



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

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

Name of foundation DELLENBACK FAMILY FOUNDATION, INC.		A Employer identification number 36-4513808
Number and street (or P O box number if mail is not delivered to street address) c/o CUMMINGS & LOCKWOOD, 6 LANDMARK SQUARE		B Telephone number (see the instructions) (845) 735-8659
City or town STAMFORD	State ZIP code CT 06901	C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial Return of a former public charity ☐ Amended return ☐ 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, column (c), line 16) \$ 2,369,753.	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))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)	186,219.			
2 Ck ☐ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	45.	45.		
4 Dividends and interest from securities	41,188.	41,188.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	73,423.	L-6a Stmt		
b Gross sales price for all assets on line 6a	1,418,841.			
7 Capital gain net income (from Part IV, line 2)		73,967.		
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/(loss) (att sch)				
11 Other income (attach schedule) OTHER INVESTMENT INCOME	1,242.	1,242.		
12 Total. Add lines 1 through 11	302,117.	116,442.		
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) L-16a Stmt	4,515.			4,515.
b Accounting fees (attach sch) L-16b Stmt	12,390.	3,000.		9,390.
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule) (see instrs) See Line 18 Stmt	1,081.	1,081.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) CUSTODIAN AND TRANSACTION FEES	11,394.	11,394.		
24 Total operating and administrative expenses. Add lines 13 through 23	29,380.	15,475.		13,905.
25 Contributions, gifts, grants paid	98,280.			98,280.
26 Total expenses and disbursements. Add lines 24 and 25	127,660.	15,475.		112,185.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	174,457.			
b Net investment income (if negative, enter -0-)		100,967.		
c Adjusted net income (if negative, enter -0-)				

BAA For Paperwork Reduction Act Notice, see instructions.

TEEA0301 12/06/12

Form 990-PF (2012)

SCANNED MAY 30 2013

REVENUE

ADMINISTRATIVE AND OPERATING EXPENSES

2 23

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

ASSETS	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	81,245.	95,517.	95,517.
	3	Accounts receivable	31,011.		
		Less: allowance for doubtful accounts		31,011.	31,011.
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) L-10b Stmt	2,153,457.	2,296,687.	2,243,225.
	c	Investments — corporate bonds (attach schedule)			
	LIABILITIES	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)	2,234,702.	2,423,215.	2,369,753.
17		Accounts payable and accrued expenses			
18		Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, & other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe L-22 Stmt)	1,429.	15,485.		
23	Total liabilities (add lines 17 through 22)	1,429.	15,485.		
NET ASSET 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	2,233,273.	2,407,730.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	2,233,273.	2,407,730.	
	31	Total liabilities and net assets/fund balances (see instructions)	2,234,702.	2,423,215.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,233,273.
2	Enter amount from Part I, line 27a	2	174,457.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,407,730.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,407,730.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a PUBLICLY TRADED SECURITIES				
b PUBLICLY TRADED SECURITIES				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,420,757.		1,347,332.	73,425.
b 0.		-542.	542.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			73,425.
b			542.
c			
d			
e			

2 Capital gain net income or (net capital loss)	— [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	73,967.
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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	125,750.	1,992,167.	0.063122
2010	17,353.	1,658,958.	0.010460
2009	17,866.	1,304,824.	0.013692
2008	106,023.	1,240,167.	0.085491
2007	136,638.	1,317,674.	0.103696

2 Total of line 1, column (d)	2	0.276461
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	0.055292
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,144,945.
5 Multiply line 4 by line 3	5	118,598.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,010.
7 Add lines 5 and 6	7	119,608.
8 Enter qualifying distributions from Part XII, line 4	8	112,185.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	2,019.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,019.
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	2,019.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	1,886.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,886.	
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	133.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 0. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CT - Connecticut</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

BAA

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>MYER, GREENE & DEGGE</u> Telephone no <u>(845) 735-8659</u> Located at <u>P.O. BOX 930</u> <u>PEARL RIVER NY</u> ZIP + 4 <u>10965</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

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

BAA

Form 990-PF (2012)

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)?

Organizations relying on a current notice regarding disaster assistance check here

☐

5 b N/A

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

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

6 b X

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

7 b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (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
ROBERT J. DELLENBACK MYER, GREENE & DEGGE, P.O. BOX 930 PEARL RIVER NY 10965	PRESIDENT/TREASURER 1.00	0.	0.	0.
GERALDINE W. DELLENBACK MYER, GREENE & DEGGE, P.O. BOX 930 PEARL RIVER NY 10965	CHAIRMAN/SECRETARY 1.00	0.	0.	0.
HOWARD S. TUTHILL, III, ESQ. P.O. BOX 120 STAMFORD CT 06904	ASSISTANT SECRETARY 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc				
		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NOT APPLICABLE				

Total number of other employees paid over \$50,000

NONE

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
NOT APPLICABLE		
Total number of others receiving over \$50,000 for professional services		NONE

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 NOT APPLICABLE	
	0.
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 NOT APPLICABLE	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	None

BAA

Form 990-PF (2012)

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	1 a 2,077,713.
b Average of monthly cash balances	1 b 84,390.
c Fair market value of all other assets (see instructions)	1 c 15,506.
d Total (add lines 1a, b, and c)	1 d 2,177,609.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e
2 Acquisition indebtedness applicable to line 1 assets	2
3 Subtract line 2 from line 1d	3 2,177,609.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 32,664.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 2,144,945.
6 Minimum investment return. Enter 5% of line 5	6 107,247.

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	1 107,247.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a 2,019.
b Income tax for 2012. (This does not include the tax from Part VI)	2 b
c Add lines 2a and 2b	2 c 2,019.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3 105,228.
4 Recoveries of amounts treated as qualifying distributions	4
5 Add lines 3 and 4	5 105,228.
6 Deduction from distributable amount (see instructions)	6
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 105,228.

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	1 a 112,185.
b Program-related investments — total from Part IX-B	1 b 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)	3 a
b Cash distribution test (attach the required schedule)	3 b
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 112,185.
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	6 112,185.

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				105,228.
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 __				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	0.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	13,014.			
f Total of lines 3a through e	13,014.			
4 Qualifying distributions for 2012 from Part XII, line 4. $\blacktriangleright$ \$ 112,185.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				105,228.
e Remaining amount distributed out of corpus	6,957.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	19,971.			
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				
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)				
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	19,971.			
10 Analysis of line 9				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	13,014.			
e Excess from 2012	6,957.			

BAA

Form 990-PF (2012)

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

N/A

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

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

1 Information Regarding Foundation Managers:

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

GERALDINE W. DELLENBACK, ROBERT J. DELLENBACK

- 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.

NOT APPLICABLE

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

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

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

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

- c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient 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				
TETON YOUTH AND FAMILY SERVICES P.O. BOX 2631 JACKSON WY 83001	NOT APPLICABLE	PUBLIC CHARITY	SPECIAL WILDERNESS TRIPS FOR AT-RISK BOYS	13,280.
SPECIAL OPERATIONS WARRIOR FOUNDATION P.O. BOX 13483 TAMPA FL 33681	NOT APPLICABLE	PUBLIC CHARITY	GENERAL OPERATIONS	15,000.
BUFFALO BILL HISTORICAL CENTER 720 SHERIDAN AVENUE CODY WY 82414	NOT APPLICABLE	PUBLIC CHARITY	GENERAL OPERATIONS	10,000.
NATIONAL TRUST FOR HISTORIC PRESERVATION 535 16TH STREET, SUITE 750 DENVER CO 80202	NOT APPLICABLE	PUBLIC CHARITY	REHABILITATION OF WHITE GRASS DUDE RANCH	25,000.
MOUNT VERNON LADIES' ASSOCIATION P.O. BOX 110 MOUNT VERNON VA 22121	NOT APPLICABLE	PUBLIC CHARITY	FRED W. SMITH NATIONAL LIBRARY FELLOWSHIP	25,000.
NATIONAL TRUST FOR HISTORIC PRESERVATION 535 16TH STREET, SUITE 750 DENVER CO 80202	NOT APPLICABLE	PUBLIC CHARITY	GENERAL OPERATIONS	10,000.
Total			3 a	98,280.
b Approved for future payment				
NOT APPLICABLE				
Total			3 b	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No 1545-0047

2012

Name of the organization

DELLENBACK FAMILY FOUNDATION, INC.

Employer identification number

36-4513808

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 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)

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

DELLENBACK FAMILY FOUNDATION, INC.

36-4513808

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DELLENBACK CHARITABLE LEAD UNITRUST c/o MYER, GREENE & DEGGE, P.O. BOX 930 PEARL RIVER NY 10965	\$ 186,219.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN TAXES WITHHELD	1,081.	1,081.		
FEDERAL EXCISE TAXES	0.			
Total	1,081.	1,081.		

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☐ Business ☐ IAN M. DELLENBACK MYER, GREENE & DEGGE, P.O. BOX 930 PEARL RIVER NY 10965	ASSIST. TREASURER 1.00	0.	0.	0.
Person ☐ Business ☐ GERALDINE D. PARKER MYER, GREENE & DEGGE, P.O. BOX 930 PEARL RIVER NY 10965	DIRECTOR 1.00	0.	0.	0.
Person ☐ Business ☐ ROBERT M. DELLENBACK MYER, GREENE & DEGGE, P.O. BOX 930 PEARL RIVER NY 10965	VICE PRES. (TO 9/27) 1.00	0.	0.	0.
Person ☐ Business ☐ MARTHA M. DELLENBACK MYER, GREENE & DEGGE, P.O. BOX 930 PEARL RIVER NY 10965	VICE PRES. (9/27-) 1.00	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUMMINGS & LOCKWOOD	VARIOUS LEGAL SERVICES	4,515.			4,515.
Total		4,515.			4,515.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MYER, GREENE & DEGGE	RECORDKEEPING, TAXES	12,390.	3,000.		9,390.
Total		<u>12,390.</u>	<u>3,000.</u>		<u>9,390.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
SEE RIDER ATTACHED (GWDFD-001)	576,747.	509,416.
SEE RIDER ATTACHED (GWDFD-002)	1,719,940.	1,733,809.
Total	<u>2,296,687.</u>	<u>2,243,225.</u>

Form 990-PF, Page 2, Part II, Line 22

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	
	Beginning Year Book Value	Ending Year Book Value
UNSETTLED YEAR END PURCHASES	1,429.	15,485.
Total	<u>1,429.</u>	<u>15,485.</u>

The Dellenback Family Foundation (GWDFD-001)

Foundation
Sanford C. Bernstein & Co. / Wells Fargo Bank, N.A.
037-***** / 221*****

Par Value or Shares	Security	Date Acquired	Average Cost	Inventory Value	Market Value
15.0000	AT&T Incorporated, Common	Apr 11, 2011	30.7467	461.20	505.65
25.0000	AT&T Incorporated, Common	Apr 18, 2011	30.3188	757.97	842.75
25.0000	AT&T Incorporated, Common	Apr 21, 2011	30.6604	766.51	842.75
15.0000	AT&T Incorporated, Common	Jul 19, 2012	35.4787	532.18	505.65
80.0000	TOTAL FOR THIS SECURITY		31.4733	2,517.86	2,696.80
8.0000	Affiliated Managers Group Incorporated, Common	Dec 10, 2012	127.9925	1,023.94	1,041.20
1,221.4290	AllianceBernstein Discovery Growth Fund, Advisor Class	Jun 18, 2012	7.0000	8,550.00	9,136.29
533.7080	AllianceBernstein Discovery Value Fund, Advisor Class	Jun 18, 2012	16.0200	8,550.00	9,259.83
28.8760	AllianceBernstein Discovery Value Fund, Advisor Class	Dec 26, 2012	17.5398	506.48	501.00
562.5840	TOTAL FOR THIS SECURITY		16.0980	9,056.48	9,760.83
10.0000	Altria Group Incorporated, Common	Oct 08, 2004	10.6740	106.74	314.40
95.0000	Altria Group Incorporated, Common	Mar 25, 2011	25.9828	2,468.37	2,986.80
45.0000	Altria Group Incorporated, Common	May 21, 2012	31.7900	1,430.55	1,414.80
35.0000	Altria Group Incorporated, Common	Jul 26, 2012	35.5986	1,245.95	1,100.40
40.0000	Altria Group Incorporated, Common	Aug 17, 2012	35.3360	1,413.44	1,257.60
225.0000	TOTAL FOR THIS SECURITY		29.6224	6,665.05	7,074.00
14.0000	Amazon.com Incorporated, Common	Nov 14, 2012	224.3936	3,141.51	3,512.18
13.0000	Amgen Incorporated, Common	May 17, 2012	71.3800	927.94	1,120.60
35.0000	Ansys Incorporated, Common	Jul 09, 2012	58.5174	2,048.11	2,356.90
17.0000	Apple Incorporated, Common	Dec 23, 2010	323.8312	5,505.13	9,046.94
2.0000	Apple Incorporated, Common	Aug 27, 2012	677.1600	1,354.32	1,064.35
19.0000	TOTAL FOR THIS SECURITY		361.0237	6,859.45	10,111.29
95.0000	Applied Materials Incorporated, Common	Oct 12, 2011	11.3571	1,078.92	1,086.80
50.0000	Applied Materials Incorporated, Common	Nov 25, 2011	10.3568	517.84	572.00
50.0000	Applied Materials Incorporated, Common	Dec 23, 2011	10.6706	533.53	572.00
75.0000	Applied Materials Incorporated, Common	Feb 02, 2012	12.6629	949.72	858.00
50.0000	Applied Materials Incorporated, Common	Jul 17, 2012	10.3376	516.88	572.00

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
320.0000	TOTAL FOR THIS SECURITY		11 2403	3,596.89	3,660.80
60.0000	Astrazeneca PLC Sponsored ADR	May 17, 2010	42.0750	2,524.50	2,836.20
50.0000	Astrazeneca PLC Sponsored ADR	May 26, 2010	40.9452	2,047.26	2,363.50
15.0000	Astrazeneca PLC Sponsored ADR	May 17, 2012	42.4400	636.60	709.05
35.0000	Astrazeneca PLC Sponsored ADR	Aug 29, 2012	47 0163	1,645.57	1,654.45
160.0000	TOTAL FOR THIS SECURITY		42 8371	6,853.93	7,563.20
75 0000	BB&T Corporation, Common	Sep 20, 2012	33.4413	2,508 10	2,183.25
15.0000	BP PLC Sponsored ADR	Aug 11, 2011	39.6520	594.78	624.60
45.0000	BP PLC Sponsored ADR	Sep 15, 2011	39 3067	1,768.80	1,873.80
15.0000	BP PLC Sponsored ADR	Oct 06, 2011	36.2060	543.09	624.60
20 0000	BP PLC Sponsored ADR	Oct 11, 2011	38.1460	762.92	832.80
30.0000	BP PLC Sponsored ADR	Oct 28, 2011	45.3727	1,361.18	1,249.20
15.0000	BP PLC Sponsored ADR	Apr 12, 2012	42 8927	643.39	624.60
140.0000	TOTAL FOR THIS SECURITY		40.5297	5,674.16	5,829.60
250.0000	Bank of America Corporation, Common	Dec 12, 2012	10.6152	2,653.80	2,902.50
21.0000	Becton Dickinson & Company, Common	Jul 30, 2012	76.0395	1,596.83	1,641.99
9.0000	Becton Dickinson & Company, Common	Sep 26, 2012	78 5578	707.02	703.71
10.0000	Becton Dickinson & Company, Common	Oct 15, 2012	76.5300	765.30	781.90
40.0000	TOTAL FOR THIS SECURITY		76 7288	3,069.15	3,127.60
222.4240	Bernstein Emerging Markets Value Portfolio	Feb 07, 2006	38.8687	8,645.34	6,287.93
239.8730	Bernstein Emerging Markets Value Portfolio	Oct 30, 2006	40.6465	9,750.00	6,781.21
123.2650	Bernstein Emerging Markets Value Portfolio	Dec 15, 2006	36.6901	4,522.60	3,484.70
6.3310	Bernstein Emerging Markets Value Portfolio	Dec 11, 2007	40 9604	259 32	178.98
92 2740	Bernstein Emerging Markets Value Portfolio	Oct 02, 2008	24.3839	2,250.00	2,608.59
110.5580	Bernstein Emerging Markets Value Portfolio	Dec 09, 2008	14.7200	1,627.41	3,125.47
6.7740	Bernstein Emerging Markets Value Portfolio	Dec 11, 2009	28.1798	190.89	191.50
9.1460	Bernstein Emerging Markets Value Portfolio	Dec 07, 2010	32.8111	300.09	258.56
58.0640	Bernstein Emerging Markets Value Portfolio	Sep 19, 2011	27.5558	1,600.00	1,641.47
42.9090	Bernstein Emerging Markets Value Portfolio	Dec 14, 2011	23 9099	1,025.95	1,213.04
11.8450	Bernstein Emerging Markets Value Portfolio	Dec 12, 2012	27.6294	327.27	334.86
923.4630	TOTAL FOR THIS SECURITY		33.0266	30,498.87	26,106.30
19 0000	Berkshire Hathaway Incorporated (New), Class B Common	Jul 17, 2012	84.5116	1,605.72	1,704 30
3,074.2990	Bernstein International Value Portfolio	Feb 07, 2006	25 2400	77,595.30	42,763.50
1,429.3340	Bernstein International Value Portfolio	Oct 30, 2006	28 0900	40,150.00	19,882.04

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
90.3930	Bernstein International Value Portfolio	Nov 21, 2006	28.2101	2,550.00	1,257.37
764.6520	Bernstein International Value Portfolio	Dec 15, 2006	25.6500	19,613.32	10,636.31
114.7490	Bernstein International Value Portfolio	Oct 04, 2007	29.6299	3,400.00	1,596.16
805.3830	Bernstein International Value Portfolio	Dec 11, 2007	25.2600	20,343.97	11,202.88
591.0540	Bernstein International Value Portfolio	Oct 02, 2008	15.6500	9,250.00	8,221.56
92.5930	Bernstein International Value Portfolio	Jan 19, 2010	15.6599	1,450.00	1,287.97
206.6120	Bernstein International Value Portfolio	Feb 01, 2010	14.5200	3,000.00	2,873.97
81.4330	Bernstein International Value Portfolio	Dec 16, 2010	15.3500	1,250.00	1,132.73
179.0560	Bernstein International Value Portfolio	Dec 19, 2010	15.4700	2,770.00	2,490.67
1,122.1720	Bernstein International Value Portfolio	Dec 22, 2010	15.4700	17,360.00	15,609.41
75.3110	Bernstein International Value Portfolio	Jun 28, 2011	15.2700	1,150.00	1,047.58
62.9720	Bernstein International Value Portfolio	Jul 07, 2011	15.8801	1,000.00	875.94
70.0600	Bernstein International Value Portfolio	Nov 03, 2011	13.5598	950.00	974.53
61.6800	Bernstein International Value Portfolio	Nov 10, 2011	12.9702	800.00	857.97
424.6030	Bernstein International Value Portfolio	Jan 13, 2012	12.6000	5,350.00	5,906.23
107.4870	Bernstein International Value Portfolio	Apr 05, 2012	13.4900	1,450.00	1,495.14
0.5620	Bernstein International Value Portfolio	May 17, 2012	12.0107	6.75	7.82
12.1640	Bernstein International Value Portfolio	Jun 19, 2012	12.4096	150.95	169.20
6.7440	Bernstein International Value Portfolio	Jun 28, 2012	12.0996	81.60	93.81
181.2860	Bernstein International Value Portfolio	Dec 12, 2012	13.6500	2,474.55	2,521.69
9,554.5990	TOTAL FOR THIS SECURITY		22.2036	212,146.44	132,904.47
30.0000	Biogen Idec Incorporated, Common	Aug 30, 2012	145.7817	4,373.45	4,391.10
55.0000	CIT Group Incorporated, Class A Common	Dec 13, 2011	33.7365	1,855.51	2,125.20
20.0000	CIT Group Incorporated, Class A Common	Jan 11, 2012	36.9645	739.29	772.80
45.0000	CIT Group Incorporated, Class A Common	Feb 01, 2012	39.0164	1,755.74	1,738.80
120.0000	TOTAL FOR THIS SECURITY		36.2545	4,350.54	4,636.80
10.0000	Chevron Corporation, Common	Jun 08, 2012	100.1970	1,001.97	1,081.40
15.0000	Chevron Corporation, Common	Aug 17, 2012	112.9120	1,693.68	1,622.10
25.0000	TOTAL FOR THIS SECURITY		107.8260	2,695.65	2,703.50
3.0000	Chipotle Mexican Grill Incorporated, Common	Jun 15, 2012	398.2900	1,194.87	892.38
5.0000	Chipotle Mexican Grill Incorporated, Common	Jul 20, 2012	318.2440	1,591.22	1,487.30
8.0000	TOTAL FOR THIS SECURITY		348.2613	2,786.09	2,379.68
20.0000	Cisco Systems Incorporated, Common	Dec 23, 2011	18.2700	365.40	392.99
45.0000	Cisco Systems Incorporated, Common	Feb 08, 2012	20.1718	907.73	884.22
55.0000	Cisco Systems Incorporated, Common	Feb 13, 2012	20.0324	1,101.78	1,080.72

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
40.0000	Cisco Systems Incorporated, Common	Feb 21, 2012	20.4435	817.74	785.98
160.0000	TOTAL FOR THIS SECURITY		19.9541	3,192.65	3,143.90
13.0000	Citigroup Incorporated, Common	Mar 21, 2011	44.8369	582.88	514.28
25.0000	Citigroup Incorporated, Common	Mar 30, 2011	44.9712	1,124.28	989.00
12.0000	Citigroup Incorporated, Common	Apr 05, 2011	44.4250	533.10	474.72
20.0000	Citigroup Incorporated, Common	Apr 20, 2011	45.6060	912.12	791.20
20.0000	Citigroup Incorporated, Common	May 04, 2011	45.1740	903.48	791.20
15.0000	Citigroup Incorporated, Common	May 17, 2011	41.3440	620.16	593.40
30.0000	Citigroup Incorporated, Common	May 19, 2011	41.3727	1,241.18	1,186.80
15.0000	Citigroup Incorporated, Common	Jul 11, 2011	40.7260	610.89	593.40
25.0000	Citigroup Incorporated, Common	Jul 22, 2011	40.1792	1,004.48	989.00
25.0000	Citigroup Incorporated, Common	Oct 25, 2011	31.1560	778.90	989.00
200.0000	TOTAL FOR THIS SECURITY		41.5574	8,311.47	7,912.00
15.0000	Citrix Systems Incorporated, Common	Dec 23, 2010	68.4740	1,027.11	984.30
10.0000	Citrix Systems Incorporated, Common	Mar 18, 2011	67.0320	670.32	656.20
10.0000	Citrix Systems Incorporated, Common	Jun 22, 2011	76.6690	766.69	656.20
10.0000	Citrix Systems Incorporated, Common	Aug 25, 2011	54.3090	543.09	656.20
15.0000	Citrix Systems Incorporated, Common	Nov 01, 2012	63.4127	951.19	984.30
10.0000	Citrix Systems Incorporated, Common	Nov 28, 2012	59.6640	596.64	656.20
70.0000	TOTAL FOR THIS SECURITY		65.0720	4,555.04	4,593.40
6.0000	Coach Incorporated, Common	Apr 20, 2012	76.2517	457.51	333.06
14.0000	Coach Incorporated, Common	Apr 30, 2012	73.1436	1,024.01	777.14
15.0000	Coach Incorporated, Common	May 24, 2012	68.7920	1,031.88	832.65
35.0000	TOTAL FOR THIS SECURITY		71.8114	2,513.40	1,942.85
25.0000	Cognizant Technology Solutions Corporation, Common	Apr 10, 2012	75.3208	1,883.02	1,847.06
10.0000	Cognizant Technology Solutions Corporation, Common	Apr 20, 2012	72.1750	721.75	738.82
20.0000	Cognizant Technology Solutions Corporation, Common	Apr 24, 2012	72.2120	1,444.24	1,477.65
55.0000	TOTAL FOR THIS SECURITY		73.6184	4,049.01	4,063.53
35.0000	Comcast Corporation (New), Class A Common	Mar 30, 2011	24.6983	864.44	1,307.60
25.0000	Comcast Corporation (New), Class A Common	Apr 18, 2011	23.9840	599.60	934.00
20.0000	Comcast Corporation (New), Class A Common	Jan 09, 2012	25.2355	504.71	747.20
80.0000	TOTAL FOR THIS SECURITY		24.6094	1,968.75	2,988.80
25.0000	Danaher Corporation, Common	Dec 23, 2010	47.1712	1,179.28	1,397.50

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
10.0000	Danaher Corporation, Common	Mar 14, 2011	50.7920	507.92	559.00
10.0000	Danaher Corporation, Common	Apr 06, 2011	52.1990	521.99	559.00
15.0000	Danaher Corporation, Common	Apr 03, 2012	55.8567	837.85	838.50
15.0000	Danaher Corporation, Common	Apr 27, 2012	54.5580	818.37	838.50
75.0000	TOTAL FOR THIS SECURITY		51.5388	3,865.41	4,192.50
65.0000	Delta Air Lines Incorporated, Common	Mar 15, 2010	12.6200	820.30	771.55
50.0000	Delta Air Lines Incorporated, Common	Jan 25, 2011	11.7028	585.14	593.50
75.0000	Delta Air Lines Incorporated, Common	Jul 22, 2011	8.1099	608.24	890.25
190.0000	TOTAL FOR THIS SECURITY		10.5983	2,013.68	2,255.30
30.0000	Diamond Offshore Drilling Incorporated, Common	Nov 08, 2012	65.9007	1,977.02	2,038.80
25.0000	Diamond Offshore Drilling Incorporated, Common	Nov 14, 2012	65.3864	1,634.66	1,699.00
55.0000	TOTAL FOR THIS SECURITY		65.6669	3,611.68	3,737.80
25.0000	DIRECTV, Common	Nov 09, 2012	49.0712	1,226.78	1,254.00
75.0000	Discover Financial Services, Common	Nov 27, 2012	40.7536	3,056.52	2,891.25
20.0000	The Walt Disney Company, Common	Dec 23, 2010	37.6845	753.69	995.80
15.0000	The Walt Disney Company, Common	Jul 08, 2011	39.5680	593.52	746.85
15.0000	The Walt Disney Company, Common	Aug 12, 2011	33.2967	499.45	746.85
15.0000	The Walt Disney Company, Common	Nov 18, 2011	35.5847	533.77	746.85
15.0000	The Walt Disney Company, Common	Mar 02, 2012	42.1560	632.34	746.85
80.0000	TOTAL FOR THIS SECURITY		37.6596	3,012.77	3,983.20
5.0000	EOG Resources Incorporated, Common	Jul 22, 2011	106.1020	530.51	603.95
5.0000	EOG Resources Incorporated, Common	Jul 27, 2011	104.9620	524.81	603.95
10.0000	TOTAL FOR THIS SECURITY		105.5320	1,055.32	1,207.90
35.0000	Ebay Incorporated, Common	Aug 24, 2012	47.2137	1,652.48	1,784.92
60.0000	Eaton Corporation PLC	Dec 03, 2012	51.9057	3,114.34	3,250.80
50.0000	Exxon Mobil Corporation, Common	Jun 08, 2012	80.1558	4,007.79	4,327.50
10.0000	Exxon Mobil Corporation, Common	Aug 17, 2012	88.4330	884.33	865.50
60.0000	TOTAL FOR THIS SECURITY		81.5353	4,892.12	5,193.00
8.0000	F5 Networks Incorporated, Common	Apr 20, 2012	133.1950	1,065.56	777.20
10.0000	F5 Networks Incorporated, Common	May 24, 2012	110.9000	1,109.00	971.50

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
18.0000	TOTAL FOR THIS SECURITY		120 8089	2,174.56	1,748 70
95.0000	Fidelity National Financial Title Group Incorporated, Class A Common	Oct 05, 2012	22.5779	2,144.90	2,237.25
55.0000	Fidelity National Information Services Incorporated, Common	Sep 21, 2012	32.6615	1,796.38	1,914.55
20.0000	Fidelity National Information Services Incorporated, Common	Nov 13, 2012	34.9290	698.58	696.20
75 0000	TOTAL FOR THIS SECURITY		33.2661	2,494.96	2,610.75
250.0000	Ford Motor Company, Common	Nov 01, 2012	10 9676	2,741.90	3,237.50
65.0000	General Electric Company, Common	Apr 05, 2011	20.4838	1,331.45	1,364.35
25.0000	General Electric Company, Common	Feb 02, 2012	18.7640	469.10	524.75
25.0000	General Electric Company, Common	Feb 21, 2012	19.4204	485.51	524.75
30 0000	General Electric Company, Common	Aug 16, 2012	20.9527	628.58	629.70
145.0000	TOTAL FOR THIS SECURITY		20.1010	2,914.64	3,043.55
5 0000	Google Incorporated, Common	Dec 23, 2010	604.2240	3,021.12	3,536.90
1.0000	Google Incorporated, Common	Mar 08, 2011	596.0600	596.06	707.38
1.0000	Google Incorporated, Common	Mar 28, 2011	579.8100	579.81	707.38
2.0000	Google Incorporated, Common	Aug 17, 2012	674.0050	1,348.01	1,414.76
9 0000	TOTAL FOR THIS SECURITY		616 1111	5,545.00	6,366.42
25 0000	Harley Davidson Incorporated, Common	Nov 14, 2011	39.5316	988.29	1,220.75
20.0000	Harley Davidson Incorporated, Common	Jul 13, 2012	44.0085	880.17	976.60
45.0000	TOTAL FOR THIS SECURITY		41 5213	1,868.46	2,197.35
30.0000	Harris Corporation, Common	Oct 04, 2012	51.1323	1,533.97	1,468.80
35.0000	Health Net Incorporated, Common	Nov 24, 2010	26.6743	933.60	850.50
30.0000	Hewlett Packard Company, Common	May 25, 2010	45 1363	1,354.09	427.50
30.0000	Hewlett Packard Company, Common	Jul 01, 2010	42.6487	1,279.46	427.50
15.0000	Hewlett Packard Company, Common	Aug 11, 2010	41.5007	622.51	213.75
10.0000	Hewlett Packard Company, Common	Feb 24, 2011	42.7360	427.36	142.50
10.0000	Hewlett Packard Company, Common	Mar 10, 2011	41.6240	416.24	142.50
15.0000	Hewlett Packard Company, Common	May 26, 2011	36.4240	546.36	213.75

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
50.0000	Hewlett Packard Company, Common	Aug 05, 2011	32.4792	1,623.96	712.50
40.0000	Hewlett Packard Company, Common	Aug 19, 2011	23.5225	940.90	570.00
25.0000	Hewlett Packard Company, Common	Dec 06, 2011	28.1704	704.26	356.25
25.0000	Hewlett Packard Company, Common	Dec 21, 2011	25.4764	636.91	356.25
50.0000	Hewlett Packard Company, Common	Mar 12, 2012	24.1086	1,205.43	712.50
300.0000	TOTAL FOR THIS SECURITY		32.5249	9,757.48	4,275.00
25.0000	Home Depot Incorporated, Common	May 30, 2012	49.6032	1,240.08	1,546.25
40.0000	Home Depot Incorporated, Common	Aug 17, 2012	56.9153	2,276.61	2,474.00
65.0000	TOTAL FOR THIS SECURITY		54.1029	3,516.69	4,020.25
18.0000	Idexx Laboratories Corporation, Common	Jul 20, 2012	89.6689	1,614.04	1,670.40
17.0000	Idexx Laboratories Corporation, Common	Aug 08, 2012	89.5653	1,522.61	1,577.60
35.0000	TOTAL FOR THIS SECURITY		89.6186	3,136.65	3,248.00
22.0000	Intercontinental Exchange Incorporated, Common	Aug 30, 2012	135.5150	2,981.33	2,723.82
8.0000	Intercontinental Exchange Incorporated, Common	Dec 06, 2012	130.6450	1,045.16	990.48
30.0000	TOTAL FOR THIS SECURITY		134.2163	4,026.49	3,714.30
17.0000	International Business Machines Corporation, Common	May 31, 2012	194.3000	3,303.10	3,256.35
6.0000	International Business Machines Corporation, Common	Aug 16, 2012	199.7233	1,198.34	1,149.30
7.0000	International Business Machines Corporation, Common	Sep 26, 2012	204.7171	1,433.02	1,340.85
30.0000	TOTAL FOR THIS SECURITY		197.8153	5,934.46	5,746.50
6.0000	Intuitive Surgical Incorporated (New), Common	Nov 12, 2012	532.7683	3,196.61	2,942.22
10.0000	Intuit Corporation, Common	Jan 10, 2011	47.9530	479.53	594.80
10.0000	Intuit Corporation, Common	Jan 26, 2011	47.1240	471.24	594.80
10.0000	Intuit Corporation, Common	Feb 25, 2011	52.6510	526.51	594.80
20.0000	Intuit Corporation, Common	Aug 22, 2011	43.7895	875.79	1,189.60
50.0000	TOTAL FOR THIS SECURITY		47.0614	2,353.07	2,974.00
20.0000	JPMorgan Chase & Company, Common	Mar 29, 2012	45.6680	913.36	879.38
10.0000	JPMorgan Chase & Company, Common	Apr 12, 2012	44.4110	444.11	439.69

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
20.0000	JPMorgan Chase & Company, Common	Oct 23, 2012	41.4190	828.38	879.38
50.0000	TOTAL FOR THIS SECURITY				
75.0000	Johnson & Johnson, Common	Jun 25, 2010	43.7170	2,185.85	2,198.46
65.0000	Kinder Morgan Incorporated, Common	Oct 17, 2012	59.1032	4,432.74	5,257.50
20.0000	Kinder Morgan Incorporated, Common	Nov 01, 2012	35.7360	2,322.84	2,296.45
20.0000	Kinder Morgan Incorporated, Common	Nov 13, 2012	34.5940	691.88	706.60
105.0000	TOTAL FOR THIS SECURITY		32.5500	651.00	706.60
10.0000	Kraft Foods Group Incorporated, Common	Aug 02, 2012	34.9116	3,665.72	3,709.65
5.0000	Kraft Foods Group Incorporated, Common	Aug 21, 2012	40.5080	405.08	454.70
25.0000	Kraft Foods Group Incorporated, Common	Oct 05, 2012	42.5960	212.98	227.35
40.0000	TOTAL FOR THIS SECURITY		47.5464	1,188.66	1,136.75
165.0000	Kroger Company, Common	Mar 14, 2011	45.1680	1,806.72	1,818.80
20.0000	Kroger Company, Common	Nov 11, 2011	23.7977	3,926.62	4,293.30
40.0000	Kroger Company, Common	Feb 21, 2012	23.3870	467.74	520.40
25.0000	Kroger Company, Common	Aug 29, 2012	23.9673	958.69	1,040.80
250.0000	TOTAL FOR THIS SECURITY		22.2368	555.92	650.50
20.0000	Liberty Media Corporation, Series A Common	Oct 25, 2012	23.6359	5,908.97	6,505.00
14.0000	LinkedIn Corporation, Common	Nov 08, 2012	111.4080	2,228.16	2,320.20
17.0000	Lorillard Incorporated, Common	Aug 18, 2011	99.6000	1,394.40	1,607.48
8.0000	Lorillard Incorporated, Common	Oct 06, 2011	107.3741	1,825.36	1,983.39
5.0000	Lorillard Incorporated, Common	Oct 24, 2011	113.7038	909.63	933.36
30.0000	TOTAL FOR THIS SECURITY		114.7520	573.76	583.35
10.0000	LyondellBasell Industries NV, Class A Common	May 23, 2011	110.2917	3,308.75	3,500.10
30.0000	LyondellBasell Industries NV, Class A Common	Oct 04, 2011	34.2230	342.23	570.90
15.0000	LyondellBasell Industries NV, Class A Common	May 01, 2012	19.2067	576.20	1,712.70
55.0000	TOTAL FOR THIS SECURITY		43.0600	645.90	856.35
170.0000	MGM Resorts International, Common	Jan 09, 2012	28.4424	1,564.33	3,139.95
55.0000	MGM Resorts International, Common	Feb 28, 2012	11.2979	1,920.64	1,978.80
50.0000	MGM Resorts International, Common	Apr 26, 2012	13.8273	760.50	640.20
275.0000	TOTAL FOR THIS SECURITY		13.4648	673.24	582.00
95.0000	Macy's Incorporated, Common	Jul 23, 2012	12.1977	3,354.38	3,201.00
			34.8141	3,307.34	3,706.90

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
25.0000	McDonalds Corporation, Common	Jun 15, 2012	90.4496	2,261.24	2,205.25
25.0000	McKesson Corporation, Common	May 31, 2012	87.5900	2,189.75	2,424.00
65.0000	Medtronic Incorporated, Common	Sep 21, 2012	43.3711	2,819.12	2,666.30
20.0000	Medtronic Incorporated, Common	Nov 13, 2012	41.5930	831.86	820.40
85.0000	TOTAL FOR THIS SECURITY		42.9527	3,650.98	3,486.70
30.0000	Merck & Company Incorporated (New), Common	Aug 06, 2012	44.5453	1,336.36	1,228.20
25.0000	Merck & Company Incorporated (New), Common	Sep 21, 2012	45.1880	1,129.70	1,023.50
55.0000	TOTAL FOR THIS SECURITY		44.8375	2,466.06	2,251.70
150.0000	Micron Technology Incorporated, Common	Nov 01, 2011	5.3696	805.44	951.00
100.0000	Micron Technology Incorporated, Common	Nov 15, 2011	5.3454	534.54	634.00
250.0000	TOTAL FOR THIS SECURITY		5.3599	1,339.98	1,585.00
5.0000	Microsoft Corporation, Common	Aug 16, 2012	30.4540	152.27	133.55
65.0000	Microsoft Corporation, Common	Sep 12, 2012	30.9115	2,009.25	1,736.13
25.0000	Microsoft Corporation, Common	Dec 03, 2012	26.5108	662.77	667.74
95.0000	TOTAL FOR THIS SECURITY		29.7294	2,824.29	2,537.42
20.0000	NV Energy Incorporated, Common	Aug 16, 2011	14.5490	290.98	362.80
40.0000	NV Energy Incorporated, Common	Oct 06, 2011	14.4140	576.56	725.60
75.0000	NV Energy Incorporated, Common	Aug 30, 2012	17.6011	1,320.08	1,360.50
135.0000	TOTAL FOR THIS SECURITY		16.2046	2,187.62	2,448.90
8.0000	National Oilwell Varco Incorporated, Common	Feb 14, 2012	83.5213	668.17	546.80
8.0000	National Oilwell Varco Incorporated, Common	Feb 16, 2012	83.8538	670.83	546.80
19.0000	National Oilwell Varco Incorporated, Common	Mar 28, 2012	77.6495	1,475.34	1,298.65
10.0000	National Oilwell Varco Incorporated, Common	Apr 13, 2012	78.9720	789.72	683.50
45.0000	TOTAL FOR THIS SECURITY		80.0902	3,604.06	3,075.75
10.0000	Noble Energy Incorporated, Common	Dec 23, 2010	85.2180	852.18	1,017.40
5.0000	Noble Energy Incorporated, Common	Jan 19, 2011	85.9720	429.86	508.70
5.0000	Noble Energy Incorporated, Common	Feb 23, 2011	88.9400	444.70	508.70
10.0000	Noble Energy Incorporated, Common	May 24, 2011	88.2380	882.38	1,017.40
30.0000	TOTAL FOR THIS SECURITY		86.9707	2,609.12	3,052.20
12.0000	Partnerre Limited, Common	Nov 08, 2012	80.5825	966.99	965.88

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
12.0000	Partnerre Limited, Common	Nov 13, 2012	79.1467	949.76	965.88
24.0000	TOTAL FOR THIS SECURITY		79.8646	1,916.75	1,931.76
35.0000	Pfizer Incorporated, Common	Jul 24, 2007	25.0097	875.34	877.78
160.0000	Pfizer Incorporated, Common	Jul 21, 2009	15.4958	2,479.33	4,012.69
85.0000	Pfizer Incorporated, Common	Sep 01, 2010	16.3226	1,387.42	2,131.74
50.0000	Pfizer Incorporated, Common	Nov 16, 2010	16.6008	830.04	1,253.97
45.0000	Pfizer Incorporated, Common	Jul 11, 2011	20.0309	901.39	1,128.57
375.0000	TOTAL FOR THIS SECURITY		17.2627	6,473.52	9,404.74
19.0000	Philip Morris International Incorporated, Common	May 21, 2012	84.6300	1,607.97	1,589.16
6.0000	Philip Morris International Incorporated, Common	Aug 15, 2012	92.6883	556.13	501.84
20.0000	Philip Morris International Incorporated, Common	Aug 29, 2012	90.8185	1,816.37	1,672.80
10.0000	Philip Morris International Incorporated, Common	Nov 01, 2012	87.7070	877.07	836.40
10.0000	Philip Morris International Incorporated, Common	Nov 09, 2012	86.0850	860.85	836.40
65.0000	TOTAL FOR THIS SECURITY		87.9752	5,718.39	5,436.60
7.0000	Precision Castparts Corporation, Common	Jun 14, 2011	152.6957	1,068.87	1,325.94
7.0000	Precision Castparts Corporation, Common	Aug 04, 2011	151.8486	1,062.94	1,325.94
6.0000	Precision Castparts Corporation, Common	Nov 01, 2011	158.5133	951.08	1,136.52
4.0000	Precision Castparts Corporation, Common	Feb 02, 2012	166.4800	665.92	757.68
6.0000	Precision Castparts Corporation, Common	Aug 23, 2012	161.6950	970.17	1,136.52
30.0000	TOTAL FOR THIS SECURITY		157.2993	4,718.98	5,682.60
15.0000	Procter & Gamble Company, Common	May 21, 2012	63.2400	948.60	1,018.35
65.0000	PulteGroup Incorporated, Common	Sep 11, 2012	14.6443	951.88	1,180.40
40.0000	PulteGroup Incorporated, Common	Sep 14, 2012	16.4600	658.40	726.40
105.0000	TOTAL FOR THIS SECURITY		15.3360	1,610.28	1,906.80
30.0000	Reynolds American Incorporated, Common	May 22, 2012	41.4100	1,242.30	1,242.90
15.0000	Reynolds American Incorporated, Common	Nov 09, 2012	41.5427	623.14	621.45
45.0000	TOTAL FOR THIS SECURITY		41.4542	1,865.44	1,864.35
55.0000	Schlumberger Limited, Common	Dec 23, 2010	82.7015	4,548.58	3,811.42

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
10.0000	Schlumberger Limited, Common	Jan 10, 2012	70.8570	708.57	692.99
10.0000	Schlumberger Limited, Common	Aug 20, 2012	74.3910	743.91	692.99
75.0000	TOTAL FOR THIS SECURITY		80.0141	6,001.06	5,197.40
25.0000	Sherwin Williams Company, Common	Jun 01, 2012	125.0440	3,126.10	3,845.50
25.0000	Starbucks Corporation, Common	Apr 29, 2011	36.2488	906.22	1,340.75
20.0000	Starbucks Corporation, Common	Jul 19, 2011	39.9950	799.90	1,072.60
15.0000	Starbucks Corporation, Common	Jul 13, 2012	53.0900	796.35	804.45
60.0000	TOTAL FOR THIS SECURITY		41.7078	2,502.47	3,217.80
45.0000	TJX Companies Incorporated, Common	Sep 26, 2012	44.6818	2,010.68	1,910.25
35.0000	TJX Companies Incorporated, Common	Oct 03, 2012	45.2149	1,582.52	1,485.75
80.0000	TOTAL FOR THIS SECURITY		44.9150	3,593.20	3,396.00
30.0000	Tibco Software Incorporated, Common	Mar 19, 2012	30.8557	925.67	659.40
20.0000	Tibco Software Incorporated, Common	Apr 09, 2012	32.5280	650.56	439.60
25.0000	Tibco Software Incorporated, Common	May 24, 2012	29.5800	739.50	549.50
30.0000	Tibco Software Incorporated, Common	Aug 23, 2012	29.3963	881.89	659.40
105.0000	TOTAL FOR THIS SECURITY		30.4535	3,197.62	2,307.90
25.0000	Time Warner Cable Incorporated, Common	Feb 15, 2011	70.5512	1,763.78	2,429.75
10.0000	Time Warner Cable Incorporated, Common	Nov 21, 2011	60.0360	600.36	971.90
35.0000	TOTAL FOR THIS SECURITY		67.5469	2,364.14	3,401.65
50.0000	Time Warner Incorporated (New), Common	Aug 01, 2012	38.5484	1,927.42	2,391.50
20.0000	Time Warner Incorporated (New), Common	Aug 20, 2012	42.7535	855.07	956.60
70.0000	TOTAL FOR THIS SECURITY		39.7499	2,782.49	3,348.10
10.0000	Tyson Foods Incorporated, Class A Common	Jun 23, 2011	18.5490	185.49	194.00
45.0000	Tyson Foods Incorporated, Class A Common	May 22, 2012	19.4196	873.88	873.00
50.0000	Tyson Foods Incorporated, Class A Common	Sep 20, 2012	16.5734	828.67	970.00
105.0000	TOTAL FOR THIS SECURITY		17.9813	1,888.04	2,037.00
10.0000	Ulta Salon, Cosmetics & Fragrance Incorporated, Common	Dec 10, 2012	99.8480	998.48	982.60
12.0000	Ulta Salon, Cosmetics & Fragrance Incorporated, Common	Dec 14, 2012	94.7283	1,136.74	1,179.12
22.0000	TOTAL FOR THIS SECURITY		97.0555	2,135.22	2,161.72

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
23.0000	Union Pacific Corporation, Common	Jun 25, 2012	113.5722	2,612.16	2,891.56
12.0000	Union Pacific Corporation, Common	Aug 21, 2012	124.8350	1,498.02	1,508.64
35.0000	TOTAL FOR THIS SECURITY		117.4337	4,110.18	4,400.20
50.0000	U.S. Bancorp Incorporated, Common	Jun 12, 2012	30.4788	1,523.94	1,597.00
40.0000	U.S. Bancorp Incorporated, Common	Aug 20, 2012	33.0773	1,323.09	1,277.60
90.0000	TOTAL FOR THIS SECURITY		31.6337	2,847.03	2,874.60
10.0000	Unitedhealth Group Incorporated, Common	Jun 23, 2011	50.8630	508.63	542.40
20.0000	Unitedhealth Group Incorporated, Common	Aug 08, 2011	42.6410	852.82	1,084.80
10.0000	Unitedhealth Group Incorporated, Common	Aug 10, 2011	42.0970	420.97	542.40
10.0000	Unitedhealth Group Incorporated, Common	Aug 11, 2011	42.8120	428.12	542.40
10.0000	Unitedhealth Group Incorporated, Common	Nov 09, 2011	45.7720	457.72	542.40
10.0000	Unitedhealth Group Incorporated, Common	Feb 03, 2012	51.7300	517.30	542.40
17.0000	Unitedhealth Group Incorporated, Common	Apr 30, 2012	55.9018	950.33	922.08
87.0000	TOTAL FOR THIS SECURITY		47.5390	4,135.89	4,718.88
6.0000	United Technologies Corporation, Common	Aug 22, 2012	79.4550	476.73	492.06
7.0000	United Technologies Corporation, Common	Sep 07, 2012	79.3757	555.63	574.07
10.0000	United Technologies Corporation, Common	Oct 15, 2012	76.1580	761.58	820.10
23.0000	TOTAL FOR THIS SECURITY		77.9974	1,793.94	1,886.23
40.0000	Verizon Communications, Common	Jul 18, 2012	45.8205	1,832.82	1,730.80
15.0000	Verizon Communications, Common	Aug 17, 2012	44.0993	661.49	649.05
55.0000	TOTAL FOR THIS SECURITY		45.3511	2,494.31	2,379.85
20.0000	Vertex Pharmaceuticals Incorporated, Common	Nov 06, 2012	46.4975	929.95	838.00
25.0000	Viacom Incorporated, Class B Common	Dec 15, 2010	38.7352	968.38	1,318.50
15.0000	Viacom Incorporated, Class B Common	Jun 02, 2011	50.4640	756.96	791.10
20.0000	Viacom Incorporated, Class B Common	Jun 08, 2011	48.5515	971.03	1,054.80

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
60.0000	TOTAL FOR THIS SECURITY		44.9395	2,696.37	3,164.40
30.0000	Visa Incorporated, Class A Common	Jun 26, 2012	123.0390	3,691.17	4,547.40
30.0000	Wal-Mart Stores Incorporated, Common	May 21, 2012	62.9193	1,887.58	2,046.90
15.0000	Wal-Mart Stores Incorporated, Common	Aug 16, 2012	72.1127	1,081.69	1,023.45
45.0000	TOTAL FOR THIS SECURITY		65.9838	2,969.27	3,070.35
15.0000	Wellpoint Incorporated, Common	Mar 09, 2011	69.2287	1,038.43	913.80
20.0000	Wellpoint Incorporated, Common	Apr 13, 2011	69.2905	1,385.81	1,218.40
10.0000	Wellpoint Incorporated, Common	Apr 27, 2011	74.7000	747.00	609.20
15.0000	Wellpoint Incorporated, Common	May 02, 2011	77.4693	1,162.04	913.80
15.0000	Wellpoint Incorporated, Common	Aug 05, 2011	62.5960	938.94	913.80
10.0000	Wellpoint Incorporated, Common	Feb 02, 2012	64.9100	649.10	609.20
25.0000	Wellpoint Incorporated, Common	May 17, 2012	65.9100	1,647.75	1,523.00
110.0000	TOTAL FOR THIS SECURITY		68.8097	7,569.07	6,701.20
15.0000	Wells Fargo & Company, Common	Jan 10, 2012	29.3900	440.85	512.70
16.0000	Wells Fargo & Company, Common	Feb 13, 2012	30.6650	490.64	546.88
25.0000	Wells Fargo & Company, Common	Feb 15, 2012	30.3256	758.14	854.50
29.0000	Wells Fargo & Company, Common	Mar 14, 2012	33.2279	963.61	991.22
15.0000	Wells Fargo & Company, Common	Mar 20, 2012	34.1100	511.65	512.70
50.0000	Wells Fargo & Company, Common	Mar 21, 2012	34.2340	1,711.70	1,709.00
25.0000	Wells Fargo & Company, Common	Mar 27, 2012	34.2644	856.61	854.50
20.0000	Wells Fargo & Company, Common	Mar 29, 2012	33.8095	676.19	683.60
195.0000	TOTAL FOR THIS SECURITY		32.8687	6,409.39	6,665.10
TOTAL STOCKS				\$576,747.32	\$509,415.86
	Account Receivable			8,825.02	8,825.02
	Cash & Cash Equivalents			9,795.22	9,795.22
	Cash & Cash Equivalents Wells Fargo Bank, N A.			11,277.42	11,277.42
TOTAL CASH, CASH EQUIVALENTS AND OTHER				\$29,897.66	\$29,897.66
TOTAL ACCOUNT				\$606,644.98	\$539,313.52

The Dellenback Family Foundation (GWDFD-002)

Foundation
Sanford C. Bernstein & Co. / Wells Fargo Bank, N A
888-***** / 222****

Par Value or Shares	Security	Date Acquired	Average Cost	Inventory Value	Market Value
55.0000	AT&T Incorporated, Common	Apr 05, 2011	30.9249	1,700.87	1,854.05
50.0000	AT&T Incorporated, Common	Apr 12, 2011	30.4770	1,523.85	1,685.50
75.0000	AT&T Incorporated, Common	Apr 13, 2011	30.2877	2,271.58	2,528.25
70.0000	AT&T Incorporated, Common	Jul 19, 2012	35.4786	2,483.50	2,359.70
250.0000	TOTAL FOR THIS SECURITY		31.9192	7,979.80	8,427.50
25.0000	Affiliated Managers Group Incorporated, Common	Dec 10, 2012	127.9924	3,199.81	3,253.75
3,814.2860	AllianceBernstein Discovery Growth Fund, Advisor Class	Jun 18, 2012	7.0000	26,700.00	28,530.86
386.1520	AllianceBernstein Discovery Growth Fund, Advisor Class	Dec 18, 2012	7.5100	2,900.00	2,888.42
4,200.4380	TOTAL FOR THIS SECURITY		7.0469	29,600.00	31,419.28
1,562.9090	AllianceBernstein Discovery Value Fund, Advisor Class	Jun 18, 2012	16.0200	25,037.80	27,116.47
146.7390	AllianceBernstein Discovery Value Fund, Advisor Class	Dec 18, 2012	18.4000	2,700.00	2,545.92
7.9390	AllianceBernstein Discovery Value Fund, Advisor Class	Dec 24, 2012	17.5400	139.25	137.74
84.5620	AllianceBernstein Discovery Value Fund, Advisor Class	Dec 26, 2012	17.5399	1,483.21	1,467.15
1,802.1490	TOTAL FOR THIS SECURITY		16.2918	29,360.26	31,267.29
115.0000	Altria Group Incorporated, Common	Dec 23, 2010	24.8576	2,858.62	3,615.60
135.0000	Altria Group Incorporated, Common	Mar 24, 2011	25.8201	3,485.71	4,244.40
75.0000	Altria Group Incorporated, Common	Mar 25, 2011	25.9828	1,948.71	2,358.00
150.0000	Altria Group Incorporated, Common	May 21, 2012	31.7900	4,768.50	4,716.00
75.0000	Altria Group Incorporated, Common	Jul 26, 2012	35.5985	2,669.89	2,358.00
100.0000	Altria Group Incorporated, Common	Aug 17, 2012	35.3361	3,533.61	3,144.00
100.0000	Altria Group Incorporated, Common	Dec 19, 2012	32.4562	3,245.62	3,144.00
750.0000	TOTAL FOR THIS SECURITY		30.0142	22,510.66	23,580.00
40.0000	Amazon com Incorporated, Common	Nov 14, 2012	224.3935	8,975.74	10,034.80
50.0000	Amgen Incorporated, Common	May 17, 2012	71.3800	3,569.00	4,310.00
100.0000	Ansys Incorporated, Common	Jul 09, 2012	58.5173	5,851.73	6,734.00
25.0000	Ansys Incorporated, Common	Aug 21, 2012	67.0904	1,677.26	1,683.50
125.0000	TOTAL FOR THIS SECURITY		60.2319	7,528.99	8,417.50
19.0000	Apple Incorporated, Common	Feb 16, 2007	84.9247	1,613.57	10,111.29

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
6.0000	Apple Incorporated, Common	Mar 07, 2011	354.3233	2,125.94	3,193.04
5.0000	Apple Incorporated, Common	Nov 18, 2011	378.2560	1,891.28	2,660.86
20.0000	Apple Incorporated, Common	Dec 27, 2011	407.4415	8,148.83	10,643.46
5.0000	Apple Incorporated, Common	Aug 23, 2012	667.9280	3,339.64	2,660.86
10.0000	Apple Incorporated, Common	Dec 19, 2012	529.2260	5,292.26	5,321.73
65.0000	TOTAL FOR THIS SECURITY		344.7926	22,411.52	34,591.24
175.0000	Applied Materials Incorporated, Common	Oct 12, 2011	11.3571	1,987.49	2,002.00
100.0000	Applied Materials Incorporated, Common	Oct 31, 2011	12.4553	1,245.53	1,144.00
200.0000	Applied Materials Incorporated, Common	Dec 23, 2011	10.6705	2,134.10	2,288.00
175.0000	Applied Materials Incorporated, Common	Jan 09, 2012	11.1775	1,956.06	2,002.00
200.0000	Applied Materials Incorporated, Common	Feb 02, 2012	12.6629	2,532.58	2,288.00
850.0000	TOTAL FOR THIS SECURITY		11.5950	9,855.76	9,724.00
275.0000	Astrazeneca PLC Sponsored ADR	Dec 23, 2010	46.1213	12,683.36	12,999.25
75.0000	Astrazeneca PLC Sponsored ADR	Dec 27, 2011	46.1371	3,460.28	3,545.25
50.0000	Astrazeneca PLC Sponsored ADR	Feb 17, 2012	45.2930	2,264.65	2,363.50
75.0000	Astrazeneca PLC Sponsored ADR	Aug 30, 2012	46.9836	3,523.77	3,545.25
50.0000	Astrazeneca PLC Sponsored ADR	Dec 19, 2012	47.7048	2,385.24	2,363.50
525.0000	TOTAL FOR THIS SECURITY		46.3187	24,317.30	24,816.75
225.0000	BB&T Corporation, Common	Sep 19, 2012	33.6414	7,569.32	6,549.75
125.0000	BP PLC Sponsored ADR	Sep 19, 2011	38.5218	4,815.23	5,205.00
50.0000	BP PLC Sponsored ADR	Oct 06, 2011	36.2060	1,810.30	2,082.00
75.0000	BP PLC Sponsored ADR	Oct 11, 2011	38.1459	2,860.94	3,123.00
75.0000	BP PLC Sponsored ADR	Oct 28, 2011	45.3725	3,402.94	3,123.00
50.0000	BP PLC Sponsored ADR	Dec 27, 2011	43.1762	2,158.81	2,082.00
50.0000	BP PLC Sponsored ADR	Apr 04, 2012	43.3046	2,165.23	2,082.00
425.0000	TOTAL FOR THIS SECURITY		40.5022	17,213.45	17,697.00
750.0000	Bank of America Corporation, Common	Dec 12, 2012	10.6152	7,961.40	8,707.50
50.0000	Becton Dickinson & Company, Common	Jul 30, 2012	76.0396	3,801.98	3,909.50
25.0000	Becton Dickinson & Company, Common	Aug 29, 2012	75.7244	1,893.11	1,954.75
25.0000	Becton Dickinson & Company, Common	Oct 15, 2012	76.5304	1,913.26	1,954.75
25.0000	Becton Dickinson & Company, Common	Nov 13, 2012	75.2100	1,880.25	1,954.75
25.0000	Becton Dickinson & Company, Common	Dec 19, 2012	78.9580	1,973.95	1,954.75

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
150.0000	TOTAL FOR THIS SECURITY		76.4170	11,462.55	11,728.50
202.8320	Bernstein Emerging Markets Value Portfolio	Feb 10, 2006	39.1010	7,930.94	5,734.06
273.3640	Bernstein Emerging Markets Value Portfolio	Dec 29, 2006	38.7272	10,586.63	7,728.00
200.2870	Bernstein Emerging Markets Value Portfolio	Dec 11, 2007	40.9602	8,203.79	5,662.11
268.6560	Bernstein Emerging Markets Value Portfolio	Oct 27, 2008	14.8889	4,000.00	7,594.91
170.8430	Bernstein Emerging Markets Value Portfolio	Dec 09, 2008	14.7199	2,514.80	4,829.73
1,012.9340	Bernstein Emerging Markets Value Portfolio	Dec 30, 2008	15.6970	15,900.00	28,635.64
17.5130	Bernstein Emerging Markets Value Portfolio	Dec 11, 2009	28.1796	493.51	495.09
23.6460	Bernstein Emerging Markets Value Portfolio	Dec 07, 2010	32.8102	775.83	668.47
116.3820	Bernstein Emerging Markets Value Portfolio	Dec 14, 2011	23.9100	2,782.69	3,290.12
211.5040	Bernstein Emerging Markets Value Portfolio	Dec 21, 2011	24.5858	5,200.00	5,979.22
455.4970	Bernstein Emerging Markets Value Portfolio	Dec 27, 2011	24.8081	11,300.00	12,876.90
38.3750	Bernstein Emerging Markets Value Portfolio	Dec 12, 2012	27.6297	1,060.29	1,084.86
234.6140	Bernstein Emerging Markets Value Portfolio	Dec 18, 2012	28.1313	6,600.00	6,632.54
3,226.4470	TOTAL FOR THIS SECURITY		23.9733	77,348.48	91,211.66
50.0000	Berkshire Hathaway Incorporated (New), Class B Common	Jul 17, 2012	84.5116	4,225.58	4,485.00
25.0000	Berkshire Hathaway Incorporated (New), Class B Common	Aug 21, 2012	85.7180	2,142.95	2,242.50
75.0000	TOTAL FOR THIS SECURITY		84.9137	6,368.53	6,727.50
2,099.8520	Bernstein International Value Portfolio	Dec 29, 2006	25.9200	54,428.16	29,208.94
2,513.2650	Bernstein International Value Portfolio	Nov 23, 2007	28.2700	71,050.00	34,959.52
1,075.9840	Bernstein International Value Portfolio	Dec 11, 2007	25.2600	27,179.33	14,966.94
1,168.0140	Bernstein International Value Portfolio	Oct 27, 2008	11.1300	13,000.00	16,247.07
6,313.8390	Bernstein International Value Portfolio	Dec 30, 2008	12.1400	76,650.00	87,825.50
3,525.3460	Bernstein International Value Portfolio	Dec 28, 2009	15.1900	53,550.00	49,037.56
295.7340	Bernstein International Value Portfolio	Dec 19, 2010	15.4700	4,575.00	4,113.66
4,897.8670	Bernstein International Value Portfolio	Dec 22, 2010	15.4700	75,770.00	68,129.33
467.0560	Bernstein International Value Portfolio	Oct 03, 2011	11.9900	5,600.00	6,496.75
603.3180	Bernstein International Value Portfolio	Nov 02, 2011	13.2600	8,000.00	8,392.15
332.2780	Bernstein International Value Portfolio	Nov 18, 2011	12.6400	4,200.00	4,621.99
222.3150	Bernstein International Value Portfolio	Nov 23, 2011	11.9200	2,650.00	3,092.40
5,784.3930	Bernstein International Value Portfolio	Dec 27, 2011	12.4300	71,900.00	80,460.91
2.8580	Bernstein International Value Portfolio	May 24, 2012	11.9314	34.10	39.75
566.7220	Bernstein International Value Portfolio	Dec 12, 2012	13.6500	7,735.76	7,883.10
2,722.6665	Bernstein International Value Portfolio	Dec 18, 2012	13.8100	37,600.00	37,872.29
32,591.5075	TOTAL FOR THIS SECURITY		15.7686	513,922.35	453,347.87

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
100 0000	Biogen Idec Incorporated, Common	Aug 30, 2012	145.7815	14,578.15	14,637.00
105.0000	CIT Group Incorporated, Class A Common	Dec 13, 2011	33.7366	3,542.34	4,057.20
95.0000	CIT Group Incorporated, Class A Common	Jan 11, 2012	36 9646	3,511.64	3,670.80
75.0000	CIT Group Incorporated, Class A Common	Jan 27, 2012	38.0725	2,855.44	2,898.00
75.0000	CIT Group Incorporated, Class A Common	Feb 01, 2012	39.0164	2,926.23	2,898.00
350 0000	TOTAL FOR THIS SECURITY		36 6733	12,835.65	13,524 00
75.0000	Chevron Corporation, Common	Aug 17, 2012	112.9119	8,468.39	8,110.50
11.0000	Chipotle Mexican Grill Incorporated, Common	Jun 15, 2012	398.2900	4,381.19	3,272.06
13.0000	Chipotle Mexican Grill Incorporated, Common	Jul 20, 2012	318.2438	4,137.17	3,866.98
24 0000	TOTAL FOR THIS SECURITY		354.9317	8,518 36	7,139.04
175.0000	Cisco Systems Incorporated, Common	Feb 07, 2012	20.2550	3,544.62	3,438.65
75.0000	Cisco Systems Incorporated, Common	Feb 08, 2012	20.1717	1,512.88	1,473.71
75 0000	Cisco Systems Incorporated, Common	Feb 17, 2012	20.1280	1,509.60	1,473.71
150 0000	Cisco Systems Incorporated, Common	Mar 14, 2012	20.2216	3,033.24	2,947.41
475.0000	TOTAL FOR THIS SECURITY		20.2112	9,600.34	9,333.47
65.0000	Citigroup Incorporated, Common	Apr 19, 2011	44.7429	2,908.29	2,571.40
70.0000	Citigroup Incorporated, Common	Apr 28, 2011	45 5660	3,189.62	2,769.20
40.0000	Citigroup Incorporated, Common	May 17, 2011	41.3440	1,653.76	1,582.40
75.0000	Citigroup Incorporated, Common	May 19, 2011	41.3727	3,102.95	2,967.00
50.0000	Citigroup Incorporated, Common	Jul 11, 2011	40.7260	2,036.30	1,978.00
75.0000	Citigroup Incorporated, Common	Jul 22, 2011	40.1793	3,013.45	2,967.00
75.0000	Citigroup Incorporated, Common	Oct 25, 2011	31.1560	2,336.70	2,967.00
150.0000	Citigroup Incorporated, Common	Nov 28, 2011	25.2642	3,789.63	5,934.00
50.0000	Citigroup Incorporated, Common	Dec 19, 2012	39.6310	1,981.55	1,978.00
650.0000	TOTAL FOR THIS SECURITY		36 9419	24,012 25	25,714.00
15 0000	Citrix Systems Incorporated, Common	Oct 12, 2010	57.1047	856.57	984.30
10.0000	Citrix Systems Incorporated, Common	Oct 27, 2010	64 2600	642.60	656.20
25.0000	Citrix Systems Incorporated, Common	Dec 14, 2010	68.7832	1,719.58	1,640.50
25 0000	Citrix Systems Incorporated, Common	Jan 07, 2011	68 3280	1,708.20	1,640.50
20.0000	Citrix Systems Incorporated, Common	May 24, 2011	81 8365	1,636.73	1,312.40
20 0000	Citrix Systems Incorporated, Common	Jun 20, 2011	74.0785	1,481.57	1,312.40
25.0000	Citrix Systems Incorporated, Common	Dec 27, 2011	62 1976	1,554.94	1,640.50
35.0000	Citrix Systems Incorporated, Common	Nov 05, 2012	62.4800	2,186.80	2,296.70
50.0000	Citrix Systems Incorporated, Common	Dec 19, 2012	66.9600	3,348.00	3,281.00
225.0000	TOTAL FOR THIS SECURITY		67.2666	15,134.99	14,764.50

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
20.0000	Coach Incorporated, Common	Apr 20, 2012	76.2515	1,525.03	1,110.20
20.0000	Coach Incorporated, Common	Apr 30, 2012	73.1435	1,462.87	1,110.20
60.0000	Coach Incorporated, Common	May 24, 2012	68.7923	4,127.54	3,330.60
100.0000	TOTAL FOR THIS SECURITY		71.1544	7,115.44	5,551.00
80.0000	Cognizant Technology Solutions Corporation, Common	Apr 10, 2012	75.3208	6,025.66	5,910.58
55.0000	Cognizant Technology Solutions Corporation, Common	Apr 20, 2012	72.1753	3,969.64	4,063.53
30.0000	Cognizant Technology Solutions Corporation, Common	Apr 24, 2012	72.2120	2,166.36	2,216.47
60.0000	Cognizant Technology Solutions Corporation, Common	Dec 19, 2012	73.7758	4,426.55	4,432.94
225.0000	TOTAL FOR THIS SECURITY		73.7254	16,588.21	16,623.52
75.0000	Comcast Corporation (New), Class A Common	Apr 05, 2011	25.1672	1,887.54	2,802.00
105.0000	Comcast Corporation (New), Class A Common	Dec 27, 2011	23.7978	2,498.77	3,922.80
70.0000	Comcast Corporation (New), Class A Common	Dec 19, 2012	38.1254	2,668.78	2,615.20
250.0000	TOTAL FOR THIS SECURITY		28.2204	7,055.09	9,340.00
75.0000	Danaher Corporation, Common	Mar 09, 2009	24.4985	1,837.39	4,192.50
25.0000	Danaher Corporation, Common	Mar 29, 2011	51.5392	1,288.48	1,397.50
75.0000	Danaher Corporation, Common	Dec 27, 2011	47.8425	3,588.19	4,192.50
50.0000	Danaher Corporation, Common	Mar 14, 2012	54.7278	2,736.39	2,795.00
225.0000	TOTAL FOR THIS SECURITY		42.0020	9,450.45	12,577.50
200.0000	Delta Air Lines Incorporated, Common	Feb 23, 2011	10.4732	2,094.64	2,374.00
175.0000	Delta Air Lines Incorporated, Common	Jul 22, 2011	8.1098	1,419.22	2,077.25
375.0000	TOTAL FOR THIS SECURITY		9.3703	3,513.86	4,451.25
100.0000	Diamond Offshore Drilling Incorporated, Common	Nov 08, 2012	65.9005	6,590.05	6,796.00
75.0000	Diamond Offshore Drilling Incorporated, Common	Nov 14, 2012	65.3863	4,903.97	5,097.00
175.0000	TOTAL FOR THIS SECURITY		65.6801	11,494.02	11,893.00
75.0000	DIRECTV, Common	Nov 08, 2012	49.6003	3,720.02	3,762.00
225.0000	Discover Financial Services, Common	Nov 27, 2012	40.7536	9,169.56	8,673.75
25.0000	The Walt Disney Company, Common	Jun 14, 2011	38.7872	969.68	1,244.75
100.0000	The Walt Disney Company, Common	Sep 02, 2011	32.9137	3,291.37	4,979.00
50.0000	The Walt Disney Company, Common	Nov 15, 2011	36.2960	1,814.80	2,489.50

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
75.0000	The Walt Disney Company, Common	Dec 27, 2011	37.7543	2,831.57	3,734.25
250.0000	TOTAL FOR THIS SECURITY		35.6297	8,907.42	12,447.50
10.0000	EOG Resources Incorporated, Common	Jul 20, 2011	104.2870	1,042.87	1,207.90
15.0000	EOG Resources Incorporated, Common	Jul 27, 2011	104.9627	1,574.44	1,811.85
25.0000	TOTAL FOR THIS SECURITY		104.6924	2,617.31	3,019.75
125.0000	Ebay Incorporated, Common	Aug 27, 2012	46.9889	5,873.61	6,374.71
175.0000	Eaton Corporation PLC	Dec 03, 2012	51.9056	9,083.48	9,481.50
35.0000	Eaton Corporation PLC	Dec 19, 2012	54.4517	1,905.81	1,896.30
210.0000	TOTAL FOR THIS SECURITY		52.3300	10,989.29	11,377.80
50.0000	Everest Re Group Ltd., Common	Dec 26, 2012	108.9236	5,446.18	5,498.00
150.0000	Exxon Mobil Corporation, Common	Jun 08, 2012	80.1558	12,023.37	12,982.50
25.0000	Exxon Mobil Corporation, Common	Aug 17, 2012	88.4328	2,210.82	2,163.75
25.0000	Exxon Mobil Corporation, Common	Dec 19, 2012	89.1768	2,229.42	2,163.75
200.0000	TOTAL FOR THIS SECURITY		82.3181	16,463.61	17,310.00
25.0000	F5 Networks Incorporated, Common	Apr 16, 2012	122.8176	3,070.44	2,428.75
25.0000	F5 Networks Incorporated, Common	May 24, 2012	110.9000	2,772.50	2,428.75
25.0000	F5 Networks Incorporated, Common	Dec 19, 2012	96.9152	2,422.88	2,428.75
75.0000	TOTAL FOR THIS SECURITY		110.2109	8,265.82	7,286.25
275.0000	Fidelity National Financial Title Group Incorporated, Class A Common	Oct 05, 2012	22.5779	6,208.92	6,476.25
150.0000	Fidelity National Information Services Incorporated, Common	Sep 21, 2012	32.6615	4,899.23	5,221.50
75.0000	Fidelity National Information Services Incorporated, Common	Nov 13, 2012	34.9292	2,619.69	2,610.75
225.0000	TOTAL FOR THIS SECURITY		33.4174	7,518.92	7,832.25
50.0000	Fiserv Incorporated, Common	Dec 27, 2012	78.6712	3,933.56	3,951.50
750.0000	Ford Motor Company, Common	Nov 08, 2012	10.9641	8,223.08	9,712.50
200.0000	Ford Motor Company, Common	Dec 19, 2012	11.8092	2,361.84	2,590.00
950.0000	TOTAL FOR THIS SECURITY		11.1420	10,584.92	12,302.50
350.0000	General Electric Company, Common	Dec 27, 2011	18.1448	6,350.68	7,346.50
100.0000	General Electric Company, Common	Aug 16, 2012	20.9528	2,095.28	2,099.00
450.0000	TOTAL FOR THIS SECURITY		18.7688	8,445.96	9,445.50
15.0000	Google Incorporated, Common	Dec 30, 2008	305.5480	4,583.22	10,610.70

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
5.0000	Google Incorporated, Common	Dec 27, 2011	640.8320	3,204.16	3,536.90
5.0000	Google Incorporated, Common	Aug 17, 2012	674.0080	3,370.04	3,536.90
5.0000	Google Incorporated, Common	Dec 26, 2012	709.5720	3,547.86	3,536.90
30.0000	TOTAL FOR THIS SECURITY		490.1760	14,705.28	21,221.40
55.0000	Harley Davidson Incorporated, Common	Oct 21, 2011	37.1282	2,042.05	2,685.65
35.0000	Harley Davidson Incorporated, Common	Nov 01, 2011	38.1923	1,336.73	1,709.05
35.0000	Harley Davidson Incorporated, Common	Nov 14, 2011	39.5317	1,383.61	1,709.05
125.0000	TOTAL FOR THIS SECURITY		38.0991	4,762.39	6,103.75
100.0000	Harris Corporation, Common	Oct 04, 2012	51.1324	5,113.24	4,896.00
40.0000	Harris Corporation, Common	Dec 19, 2012	50.0855	2,003.42	1,958.40
140.0000	TOTAL FOR THIS SECURITY		50.8333	7,116.66	6,854.40
90.0000	Health Net Incorporated, Common	May 24, 2011	31.3110	2,817.99	2,187.00
55.0000	Health Net Incorporated, Common	Aug 24, 2011	22.2044	1,221.24	1,336.50
145.0000	TOTAL FOR THIS SECURITY		27.8568	4,039.23	3,523.50
95.0000	Hewlett Packard Company, Common	Dec 23, 2010	41.8314	3,973.98	1,353.75
30.0000	Hewlett Packard Company, Common	Feb 23, 2011	43.1797	1,295.39	427.50
50.0000	Hewlett Packard Company, Common	Feb 24, 2011	42.7360	2,136.80	712.50
175.0000	Hewlett Packard Company, Common	Aug 05, 2011	32.4791	5,683.84	2,493.75
200.0000	Hewlett Packard Company, Common	Aug 19, 2011	23.5224	4,704.48	2,850.00
50.0000	Hewlett Packard Company, Common	Nov 25, 2011	25.7532	1,287.66	712.50
50.0000	Hewlett Packard Company, Common	Dec 22, 2011	25.6800	1,284.00	712.50
100.0000	Hewlett Packard Company, Common	Dec 27, 2011	25.9132	2,591.32	1,425.00
100.0000	Hewlett Packard Company, Common	Mar 02, 2012	25.4156	2,541.56	1,425.00
150.0000	Hewlett Packard Company, Common	Dec 20, 2012	14.3988	2,159.82	2,137.50
1,000.0000	TOTAL FOR THIS SECURITY		27.6589	27,658.85	14,250.00
50.0000	Home Depot Incorporated, Common	May 30, 2012	49.6032	2,480.16	3,092.50
125.0000	Home Depot Incorporated, Common	Aug 17, 2012	56.9152	7,114.40	7,731.25

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
175.0000	TOTAL FOR THIS SECURITY		54.8261	9,594.56	10,823.75
50.0000	Idexx Laboratories Corporation, Common	Jul 20, 2012	89.6690	4,483.45	4,640.00
50.0000	Idexx Laboratories Corporation, Common	Sep 21, 2012	99.2264	4,961.32	4,640.00
25.0000	Idexx Laboratories Corporation, Common	Dec 19, 2012	96.0240	2,400.60	2,320.00
125.0000	TOTAL FOR THIS SECURITY		94.7630	11,845.37	11,600.00
75.0000	Intercontinental Exchange Incorporated, Common	Aug 30, 2012	135.5152	10,163.64	9,285.75
25.0000	Intercontinental Exchange Incorporated, Common	Dec 19, 2012	128.0408	3,201.02	3,095.25
100.0000	TOTAL FOR THIS SECURITY		133.6466	13,364.66	12,381.00
50.0000	International Business Machines Corporation, Common	May 31, 2012	194.3000	9,715.00	9,577.50
20.0000	International Business Machines Corporation, Common	Aug 16, 2012	199.7235	3,994.47	3,831.00
20.0000	International Business Machines Corporation, Common	Sep 26, 2012	204.7180	4,094.36	3,831.00
20.0000	International Business Machines Corporation, Common	Dec 19, 2012	196.0110	3,920.22	3,831.00
110.0000	TOTAL FOR THIS SECURITY		197.4914	21,724.05	21,070.50
17.0000	Intuitive Surgical Incorporated (New), Common	Nov 12, 2012	532.7676	9,057.05	8,336.29
5.0000	Intuitive Surgical Incorporated (New), Common	Dec 19, 2012	524.8040	2,624.02	2,451.85
22.0000	TOTAL FOR THIS SECURITY		530.9577	11,681.07	10,788.14
25.0000	Intuit Corporation, Common	Feb 09, 2011	48.9776	1,224.44	1,487.00
30.0000	Intuit Corporation, Common	Mar 14, 2011	49.0547	1,471.64	1,784.40
35.0000	Intuit Corporation, Common	Sep 02, 2011	47.6203	1,666.71	2,081.80
30.0000	Intuit Corporation, Common	Dec 27, 2011	53.2027	1,596.08	1,784.40
30.0000	Intuit Corporation, Common	May 08, 2012	55.6057	1,668.17	1,784.40
150.0000	TOTAL FOR THIS SECURITY		50.8469	7,627.04	8,922.00
79.0000	JPMorgan Chase & Company, Common	Mar 29, 2012	45.6680	3,607.77	3,473.56
46.0000	JPMorgan Chase & Company, Common	Apr 23, 2012	42.5402	1,956.85	2,022.58
75.0000	JPMorgan Chase & Company, Common	Dec 19, 2012	43.8312	3,287.34	3,297.68
200.0000	TOTAL FOR THIS SECURITY		44.2598	8,851.96	8,793.82
200.0000	Johnson & Johnson, Common	Dec 23, 2010	62.3112	12,462.24	14,020.00
25.0000	Johnson & Johnson, Common	Dec 06, 2011	63.5708	1,589.27	1,752.50
30.0000	Johnson & Johnson, Common	Dec 19, 2012	71.0600	2,131.80	2,103.00

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
255.0000	TOTAL FOR THIS SECURITY		63.4640	16,183.31	17,875.50
200.0000	Kinder Morgan Incorporated, Common	Oct 17, 2012	35.7360	7,147.20	7,066.00
50.0000	Kinder Morgan Incorporated, Common	Nov 05, 2012	33.9108	1,695.54	1,766.50
75.0000	Kinder Morgan Incorporated, Common	Nov 13, 2012	32.5503	2,441.27	2,649.75
325.0000	TOTAL FOR THIS SECURITY		34.7200	11,284.01	11,482.25
33.0000	Kraft Foods Group Incorporated, Common	Aug 02, 2012	40.5085	1,336.78	1,500.51
92.0000	Kraft Foods Group Incorporated, Common	Oct 05, 2012	47.5462	4,374.25	4,183.24
125.0000	TOTAL FOR THIS SECURITY		45.6882	5,711.03	5,683.75
375.0000	Kroger Company, Common	Feb 17, 2011	22.9558	8,608.43	9,757.50
100.0000	Kroger Company, Common	Mar 08, 2011	23.6966	2,369.66	2,602.00
75.0000	Kroger Company, Common	Dec 27, 2011	24.5104	1,838.28	1,951.50
175.0000	Kroger Company, Common	Feb 03, 2012	24.0400	4,207.00	4,553.50
75.0000	Kroger Company, Common	Dec 19, 2012	26.5887	1,994.15	1,951.50
800.0000	TOTAL FOR THIS SECURITY		23.7719	19,017.52	20,816.00
50.0000	Liberty Media Corporation, Series A Common	Oct 25, 2012	111.4080	5,570.40	5,800.50
25.0000	Liberty Media Corporation, Series A Common	Dec 19, 2012	115.1676	2,879.19	2,900.25
75.0000	TOTAL FOR THIS SECURITY		112.6612	8,449.59	8,700.75
50.0000	Linkedin Corporation, Common	Nov 08, 2012	99.6004	4,980.02	5,741.00
45.0000	Lorillard Incorporated, Common	Aug 18, 2011	107.3738	4,831.82	5,250.15
35.0000	Lorillard Incorporated, Common	Oct 06, 2011	113.7040	3,979.64	4,083.45
15.0000	Lorillard Incorporated, Common	Dec 27, 2011	113.9553	1,709.33	1,750.05
15.0000	Lorillard Incorporated, Common	Feb 02, 2012	108.8007	1,632.01	1,750.05
110.0000	TOTAL FOR THIS SECURITY		110.4800	12,152.80	12,833.70
80.0000	LyondellBasell Industries NV, Class A Common	Oct 04, 2011	18.0966	1,447.73	4,567.20
45.0000	LyondellBasell Industries NV, Class A Common	May 01, 2012	42.0218	1,890.98	2,569.05
50.0000	LyondellBasell Industries NV, Class A Common	Oct 05, 2012	52.1850	2,609.25	2,854.50
50.0000	LyondellBasell Industries NV, Class A Common	Dec 19, 2012	54.9904	2,749.52	2,854.50
225.0000	TOTAL FOR THIS SECURITY		38.6555	8,697.48	12,845.25
550.0000	MGM Resorts International, Common	Jan 09, 2012	11.2979	6,213.85	6,402.00
200.0000	MGM Resorts International, Common	Feb 28, 2012	13.5500	2,710.00	2,328.00
125.0000	MGM Resorts International, Common	Apr 03, 2012	13.8677	1,733.46	1,455.00
875.0000	TOTAL FOR THIS SECURITY		12.1798	10,657.31	10,185.00

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
275.0000	Macy's Incorporated, Common	Jul 23, 2012	34.8141	9,573.88	10,730.50
50.0000	Macy's Incorporated, Common	Dec 19, 2012	39.2580	1,962.90	1,951.00
325.0000	TOTAL FOR THIS SECURITY		35.4978	11,536.78	12,681.50
150.0000	Marsh & McLennan Companies Incorporated, Common	Dec 28, 2012	34.3759	5,156.39	5,170.50
75.0000	McDonalds Corporation, Common	Jun 15, 2012	90.4496	6,783.72	6,615.75
25.0000	McKesson Corporation, Common	May 08, 2012	89.2988	2,232.47	2,424.00
70.0000	McKesson Corporation, Common	May 31, 2012	87.5900	6,131.30	6,787.20
95.0000	TOTAL FOR THIS SECURITY		88.0397	8,363.77	9,211.20
200.0000	Medtronic Incorporated, Common	Sep 26, 2012	43.4494	8,689.88	8,204.00
50.0000	Medtronic Incorporated, Common	Nov 13, 2012	41.5930	2,079.65	2,051.00
50.0000	Medtronic Incorporated, Common	Dec 19, 2012	42.6910	2,134.55	2,051.00
300.0000	TOTAL FOR THIS SECURITY		43.0136	12,904.08	12,306.00
100.0000	Merck & Company Incorporated (New), Common	Aug 21, 2012	43.5486	4,354.86	4,094.00
50.0000	Merck & Company Incorporated (New), Common	Sep 26, 2012	45.2654	2,263.27	2,047.00
50.0000	Merck & Company Incorporated (New), Common	Dec 19, 2012	43.9142	2,195.71	2,047.00
200.0000	TOTAL FOR THIS SECURITY		44.0692	8,813.84	8,188.00
450.0000	Micron Technology Incorporated, Common	Oct 17, 2011	5.5469	2,496.11	2,853.00
225.0000	Micron Technology Incorporated, Common	Oct 24, 2011	5.5671	1,252.60	1,426.50
225.0000	Micron Technology Incorporated, Common	Oct 25, 2011	5.5452	1,247.67	1,426.50
900.0000	TOTAL FOR THIS SECURITY		5.5515	4,996.38	5,706.00
200.0000	Microsoft Corporation, Common	Sep 19, 2012	31.1262	6,225.24	5,341.94
75.0000	Microsoft Corporation, Common	Dec 03, 2012	26.5109	1,988.32	2,003.23
275.0000	TOTAL FOR THIS SECURITY		29.8675	8,213.56	7,345.17
55.0000	NV Energy Incorporated, Common	Aug 16, 2011	14.5493	800.21	997.70
120.0000	NV Energy Incorporated, Common	Oct 06, 2011	14.4139	1,729.67	2,176.80
250.0000	NV Energy Incorporated, Common	Aug 23, 2012	17.7706	4,442.65	4,535.00
425.0000	TOTAL FOR THIS SECURITY		16.4060	6,972.53	7,709.50
30.0000	National Oilwell Varco Incorporated, Common	Feb 14, 2012	83.5213	2,505.64	2,050.50

Monday, December 31, 2012

GWD-002

Page 10 of 15

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
25.0000	National Oilwell Varco Incorporated, Common	Feb 17, 2012	84.2408	2,106.02	1,708.75
60.0000	National Oilwell Varco Incorporated, Common	Mar 28, 2012	77.6493	4,658.96	4,101.00
25.0000	National Oilwell Varco Incorporated, Common	Apr 13, 2012	78.9716	1,974.29	1,708.75
140.0000	TOTAL FOR THIS SECURITY		80.3208	11,244.91	9,569.00
20.0000	Noble Energy Incorporated, Common	Feb 24, 2011	88.1330	1,762.66	2,034.80
15.0000	Noble Energy Incorporated, Common	Apr 15, 2011	93.6373	1,404.56	1,526.10
15.0000	Noble Energy Incorporated, Common	Jun 06, 2011	88.8653	1,332.98	1,526.10
25.0000	Noble Energy Incorporated, Common	Dec 27, 2011	95.7768	2,394.42	2,543.50
15.0000	Noble Energy Incorporated, Common	Dec 30, 2011	95.2847	1,429.27	1,526.10
25.0000	Noble Energy Incorporated, Common	Dec 19, 2012	102.2640	2,556.60	2,543.50
115.0000	TOTAL FOR THIS SECURITY		94.6130	10,880.49	11,700.10
25.0000	O'Reilly Automotive Incorporated, Common	Jun 27, 2012	82.5304	2,063.26	2,235.50
25.0000	O'Reilly Automotive Incorporated, Common	Jul 02, 2012	83.1500	2,078.75	2,235.50
25.0000	O'Reilly Automotive Incorporated, Common	Dec 19, 2012	91.6220	2,290.55	2,235.50
75.0000	TOTAL FOR THIS SECURITY		85.7675	6,432.56	6,706.50
75.0000	Partnerre Limited, Common	Nov 13, 2012	79.1467	5,936.00	6,036.75
75.0000	Petsmart Incorporated, Common	Dec 26, 2012	68.5324	5,139.93	5,126.25
1,000.0000	Pfizer Incorporated, Common	Dec 23, 2010	17.6354	17,635.40	25,079.30
100.0000	Pfizer Incorporated, Common	Jun 08, 2011	20.6665	2,066.65	2,507.93
100.0000	Pfizer Incorporated, Common	Jul 11, 2011	20.0308	2,003.08	2,507.93
1,200.0000	TOTAL FOR THIS SECURITY		18.0876	21,705.13	30,095.16
50.0000	Philip Morris International Incorporated, Common	May 21, 2012	84.6300	4,231.50	4,182.00
25.0000	Philip Morris International Incorporated, Common	Aug 15, 2012	92.6876	2,317.19	2,091.00
75.0000	Philip Morris International Incorporated, Common	Aug 29, 2012	90.8184	6,811.38	6,273.00
50.0000	Philip Morris International Incorporated, Common	Nov 08, 2012	86.6376	4,331.88	4,182.00
25.0000	Philip Morris International Incorporated, Common	Dec 19, 2012	85.1792	2,129.48	2,091.00
225.0000	TOTAL FOR THIS SECURITY		88.0952	19,821.43	18,819.00
9.0000	Precision Castparts Corporation, Common	Jun 14, 2011	152.6956	1,374.26	1,704.78
16.0000	Precision Castparts Corporation, Common	Aug 04, 2011	151.8488	2,429.58	3,030.72
15.0000	Precision Castparts Corporation, Common	Oct 25, 2011	172.0967	2,581.45	2,841.30

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
15.0000	Precision Castparts Corporation, Common	Dec 27, 2011	165.2553	2,478.83	2,841.30
15.0000	Precision Castparts Corporation, Common	Feb 02, 2012	166.4807	2,497.21	2,841.30
15.0000	Precision Castparts Corporation, Common	Aug 23, 2012	161.6953	2,425.43	2,841.30
85.0000	TOTAL FOR THIS SECURITY		162.1972	13,786.76	16,100.70
50.0000	Procter & Gamble Company, Common	May 21, 2012	63.2400	3,162.00	3,394.50
200.0000	PulteGroup Incorporated, Common	Sep 11, 2012	14.6443	2,928.86	3,632.00
125.0000	PulteGroup Incorporated, Common	Sep 14, 2012	16.4601	2,057.51	2,270.00
325.0000	TOTAL FOR THIS SECURITY		15.3427	4,986.37	5,902.00
100.0000	Reynolds American Incorporated, Common	May 22, 2012	41.4100	4,141.00	4,143.00
50.0000	Reynolds American Incorporated, Common	Dec 19, 2012	42.1954	2,109.77	2,071.50
150.0000	TOTAL FOR THIS SECURITY		41.6718	6,250.77	6,214.50
50.0000	Schlumberger Limited, Common	Dec 30, 2008	40.4684	2,023.42	3,464.93
50.0000	Schlumberger Limited, Common	Sep 15, 2010	58.3678	2,918.39	3,464.93
65.0000	Schlumberger Limited, Common	Dec 27, 2011	69.1658	4,495.78	4,504.41
25.0000	Schlumberger Limited, Common	Feb 02, 2012	76.7932	1,919.83	1,732.47
35.0000	Schlumberger Limited, Common	Aug 20, 2012	74.3911	2,603.69	2,425.45
50.0000	Schlumberger Limited, Common	Dec 19, 2012	71.1798	3,558.99	3,464.93
275.0000	TOTAL FOR THIS SECURITY		63.7095	17,520.10	19,057.12
75.0000	Sherwin Williams Company, Common	Jun 01, 2012	125.0439	9,378.29	11,536.50
20.0000	Sherwin Williams Company, Common	Dec 19, 2012	150.8340	3,016.68	3,076.40
95.0000	TOTAL FOR THIS SECURITY		130.4734	12,394.97	14,612.90
75.0000	Smucker, J.M. Company (New), Common	Dec 27, 2012	85.2629	6,394.72	6,468.00
40.0000	Starbucks Corporation, Common	Apr 29, 2011	36.2488	1,449.95	2,145.20
50.0000	Starbucks Corporation, Common	Jul 19, 2011	39.9950	1,999.75	2,681.50
60.0000	Starbucks Corporation, Common	Dec 27, 2011	45.8203	2,749.22	3,217.80
50.0000	Starbucks Corporation, Common	Jul 13, 2012	53.0900	2,654.50	2,681.50
35.0000	Starbucks Corporation, Common	Dec 19, 2012	54.6517	1,912.81	1,877.05
235.0000	TOTAL FOR THIS SECURITY		45.8137	10,766.23	12,603.05
125.0000	TJX Companies Incorporated, Common	Sep 26, 2012	44.6818	5,585.23	5,306.25
100.0000	TJX Companies Incorporated, Common	Oct 03, 2012	45.2148	4,521.48	4,245.00
75.0000	TJX Companies Incorporated, Common	Dec 19, 2012	43.5039	3,262.79	3,183.75

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
300.0000	TOTAL FOR THIS SECURITY		44.5650	13,369.50	12,735.00
85.0000	Tibco Software Incorporated, Common	Mar 19, 2012	30.8558	2,622.74	1,868.30
60.0000	Tibco Software Incorporated, Common	Apr 05, 2012	32.4173	1,945.04	1,318.80
80.0000	Tibco Software Incorporated, Common	May 24, 2012	29.5800	2,366.40	1,758.40
75.0000	Tibco Software Incorporated, Common	Aug 23, 2012	29.3963	2,204.72	1,648.50
300.0000	TOTAL FOR THIS SECURITY		30.4630	9,138.90	6,594.00
20.0000	Time Warner Cable Incorporated, Common	Nov 09, 2011	60.8325	1,216.65	1,943.80
75.0000	Time Warner Cable Incorporated, Common	Dec 27, 2011	63.7295	4,779.71	7,289.25
95.0000	TOTAL FOR THIS SECURITY		63.1196	5,996.36	9,233.05
150.0000	Time Warner Incorporated (New), Common	Aug 01, 2012	38.5484	5,782.26	7,174.50
50.0000	Time Warner Incorporated (New), Common	Aug 20, 2012	42.7536	2,137.68	2,391.50
40.0000	Time Warner Incorporated (New), Common	Dec 19, 2012	47.8775	1,915.10	1,913.20
240.0000	TOTAL FOR THIS SECURITY		40.9793	9,835.04	11,479.20
125.0000	Tyson Foods Incorporated, Class A Common	Jun 23, 2011	18.5490	2,318.63	2,425.00
75.0000	Tyson Foods Incorporated, Class A Common	Jan 23, 2012	19.1831	1,438.73	1,455.00
125.0000	Tyson Foods Incorporated, Class A Common	Oct 15, 2012	16.1011	2,012.64	2,425.00
325.0000	TOTAL FOR THIS SECURITY		17.7538	5,770.00	6,305.00
25.0000	Ulta Salon, Cosmetics & Fragrance Incorporated, Common	Dec 10, 2012	99.8484	2,496.21	2,456.50
50.0000	Ulta Salon, Cosmetics & Fragrance Incorporated, Common	Dec 14, 2012	94.7288	4,736.44	4,913.00
75.0000	TOTAL FOR THIS SECURITY		96.4353	7,232.65	7,369.50
75.0000	Union Pacific Corporation, Common	Jun 26, 2012	113.5720	8,517.90	9,429.00
25.0000	Union Pacific Corporation, Common	Aug 21, 2012	124.8352	3,120.88	3,143.00
25.0000	Union Pacific Corporation, Common	Dec 19, 2012	126.2804	3,157.01	3,143.00
125.0000	TOTAL FOR THIS SECURITY		118.3663	14,795.79	15,715.00
175.0000	U.S. Bancorp Incorporated, Common	Jun 12, 2012	30.4787	5,333.77	5,589.50
100.0000	U.S. Bancorp Incorporated, Common	Aug 20, 2012	33.0773	3,307.73	3,194.00
275.0000	TOTAL FOR THIS SECURITY		31.4236	8,641.50	8,783.50

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
40.0000	Unitedhealth Group Incorporated, Common	Jun 23, 2011	50.8625	2,034.50	2,169.60
35.0000	Unitedhealth Group Incorporated, Common	Jun 30, 2011	51.7671	1,811.85	1,898.40
50.0000	Unitedhealth Group Incorporated, Common	Aug 08, 2011	42.6410	2,132.05	2,712.00
50.0000	Unitedhealth Group Incorporated, Common	Aug 11, 2011	42.8124	2,140.62	2,712.00
50.0000	Unitedhealth Group Incorporated, Common	Feb 09, 2012	53.2300	2,661.50	2,712.00
28.0000	Unitedhealth Group Incorporated, Common	Apr 12, 2012	58.3782	1,634.59	1,518.72
253.0000	TOTAL FOR THIS SECURITY		49.0716	12,415.11	13,722.72
25.0000	United Technologies Corporation, Common	Aug 22, 2012	79.4548	1,986.37	2,050.25
25.0000	United Technologies Corporation, Common	Sep 07, 2012	79.3764	1,984.41	2,050.25
25.0000	United Technologies Corporation, Common	Sep 19, 2012	81.2188	2,030.47	2,050.25
75.0000	TOTAL FOR THIS SECURITY		80.0167	6,001.25	6,150.75
125.0000	Verizon Communications, Common	Jul 18, 2012	45.8205	5,727.56	5,408.75
50.0000	Verizon Communications, Common	Dec 19, 2012	43.8390	2,191.95	2,163.50
175.0000	TOTAL FOR THIS SECURITY		45.2543	7,919.51	7,572.25
75.0000	Vertex Pharmaceuticals Incorporated, Common	Nov 20, 2012	42.1067	3,158.00	3,142.50
85.0000	Viacom Incorporated, Class B Common	Dec 23, 2010	39.1838	3,330.62	4,482.90
40.0000	Viacom Incorporated, Class B Common	May 31, 2011	50.1973	2,007.89	2,109.60
50.0000	Viacom Incorporated, Class B Common	Jun 08, 2011	48.5516	2,427.58	2,637.00
40.0000	Viacom Incorporated, Class B Common	Dec 19, 2012	53.8388	2,153.55	2,109.60
215.0000	TOTAL FOR THIS SECURITY		46.1379	9,919.64	11,339.10
20.0000	Visa Incorporated, Class A Common	Mar 14, 2012	117.0730	2,341.46	3,031.60
80.0000	Visa Incorporated, Class A Common	Jun 26, 2012	123.0389	9,843.11	12,126.40
100.0000	TOTAL FOR THIS SECURITY		121.8457	12,184.57	15,158.00
75.0000	Wal-Mart Stores Incorporated, Common	May 21, 2012	62.9192	4,718.94	5,117.25
50.0000	Wal-Mart Stores Incorporated, Common	Aug 16, 2012	72.1126	3,605.63	3,411.50

<i>Par Value or Shares</i>	<i>Security</i>	<i>Date Acquired</i>	<i>Average Cost</i>	<i>Inventory Value</i>	<i>Market Value</i>
30.0000	Wal-Mart Stores Incorporated, Common	Dec 19, 2012	68.9627	2,068.88	2,046.90
155.0000	TOTAL FOR THIS SECURITY				
			67.0545	10,393.45	10,575.65
55.0000	Wellpoint Incorporated, Common	Mar 09, 2011	69.2287	3,807.58	3,350.60
55.0000	Wellpoint Incorporated, Common	Apr 13, 2011	69.2904	3,810.97	3,350.60
40.0000	Wellpoint Incorporated, Common	Apr 27, 2011	74.7000	2,988.00	2,436.80
25.0000	Wellpoint Incorporated, Common	May 02, 2011	77.4692	1,936.73	1,523.00
25.0000	Wellpoint Incorporated, Common	May 25, 2011	77.1332	1,928.33	1,523.00
25.0000	Wellpoint Incorporated, Common	Aug 05, 2011	62.5964	1,564.91	1,523.00
25.0000	Wellpoint Incorporated, Common	Jan 23, 2012	71.6088	1,790.22	1,523.00
25.0000	Wellpoint Incorporated, Common	Feb 02, 2012	64.9104	1,622.76	1,523.00
50.0000	Wellpoint Incorporated, Common	May 17, 2012	65.9100	3,295.50	3,046.00
325.0000	TOTAL FOR THIS SECURITY		69.9846	22,745.00	19,799.00
165.0000	Wells Fargo & Company, Common	Feb 10, 2012	30.2272	4,987.49	5,639.70
135.0000	Wells Fargo & Company, Common	Mar 20, 2012	34.1103	4,604.89	4,614.30
150.0000	Wells Fargo & Company, Common	Mar 21, 2012	34.2339	5,135.09	5,127.00
50.0000	Wells Fargo & Company, Common	Mar 27, 2012	34.2642	1,713.21	1,709.00
90.0000	Wells Fargo & Company, Common	Apr 03, 2012	34.3480	3,091.32	3,076.20
85.0000	Wells Fargo & Company, Common	Dec 19, 2012	34.8158	2,959.34	2,905.30
675.0000	TOTAL FOR THIS SECURITY		33.3205	22,491.34	23,071.50
TOTAL STOCKS					\$1,733,808.73
Cash & Cash Equivalents					
Wells Fargo Bank, N.A.					23,626.63
Cash & Cash Equivalents					50,817.43
Account Receivable					22,186.32
Account Payable					(15,484.67)
TOTAL CASH, CASH EQUIVALENTS AND OTHER					\$81,145.71
TOTAL ACCOUNT					\$1,814,954.44

Additional Information For Tax Return

DELLENBACK FAMILY FOUNDATION, INC.

36-4513808

Form 990-PF, p6: Line 1a, Name-2

GERALDINE DELLENBACK CANNOT PARTICIPATE IN THE ADMINISTRATION AND DISTRIBUTION OF AMOUNTS RECEIVED FROM THE CHARITABLE LEAD TRUST SHE FUNDED FOR THE BENEFIT OF THE FOUNDATION (OR ANY INCOME EARNED THEREON) WHICH ARE REQUIRED TO BE ADMINISTERED AS A SEPARATE FUND BY AN INDEPENDENT COMMITTEE OF THE FOUNDATION.

Name	Employer Identification Number
DELLENBACK FAMILY FOUNDATION, INC.	36-4513808

Asset Information:

Description of Property:		<u>PUBLICLY TRADED SECURITIES (GWDFD-001)</u>	
Date Acquired:	<u>Various</u>	How Acquired:	
Date Sold:	<u>Various</u>	Name of Buyer:	
Sales Price:	<u>338,642.</u>	Cost or other basis (do not reduce by depreciation)	<u>324,038.</u>
Sales Expense:		Valuation Method:	
Total Gain (Loss):	<u>14,604.</u>	Accumulation Depreciation:	
Description of Property:		<u>PUBLICLY TRADED SECURITIES (GWDFD-002)</u>	
Date Acquired:	<u>Various</u>	How Acquired:	
Date Sold:	<u>Various</u>	Name of Buyer:	
Sales Price:	<u>1,080,199.</u>	Cost or other basis (do not reduce by depreciation)	<u>1,021,380.</u>
Sales Expense:		Valuation Method:	
Total Gain (Loss):	<u>58,819.</u>	Accumulation Depreciation:	
Description of Property:			
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation:	
Description of Property:			
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation:	
Description of Property:			
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation:	
Description of Property:			
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation:	
Description of Property:			
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation:	