,087 60	6 1	0 000	0 00	0 0
200 00	apa	Apache	0 5	02-27-09	60 42	12,084 00	78 50	15,700 00	3,616 00	29 9	0 800	160 00	1 0
400 00			1 0	10-04-11	75 36	30,144 84	78 50	31,400 00	1,255 16	4 2	0 800	320 00	1 0
600.00			**1.5**		**70.38**	**42,228.84**		**47,100.00**	**4,871.16**	**11.5**		**480.00**	**1.0**
2,400 00	amat	Applied Materials	0 9	03-31-10	13 67	32,799 52	11 44	27,456 00	-5,343 52	-16 3	0 400	960 00	3 5
1,200 00			0 4	06-02-10	12 72	15,261 72	11 44	13,728 00	-1,533 72	-10 0	0 400	480 00	3 5
1,400 00			0 5	10-21-10	11 94	16,715 50	11 44	16,016 00	-699 50	-4 2	0 400	560 00	3 5
5,000.00			**1.8**		**12.96**	**64,776.74**		**57,200.00**	**-7,576.74**	**-11.7**		**2,000.00**	**3.5**
400 00	bmy	Bristol-Myers Squibb	0 4	11-23-05	22 19	8,876 00	32 59	13,036 00	4,160 00	46 9	1 400	560 00	4 3
1,600 00			1 6	08-17-06	21 27	34,032 00	32 59	52,144 00	18,112 00	53 2	1 400	2,240 00	4 3
2,000.00			**2.0**		**21.45**	**42,908.00**		**65,180.00**	**22,272.00**	**51.9**		**2,800.00**	**4.3**
1,800 00	ccl	Carnival	2 1	02-15-12	30 39	54,703 00	36 77	66,186 00	11,483 00	21 0	1 000	1,800 00	2 7
400 00			0 5	03-28-12	32 26	12,904 20	36 77	14,708 00	1,803 80	14 0	1 000	400 00	2 7
2,200.00			**2.5**		**30.73**	**67,607.20**		**80,894.00**	**13,286.80**	**19.7**		**2,200.00**	**2.7**
467 00	cve	Cenovus Energy (US shs)	0 5	07-10-09	21 89	10,222 63	33 54	15,663 18	5,440 55	53 2	0 936	437 07	2 8
500 00			0 5	03-31-10	26 16	13,079 75	33 54	16,770 00	3,690 25	28 2	0 936	467 95	2 8
800 00			0 8	05-13-10	27 85	22,279 28	33 54	26,832 00	4,552 72	20 4	0 936	748 72	2 8
400 00			0 4	05-13-10	28 03	11,212 24	33 54	13,416 00	2,203 76	19 7	0 936	374 36	2 8
2,167.00			**2.3**		**26.21**	**56,793.90**		**72,681.18**	**15,887.28**	**28.0**		**2,028.10**	**2.8**
634 00	cag	ConAgra Foods	0 6	02-20-08	21 94	13,909 96	29 50	18,703 00	4,793 04	34 5	1 000	634 00	3 4
633 00			0 6	09-09-08	19 96	12,634 68	29 50	18,673 50	6,038 82	47 8	1 000	633 00	3 4
1,267.00			**1.2**		**20.95**	**26,544.64**		**37,376.50**	**10,831.86**	**40.8**		**1,267.00**	**3.4**
700 00	cov	Covidien	1 3	11-26-07	38 54	26,978 00	57 74	40,418 00	13,440 00	49 8	1 040	728 00	1 8
100 00			0 2	05-21-10	41 88	4,187 81	57 74	5,774 00	1,586 19	37 9	1 040	104 00	1 8
800.00			**1.5**		**38.96**	**31,165.81**		**46,192.00**	**15,026.19**	**48.2**		**832.00**	**1.8**
684 87	dtv	DIRECTV	1 1	08-07-83	0 35	236 47	50 16	34,353 18	34,116 71	14,427 5	0 000	0 00	0 0

HARRIS ASSOCIATES L.P.

MANAGER'S APPRAISAL

HABERMAN FAMILY FOUNDATION

PF 5075-903578 ESL/A1S DSFIXB

December 31, 2012

Reporting Currency US Dollar
Accounting Method Highest Cost

Quantity	Symbol	Security	% Assets	Purchase Date	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L	Unit Income	Annual Income	Yield
115 19			0 2	08-29-83	0 52	59 66	50 16	5.778 03	5.718 37	9.584 9	0 000	0 00	0 0
171 18			0 3	08-29-83	0 35	59 10	50 16	8.586 44	8.527 34	14.428 7	0 000	0 00	0 0
28 76			0 0	09-07-83	0 53	15 20	50 16	1.442 35	1.427 15	9.389 2	0 000	0 00	0 0
1,000.00			**1.6**		**0.37**	**370.43**		**50,160.00**	**49,789.57**	**13,441.0**		**0.00**	**0.0**
500 00	deo	Diageo ADR	1 8	09-10-03	42 64	21.320 00	116 58	58.290 00	36.970 00	173 4	2 254	1.127 20	1 9
500 00	disck	Discovery Comm Cl C	0 9	08-08-08	15 90	7.950 00	58 50	29.250 00	21.300 00	267 9	0 000	0 00	0 0
833 00			1 5	03-12-09	14 70	12.245 10	58 50	48.730 50	36.485 40	298 0	0 000	0 00	0 0
1,333.00			**2.5**		**15.15**	**20,195.10**		**77,980.50**	**57,785.40**	**286.1**		**0.00**	**0.0**
260 00	xom	Exxon Mobil	0 7	02-27-09	45 62	11.860 79	86 55	22.503 00	10.642 21	89 7	2 280	592 80	2 6
540 00			1 5	09-29-11	73 20	39.525 63	86 55	46.737 00	7.211 37	18 2	2 280	1.231 20	2 6
800.00			**2.2**		**64.23**	**51,386.42**		**69,240.00**	**17,853.58**	**34.7**		**1,824.00**	**2.6**
567 00	hd	Home Depot	1 1	10-30-07	31 44	17.826 48	61 85	35.068 95	17.242 47	96 7	1 560	884 52	2 5
333 00			0 6	11-26-07	28 43	9.467 19	61 85	20.596 05	11.128 86	117 6	1 560	519 48	2 5
900.00			**1.7**		**30.33**	**27,293.67**		**55,665.00**	**28,371.33**	**103.9**		**1,404.00**	**2.5**
1.000 00	hhc	Howard Hughes	2 3	04-03-12	64 99	64.992 70	73 02	73.020 00	8.027 30	12 4	0 000	0 00	0 0
200 00			0 5	05-22-12	59 05	11.809 64	73 02	14.604 00	2.794 36	23 7	0 000	0 00	0 0
1,200.00			**2.8**		**64.00**	**76,802.34**		**87,624.00**	**10,821.66**	**14.1**		**0.00**	**0.0**
500 00	itw	Illinois Tool Works	1 0	03-19-09	28 84	14.420 00	60 81	30.405 00	15.985 00	110 9	1 520	760 00	2 5
1.000 00			1 9	08-11-11	44 26	44.259 00	60 81	60.810 00	16.551 00	37 4	1 520	1.520 00	2 5
300 00			0 6	09-26-11	42 54	12.762 13	60 81	18.243 00	5.480 87	42 9	1 520	456 00	2 5
1,800.00			**3.4**		**39.69**	**71,441.13**		**109,458.00**	**38,016.87**	**53.2**		**2,736.00**	**2.5**
1.000 00	intc	Intel	0 6	10-24-07	25 83	25.830 00	20 63	20.630 00	-5.200 00	-20 1	0 900	900 00	4 4
300 00			0 2	01-07-08	22 76	6.828 00	20 63	6.189 00	-639 00	-9 4	0 900	270 00	4 4
200 00			0 1	02-20-08	20 27	4.054 00	20 63	4.126 00	72 00	1 8	0 900	180 00	4 4
1.000 00			0 6	03-31-10	22 39	22.387 00	20 63	20.630 00	-1.757 00	-7 8	0 900	900 00	4 4
600 00			0 4	04-22-10	23 67	14.200 00	20 63	12.378 00	-1.822 00	-12 8	0 900	540 00	4 4
400 00			0 3	09-26-11	21 93	8.772 00	20 63	8.252 00	-520 00	-5 9	0 900	360 00	4 4
3,500.00			**2.3**		**23.45**	**82,071.00**		**72,205.00**	**-9,866.00**	**-12.0**		**3,150.00**	**4.4**

HARRIS ASSOCIATES L.P.

MANAGER'S APPRAISAL

HABERMAN FAMILY FOUNDATION

PF 5075-903578 ESL/A1S DSFIXB

December 31, 2012

Reporting Currency US Dollar
Accounting Method Highest Cost

Quantity	Symbol	Security	% Assets	Purchase Date	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L	Unit Income	Annual Income	Yield
800.00	jpm	JPMorgan Chase	1.1	07-28-04	37.09	29,672.00	43.97	35,176.00	5,504.00	18.5	1.520	1,216.00	3.5
300.00			0.4	04-18-11	44.13	13,239.34	43.97	13,191.00	-48.34	-0.4	1.520	456.00	3.5
500.00			0.7	06-08-11	40.75	20,376.25	43.97	21,985.00	1,608.75	7.9	1.520	760.00	3.5
200.00			0.3	06-30-11	40.89	8,177.42	43.97	8,794.00	616.58	7.5	1.520	304.00	3.5
1,000.00			1.4	11-22-11	29.55	29,547.00	43.97	43,970.00	14,423.00	48.8	1.520	1,520.00	3.5
2,800.00			**3.9**		**36.08**	**101,012.01**		**123,116.00**	**22,103.99**	**21.9**		**4,256.00**	**3.5**
1,700.00	mdt	Medtronic	2.2	11-16-11	34.67	58,931.83	41.02	69,734.00	10,802.17	18.3	1.040	1,768.00	2.5
300.00			0.4	03-28-12	39.49	11,845.63	41.02	12,306.00	460.37	3.9	1.040	312.00	2.5
2,000.00			**2.6**		**35.39**	**70,777.46**		**82,040.00**	**11,262.54**	**15.9**		**2,080.00**	**2.5**
500.00	ocr	Omnicare	0.6	06-03-11	31.44	15,719.60	36.10	18,050.00	2,330.40	14.8	0.560	280.00	1.6
1,100.00			1.2	06-03-11	31.42	34,560.56	36.10	39,710.00	5,149.44	14.9	0.560	616.00	1.6
400.00			0.5	06-08-11	30.64	12,254.00	36.10	14,440.00	2,186.00	17.8	0.560	224.00	1.6
200.00			0.2	06-30-11	31.84	6,367.70	36.10	7,220.00	852.30	13.4	0.560	112.00	1.6
2,200.00			**2.5**		**31.32**	**68,901.86**		**79,420.00**	**10,518.14**	**15.3**		**1,232.00**	**1.6**
200.00	tel	TE Connectivity	0.2	07-30-08	33.95	6,790.00	37.12	7,424.00	634.00	9.3	0.840	168.00	2.3
500.00			0.6	09-08-08	30.48	15,240.00	37.12	18,560.00	3,320.00	21.8	0.840	420.00	2.3
167.00			0.2	09-12-08	29.97	5,004.99	37.12	6,199.04	1,194.05	23.9	0.840	140.28	2.3
500.00			0.6	04-22-10	28.62	14,309.40	37.12	18,560.00	4,250.60	29.7	0.840	420.00	2.3
633.00			0.7	06-09-11	35.15	22,252.16	37.12	23,496.96	1,244.80	5.6	0.840	531.72	2.3
500.00			0.6	09-26-11	27.41	13,707.15	37.12	18,560.00	4,852.85	35.4	0.840	420.00	2.3
2,500.00			**2.9**		**30.92**	**77,303.70**		**92,800.00**	**15,496.30**	**20.0**		**2,100.00**	**2.3**
25.00	thc	Tenet Healthcare	0.0	09-21-11	18.02	450.50	32.47	811.75	361.25	80.2	0.000	0.00	0.0
2,500.00			2.6	09-21-11	17.51	43,766.00	32.47	81,175.00	37,409.00	85.5	0.000	0.00	0.0
2,525.00			**2.6**		**17.51**	**44,216.50**		**81,986.75**	**37,770.25**	**85.4**		**0.00**	**0.0**
2,400.00	txn	Texas Instruments	2.3	06-11-12	28.09	67,420.32	30.94	74,256.00	6,835.68	10.1	1.120	2,688.00	3.6
400.00			0.4	07-26-12	26.97	10,786.32	30.94	12,376.00	1,589.68	14.7	1.120	448.00	3.6
2,800.00			**2.7**		**27.93**	**78,206.64**		**86,632.00**	**8,425.36**	**10.8**		**3,136.00**	**3.6**
1,300.00	ul	Unilever (GB shs) ADR	1.6	04-26-10	30.63	39,819.00	38.72	50,336.00	10,517.00	26.4	1.295	1,683.24	3.3
600.00			0.7	05-21-10	26.67	16,003.72	38.72	23,232.00	7,228.28	45.2	1.295	776.88	3.3
300.00			0.4	06-08-11	32.21	9,663.13	38.72	11,616.00	1,952.87	20.2	1.295	388.44	3.3

HARRIS ASSOCIATES L.P.

MANAGER'S APPRAISAL

HABERMAN FAMILY FOUNDATION

PF 5075-903578 ESL/A1S DSFIXB

December 31, 2012

Reporting Currency US Dollar
Accounting Method Highest Cost

Quantity	Symbol	Security	% Assets	Purchase Date	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L	Unit Income	Annual Income	Yield
400 00			0 5	09-26-11	30 93	12,373 44	38 72	15,488 00	3,114 56	25 2	1 295	517 92	3 3
2,600.00			**3.2**		**29.95**	**77,859.29**		**100,672.00**	**22,812.71**	**29.3**		**3,366.48**	**3.3**
567 00	viab	Viacom Cl B	0 9	09-09-08	28 04	15,898 68	52 74	29,903 58	14,004 90	88 1	1 100	623 70	2 1
533 00			0 9	03-31-10	34 66	18,475 00	52 74	28,110 42	9,635 42	52 2	1 100	586 30	2 1
1,100.00			**1.8**		**31.25**	**34,373.68**		**58,014.00**	**23,640.32**	**68.8**		**1,210.00**	**2.1**
1,800 00	wfc	Wells Fargo	1 9	08-30-11	25 44	45,785 44	34 18	61,524 00	15,738 56	34 4	1 200	2,160 00	3 5
1,200 00			1 3	09-26-11	24 14	28,964 88	34 18	41,016 00	12,051 12	41 6	1 200	1,440 00	3 5
3,000.00			**3.2**		**24.92**	**74,750.32**		**102,540.00**	**27,789.68**	**37.2**		**3,600.00**	**3.5**
COMMON STOCKS TOTAL			**58.6**			**1,376,819.08**		**1,865,066.93**	**488,247.85**	**35.5**		**42,828.78**	**2.3**
Supervised Equities Total:			**58.6**			**1,376,819.08**		**1,865,066.93**	**488,247.85**	**35.5**		**42,828.78**	**2.3**
MUNICIPAL BONDS													
75,000	265111b86	Duncnvle LTGO W S TXBL TX 2 000% Due 08-15-14	2 4	10-20-10	100 01	75,010 00	102 41	76,806 00	1,796 00	2 4	2 000	1,500 00	0 5
100,000	962757nh9	Wheatn Pk Dst AGM TXBL IL 5 200% Due 12-30-14	3 4	07-11-11	111 73	111,725 00	108 02	108,023 00	-3,702 00	-3 3	5 200	5,200 00	1 1
100,000	655867kn8	Norfolk UTGO TXBL VA 2 900% Due 03-01-15	3 3	10-05-11	104 79	104,787 00	104 65	104,645 00	-142 00	-0 1	2 900	2,900 00	0 7
75,000	567137zu1	Maricopa SD28 UTGO BAB AZ 3 900% Due 07-01-16	2 5	07-01-10	100 81	75,604 75	107 75	80,808 75	5,204 00	6 9	3 900	2,925 00	1 6
		Accrued Interest	0 1					2,995 83					
MUNICIPAL BONDS TOTAL			**11.7**			**367,126.75**		**373,278.58**	**3,156.00**	**0.9**		**12,525.00**	**1.0**
CORPORATE BONDS													
65,000 00	239753bu9	Dayton Hudson NC 9 350% Due 06-16-20	3 0	12-18-92	109 63	71,259 50	148 68	96,644 08	25,384 58	35 6	9 350	6,077 50	2 2
		Accrued Interest	0 0					270 11					
CORPORATE BONDS TOTAL			**3.0**			**71,259.50**		**96,914.19**	**25,384.58**	**35.6**		**6,077.50**	**2.2**

HARRIS ASSOCIATES L.P.

MANAGER'S APPRAISAL

HABERMAN FAMILY FOUNDATION

PF 5075-903578 ESL/A1S DSFIXB

December 31, 2012

Reporting Currency US Dollar
Accounting Method Highest Cost

Quantity	Symbol	Security	% Assets	Purchase Date	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L	Unit Income	Annual Income	Yield
GOVT AGENCIES & RELATED BONDS													
75,000	31315pdz9	Fedl Ag Mtg 2.375% Due 07-22-15	2.5	09-16-11	104.83	78,624.25	104.79	78,593.25	-31.00	0.0	2.375	1,781.25	0.5
100,000	3135g0kf9	FNMA CD13 1.500% Due 04-17-17	3.1	04-11-12	100.26	100,260.00	100.20	100,195.00	-65.00	-0.1	1.500	1,500.00	0.8
100,000	3134g3rf9	FHLMC CD13 1.500% Due 12-14-17	3.2	03-12-12	100.01	100,010.00	100.38	100,379.00	369.00	0.4	1.500	1,500.00	-0.4
75,000	3136g15c9	FNMA QC 6 13 MSTEP 12 14 0.700% Due 12-19-17	2.4	12-03-12	100.01	75,010.00	99.98	74,981.25	-28.75	0.0	0.700	525.00	0.7
100,000	3133eavz8	Fedl Farm Cr Bks CB13 1.470% Due 06-27-18	3.2	06-27-12	99.94	99,935.00	100.23	100,227.00	292.00	0.3	1.470	1,470.00	1.4
100,000	3136g06j5	FNMA CB 12 13 MSTEP 12 13 0.750% Due 12-06-18	3.1	11-09-12	100.01	100,010.00	100.19	100,189.00	179.00	0.2	0.750	750.00	0.7
		Accrued Interest	0.1					1,626.80					
GOVT AGENCIES & RELATED BONDS TOTAL			**17.5**			**553,849.25**		**556,191.30**	**715.25**	**0.1**		**7,526.25**	**0.6**
Supervised Fixed Income Total:			**32.3**			**992,235.50**		**1,026,384.08**	**29,255.83**	**2.9**		**26,128.75**	**0.9**
CERTIFICATE OF DEPOSIT													
125,000	36157qhw0	GE Capital Retail Bank CD 1.350% Due 07-20-16	3.9	07-16-12	100.01	125,010.00	100.34	125,430.75	420.75	0.3	1.350	1,687.50	1.3
		Accrued Interest	0.0					758.22					
CERTIFICATE OF DEPOSIT TOTAL			**4.0**			**125,010.00**		**126,188.97**	**420.75**	**0.3**		**1,687.50**	**1.3**
SHORT-TERM INVESTMENTS													
	dgcxx	Drey Gvt Cash Mgmt Instl	5.1			163,634.74		163,634.74			0.010	16.36	0.0
SHORT-TERM INVESTMENTS TOTAL			**5.1**			**163,634.74**		**163,634.74**				**16.36**	**0.0**
Supervised Cash Equivalents Total:			**9.1**			**288,644.74**		**289,823.71**				**1,703.86**	**0.6**

HARRIS ASSOCIATES L.P.
MANAGER'S APPRAISAL
HABERMAN FAMILY FOUNDATION
PF 5075-903578 ESL/A1S DSFIXB
December 31, 2012

Reporting Currency US Dollar
Accounting Method Highest Cost

Quantity	Symbol	Security	% Assets	Purchase Date	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L	Unit Income	Annual Income	Yield
SUPERVISED TOTAL:			**100.0**			**2,657,699.32**		**3,181,274.72**	**517,924.43**	**19.5**		**70,661.39**	**1.7**

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Cash and Money Funds						
	CASH		0.62	0 62			
4,679	ML BANK DEPOSIT PROGRAM	05/21/12	4,679.00	4,679 00			0.94
	Total Cash and Money Funds		**4,679.62**	**4,679.62**			**0.94**

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
750	GENERAL ELECTRIC	06/23/94	5,920 54	15,742 50	9,821 96	570 00
400	LEGGETT&PLATT INC PV1CT	03/01/82	312 50	10,888 00	10,575.50	464.00
800	LEGGETT&PLATT INC PV1CT	10/01/92	5,000 00	21,776.00	16,776.00	929.00
3,000	STARBUCKS CORP	07/07/92	2,085.90	160,890 00	158,804 10	2,521 00
1,400	WALGREEN CO	10/01/82	450 62	51,814.00	51,363 38	1,541 00
115	WALGREEN CO	10/01/82	37.01	4,256.15	4,219.14	127.00
	Total Equities		**13,806.57**	**265,366.65**	**251,560.08**	**6,152.00**

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Merrill Lynch

HABERMAN/FAMILY/FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Cash and Money Funds						
	CASH		130 88	130 88			
22,641	ML BANK DEPOSIT PROGRAM	10/02/12	22 641.00	22,641 00			22 64
	Total Cash and Money Funds		**22,771.88**	**22,771.88**			**22.64**
	Government Securities						
2,000	U S TREASURY NOTE 2 625% DEC 31 2014 02 625% DEC 31 2014	05/22/12	2,089.08	2,094 38	5 30		53 00
9,000	U S. TREASURY NOTE 0.250% OCT 31 2014 MOODY'S. AAA S&P. ***	11/30/12	9,000 37	9 002 07	1 70	3 79	23 00
1,000	U.S TREASURY NOTE 0 875% APR 30 2017 MOODY'S AAA S&P. ***	08/17/12	1,005 49	1,012.27	6.78	1 47	9 00
6,000	U S TREASURY NOTE 0 250% JUL 15 2015 MOODY'S: AAA S&P ***	09/20/12	5,984.40	5,990 16	5 76	6 89	15 00
8,000	U S TREASURY NOTE 0 125% JUL 31 2014 MOODY'S. AAA S&P· ***	08/14/12	7,979 38	7,986 56	7 18	4 16	10 00
2,000	U S TREASURY NOTE 0.625% AUG 31 2017 MOODY'S AAA S&P. ***	09/04/12	2,002 63	1,998.12	(4 51)	4 21	13.00
3,000	U.S TREASURY NOTE	10/31/12	2,993 40	2,997 18	3 78	6 32	19 00

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HABERMAN/FAMILY/FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Government Securities						
1,000	U S TREASURY NOTE 3 125% SEP 30 2013 03 125% SEP 30 2013	09/20/12	1,029 99	1,021 84	(8 15)	7.90	32 00
1,000	U S TREASURY NOTE 3.125% MAY 15 2019 03 125% MAY 15 2019	02/26/10	967 78	1,132 50	164.72	3 97	32 00
4,000	U.S TREASURY NOTE	03/31/10	3,810 17	4,530.00	719.83	15 88	125 00
2,000	U S TREASURY NOTE	06/04/10	1,996 10	2.265.00	268 90	7.94	63 00
2,000	U S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST 100 9535/2,019 07	01/04/11	2,014 96	2,265 00	250 04	7 94	63 00
1,000	U S TREASURY NOTE ORIGINAL UNIT/TOTAL COST 100 3320/1,003.32	03/02/11	1,002 66	1,132.50	129 84	3 97	32 00
2,000	U S TREASURY NOTE	04/01/11	1,999 77	2,265.00	265.23	7 94	63.00
4,000	U S TREASURY NOTE ORIGINAL UNIT/TOTAL COST 103 5355/4,141 42	06/29/11	4,116 61	4,530 00	413 39	15 88	125.00
2,000	U S TREASURY NOTE ORIGINAL UNIT/TOTAL COST. 103 3670/2,067 34	06/30/11	2,055.54	2,265.00	209 46	7.94	63 00
2,000	U S TREASURY NOTE 1 750% JAN 31 2014 01.750% JAN 31 2014	07/01/10	2,009 58	2,033.36	23 78	14 55	35 00

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HABERMAN/FAMILY/FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Government Securities						
3,000	U S TREASURY NOTE 2 625% NOV 15 2020 02 625% NOV 15 2020	09/01/11	3,129 48	3,292 50	163 02	10 01	79 00
3,000	U S TREASURY NOTE ORIGINAL UNIT/TOTAL COST 107 1016/3,213 05	09/30/11	3,185 89	3,292 50	106 61	10 01	79 00
17,000	U S TREASURY NOTE 2 500% MAR 31 2013 02 500% MAR 31 2013	09/28/12	17,197 89	17,099 62	(98 27)	107 42	425 00
2,000	U.S TREASURY NOTE 2 625% JUN 30 2014 02 625% JUN 30 2014	07/02/10	2,034 29	2,071.40	37 11		53 00
3,000	U.S TREASURY NOTE ORIGINAL UNIT/TOTAL COST 106 4846/3,194 54	10/01/10	3,078 65	3,107.10	28 45		79 00
5,000	U S TRSY INFLATION NTE 0 625% JUL 15 2021 INFL ADJ PRIN 5,131	08/01/11	5,265 85	5,833 31	567 46	14.35	33 00
2,000	U.S TREASURY NOTE 3 125% MAY 15 2021 03 125% MAY 15 2021	11/01/11	2,178 07	2,267.96	89 89	7 94	63 00
2,000	U.S TREASURY NOTE ORIGINAL UNIT/TOTAL COST 109 4060/2,188.12	12/01/11	2,168 33	2,267 96	99 63	7 94	63 00

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HABERMAN/FAMILY/FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
1,000	U S TREASURY NOTE ORIGINAL UNIT/TOTAL COST· 112.4840/1,124 84	01/31/12	1,113.36	1,133 98	20 62	3 97	32 00
	Total Government Securities		**91,409.72**	**94,887.27**	**3,477.55**	**282.39**	**1,681.00**
	Corporate Bonds						
2,000	ASTRAZENECA PLC GLB 05.900% SEP 15 2017	09/13/07	2,008 77	2,430 06	421.29	34 74	118 00
2,000	AT&T INC GLB 03 000% FEB 15 2022	02/09/12	2,000.57	2,080 04	79 47	22 67	60 00
2,000	BERKSHIRE HATHAWAY FIN COMPANY GUARNT GLB 01 600% MAY 15 2017	09/11/12	2,043.95	2,038 56	(5 39)	4 09	32 00
2,000	BP CAPITAL MARKETS PLC COMPANY GUARNT GLB 03 875% MAR 10 2015	01/11/12	2,107.17	2,130 70	23.53	23 68	78 00
1,000	BOEING CO GLB 05.125% FEB 15 2013	06/19/06	967 19	1,005 52	38.33	19 36	52 00
2,000	CITIGROUP INC GLB 05 375% AUG 09 2020	08/02/11	2,137 21	2,356 90	219 69	42 40	108 00
1,000	COMCAST CORP COMPANY GUARNT GLB 06 300% NOV 15 2017	08/28/07	1,006.96	1,226 76	219 80	8 05	63 00

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HABERMAN/FAMILY/FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Corporate Bonds						
2,000	DIRECTV HLDG/FIN INC COMPANY GUARNT 03 500% MAR 01 2016	08/02/11	2,086 06	2,118 82	32.76	23.33	70.00
2,000	DAIMLERCHRYSLER NA HLDG COMPANY GUARNT GLB 06.500% NOV 15 2013	08/02/11	2,089 62	2,099 48	9.86	16 61	130 00
1,000	EXELON CORP 04 900% JUN 15 2015 MOODY'S: BAA2 S&P. BBB-	10/17/07	940 73	1,088 53	147 80	2 18	49 00
1,000	ENTERPRISE PRODUCTS OPER COMPANY GUARNT 05 200% SEP 01 2020	04/15/11	1,037 30	1,193 61	156 31	17 33	52.00
1,000	GOLDMAN SACHS GROUP INC GLB 05 375% MAR 15 2020	05/03/11	1,036 83	1,146 03	109 20	15 83	54.00
2,000	JPMORGAN CHASE GLB 04 750% MAR 01 2015	08/02/11	2,104.70	2,157.64	52 94	31.67	95 00
2,000	KRAFT FOODS INC GLB 05 375% FEB 10 2020	02/17/10	2,019 94	2,414 52	394.58	42 10	108 00
2,000	MORGAN STANLEY GLB 05 300% MAR 01 2013	08/02/11	2,010.96	2,010 92	(0 04)	35 33	106 00

PLEASE SEE REVERSE SIDE

HABERMAN/FAMILY/FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Corporate Bonds						
2,000	PHILIPS ELECTRONICS NV GLB 03 750% MAR 15 2022	03/06/12	2,007 27	2,161 98	154 71	22.08	75 00
2,000	BOTTLING GROUP INC COMPANY GUARNT GLB 06.950% MAR 15 2014	08/02/11	2,145 06	2,150 56	5 50	40 93	139 00
2,000	PFIZER INC 6 20% DUE 3/15/2019 MOODY'S A1 S&P AA	10/15/09	2,173 06	2,527.96	354.90	36 51	124 00
1,000	SIMON PROPERTY GROUP LP GLB 05 750% DEC 01 2015	04/26/07	1,007 12	1,126 44	119 32	4 79	58 00
2,000	TOYOTA MOTOR CREDIT CORP SER MTN GLB 01 250% OCT 05 2017	10/03/12	2,007 11	2,014.22	7 11	5 97	25 00
2,000	TIME WARNER INC COMPANY GUARNT 04 875% MAR 15 2020	08/16/10	2,118.43	2,336.10	217.67	28.71	98 00
2,000	UNITED PARCEL SERVICE GLB 05 500% JAN 15 2018	08/03/11	2,287 86	2,403.00	115.14	50.72	110 00
3,000	US BANK NA SUBD SER BKNT GLB 04 800% APR 15 2015	09/29/06	2,893 08	3,253 05	359 97	30 40	144 00

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HABERMAN/FAMILY/FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Corporate Bonds						
3,000	WACHOVIA BANK NA SUBORDINATED SER MTN GLB 05 600% MAR 15 2016	04/24/07	3,019 37	3 376 20	356 83	49 47	168.00
2,000	WAL-MART STORES INC GLB 05 800% FEB 15 2018	05/13/08	2,072 13	2,450 10	377 97	43 82	116 00
2,000	USD BANK NOVA SCOTIA 2 550% JAN 31 2017 MOODY'S AA1 S&P· A+ <	01/09/12	2,013 91	2,104 48	90 57	23 94	51 00
2,000	USD CAN NATURAL RES 5.700% MAY 15 2017 MOODY'S BAA1 S&P BBB+	10/16/07	1.964 44	2,355 94	391 50	14 57	114 00
2,000	GLAXOSMITHKLINE CAPITAL COMPANY GUARNT GLB 05 650% MAY 15 2018	05/09/08	2,016 37	2,436.08	419 71	14 44	113.00
3,000	GENERAL ELEC CAP CORP SER MTN 05 625% SEP 15 2017	10/24/12	3,536 11	3,539 16	3 05	49 69	169 00
	Total Corporate Bonds		**56,859.28**	**61,733.36**	**4,874.08**	**755.41**	**2,679.00**

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HABERMAN/FAMILY/FOUNDATION

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
68	AETNA INC NEW	03/09/11	2,585 79	3,149 08	563 29	55.00
20	AETNA INC NEW	03/21/11	712 03	926 20	214.17	16 00
2	AETNA INC NEW	07/27/11	83.42	92 62	9 20	2 00
10	AETNA INC NEW	12/05/11	415 90	463 10	47.20	8 00
71	AMERICAN INTERNATIONAL GROUP INC	05/07/12	2,171 07	2,506 30	335.23	
33	AMERICAN INTERNATIONAL GROUP INC	06/21/12	1,045 80	1,164 90	119.10	
22	AMERICAN INTERNATIONAL GROUP INC	10/26/12	764 50	776 60	12.10	
58	AT&T INC	01/18/12	1,755 20	1,955 18	199.98	105 00
13	ANADARKO PETE CORP	11/17/11	1,011 40	966 03	(45 37)	5 00
15	ANADARKO PETE CORP	02/21/12	1,288 50	1,114 65	(173.85)	6 00
45	BAKER HUGHES INC	09/26/12	2,057.76	1,838.15	(219.61)	27.00
42	BHP BILLITON LTD ADR	07/31/12	2,794 41	3,293.64	499 23	95.00
11	BHP BILLITON LTD ADR	08/29/12	746 55	862.62	116 07	25.00
13	BHP BILLITON LTD ADR	09/20/12	904 26	1,019 46	115 20	30.00
66	BANK NEW YORK MELLON CORP	12/12/11	1,247 28	1,696.20	448 92	35.00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
48	BANK NEW YORK MELLON CORP	04/19/12	1,099.20	1,233.60	134.40	25.00
58	BANK NEW YORK MELLON CORP	08/24/12	1,301.50	1,490 60	189 10	31 00
40	BANK NEW YORK MELLON CORP	09/26/12	901.56	1,028.00	126.44	21 00
19	BOEING COMPANY	01/18/12	1,425 19	1,431 84	6.65	37.00
16	BOEING COMPANY	08/01/12	1,180 80	1,205 76	24 96	32.00
116	CSX CORP	07/24/12	2,505 23	2,288.68	(216.55)	65.00
58	CSX CORP	08/07/12	1,331 91	1,144 34	(187 57)	33 00
21	COMCAST CRP NEW CL A SPL	07/27/10	383 25	754 32	371 07	14.00
34	COMCAST CRP NEW CL A SPL	08/26/10	549 25	1,221.28	672.03	23 00
103	CARNIVAL CORP PAIRED SHS	08/16/11	3,242 26	3,787 31	545 05	103.00
27	CARNIVAL CORP PAIRED SHS	06/04/12	834 30	992 79	158 49	27 00
35	CONSOL ENERGY INC COM	08/28/12	1,115 33	1,123 50	8 17	18.00
23	CHEVRON CORP	07/07/11	2,455 04	2,487 22	32 18	83 00
2	CHEVRON CORP	07/27/11	211 56	216 28	4 72	8 00
13	CHEVRON CORP	11/21/11	1,233 70	1,405 82	172.12	47 00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
10	CHEVRON CORP	09/10/12	1,143.51	1,081.40	(62 11)	36 00
7	CHEVRON CORP	10/22/12	782 59	756 98	(25.61)	26 00
1	CHEVRON CORP	10/23/12	111.09	108 14	(2 95)	4.00
9	CHEVRON CORP	10/26/12	997 75	973 26	(24 49)	33.00
26	CATERPILLAR INC DEL	03/30/12	2,768 81	2,329.82	(438 99)	55 00
12	CATERPILLAR INC DEL	06/29/12	1,010 85	1,075.30	64.45	25 00
14	CATERPILLAR INC DEL	07/31/12	1,186 44	1,254 52	68 08	30 00
20	CATERPILLAR INC DEL	10/26/12	1,677 17	1,792 17	115 00	42 00
55	CITIGROUP INC COM NEW	03/09/11	2,552 00	2,175 80	(376 20)	3 00
30	CITIGROUP INC COM NEW	03/30/11	1,333 77	1,186 80	(146 97)	2 00
3	CITIGROUP INC COM NEW	07/27/11	114 99	118 68	3 69	1 00
18	CITIGROUP INC COM NEW	08/01/11	694 21	712.08	17 87	1 00
58	CITIGROUP INC COM NEW	11/21/11	1,438.40	2,294.48	856 08	3 00
11	CITIGROUP INC COM NEW	02/21/12	365 53	435 16	69 63	1.00
63	CITIGROUP INC COM NEW	04/10/12	2,066.27	2,492.28	426 01	3 00
46	CITIGROUP INC COM NEW	06/28/12	1,219 00	1,819 76	600 76	2 00
27	CITIGROUP INC COM NEW	10/01/12	889.42	1,068 12	178.70	2 00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
144	CISCO SYSTEMS INC COM	09/14/11	2,373 05	2,829 51	456.46	81 00
94	CISCO SYSTEMS INC COM	09/23/11	1,452 34	1,847 04	394 70	53 00
13	CISCO SYSTEMS INC COM	09/27/11	212 42	255 44	43 02	8 00
28	CUMMINS INC COM	06/21/12	2,621 49	3,033 80	412 31	56.00
11	CUMMINS INC COM	10/10/12	965 70	1,191.85	226 15	22 00
43	DIAMOND OFFSHORE DRLNG	06/21/12	2,485.61	2,922 28	436.67	22.00
10	DIAMOND OFFSHORE DRLNG	08/30/12	659 00	679 60	20 60	5.00
7	DIAMOND OFFSHORE DRLNG	11/05/12	481 58	475.72	(5 86)	4 00
36	DEERE CO	08/28/12	2,656 47	3,111 12	454 65	67 00
16	DEERE CO	10/15/12	1,320 71	1,382.72	62 01	30 00
49	DOVER CORP	07/11/12	2,507.18	3,219 79	712 61	69 00
6	EXXON MOBIL CORP COM	10/31/11	473 92	519 30	45.38	14.00
25	EXXON MOBIL CORP COM	01/18/12	2,153 00	2,163 75	10.75	57 00
19	EXXON MOBIL CORP COM	07/09/12	1,584 16	1,644 45	60 29	44 00
63	EXXON MOBIL CORP COM	07/09/12	5,279 40	5,452 65	173 25	144 00
9	EXXON MOBIL CORP COM	07/10/12	751 42	778 95	27 53	21 00
20	EXXON MOBIL CORP COM	07/31/12	1,741.11	1,731 00	(10 11)	46 00

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	Equities					
17	EXXON MOBIL CORP COM	08/10/12	1,491 75	1,471 35	(20 40)	39 00
10	FEDEX CORP DELAWARE COM	06/27/12	878 00	917 20	39 20	6 00
9	FEDEX CORP DELAWARE COM	08/01/12	800 10	825 48	25 38	6 00
116	FORD MOTOR CO	09/14/11	1,187 69	1,502 20	314 51	24 00
80	FORD MOTOR CO	06/22/12	823.20	1,036 00	212.80	16 00
84	FORD MOTOR CO	10/02/12	821 88	1,087 80	265 92	17 00
29	GOLDMAN SACHS GROUP INC	09/23/11	2,738 67	3,699 24	960 57	58 00
30	GOLDMAN SACHS GROUP INC	01/18/12	3,136 34	3,826 80	690 46	60 00
16	GOLDMAN SACHS GROUP INC	08/31/12	1,697 76	2,040 96	343 20	32 00
14	GOLDMAN SACHS GROUP INC	09/28/12	1,593 10	1,785 84	192 74	28 00
256	GENERAL ELECTRIC	01/18/12	4.852 10	5,373.44	521 34	195 00
96	GENERAL ELECTRIC	06/21/12	1,910 27	2,015 04	104 77	73.00
69	GENERAL ELECTRIC	07/10/12	1,373.07	1,448 31	75.24	53 00
45	GENERAL ELECTRIC	10/22/12	983.84	944 55	(39.29)	35 00
83	HALLIBURTON COMPANY	12/13/12	2,802 79	2,879 27	76 48	30.00
50	INTEL CORP	07/15/11	1,119 47	1,031 00	(88 47)	45 00
4	INTEL CORP	07/27/11	90 24	82 48	(7 76)	4 00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
77	INTEL CORP	10/18/11	1,790 26	1,587 74	(202.52)	70 00
32	INTEL CORP	11/23/11	732 80	659 84	(72 96)	29 00
25	INTEL CORP	12/02/11	617.46	515 50	(101 96)	23 00
119	INVESCO LTD	06/21/12	2,578 18	3,104 71	526.53	83.00
37	INVESCO LTD	11/05/12	904 32	965.33	61 01	26 00
16	INVESCO LTD	11/06/12	394 98	417 44	22 46	12 00
14	JPMORGAN CHASE & CO	01/22/09	307.60	615 57	307 97	17.00
27	JPMORGAN CHASE & CO	02/02/09	687 18	1,187.17	499.99	33.00
61	JPMORGAN CHASE & CO	03/06/09	1,058 45	2,682.12	1,623 67	74 00
66	JPMORGAN CHASE & CO	01/18/12	2,409 66	2,901 96	492.30	80 00
76	JPMORGAN CHASE & CO	06/01/12	2,467 72	3,341 65	873 93	92 00
21	JPMORGAN CHASE & CO	06/28/12	741.30	923 35	182 05	26 00
17	JPMORGAN CHASE & CO	10/08/12	705 24	747 47	42.23	21 00
41	JPMORGAN CHASE & CO	11/07/12	1,675 65	1,802 73	127 08	50 00
31	JOY GLOBAL INC DEL COM	02/09/12	2,666.00	1,977 18	(688 82)	22 00
28	JOY GLOBAL INC DEL COM	06/27/12	1,444 80	1,785 84	341.04	20 00
8	JOY GLOBAL INC DEL COM	08/30/12	429 68	510 24	80 56	6.00

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	Equities					
25	JOY GLOBAL INC DEL COM	12/04/12	1,396.19	1,594.50	198 31	18 00
49	JOHNSON AND JOHNSON COM	01/18/12	3,188.43	3,434 90	246 47	120 00
36	JOHNSON AND JOHNSON COM	04/05/12	2,345.40	2,523.60	178.20	88.00
25	LYONDELLBASELL INDUSTRIE	03/09/12	1,049.68	1,427 25	377 57	40 00
38	LYONDELLBASELL INDUSTRIE	03/12/12	1,595 90	2,169 42	573.52	61.00
10	LYONDELLBASELL INDUSTRIE	07/09/12	408 07	570 90	162 83	16 00
5	LYONDELLBASELL INDUSTRIE	07/10/12	204 41	285.45	81 04	8.00
13	LYONDELLBASELL INDUSTRIE	10/03/12	681.82	742 17	60 35	21.00
81	LINCOLN NTL CORP IND NPV	02/08/12	1,976 20	2,097.90	121 70	39 00
42	LINCOLN NTL CORP IND NPV	07/06/12	877.43	1,087 80	210 37	21 00
44	LINCOLN NTL CORP IND NPV	07/31/12	884.66	1,139 60	254.94	22.00
37	MOODY'S CORP	12/28/11	1,258.39	1,861.84	603.45	30 00
77	MORGAN STANLEY	01/12/12	1,285.88	1,472 24	186 36	16.00
66	MORGAN STANLEY	01/30/12	1,207 40	1,261 92	54.52	14 00
21	MONSANTO CO NEW DEL COM	07/07/11	1,570 06	1,987 65	417 59	32.00
20	MONSANTO CO NEW DEL COM	08/16/11	1,376 46	1,893 00	516 54	30 00
4	MONSANTO CO NEW DEL COM	11/22/11	278 00	378.60	100 60	6 00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
8	MONSANTO CO NEW DEL COM	12/01/11	588.00	757.20	169 20	12 00
49	MERCK AND CO INC SHS	11/17/11	1,700 30	2,006 06	305 76	85 00
117	MCDERMOTT INTL INC	08/28/12	1,331.69	1,289.34	(42 35)	
92	MCDERMOTT INTL INC	10/23/12	983 42	1,013 84	30.42	
25	MICROSOFT CORP	07/15/10	632 47	667 74	35 27	23.00
54	MICROSOFT CORP	08/24/10	1,305 66	1,442 32	136 66	50.00
69	MICROSOFT CORP	01/18/12	1,938 62	1,842 97	(95 65)	64 00
45	NEWMONT MINING CORP	04/27/11	2,655 60	2,089 80	(565 80)	63 00
1	NEWMONT MINING CORP	07/27/11	57 43	46 44	(10 99)	2 00
9	NEWMONT MINING CORP	11/17/11	600 83	417 96	(182 87)	13 00
11	NEWMONT MINING CORP	12/05/11	734 03	510 84	(223 19)	16 00
24	NEWMONT MINING CORP	06/18/12	1,197.42	1,114.56	(82 86)	34 00
21	NEWMONT MINING CORP	12/13/12	938 17	975 24	37 07	30 00
69	NUCOR CORPORATION	11/13/12	2,777 09	2,978 04	200 95	102 00
7	OCCIDENTAL PETE CORP CAL	11/19/08	328 02	536 27	208 25	16 00
15	OCCIDENTAL PETE CORP CAL	07/27/10	1,196 25	1,149 15	(47 10)	33 00
91	ORACLE CORP $0 01 DEL	10/11/12	2,792 98	3,032 12	239 14	22 00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
96	PPL CORPORATION	11/05/12	2,774 28	2,748 48	(25 80)	139.00
24	PFIZER INC	06/30/10	345 17	601 90	256 73	24 00
42	PFIZER INC	07/15/10	617 40	1,053.33	435.93	41 00
73	PFIZER INC	07/27/10	1,114 71	1,830 79	716.08	71 00
69	PFIZER INC	02/25/11	1,292 78	1,730 47	437.69	67.00
4	PFIZER INC	07/27/11	77 28	100.32	23 04	4 00
5	RANGE RESOURCES CORP DEL	12/16/09	242.41	314 15	71.74	1 00
12	RANGE RESOURCES CORP DEL	01/07/10	634.22	753 96	119 74	2 00
25	RANGE RESOURCES CORP DEL	06/23/10	1,101 50	1,570 75	469.25	4 00
11	RANGE RESOURCES CORP DEL	07/13/10	461 98	691 13	229.15	2 00
16	RANGE RESOURCES CORP DEL	07/27/10	597.76	1,005 28	407 52	3 00
36	RANGE RESOURCES CORP DEL	04/30/12	2,293 18	2,261 88	(31 30)	6 00
12	RANGE RESOURCES CORP DEL	07/09/12	738 93	753 96	15 03	2 00
15	RANGE RESOURCES CORP DEL	08/30/12	971.00	942 45	(28.55)	3.00
223	REGIONS FINL CORP	02/21/12	1,324 60	1,589.99	265.39	9 00
119	REGIONS FINL CORP	03/02/12	702 60	848 47	145 87	5 00
2	REINSURNCE GROUP AMERICA	05/06/09	59 74	107 04	47 30	2 00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
10	REINSURNCE GROUP AMERICA	10/06/09	450.59	535 20	84.61	10.00
18	REINSURNCE GROUP AMERICA	07/27/10	903.06	963 36	60 30	18 00
21	REINSURNCE GROUP AMERICA	01/18/12	1,136 52	1,123.92	(12 60)	21 00
51	SANDISK CORP INC	12/28/11	2,535 89	2,218 50	(317 39)	
34	SCHLUMBERGER LTD	11/17/11	2,414.00	2,356 15	(57.85)	38.00
18	SCHLUMBERGER LTD	03/02/12	1,387 50	1,247 37	(140 13)	20 00
24	SCHLUMBERGER LTD	10/24/12	1,698 99	1,663.17	(35 82)	27 00
20	SCHLUMBERGER LTD	12/14/12	1,375 50	1,385 97	10.47	22.00
6	SCHLUMBERGER LTD	12/26/12	414 60	415 79	1 19	7 00
62	SCHWAB CHARLES CORP NEW	07/02/12	792 83	890.32	97 49	15 00
89	SCHWAB CHARLES CORP NEW	07/05/12	1,139 19	1,278 04	138 85	22.00
58	SCHWAB CHARLES CORP NEW	08/10/12	747.96	832 88	84 92	14.00
21	TARGET CORP COM	09/23/11	1,027 94	1,242 57	214.63	31 00
26	TARGET CORP COM	12/19/11	1,344 20	1,538 42	194.22	38 00
21	URBAN OUTFITTERS INC	08/08/12	648 89	826 56	177 67	
45	URBAN OUTFITTERS INC	08/09/12	1,390 13	1,771 20	381 07	
27	URBAN OUTFITTERS INC	10/09/12	995 77	1,062 72	66.95	

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
2	US BANCORP (NEW)	07/27/10	48 73	63 88	15.15	2 00
56	US BANCORP (NEW)	08/16/11	1,245 03	1,788 64	543 61	44 00
40	ZIMMER HOLDINGS INC COM	01/18/12	2,216 60	2,666 40	449 80	29.00
13	YAHOO INC	12/18/12	255 06	258.70	3.64	
95	YAHOO INC	12/19/12	1,863.35	1,890 50	27.15	
101	ZIONS BANCORP COM	01/18/12	1,906.54	2,161 40	254 86	5 00
38	ZIONS BANCORP COM	04/02/12	810 17	813 20	3 03	2.00
9	WELLS FARGO & CO NEW DEL	02/09/09	175 23	307 62	132.39	8 00
37	WELLS FARGO & CO NEW DEL	02/10/09	614 17	1,264 66	650 49	33 00
52	WELLS FARGO & CO NEW DEL	03/12/09	634.40	1,777 36	1,142 96	46 00
45	WELLS FARGO & CO NEW DEL	12/17/09	1,172 07	1,538 10	366 03	40.00
57	WELLS FARGO & CO NEW DEL	10/18/11	1,427.58	1,948 26	520 68	51 00
67	WELLS FARGO & CO NEW DEL	01/18/12	2,020.49	2,290 06	269 57	59 00
26	WELLS FARGO & CO NEW DEL	10/12/12	878 36	888.68	10.32	23 00
24	WELLS FARGO & CO NEW DEL	10/15/12	808 14	820 32	12 18	22 00
	Total Equities		**234,507.24**	**264,775.49**	**30,268.25**	**5,572.00**

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