CHANGE OF ACCOUNTING PERIOD

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 07/01 , **2012, and ending** 12/31 , **20**12

Name of foundation: THE OFFIELD FAMILY FOUNDATION

A Employer identification number: 36-6066240

Number and street (or P O box number if mail is not delivered to street address): 50 SOUTH LASALLE STREET

Room/suite:

B Telephone number (see instructions): (312) 444-3645

City or town, state, and ZIP code: CHICAGO, IL 60603

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 86,387,600.

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	694,064.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	18,059.	18,059.		
	4	Dividends and interest from securities	1,122,682.	1,122,682.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,850,297.			
	b	Gross sales price for all assets on line 6a 20,418,043.				
	7	Capital gain net income (from Part IV, line 2)		1,850,297.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 1	18,544.	18,544.		
	12	**Total.** Add lines 1 through 11	3,703,646.	3,009,582.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	9,000.			9,000.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) ATCH 2	49,551.			49,551.
	b	Accounting fees (attach schedule) ATCH 3	9,955.			9,955.
	c	Other professional fees (attach schedule) *	219,059.	219,059.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 5	63,732.	16,732.		
	19	Depreciation (attach schedule) and depletion	6,726.			
	20	Occupancy	11,773.			11,773.
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 6	14,023.			14,023.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	383,819.	235,791.		94,302.
	25	Contributions, gifts, grants paid	556,427.			556,427.
	26	Total expenses and disbursements Add lines 24 and 25	940,246.	235,791.	0	650,729.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	2,763,400.			
	b	**Net investment income** (if negative, enter -0-)		2,773,791.		
	c	**Adjusted net income** (if negative, enter -0-)				

JSA **For Paperwork Reduction Act Notice, see instructions.** *ATCH 4 Form **990-PF** (2012)

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CHANGE OF ACCOUNTING PERIOD

THE OFFIELD FAMILY FOUNDATION 36-6066240

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	5,521,821.	4,396,143.	4,396,143.
	3	Accounts receivable ▶ 75,822.			
		Less allowance for doubtful accounts ▶	552,265.	75,822.	75,822.
	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 schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	5,182,590.	2,523,797.	2,531,547.
	b	Investments - corporate stock (attach schedule)	37,346,831.	43,121,278.	52,274,511.
	c	Investments - corporate bonds (attach schedule)	7,620,474.	6,758,768.	6,952,053.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	17,303,323.	18,090,130.	19,925,945.
	14	Land, buildings, and equipment basis ▶ 262,310.			
		Less accumulated depreciation (attach schedule) ▶ 33,630.	235,406.	228,680.	228,680.
	15	Other assets (describe ▶ ATCH 7)	2,899.	2,899.	2,899.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	73,765,609.	75,197,517.	86,387,600.
Liabilities	17	Accounts payable and accrued expenses	1,347,602.	16,110.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	1,347,602.	16,110.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	72,418,007.	75,181,407.	
	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	72,418,007.	75,181,407.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	73,765,609.	75,197,517.	

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	72,418,007.
2	Enter amount from Part I, line 27a	2	2,763,400.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	75,181,407.
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	75,181,407.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
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				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
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	1,850,297.
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	-58,936.

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	5,950,046.	81,930,494.	0.072623
2010	6,565,330.	86,108,558.	0.076245
2009	7,034,235.	78,180,453.	0.089974
2008	5,916,503.	78,002,982.	0.075850
2007	7,033,406.	110,178,797.	0.063836

2 Total of line 1, column (d)	2	0.378528
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	0.075706
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	82,244,497.
5 Multiply line 4 by line 3	5	6,226,402.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	27,738.
7 Add lines 5 and 6	7	6,254,140.
8 Enter qualifying distributions from Part XII, line 4	8	650,729.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b . . .			1	55,476.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			2	
3	Add lines 1 and 2 . . .			3	55,476.
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	55,476.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . .	6a	57,286.		
b	Exempt foreign organizations - tax withheld at source . . .	6b			
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	30,000.		
d	Backup withholding erroneously withheld . . .	6d			
7	Total credits and payments Add lines 6a through 6d . . .			7	87,286.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached . . .			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . ▶			9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . ▶			10	31,810.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 31,810. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ BDO USA, LLP Telephone no ▶ 616-774-7000 Located at ▶200 OTTAWA AVE NW STE 300 GRAND RAPIDS, MI ZIP+4 ▶ 49503			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*	6b		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?	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		9,000.	0	2,412.

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

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

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

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
ATCH 9		129,875.
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	78,092,097.
b	Average of monthly cash balances	1b	5,404,854.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	83,496,951.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	83,496,951.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,252,454.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	82,244,497.
6	**Minimum investment return.** Enter 5% of line 5	6	2,067,348.

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	2,067,348.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	55,476.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	55,476.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,011,872.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,011,872.
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	2,011,872.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	650,729.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	650,729.
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	650,729.

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				2,011,872.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 1,652,814.				
b From 2008 2,037,814.				
c From 2009 3,222,742.				
d From 2010 2,386,032.				
e From 2011 1,927,705.				
f **Total** of lines 3a through e	11,227,107.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 650,729.				
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				650,729.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	1,361,143.			1,361,143.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,865,964.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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)	291,671.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	9,574,293.			
10 Analysis of line 9				
a Excess from 2008 2,037,814.				
b Excess from 2009 3,222,742.				
c Excess from 2010 2,386,032.				
d Excess from 2011 1,927,705.				
e Excess from 2012				

Form **990-PF** (2012)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

SEE SCHEDULE B INFORMATION

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

N/A

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*				
SEE ATTACHED SCHEDULE				556,427.
Total . . . . ▶ 3a				556,427.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	18,059.	
4 Dividends and interest from securities			14	1,122,682.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,850,297.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME			14	18,544.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				3,009,582.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 3,009,582.

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

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

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

CHANGE OF ACCOUNTING PERIOD

Part XVII Informati[illegible]egarding Transfers To and Transactions and Relationship[illegible]ith Noncharitable Exempt Organizations

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee

Date 11·11·13

Title officer

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Matthew Becker		11/1/2013		P00295296

Firm's name ▶ BDO USA, LLP

Firm's EIN ▶ 13-5381590

Firm's address ▶ 200 OTTAWA AVE NW STE 300
GRAND RAPIDS, MI 49503

Phone no 616-774-7000

CHANGE OF ACCOUNTING PERIOD

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
THE OFFIELD FAMILY FOUNDATION

Employer identification number
36-6066240

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

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

CHANGE OF ACCOUNTING PERIOD

Name of organization THE OFFIELD FAMILY FOUNDATION

Employer identification number 36-6066240

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARITABLE LEAD UNITR FBO JAMES OFFIELD NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	$ 346,633.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	CHARITABLE LEAD UNITR FBO PAXSON OFFIELD NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	$ 347,431.	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)

CHANGE OF ACCOUNTING PERIOD

Name of organization THE OFFIELD FAMILY FOUNDATION

Employer identification number 36-6066240

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

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

CHANGE OF ACCOUNTING PERIOD

Name of organization THE OFFIELD FAMILY FOUNDATION

Employer identification number 36-6066240

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME		18,544.	18,544.
	TOTALS	18,544.	18,544.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
K&L GATES, LLP	49,551.			49,551.
TOTALS	49,551.			49,551.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BDO USA, LLP		9,955.			9,955.
	TOTALS	9,955.			9,955.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THORNBURG INVESTMENT FEES	44,291.	44,291.
SAGE INVESTMENT FEES	10,576.	10,576.
WHV INVESTMENT FEES	19,754.	19,754.
EMERGING DBTFD	14,563.	14,563.
NORTHERN TRUST	129,875.	129,875.
TOTALS	219,059.	219,059.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAXES	47,000.	
FOREIGN TAXES WITHHELD	16,732.	16,732.
TOTALS	63,732.	16,732.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
RETIREMENT BENEFITS-FORMER EMP	9,000.	9,000.
TELEPHONE	697.	697.
HEALTH INSURANCE	2,412.	2,412.
MISCELLANEOUS EXPENSE	1,289.	1,289.
UTILITIES	625.	625.
TOTALS	14,023.	14,023.

ATTACHMENT 7

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREPAID INTEREST	2,899.	2,899.
TOTALS	2,899.	2,899.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		EXPENSE ACCT AND OTHER ALLOWANCES
PAXSON OFFIELD 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	DIRECTOR & VICE PRESIDENT	0	0	0
JAMES S. OFFIELD 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	VICE PRESIDENT & TREASURER	0	0	0
GAIL HODGE 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	SECRETARY, VARIOUS	9,000.	0	2,412.
CHASE OFFIELD 50 SOUTH LASALLE STREET CHICAGO, IL 60603	DIRECTOR, VARIOUS	0	0	0
MEIGHAN OFFIELD 50 SOUTH LASALLE STREET CHICAGO, IL 60603	DIRECTOR, VARIOUS	0	0	0
	GRAND TOTALS	9,000.		2,412.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 9

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
NORTHERN TRUST COMPANY 50 SOUTH LASALLE STREET CHICAGO, IL 60675	MONEY MANAGEMENT	129,875.
TOTAL COMPENSATION		129,875.

CHANGE OF ACCOUNTING PERIOD

2012

THE OFFIELD FAMILY FOUNDATION 36-6066240

Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
LEASEHOLD IMPROVE		262,310.	100 000			262,310	26,904.	33,630	SL	MM			39		6,726
Less Retired Assets															
Subtotals		262,310.				262,310	26,904.	33,630.							6,726.
Listed Property															
Less Retired Assets															
Subtotals															
TOTALS		262,310				262,310	26,904	33,630.							6,726.

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

JSA
2X9024 1 000

2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number:
Recipient's Tax ID Number: 36-6066240

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
65339F101	NEXTERA ENERGY INC COM		NEE					
176.0000	07/09/2012	08/25/2011	11,938.20	9,719.35	0.00	2,218.85	0.00	0.00
756109104	RLTY INC CORP COM		O					
159.0000	07/09/2012	08/25/2011	6,607.92	5,245.21	0.00	1,362.71	0.00	0.00
756109104	RLTY INC CORP COM		O					
70.0000	07/10/2012	08/25/2011	2,912.73	2,309.21	0.00	603.52	0.00	0.00
002824100	ABBOTT LABORATORIES		ABT					
222.0000	07/26/2012	08/25/2011	14,359.04	11,079.37	0.00	3,279.67	0.00	0.00
136069101	CDN IMPERIAL BK COMM TORONTO ONT COM STKCOM		CM					
118.0000	07/26/2012	08/25/2011	8,398.35	8,593.94	0.00	-195.59	0.00	0.00
253868103	DIGITAL RLTY TR INC COM		DLR					
20.0000	07/26/2012	08/25/2011	1,520.28	1,130.82	0.00	389.46	0.00	0.00
749685103	RPM INC OHIO		RPM					
105.0000	07/26/2012	08/25/2011	2,771.73	2,012.15	0.00	759.58	0.00	0.00
749685103	RPM INC OHIO		RPM					
212.0000	07/27/2012	08/25/2011	5,614.29	4,062.62	0.00	1,551.67	0.00	0.00
749685103	RPM INC OHIO		RPM					
159.0000	07/30/2012	08/25/2011	4,205.08	3,046.96	0.00	1,158.12	0.00	0.00

2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number:
Recipient's Tax ID Number: **36-6066240**

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip Quantity Sold	Description Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
749685103	RPM INC OHIO		RPM					
95.0000	07/31/2012	08/25/2011	2,512.26	1,820.51	0.00	691.75	0.00	0.00
064149107	BANK N S HALIFAX COM STK		BNS					
1292.0000	08/15/2012	Various	67,825.63	68,061.01	0.00	-235.38	0.00	0.00
29250N105	ENBRIDGE INC COM		ENB					
767.0000	08/15/2012	Various	30,558.81	25,845.83	0.00	4,712.98	0.00	0.00
29250N105	ENBRIDGE INC COM		ENB					
460.0000	08/16/2012	08/07/2012	18,302.39	18,418.54	0.00	-116.15	0.00	0.00
29250N105	ENBRIDGE INC COM		ENB					
402.0000	08/17/2012	08/07/2012	15,997.46	16,096.20	0.00	-98.74	0.00	0.00
29250N105	ENBRIDGE INC COM		ENB					
243.0000	08/20/2012	08/07/2012	9,659.98	9,729.79	0.00	-69.81	0.00	0.00
237194105	DARDEN RESTAURANTS INC		DRI					
862.0000	12/12/2012	Various	39,591.11	39,704.68	0.00	-113.57	0.00	0.00
94106L109	WASTE MGMT INC DEL		WM					
639.0000	12/12/2012	08/07/2012	21,495.61	22,390.95	0.00	-895.34	0.00	0.00
237194105	DARDEN RESTAURANTS INC		DRI					
892.0000	12/13/2012	08/07/2012	40,793.26	47,668.39	0.00	-6,875.13	0.00	0.00

This is important tax information and is being furnished to you.

2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number:
Recipient's Tax ID Number: **36-6066240**

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip Quantity Sold	Description Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
94106L109	WASTE MGMT INC DEL		WM					
1127.0000	12/13/2012	08/07/2012	37,896.44	39,490.76	0.00	-1,594.32	0.00	0.00
237194105	DARDEN RESTAURANTS INC		DRI					
561.0000	12/14/2012	08/07/2012	25,957.50	29,979.79	0.00	-4,022.29	0.00	0.00
94106L109	WASTE MGMT INC DEL		WM					
284.0000	12/14/2012	08/07/2012	9,533.93	9,951.53	0.00	-417.60	0.00	0.00
Total Short Term Sales			**378,452.00**	**376,357.61**	**0.00**	**2,094.39**	**0.00**	**0.00**
Long Term 15% Sales								
05534B760	BCE INC COM NEW		BCE					
819.0000	10/02/2012	08/25/2011	36,062.79	32,165.97	0.00	3,896.82	0.00	0.00
749685103	RPM INC OHIO		RPM					
570.0000	10/02/2012	08/25/2011	15,339.21	10,923.08	0.00	4,416.13	0.00	0.00
749685103	RPM INC OHIO		RPM					
301.0000	10/03/2012	08/25/2011	8,154.50	5,768.16	0.00	2,386.34	0.00	0.00
94106L109	WASTE MGMT INC DEL		WM					
1022.0000	12/12/2012	08/25/2011	34,379.51	33,230.32	0.00	1,149.19	0.00	0.00
Total Long Term 15% Sales			**93,936.01**	**82,087.53**	**0.00**	**11,848.48**	**0.00**	**0.00**

Non-Qualified Domestic Dividends

Description	Amount of dividend
Total Non-Qualified Domestic Dividends	**4,347.39**

Non-Qualified U.S. Government Interest Reported as Dividends

Description	Amount of dividend
MFB NORTHERN INSTL FDS GOVT PORTFOLIO	2.73
Total Non-Qualified U.S. Government Interest Reported as Dividends	**2.73**

Non-Qualified Foreign Dividends

Description	Amount of dividend
ENBRIDGE INC COM	357.31
Total Non-Qualified Foreign Dividends	**357.31**

Capital Gain Distributions (15%)

Description	Amount of dividend
DIGITAL RLTY TR INC COM	3.96
HCP, INC	8.43
HEALTH CARE REIT INC COM COM	67.39
NATIONAL RETAIL PPTYS INC COM STK	15.02

Important Tax Information

Capital Gain Distributions (15%)

Description	Amount of dividend
Total capital gain distributions (15%)	**94.80**

Unrecaptured Section 1250 Gain

Description	Amount of dividend
DIGITAL RLTY TR INC COM	4.40
HCP, INC	27.09
HEALTH CARE REIT INC COM COM	2.75
NATIONAL RETAIL PPTYS INC COM STK	34.38
Total Unrecaptured Section 1250 Gain	**68.62**

Nondividend Distributions

Description	Amount of dividend
DIGITAL RLTY TR INC COM	90.86
HCP, INC	350.87
HEALTH CARE REIT INC COM COM	766.44
NATIONAL RETAIL PPTYS INC COM STK	195.06
RLTY INC CORP COM	187.37

Important Tax Information

Nondividend Distributions

Description	Amount of dividend
Total Nondividend Distributions	**1,590.60**

Foreign Tax Withheld on Dividends and Interest

Description	Amount of tax
Canada	
BANK N S HALIFAX COM STK	72.22
Total for Canada	**72.22**
Total Foreign Tax Withheld on dividends and interest	**72.22**

Important Tax Information

2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number:
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Recipient's Name and Address:
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C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip Quantity Sold	Description Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
35177Q105	FRANCE TELECOM SPONSORED ADR		FTE					
672.0000	11/12/2012	Various	7,028.55	9,653.63	0.00	-2,625.08	0.00	0.00
17133Q502	ADR CHUNGHWA TELECOM CO LTD SPONSORED ADR NEW 2011		CHT					
242.0000	11/29/2012	Various	7,757.18	7,233.90	0.00	523.28	0.00	0.00
20440W105	ADR COMPANHIA SIDERURGICA NACIONAL SPONSORED ADR REPSTG ORD SHS		SID					
2157.0000	11/29/2012	Various	11,125.34	12,439.46	0.00	-1,314.12	0.00	0.00
654802206	ADR NITTO DENKO CORP ADR		NDEKY					
1418.0000	11/29/2012	Various	36,299.99	33,044.83	0.00	3,255.16	0.00	0.00
74728G605	ADR QBE INS GROUP LTD SPONSORED		QBIEY					
572.0000	11/29/2012	08/07/2012	6,480.61	8,717.28	0.00	-2,236.67	0.00	0.00
85771P102	STATOIL ASA SPONSORED ADR		STO					
277.0000	11/29/2012	01/20/2012	6,753.15	6,908.16	0.00	-155.01	0.00	0.00
Total Short Term Sales			**75,444.82**	**77,997.26**	**0.00**	**-2,552.44**	**0.00**	**0.00**
Long Term 15% Sales								
35177Q105	FRANCE TELECOM SPONSORED ADR		FTE					
339.0000	11/12/2012	08/25/2011	3,545.65	6,264.72	0.00	-2,719.07	0.00	0.00
17133Q502	ADR CHUNGHWA TELECOM CO LTD SPONSORED ADR NEW 2011		CHT					
199.0000	11/29/2012	08/25/2011	6,378.84	6,916.07	0.00	-537.23	0.00	0.00

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Cusip Quantity Sold	Description Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
20440W105	ADR COMPANHIA SIDERURGICA NACIONAL SPONSORED ADR REPSTG ORD SHS		SID					
1764.0000	11/29/2012	Various	9,098.33	16,206.55	0.00	-7,108.22	0.00	0.00
654802206	ADR NITTO DENKO CORP ADR		NDEKY					
1166.0000	11/29/2012	08/25/2011	29,848.93	22,072.38	0.00	7,776.55	0.00	0.00
74728G605	ADR QBE INS GROUP LTD SPONSORED		QBIEY					
515.0000	11/29/2012	08/25/2011	5,834.82	7,735.30	0.00	-1,900.48	0.00	0.00
780259107	ADR ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS		RDS/B					
74.0000	11/29/2012	08/25/2011	5,113.80	4,700.34	0.00	413.46	0.00	0.00
204409601	ADR COMPANHIA ENERGETICA DE MINAS GERAISSPONSORED ADR PAR $0.01 REP NON VTG PFD		CIG					
684.0000	12/07/2012	08/25/2011	8,277.51	9,545.19	0.00	-1,267.68	0.00	0.00
Total Long Term 15% Sales			**68,097.88**	**73,440.55**	**0.00**	**-5,342.67**	**0.00**	**0.00**

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
654106103	NIKE INC CLASS B		NKE					
446.0000	07/02/2012	Various	39,387.59	39,214.42	0.00	173.17	0.00	0.00
988498101	YUM BRANDS INC		YUM					
817.0000	07/02/2012	02/09/2012	51,798.62	52,799.34	0.00	-1,000.72	0.00	0.00
231021106	CUMMINS ENGINE INC		CMI					
397.0000	07/11/2012	07/27/2011	33,747.68	43,221.39	0.00	-9,473.71	0.00	0.00
30249U101	FMC TECHNOLOGIES INC		FTI					
885.0000	07/13/2012	Various	35,479.65	44,552.20	0.00	-9,072.55	0.00	0.00
30249U101	FMC TECHNOLOGIES INC		FTI					
744.0000	07/19/2012	Various	31,314.27	35,039.63	0.00	-3,725.36	0.00	0.00
00206R102	AT&T INC		T					
1299.0000	07/30/2012	05/15/2012	48,503.57	43,352.44	0.00	5,151.13	0.00	0.00
015351109	ALEXION PHARMACEUTICALS INC		ALXN					
235.0000	07/30/2012	11/02/2011	24,573.39	15,319.83	0.00	9,253.56	0.00	0.00
09062X103	BIOGEN IDEC INC COM STK TO BIOGEN IDEC SEC#2005597 EFF 11/13/03		BIIB					
121.0000	07/30/2012	10/25/2011	17,803.92	13,170.40	0.00	4,633.52	0.00	0.00
110122108	BRISTOL MYERS SQUIBB CO		BMY					
311.0000	07/30/2012	07/16/2012	11,068.24	11,053.87	0.00	14.37	0.00	0.00

This is important tax information and is being furnished to you.

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
169656105	CHIPOTLE MEXICAN GRILL INC COM STK		CMG					
20.0000	07/30/2012	02/09/2012	5,800.47	7,499.15	0.00	-1,698.68	0.00	0.00
177376100	CITRIX SYS INC		CTXS					
243.0000	07/30/2012	03/09/2012	17,752.31	18,599.22	0.00	-846.91	0.00	0.00
20030N101	COMCAST CORP NEW CL A		CMCSA					
384.0000	07/30/2012	06/25/2012	12,310.76	11,670.57	0.00	640.19	0.00	0.00
231021106	CUMMINS ENGINE INC		CMI					
159.0000	07/30/2012	08/16/2011	14,386.23	15,004.79	0.00	-618.56	0.00	0.00
268648102	EMC CORP MASS		EMC					
540.0000	07/30/2012	02/13/2012	14,104.48	14,248.82	0.00	-144.34	0.00	0.00
278642103	EBAY INC		EBAY					
665.0000	07/30/2012	09/16/2011	30,293.93	21,885.61	0.00	8,408.32	0.00	0.00
38259P508	GOOGLE INC CL A		GOOG					
56.0000	07/30/2012	10/17/2011	35,352.00	32,682.67	0.00	2,669.33	0.00	0.00
46120E602	INTUITIVE SURGICAL INC COM NEW STK		ISRG					
22 0000	07/30/2012	05/31/2012	10,736.41	11,558.64	0.00	-822.23	0.00	0.00
53578A108	LINKEDIN CORP CL A		LNKD					
84.0000	07/30/2012	05/07/2012	8,677.00	9,610.39	0.00	-933.39	0.00	0.00

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550021109	LULULEMON ATHLETICA INC COM		LULU					
159.0000	07/30/2012	01/27/2012	9,453.82	10,127.15	0.00	-673.33	0.00	0.00
552953101	MGM MIRAGE INC COMMON		MGM					
1153.0000	07/30/2012	01/12/2012	10,791.83	13,706.76	0.00	-2,914.93	0.00	0.00
574599106	MASCO CORP		MAS					
539.0000	07/30/2012	01/12/2012	7,082.30	6,439.54	0.00	642.76	0.00	0.00
58933Y105	MERCK & CO INC		MRK					
253.0000	07/30/2012	07/16/2012	11,243.06	10,995.38	0.00	247.68	0.00	0.00
654106103	NIKE INC CLASS B		NKE					
249.0000	07/30/2012	Various	23,836.23	22,095.85	0.00	1,740.38	0.00	0.00
655044105	NOBLE ENERGY INC COM		NBL					
259.0000	07/30/2012	01/24/2012	22,985.89	26,103.11	0.00	-3,117.22	0.00	0.00
824348106	SHERWIN WILLIAMS CO		SHW					
73.0000	07/30/2012	01/11/2012	9,880.32	6,895.04	0.00	2,985.28	0.00	0.00
88076W103	TERADATA CORP DEL COM STK		TDC					
282.0000	07/30/2012	08/05/2011	18,949.21	15,187.90	0.00	3,761.31	0.00	0.00
892356106	TRACTOR SUPPLY CO		TSCO					
83.0000	07/30/2012	11/02/2011	7,595.15	6,015.96	0.00	1,579.19	0.00	0.00

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
90384S303	ULTA SALON COSMETICS & FRAGRANCE INC COMSTK		ULTA					
104.0000	07/30/2012	11/02/2011	9,033.15	7,375.53	0.00	1,657.62	0.00	0.00
907818108	UNION PAC CORP COM		UNP					
224.0000	07/30/2012	01/19/2012	27,526.38	25,311.47	0.00	2,214.91	0.00	0.00
92342Y109	VERIFONE SYSTEMS INC COM		PAY					
382.0000	07/30/2012	03/07/2012	14,141.32	19,455.68	0.00	-5,314.36	0.00	0.00
928563402	VMWARE INC CL A COM CL A COM		VMW					
187.0000	07/30/2012	08/08/2011	17,272.80	15,786.94	0.00	1,485.86	0.00	0.00
988498101	YUM BRANDS INC		YUM					
351.0000	07/30/2012	Various	23,234.16	22,944.38	0.00	289.78	0.00	0.00
G60754101	MICHAEL KORS HOLDINGS LTD COM NPV		KORS					
319.0000	07/30/2012	02/09/2012	13,113.79	10,770.59	0.00	2,343.20	0.00	0.00
N53745100	LYONDELLBASELL INDU-CL A-W/I		LYB					
369.0000	07/30/2012	01/19/2012	16,395.30	14,892.02	0.00	1,503.28	0.00	0.00
Y0486S104	AVAGO TECHNOLOGIES LTD		AVGO					
284.0000	07/30/2012	09/29/2011	10,137.72	9,371.52	0.00	766.20	0.00	0.00
110122108	BRISTOL MYERS SQUIBB CO		BMY					
2304.0000	08/20/2012	07/16/2012	72,303.20	81,891.07	0.00	-9,587.87	0.00	0.00

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
550021109	LULULEMON ATHLETICA INC COM		LULU					
283.0000	08/21/2012	01/27/2012	17,293.23	18,025.06	0.00	-731.83	0.00	0.00
928563402	VMWARE INC CL A COM CL A COM		VMW					
464.0000	08/24/2012	Various	42,804.02	43,863.53	0.00	-1,059.51	0.00	0.00
928563402	VMWARE INC CL A COM CL A COM		VMW					
564.0000	08/27/2012	Various	51,772.19	57,307.87	0.00	-5,535.68	0.00	0.00
92342Y109	VERIFONE SYSTEMS INC COM		PAY					
612.0000	09/14/2012	03/07/2012	19,538.64	31,169.83	0.00	-11,631.19	0.00	0.00
169656105	CHIPOTLE MEXICAN GRILL INC COM STK		CMG					
147.0000	09/27/2012	Various	46,863.92	55,033.98	0.00	-8,170.06	0.00	0.00
46120E602	INTUITIVE SURGICAL INC COM NEW STK		ISRG					
158.0000	09/27/2012	Various	78,323.52	83,649.68	0.00	-5,326.16	0.00	0.00
92342Y109	VERIFONE SYSTEMS INC COM		PAY					
623.0000	09/27/2012	Various	17,362.10	31,724.86	0.00	-14,362.76	0.00	0.00
92342Y109	VERIFONE SYSTEMS INC COM		PAY					
783.0000	09/28/2012	Various	21,653.67	40,723.88	0.00	-19,070.21	0.00	0.00
92342Y109	VERIFONE SYSTEMS INC COM		PAY					
828.0000	10/01/2012	Various	23,162.74	42,121.39	0.00	-18,958.65	0.00	0.00

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177376100	CITRIX SYS INC		CTXS					
613.0000	10/08/2012	03/09/2012	42,777.30	46,919.02	0.00	-4,141.72	0.00	0.00
988498101	YUM BRANDS INC		YUM					
337.0000	10/08/2012	Various	22,382.67	22,159.36	0.00	223.31	0.00	0.00
177376100	CITRIX SYS INC		CTXS					
597.0000	10/12/2012	03/09/2012	40,817.41	45,694.38	0.00	-4,876.97	0.00	0.00
177376100	CITRIX SYS INC		CTXS					
597.0000	10/25/2012	Various	36,385.56	48,848.18	0.00	-12,462.62	0.00	0.00
852061100	SPRINT CORP		S					
3710.0000	10/26/2012	08/10/2012	20,182.32	17,757.17	0.00	2,425.15	0.00	0.00
552953101	MGM MIRAGE INC COMMON		MGM					
5333.0000	11/14/2012	Various	49,288.63	71,010.97	0.00	-21,722.34	0.00	0.00
552953101	MGM MIRAGE INC COMMON		MGM					
2726.0000	11/19/2012	Various	26,764.34	38,196.17	0.00	-11,431.83	0.00	0.00
552953101	MGM MIRAGE INC COMMON		MGM					
2895.0000	11/20/2012	Various	27,681.67	32,432.71	0.00	-4,751.04	0.00	0.00
852061100	SPRINT CORP		S					
5052.0000	11/21/2012	Various	27,988.45	25,001.75	0.00	2,986.70	0.00	0.00

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852061100	SPRINT CORP		S					
5198.0000	11/26/2012	Various	29,029.67	27,016.95	0.00	2,012.72	0.00	0.00
00206R102	AT&T INC		T					
1142.0000	11/29/2012	05/15/2012	38,736.81	38,112.76	0.00	624.05	0.00	0.00
00206R102	AT&T INC		T					
1800.0000	12/03/2012	Various	61,413.53	60,595.77	0.00	817.76	0.00	0.00
988498101	YUM BRANDS INC		YUM					
688.0000	12/03/2012	Various	46,258.63	46,998.26	0.00	-739.63	0.00	0.00
364760108	GAP INC COM		GPS					
340.0000	12/05/2012	08/09/2012	10,806.74	11,684.14	0.00	-877.40	0.00	0.00
364760108	GAP INC COM		GPS					
1003.0000	12/11/2012	Various	31,916.64	34,952.73	0.00	-3,036.09	0.00	0.00
364760108	GAP INC COM		GPS					
980.0000	12/17/2012	Various	30,834.83	34,654.73	0.00	-3,819.90	0.00	0.00
58933Y105	MERCK & CO INC		MRK					
2563.0000	12/17/2012	Various	111,668.44	111,863.38	0.00	-194.94	0.00	0.00
904311107	UNDER ARMOUR INC CL A		UA					
1005.0000	12/21/2012	Various	49,223.80	57,947.87	0.00	-8,724.07	0.00	0.00

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2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number:
Recipient's Tax ID Number: 36-6066240

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Total Short Term Sales			**1,790,997.62**	**1,941,315.65**	**0.00**	**-150,318.03**	**0.00**	**0.00**
Long Term 15% Sales								
149123101	CATERPILLAR INC		CAT					
371.0000	07/02/2012	11/10/2009	30,828.19	22,257.74	0.00	8,570.45	0.00	0.00
345370860	FORD MOTOR CO COM		F					
2496.0000	07/05/2012	10/30/2009	24,013.46	18,123.96	0.00	5,889.50	0.00	0.00
149123101	CATERPILLAR INC		CAT					
872.0000	07/11/2012	Various	69,431.60	51,501.04	0.00	17,930.56	0.00	0.00
231021106	CUMMINS ENGINE INC		CMI					
384.0000	07/11/2012	Various	32,642.60	45,479.54	0.00	-12,836.94	0.00	0.00
345370860	FORD MOTOR CO COM		F					
3117.0000	07/13/2012	Various	28,681.06	24,440.87	0.00	4,240.19	0.00	0.00
637071101	NATIONAL-OILWELL INC		NOV					
375.0000	07/13/2012	10/28/2010	25,308.52	20,191.91	0.00	5,116.61	0.00	0.0
244199105	DEERE & CO		DE					
877.0000	07/16/2012	Various	67,183.63	50,821.05	0.00	16,362.58	0.00	0.00
025816109	AMERICAN EXPRESS CO		AXP					
1635.0000	07/20/2012	Various	91,694.63	65,149.48	0.00	26,545.15	0.00	0.00

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Cusip Quantity Sold	Description Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
517834107	LAS VEGAS SANDS CORP		LVS					
1214 0000	07/27/2012	Various	43,810.34	20,154.25	0.00	23,656.09	0.00	0.00
018490102	ALLERGAN INC		AGN					
371.0000	07/30/2012	10/19/2010	31,685.39	26,564.04	0.00	5,121.35	0.00	0.00
025816109	AMERICAN EXPRESS CO		AXP					
382.0000	07/30/2012	Various	22,231.94	15,394.07	0.00	6,837.87	0.00	0.00
037833100	APPLE COMPUTER INC		AAPL					
173.0000	07/30/2012	Various	102,679.64	19,610.35	0.00	83,069.29	0.00	0.00
075896100	BED BATH & BEYOND INC		BBBY					
229.0000	07/30/2012	08/27/2009	14,288.97	8,667.24	0.00	5,621.73	0.00	0.00
127097103	CABOT OIL & GAS CORP CL A		COG					
414.0000	07/30/2012	05/19/2011	17,714.66	11,392.95	0.00	6,321.71	0.00	0.00
14040H105	CAPITAL ONE FINL CORP		COF					
811.0000	07/30/2012	Various	46,074.95	43,213.44	0.00	2,861.51	0.00	0.00
149123101	CATERPILLAR INC		CAT					
273.0000	07/30/2012	04/16/2010	23,302.01	18,596.76	0.00	4,705.25	0.00	0.00
191216100	COCA COLA CO		KO					
589.0000	07/30/2012	Various	47,727.25	33,120.13	0.00	14,607.12	0.00	0.00

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Cusip Quantity Sold	Description Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
231021106	CUMMINS ENGINE INC		CMI					
3.0000	07/30/2012	07/27/2011	271.44	326.61	0.00	-55.17	0.00	0.00
244199105	DEERE & CO		DE					
281.0000	07/30/2012	Various	21,677.17	17,118.66	0.00	4,558.51	0.00	0.00
254709108	DISCOVER FINL SVCS COM STK		DFS					
1168.0000	07/30/2012	Various	42,350.85	28,673.42	0.00	13,677.43	0.00	0.00
31428X106	FEDEX CORP		FDX					
304.0000	07/30/2012	12/09/2009	27,576.22	27,066.61	0.00	509.61	0.00	0.00
345370860	FORD MOTOR CO COM		F					
1717.0000	07/30/2012	Various	15,540.73	13,750.29	0.00	1,790.44	0.00	0.00
375558103	GILEAD SCIENCES INC		GILD					
432.0000	07/30/2012	03/24/2011	23,940.90	18,133.73	0.00	5,807.17	0.00	0.00
437076102	HOME DEPOT INC		HD					
704.0000	07/30/2012	07/17/2009	37,374.52	17,255.25	0.00	20,119.27	0.00	0.00
517834107	LAS VEGAS SANDS CORP		LVS					
402.0000	07/30/2012	03/10/2010	15,050.58	7,778.70	0.00	7,271.88	0.00	0.00
518439104	LAUDER ESTEE COS INC CL A		EL					
277.0000	07/30/2012	09/11/2009	14,910.57	4,790.27	0.00	10,120.30	0.00	0.00

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Cusip Quantity Sold	Description Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
532716107	LIMITED INC		LTD					
350.0000	07/30/2012	04/11/2011	16,673.62	13,169.91	0.00	3,503.71	0.00	0.00
57636Q104	MASTERCARD INC CL A		MA					
189.0000	07/30/2012	07/17/2009	83,344.01	34,091.25	0.00	49,252.76	0.00	0.00
61166W101	MONSANTO CO COM		MON					
353.0000	07/30/2012	11/05/2010	30,604.55	21,855.54	0.00	8,749.01	0.00	0.00
637071101	NATIONAL-OILWELL INC		NOV					
216.0000	07/30/2012	10/28/2010	15,901.56	11,630.54	0.00	4,271.02	0.00	0.00
717081103	PFIZER INC		PFE					
1941.0000	07/30/2012	02/02/2011	45,826.95	36,929.08	0.00	8,897.87	0.00	0.00
741503403	PRICELINE COM INC COM		PCLN					
43.0000	07/30/2012	07/17/2009	29,213.54	4,983.52	0.00	24,230.02	0.00	0.00
747525103	QUALCOMM INC		QCOM					
751.0000	07/30/2012	Various	44,272.48	33,790.03	0.00	10,482.45	0.00	0.00
79466L302	SALESFORCE COM INC COM STK		CRM					
162.0000	07/30/2012	12/22/2010	20,350.69	22,169.05	0.00	-1,818.36	0.00	0.00
79466L302	SALESFORCE COM INC COM STK		CRM					
2.0000	07/30/2012	03/25/2011	251.24	259.82	0.00	-8.58	0.00	0.00

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
855244109	STARBUCKS CORP		SBUX					
782.0000	07/30/2012	07/17/2009	36,581.14	11,305.37	0.00	25,275.77	0.00	0.00
91911K102	VALEANT PHARMACEUTICALS INTERNATIONAL INC COMMON STOCK		VRX					
327.0000	07/30/2012	05/03/2011	15,888.57	15,686.67	0.00	201.90	0.00	0.00
966837106	WHOLE FOODS MKT INC		WFM					
279.0000	07/30/2012	Various	25,580.93	7,561.34	0.00	18,019.59	0.00	0.00
G1151C101	ACCENTURE PLC SHS CL A NEW		ACN					
484.0000	07/30/2012	12/20/2010	29,165.18	23,560.25	0.00	5,604.93	0.00	0.00
018490102	ALLERGAN INC		AGN					
689.0000	08/01/2012	10/19/2010	59,825.44	49,333.23	0.00	10,492.21	0.00	0.00
075896100	BED BATH & BEYOND INC		BBBY					
802.0000	08/01/2012	Various	49,284.93	32,418.55	0.00	16,866.38	0.00	0.00
437076102	HOME DEPOT INC		HD					
645.0000	08/01/2012	07/17/2009	33,619.50	15,809.14	0.00	17,810.36	0.00	0.00
345370860	FORD MOTOR CO COM		F					
6651.0000	08/02/2012	Various	59,420.65	66,973.25	0.00	-7,552.60	0.00	0.00
57636Q104	MASTERCARD INC CL A		MA					
79.0000	08/02/2012	07/17/2009	33,797.12	14,249.78	0.00	19,547.34	0.00	0.00

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
741503403	PRICELINE COM INC COM		PCLN					
124.0000	08/09/2012	07/17/2009	70,238.04	14,371.09	0.00	55,866.95	0.00	0.00
741503403	PRICELINE COM INC COM		PCLN					
192.0000	08/10/2012	07/17/2009	108,297.34	22,252.01	0.00	86,045.33	0.00	0.00
244199105	DEERE & CO		DE					
576.0000	08/16/2012	Various	43,221.46	35,130.06	0.00	8,091.40	0.00	0.00
928563402	VMWARE INC CL A COM CL A COM		VMW					
361.0000	08/24/2012	Various	33,302.26	33,160.03	0.00	142.23	0.00	0.00
018490102	ALLERGAN INC		AGN					
407.0000	08/29/2012	Various	34,545.19	28,979.46	0.00	5,565.73	0.00	0.00
018490102	ALLERGAN INC		AGN					
258.0000	09/06/2012	11/15/2010	22,730.11	17,738.82	0.00	4,991.29	0.00	0.00
018490102	ALLERGAN INC		AGN					
19.0000	09/06/2012	02/14/2011	1,673.92	1,406.52	0.00	267.40	0.00	0.00
018490102	ALLERGAN INC		AGN					
680.0000	09/14/2012	Various	60,625.62	50,044.77	0.00	10,580.85	0.00	0.00
018490102	ALLERGAN INC		AGN					
646.0000	09/18/2012	Various	58,290.23	50,590.76	0.00	7,699.47	0.00	0.00

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
637071101	NATIONAL-OILWELL INC		NOV					
198.0000	09/18/2012	Various	16,250.22	11,769.69	0.00	4,480.53	0.00	0.00
075896100	BED BATH & BEYOND INC		BBBY					
892.0000	09/21/2012	01/08/2010	55,352.72	37,781.02	0.00	17,571.70	0.00	0.00
855244109	STARBUCKS CORP		SBUX					
474.0000	09/27/2012	07/17/2009	23,747.75	6,852.62	0.00	16,895.13	0.00	0.00
345370860	FORD MOTOR CO COM		F					
4194.0000	10/01/2012	Various	41,771.31	45,024.39	0.00	-3,253.08	0.00	0.00
345370860	FORD MOTOR CO COM		F					
1860.0000	10/01/2012	04/04/2011	18,525.19	29,258.56	0.00	-10,733.37	0.00	0.00
855244109	STARBUCKS CORP		SBUX					
726.0000	10/01/2012	07/17/2009	36,450.90	10,495.78	0.00	25,955.12	0.00	0.00
127097103	CABOT OIL & GAS CORP CL A		COG					
375.0000	10/08/2012	05/19/2011	16,482.36	10,319.70	0.00	6,162.66	0.00	0.00
31428X106	FEDEX CORP		FDX					
180.0000	10/08/2012	12/09/2009	15,536.62	16,026.28	0.00	-489.66	0.00	0.00
149123101	CATERPILLAR INC		CAT					
599.0000	10/12/2012	Various	50,021.23	41,798.08	0.00	8,223.15	0.00	0.00

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
38259P508	GOOGLE INC CL A		GOOG					
69.0000	10/19/2012	10/17/2011	47,410.98	40,269.72	0.00	7,141.26	0.00	0.00
437076102	HOME DEPOT INC		HD					
286.0000	11/21/2012	07/17/2009	18,316.79	7,009.95	0.00	11,306.84	0.00	0.00
637071101	NATIONAL-OILWELL INC		NOV					
561.0000	11/21/2012	Various	40,136.73	34,426.22	0.00	5,710.51	0.00	0.00
637071101	NATIONAL-OILWELL INC		NOV					
480.0000	11/21/2012	Various	34,341.59	37,434.89	0.00	-3,093.30	0.00	0.00
637071101	NATIONAL-OILWELL INC		NOV					
365.0000	11/26/2012	08/16/2011	26,020.70	25,430.44	0.00	590.26	0.00	0.00
025816109	AMERICAN EXPRESS CO		AXP					
783.0000	11/27/2012	12/17/2009	43,089.61	31,896.84	0.00	11,192.77	0.00	0.00
025816109	AMERICAN EXPRESS CO		AXP					
2040.0000	11/28/2012	Various	111,762.58	87,684.78	0.00	24,077.80	0.00	0.00
31428X106	FEDEX CORP		FDX					
163.0000	12/04/2012	Various	14,458.07	14,313.88	0.00	144.19	0.00	0.00
31428X106	FEDEX CORP		FDX					
274.0000	12/05/2012	Various	24,239.31	23,345.57	0.00	893.74	0.00	0.00

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
037833100	APPLE COMPUTER INC		AAPL					
90.0000	12/06/2012	06/03/2009	48,899.04	12,547.94	0.00	36,351.10	0.00	0.00
037833100	APPLE COMPUTER INC		AAPL					
57 0000	12/07/2012	06/03/2009	30,852.19	7,947.03	0.00	22,905.16	0.00	0.00
037833100	APPLE COMPUTER INC		AAPL					
57.0000	12/11/2012	06/03/2009	31,036.02	7,947.02	0.00	23,089.00	0.00	0.00
892356106	TRACTOR SUPPLY CO		TSCO					
358.0000	12/11/2012	Various	30,779.35	25,980.08	0.00	4,799.27	0.00	0.00
892356106	TRACTOR SUPPLY CO		TSCO					
274.0000	12/12/2012	12/05/2011	23,417.80	20,030.38	0.00	3,387.42	0.00	0.00
015351109	ALEXION PHARMACEUTICALS INC		ALXN					
332.0000	12/17/2012	Various	31,296.47	21,715.77	0.00	9,580.70	0.00	0.00
037833100	APPLE COMPUTER INC		AAPL					
80.0000	12/17/2012	06/03/2009	40,269.09	11,153.72	0.00	29,115.37	0.00	0.00
015351109	ALEXION PHARMACEUTICALS INC		ALXN					
183.0000	12/20/2012	11/17/2011	17,539.06	12,034.27	0.00	5,504.79	0.00	0.00
G1151C101	ACCENTURE PLC SHS CL A NEW		ACN					
276.0000	12/21/2012	12/20/2010	18,573.49	13,435.19	0.00	5,138.30	0.00	0.00

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
G1151C101	ACCENTURE PLC SHS CL A NEW		ACN					
216.0000	12/21/2012	03/04/2011	14,535.77	11,426.56	0.00	3,109.21	0.00	0.00
57636Q104	MASTERCARD INC CL A		MA					
11.0000	12/24/2012	07/17/2009	5,439.99	1,984.15	0.00	3,455.84	0.00	0.00
Total Long Term 15% Sales			**2,907,071.02**	**1,956,362.72**	**0.00**	**950,708.30**	**0.00**	**0.00**

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Nondividend Distributions

Description	Amount of dividend
LYONDELLBASELL INDU-CL A-W/I	2,571.20
SIRIUS XM RADIO INC COM STK	1,064.52
Total Nondividend Distributions	**3,635.72**

Foreign Tax Withheld on Dividends and Interest

Description	Amount of tax
Netherlands	
LYONDELLBASELL INDU-CL A-W/I	1,467.57
LYONDELLBASELL INDU-CL A-W/I	-164.85
Total for Netherlands	**1,302.72**
Total Foreign Tax Withheld on dividends and interest	**1,302.72**

Important Tax Information

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2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip Quantity Sold	Description Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
099724106	BORG WARNER AUTOMOTIVE INC		BWA					
327.0000	07/30/2012	12/15/2011	21,914.03	20,633.57	0.00	1,280.46	0.00	0.00
124857202	CBS CORP		CBS					
668.0000	07/30/2012	06/29/2012	22,304.01	21,652.35	0.00	651.66	0.00	0.00
268648102	EMC CORP MASS		EMC					
1186.0000	07/30/2012	08/25/2011	30,977.62	25,258.60	0.00	5,719.02	0.00	0.00
30219G108	EXPRESS SCRIPTS HLDG CO COM		ESRX					
547.0000	07/30/2012	01/25/2012	31,533.84	28,752.94	0.00	2,780.90	0.00	0.00
406216101	HALLIBURTON CO		HAL					
810.0000	07/30/2012	09/27/2011	26,996.69	28,743.34	0.00	-1,746.65	0.00	0.00
Total Short Term Sales			**133,726.19**	**125,040.80**	**0.00**	**8,685.39**	**0.00**	**0.00**
Long Term 15% Sales								
00206R102	AT&T INC		T					
1556.0000	07/30/2012	Various	58,099.74	58,337.72	0.00	-237.98	0.00	0.0
020002101	ALLSTATE CORP		ALL					
685.0000	07/30/2012	Various	23,775.81	39,800.26	0.00	-16,024.45	0.00	0.00
025816109	AMERICAN EXPRESS CO		AXP					
663.0000	07/30/2012	03/16/2011	38,585.79	28,212.51	0.00	10,373.28	0.00	0.00

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2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number:
Recipient's Tax ID Number: 36-6066240

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip Quantity Sold	Description Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
03073E105	AMERISOURCE BERGEN CORP		ABC					
873.0000	07/30/2012	07/17/2009	33,537.02	16,424.71	0.00	17,112.31	0.00	0.00
037411105	APACHE CORP		APA					
423.0000	07/30/2012	Various	36,980.75	31,374.13	0.00	5,606.62	0.00	0.00
064058100	BANK NEW YORK MELLON CORP COM STK		BK					
1128.0000	07/30/2012	04/09/2008	24,149.93	49,101.60	0.00	-24,951.67	0.00	0.00
071813109	BAXTER INTL INC		BAX					
684.0000	07/30/2012	07/17/2009	40,238.81	37,150.71	0.00	3,088.10	0.00	0.00
073730103	BEAM INC		BEAM					
409.0000	07/30/2012	07/17/2009	25,590.55	11,258.25	0.00	14,332.30	0.00	0.00
166764100	CHEVRONTEXACO CORP COM		CVX					
567.0000	07/30/2012	Various	62,209.84	34,563.14	0.00	27,646.70	0.00	0.00
20825C104	CONOCOPHILLIPS		COP					
546.0000	07/30/2012	Various	29,936.50	16,344.39	0.00	13,592.11	0.00	0.00
222816100	COVANCE INC		CVD					
320 0000	07/30/2012	07/17/2009	14,911.66	15,717.89	0.00	-806.23	0.00	0.00
260003108	DOVER CORP		DOV					
620.0000	07/30/2012	07/17/2009	33,570.50	20,837 77	0.00	12,732.73	0 00	0.00

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278642103	EBAY INC		EBAY					
767.0000	07/30/2012	02/22/2010	34,940.51	17,892.42	0.00	17,048.09	0.00	0.00
291011104	EMERSON ELECTRIC CO		EMR					
532.0000	07/30/2012	07/17/2009	25,439.55	18,084.60	0.00	7,354.95	0.00	0.00
35671D857	FREEPORT MCMORAN C & G CL B COM STK		FCX					
1202.0000	07/30/2012	07/17/2009	40,658.77	33,214.99	0.00	7,443.78	0.00	0.00
369604103	GENERAL ELECTRIC CO		GE					
3006.0000	07/30/2012	Various	62,252.86	100,237.96	0.00	-37,985.10	0.00	0.00
38141G104	GOLDMAN SACHS GROUP INC		GS					
222.0000	07/30/2012	07/11/2011	22,274.98	29,272.50	0.00	-6,997.52	0.00	0.00
409735206	JOHN HANCOCK FINANCIAL OPPORTUNITIES FUND		BTO					
519.0000	07/30/2012	07/17/2009	8,495.83	6,358.73	0.00	2,137.10	0.00	0.00
42809H107	HESS CORP COM STK		HES					
700.0000	07/30/2012	07/15/2011	33,592.94	50,771.63	0.00	-17,178.69	0.00	0.00
438516106	HONEYWELL INTL INC		HON					
526.0000	07/30/2012	07/17/2009	30,644.07	17,046.24	0.00	13,597.83	0.00	0.00
444859102	HUMANA INC		HUM					
192.0000	07/30/2012	07/17/2009	13,524.17	5,590.12	0.00	7,934.05	0.00	0.00

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
458140100	INTEL CORP COM		INTC					
1826.0000	07/30/2012	Various	46,835.84	38,727.06	0.00	8,108.78	0.00	0.00
46625H100	J P MORGAN CHASE & CO		JPM					
1044.0000	07/30/2012	Various	37,530.95	36,465.11	0.00	1,065.84	0.00	0.00
500255104	KOHLS CORP		KSS					
424.0000	07/30/2012	05/16/2011	21,137.91	23,425.40	0.00	-2,287.49	0.00	0.00
50540R409	LABORATORY CORP AMER HLDGS NEW		LH					
276.0000	07/30/2012	07/17/2009	23,449.12	18,484.47	0.00	4,964.65	0.00	0.00
594918104	MICROSOFT CORP COM		MSFT					
1370.0000	07/30/2012	Various	40,414.09	28,397.18	0.00	12,016.91	0.00	0.00
65339F101	NEXTERA ENERGY INC COM		NEE					
528.0000	07/30/2012	Various	37,712.92	30,634.58	0.00	7,078.34	0.00	0.00
68389X105	ORACLE CORPORATION		ORCL					
866.0000	07/30/2012	07/14/2011	26,386.42	27,794.09	0.00	-1,407.67	0.00	0.00
718172109	PHILIP MORRIS INTERNATIONAL		PM					
320.0000	07/30/2012	02/24/2009	29,183.34	11,187.30	0.00	17,996.04	0.00	0.00
718546104	PHILLIPS 66 COM		PSX					
273.0000	07/30/2012	Various	10,215.43	5,105.47	0.00	5,109.96	0.00	0.00

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
742718109	PROCTER & GAMBLE CO		PG					
427.0000	07/30/2012	08/03/2004	27,741.56	22,754.83	0.00	4,986.73	0.00	0.00
744573106	PUBLIC SVC ENTERPRISE GROUP INC		PEG					
1001.0000	07/30/2012	Various	33,935.63	35,364.89	0.00	-1,429.26	0.00	0.00
74834L100	QUEST DIAGNOSTICS INC		DGX					
278.0000	07/30/2012	07/17/2009	16,351.59	15,504.62	0.00	846.97	0.00	0.00
80004C101	SANDISK CORP		SNDK					
608.0000	07/30/2012	02/08/2011	24,846.39	30,171.27	0.00	-5,324.88	0.00	0.00
88732J207	TIME WARNER CABLE INC COM		TWC					
352.0000	07/30/2012	03/30/2010	29,855.97	18,815.10	0.00	11,040.87	0.00	0.00
902973304	US BANCORP DEL NEW		USB					
826.0000	07/30/2012	07/17/2009	27,795.92	14,966.21	0.00	12,829.71	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP		UTX					
428.0000	07/30/2012	10/25/2007	32,107.54	32,436.65	0.00	-329.11	0.00	0.00
931142103	WAL MART STORES INC		WMT					
697.0000	07/30/2012	10/09/2009	52,123.35	34,634.35	0.00	17,489.00	0.00	0.00
942683103	WATSON PHARMACEUTICALS INC		WPI					
574.0000	07/30/2012	07/17/2009	45,098.16	19,048.25	0.00	26,049.91	0.00	0.00

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
949746101	WELLS FARGO & CO NEW		WFC					
1782.0000	07/30/2012	05/02/2011	60,426.26	51,890.06	0.00	8,536.20	0.00	0.00
718546104	PHILLIPS 66 COM		PSX					
1936.0000	08/24/2012	Various	79,703.89	35,859.70	0.00	43,844.19	0.00	0.00
409735206	JOHN HANCOCK FINANCIAL OPPORTUNITIES FUND		BTO					
458.0000	08/28/2012	07/17/2009	7,841.47	5,611.37	0.00	2,230.10	0.00	0.00
444859102	HUMANA INC		HUM					
1362.0000	08/28/2012	07/17/2009	95,253.68	39,654.90	0.00	55,598.78	0.00	0.00
409735206	JOHN HANCOCK FINANCIAL OPPORTUNITIES FUND		BTO					
545.0000	08/29/2012	07/17/2009	9,342.40	6,677.28	0.00	2,665.12	0.00	0.00
409735206	JOHN HANCOCK FINANCIAL OPPORTUNITIES FUND		BTO					
112.0000	08/30/2012	07/17/2009	1,917.43	1,372.21	0.00	545.22	0.00	0.00
409735206	JOHN HANCOCK FINANCIAL OPPORTUNITIES FUND		BTO					
429.0000	08/31/2012	07/17/2009	7,351.21	5,256.06	0.00	2,095.15	0.00	0.00
291011104	EMERSON ELECTRIC CO		EMR					
3780.0000	09/04/2012	07/17/2009	187,398.00	128,495.81	0.00	58,902.19	0.00	0.00
409735206	JOHN HANCOCK FINANCIAL OPPORTUNITIES FUND		BTO					
201.0000	09/04/2012	07/17/2009	3,487.01	2,462.63	0.00	1,024.38	0.00	0.00

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Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
458140100	INTEL CORP COM		INTC					
4108 0000	09/04/2012	02/04/2008	99,892.41	87,920.63	0.00	11,971.78	0.00	0.00
594918104	MICROSOFT CORP COM		MSFT					
2614 0000	09/04/2012	02/24/2009	78,916.98	43,470.82	0.00	35,446.16	0.00	0.00
409735206	JOHN HANCOCK FINANCIAL OPPORTUNITIES FUND		BTO					
397.0000	09/05/2012	07/17/2009	6,902.49	4,864.00	0.00	2,038.49	0.00	0.00
409735206	JOHN HANCOCK FINANCIAL OPPORTUNITIES FUND		BTO					
960.0000	09/06/2012	07/17/2009	16,789.62	11,761.82	0.00	5,027.80	0.00	0.00
409735206	JOHN HANCOCK FINANCIAL OPPORTUNITIES FUND		BTO					
594 0000	09/07/2012	07/17/2009	10,458.17	7,277.63	0.00	3,180.54	0.00	0.00
942683103	WATSON PHARMACEUTICALS INC		WPI					
1424.0000	09/28/2012	07/17/2009	121,350.56	47,255.58	0.00	74,094.98	0.00	0.00
222816100	COVANCE INC		CVD					
1630.0000	10/01/2012	07/17/2009	77,167.34	80,062.99	0.00	-2,895.65	0.00	0.00
222816100	COVANCE INC		CVD					
815.0000	10/02/2012	07/17/2009	38,744.72	40,031.49	0.00	-1,286.77	0.00	0.00
Total Long Term 15% Sales			**2,159,076.35**	**1,681,434.08**	**0.00**	**477,642.27**	**0.00**	**0.00**

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2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip Quantity Sold	Description Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
57686G105	MATSON INC COM		MATX					
1322.0000	07/10/2012	Various	32,940.33	32,392.08	0.00	548.25	0.00	0.00
04544X300	ASSISTED LIVING CONCEPTS INC NEV NEW CL A NEW CL A NEW		ALC					
1780.0000	09/21/2012	Various	13,918.22	22,402.69	0.00	-8,484.47	0.00	0.00
723787107	PIONEER NAT RES CO		PXD					
173.0000	10/01/2012	01/13/2012	18,071.67	16,861.93	0.00	1,209.74	0.00	0.00
316773100	FIFTH THIRD BANCORP		FITB					
484.0000	12/27/2012	10/01/2012	7,235.69	7,516.52	0.00	-280.83	0.00	0.00
Total Short Term Sales			**72,165.91**	**79,173.22**	**0.00**	**-7,007.31**	**0.00**	**0.00**
Long Term 15% Sales								
307000109	FAMILY DOLLAR STORES INC		FDO					
840.0000	07/02/2012	Various	57,262.53	35,236.75	0.00	22,025.78	0.00	0.00
247916208	DENBURY RES INC NEW		DNR					
943.0000	07/05/2012	08/27/2009	14,531.11	10,253.01	0.00	4,278.10	0.00	0.0
91879Q109	VAIL RESORTS INC		MTN					
136.0000	07/10/2012	07/17/2009	6,559.79	3,930.35	0.00	2,629.44	0.00	0.00
78440X101	SL GREEN RLTY CORP COM STK		SLG					
29.0000	07/24/2012	07/17/2009	2,233.90	625.05	0.00	1,608 85	0.00	0.00

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Cusip Quantity Sold	Description Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
04544X300	ASSISTED LIVING CONCEPTS INC NEV NEW CL A NEW CL A NEW		ALC					
1688.0000	08/13/2012	07/17/2009	12,002.59	11,867.82	0.00	134.77	0.00	0.00
203233101	COMMONWEALTH REIT COM SH BEN INT REIT		CWH					
202.0000	08/13/2012	02/10/2011	3,221.63	5,361.94	0.00	-2,140.31	0.00	0.00
203233101	COMMONWEALTH REIT COM SH BEN INT REIT		CWH					
905 0000	08/22/2012	Various	13,383.29	24,646.24	0.00	-11,262.95	0.00	0.00
203233101	COMMONWEALTH REIT COM SH BEN INT REIT		CWH					
1073.0000	09/06/2012	Various	15,856.96	27,973.99	0.00	-12,117.03	0.00	0.00
04544X300	ASSISTED LIVING CONCEPTS INC NEV NEW CL A NEW CL A NEW		ALC					
442.0000	09/21/2012	07/17/2009	3,456.10	3,107.57	0.00	348.53	0.00	0.00
247916208	DENBURY RES INC NEW		DNR					
985.0000	10/23/2012	08/27/2009	15,149.35	10,709.66	0.00	4,439.69	0.00	0.00
316773100	FIFTH THIRD BANCORP		FITB					
2022.0000	10/23/2012	01/06/2010	29,763.56	21,170.34	0.00	8,593.22	0.00	0.00
247916208	DENBURY RES INC NEW		DNR					
1018.0000	10/24/2012	08/27/2009	15,689.88	11,068.46	0.00	4,621.42	0.00	0.00
316773100	FIFTH THIRD BANCORP		FITB					
1064.0000	10/24/2012	Various	15,587.25	14,685.82	0.00	901.43	0.00	0.00

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
848574109	SPIRIT AEROSYSTEMS HLDGS INC CL A		SPR					
2084.0000	10/31/2012	Various	31,623.57	44,252.93	0.00	-12,629.36	0.00	0.00
316773100	FIFTH THIRD BANCORP		FITB					
274.0000	11/05/2012	06/15/2010	3,915.84	3,825.01	0.00	90.83	0.00	0.00
316773100	FIFTH THIRD BANCORP		FITB					
786.0000	11/05/2012	Various	11,233.03	10,975.22	0.00	257.81	0.00	0.00
848574109	SPIRIT AEROSYSTEMS HLDGS INC CL A		SPR					
1053.0000	11/27/2012	Various	15,801.27	20,134.29	0.00	-4,333.02	0.00	0.00
049164205	ATLAS AIR WORLDWIDE HLDGS INC COM NEW STK		AAWW					
567.0000	12/20/2012	Various	25,001.65	24,555.66	0.00	445.99	0.00	0.00
316773100	FIFTH THIRD BANCORP		FITB					
629.0000	12/27/2012	07/25/2011	9,403.40	8,213.67	0.00	1,189.73	0.00	0.00
Total Long Term 15% Sales			**301,676.70**	**292,593.78**	**0.00**	**9,082.92**	**0.00**	**0.00**

Northern Trust

2012 Tax Information Statement

OFFIELD FAMILY FOUNDATION

Account Number:
Tax ID Number: XX-XXX6240
From: 07/01/2012 **To:** 12/31/2012
Ref: NMK

Non-Qualified U.S. Government Interest Reported as Dividends

Description	Amount of dividend
MFB NORTHERN INSTL FDS GOVT PORTFOLIO	4.99
Total Non-Qualified U.S. Government Interest Reported as Dividends	**4.99**

Capital Gain Distributions (15%)

Description	Amount of dividend
PLUM CREEK TIMBER CO INC COM	2,654.40
SL GREEN RLTY CORP COM STK	9.23
Total capital gain distributions (15%)	**2,663.63**

Unrecaptured Section 1250 Gain

Description	Amount of dividend
SL GREEN RLTY CORP COM STK	22.20
Total Unrecaptured Section 1250 Gain	**22.20**

Northern Trust

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From: 07/01/2012 **To:** 12/31/2012
Ref: NMK

Nondividend Distributions

Description	Amount of dividend
COMMONWEALTH REIT COM SH BEN INT REIT	417.17
Total Nondividend Distributions	**417.17**

Important Tax Information

2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number:
Recipient's Tax ID Number: 36-6066240

☒ Corrected 08/27/2013 ☐ 2nd TIN notice

Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip Quantity Sold	Description Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
404280406	ADR HSBC HLDGS PLC SPONSORED ADR NEW		HBC					
524.0000	07/20/2012	02/28/2012	21,838.62	23,413.79	0.00	-1,575.17	0.00	0.00
404280406	ADR HSBC HLDGS PLC SPONSORED ADR NEW		HBC					
428.0000	07/24/2012	Various	16,915.55	19,101.45	0.00	-2,185.90	0.00	0.00
136385101	CANADIAN NAT RES LTD COM		CNQ					
797.0000	07/27/2012	04/11/2012	22,030.82	25,208.07	0.00	-3,177.25	0.00	0.00
705015105	PEARSON PLC SPONSORED ADR		PSO					
1000.0000	07/30/2012	02/02/2012	18,793.07	18,932.10	0.00	-139.03	0.00	0.00
225401108	CREDIT SUISSE GROUP SPONSORED ADR		CS					
4335.0000	08/14/2012	Various	168.20	0.00	0.00	168.20	0.00	0.00
874039100	TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR		TSM					
1477.0000	10/19/2012	07/26/2012	22,528.76	19,670.83	0.00	2,857.93	0.00	0.00
874039100	TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR		TSM					
1491.0000	10/22/2012	07/26/2012	22,819.98	19,857.29	0.00	2,962.69	0.00	0.00
N07059186	#REORG/ASML HLDG REVERSE STOCK SPLIT ESCASML HLDG 0002K1QA71 0006066130 11/28/12		ASML					
267.9300	12/06/2012	Various	15,513.75	14,185.30	0.00	1,328.45	0.00	0.00
59410T106	ADR MICHELIN COMPAGNIE GENERALE DES ETABLISSEMENTS MICHELIN ADR		MGDDY					
637.0000	12/07/2012	03/12/2012	11,652.12	8,890.23	0.00	2,761.89	0.00	0.00

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C/O MR. PAXSON H. OFFIELD
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AVALON, CA 90704-1522

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip Quantity Sold	Description Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
59410T106	ADR MICHELIN COMPAGNIE GENERALE DES ETABLISSEMENTS MICHELIN ADR		MGDDY					
722.0000	12/07/2012	03/12/2012	13,145.59	10,076.52	0.00	3,069.07	0.00	0.00
N07059210	ADR ASML HOLDING NV NY REG 2012 (POST REV SPLIT)\		ASML					
.3900	12/19/2012	10/12/2012	24.40	21.51	0.00	2.89	0.00	0.00
Total Short Term Sales			**165,430.86**	**159,357.09**	**0.00**	**6,073.77**	**0.00**	**0.00**
Long Term 15% Sales								
803054204	SAP AKTIENGESELLSCHAFT SPONSORED ADR		SAP					
386.0000	07/12/2012	07/17/2009	22,385.68	16,479.19	0.00	5,906.49	0.00	0.00
670100205	NOVO NORDISK A S ADR		NVO					
175.0000	07/13/2012	02/25/2009	25,422.75	8,871.40	0.00	16,551.35	0.00	0.00
670100205	NOVO NORDISK A S ADR		NVO					
106.0000	07/13/2012	02/25/2009	15,380.56	5,373.53	0.00	10,007.03	0.00	0.00
136385101	CANADIAN NAT RES LTD COM		CNQ					
567.0000	07/24/2012	08/20/2009	15,291.08	16,572.48	0.00	-1,281.40	0.00	0.00
138006309	CANON INC ADR REPSTG 5 SHS		CAJ					
1164.0000	07/25/2012	06/30/2010	39,487.46	43,502.63	0.00	-4,015.17	0.00	0.00
136385101	CANADIAN NAT RES LTD COM		CNQ					
1448.0000	07/26/2012	Various	39,564.12	41,325.41	0.00	-1,761.29	0.00	0.00

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Cusip Quantity Sold	Description Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
136385101	CANADIAN NAT RES LTD COM		CNQ					
1061.0000	07/27/2012	Various	29,328.36	34,112.27	0.00	-4,783.91	0.00	0.00
138006309	CANON INC ADR REPSTG 5 SHS		CAJ					
2761.0000	07/27/2012	Various	88,155.65	106,814.29	0.00	-18,658.64	0.00	0.00
138006309	CANON INC ADR REPSTG 5 SHS		CAJ					
1131.0000	07/27/2012	Various	36,111.57	52,938.61	0.00	-16,827.04	0.00	0.00
00687A107	ADIDAS AG		ADDYY					
500.0000	07/30/2012	05/03/2011	18,860.82	18,658.45	0.00	202.37	0.00	0.00
045387107	GDR ASSA ABLOY AB ADR		ASAZY					
1200.0000	07/30/2012	Various	18,326.58	16,182.05	0.00	2,144.53	0.00	0.00
055434203	BG PLC ADR FIN INST N		BRGYY					
900.0000	07/30/2012	07/17/2009	18,082.84	15,467.40	0.00	2,615.44	0.00	0.00
126132109	CNOOC LTD SPND ADR 00		CEO					
90.0000	07/30/2012	10/05/2009	18,007.91	12,123.13	0.00	5,884.78	0.00	0.00
136375102	CANADIAN NATL RY CO COM		CNI					
200.0000	07/30/2012	07/17/2009	17,594.10	8,798.56	0.00	8,795.54	0.00	0.00
143658300	CARNIVAL CORP PAIRED CTF 1 COM CARNIVAL CORP [QDI]		CCL					
500.0000	07/30/2012	07/17/2009	16,885.87	13,265.55	0.00	3,620.32	0.00	0.00

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
225401108	CREDIT SUISSE GROUP SPONSORED ADR		CS					
1000.0000	07/30/2012	02/18/2011	17,102.11	47,186.00	0.00	-30,083.89	0.00	0.00
29082A107	ADR EMBRAER S A SPONSORED ADR REPSTG 4 COM SHS		ERJ					
750.0000	07/30/2012	07/17/2009	18,891.92	12,806.70	0.00	6,085.22	0.00	0.00
307305102	FANUC CORPORATION		FANUY					
750.0000	07/30/2012	07/17/2009	20,258.91	9,870.00	0.00	10,388.91	0.00	0.00
358029106	FRESENIUS MED CARE AG & CO.KGAA EACH REPR 1/3 NPV		FMS					
250.0000	07/30/2012	02/25/2009	18,232.16	10,783.07	0.00	7,449.09	0.00	0.00
425883105	ADR HENNES & MAURITZ AB ADR		HNNMY					
2500.0000	07/30/2012	07/17/2009	18,230.84	12,787.50	0.00	5,443.34	0.00	0.00
465562106	ADR ITAU UNIBANCO HLDG SA SPONSORED ADR REPSTG 500 PFD PFD ADR							
1200.0000	07/30/2012	07/17/2009	19,489.60	19,573.08	0.00	-83.48	0.00	0.00
495724403	ADR KINGFISHER PLC SPONSORED ADR PAR 15 5/7 PENCE		KGFHY					
2200.0000	07/30/2012	07/17/2009	18,353.08	14,696.00	0.00	3,657.08	0.00	0.00
500458401	KOMATSU LTD SPON ADR NEW		KMTUY					
900.0000	07/30/2012	07/17/2009	20,107.79	13,585.50	0.00	6,522.29	0.00	0.00
502441306	ADR LVMH MOET HENNESSY LOUIS VUITTON ADR		LVMUY					
644.0000	07/30/2012	07/17/2009	19,546.57	10,574.48	0.00	8,972.09	0.00	0.00

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C/O MR. PAXSON H. OFFIELD
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AVALON, CA 90704-1522

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
606822104	ADR MITSUBISHI UFJ FINL GROUP INC SPONSORED ADR		MTU					
4000.0000	07/30/2012	07/17/2009	19,609.96	23,060.80	0.00	-3,450.84	0.00	0.00
641069406	NESTLE S A SPONSORED ADR REPSTG REG SH		NSRGY					
300.0000	07/30/2012	02/24/2009	18,372.33	9,855.00	0.00	8,517.33	0.00	0.00
66987V109	ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098		NVS					
300.0000	07/30/2012	07/17/2009	17,448.35	12,719.94	0.00	4,728.41	0.00	0.00
670100205	NOVO NORDISK A S ADR		NVO					
125.0000	07/30/2012	02/25/2009	19,169.88	6,336.71	0.00	12,833.17	0.00	0.00
73755L107	POTASH CORP. OF SASKATCHEWAN INC		POT					
420.0000	07/30/2012	07/17/2009	18,880.63	12,808.60	0.00	6,072.03	0.00	0.00
74463M106	ADR PUBLICIS S A NEW SPONSORED ADR		PUBGY					
1600.0000	07/30/2012	05/25/2010	19,875.55	15,527.12	0.00	4,348.43	0.00	0.00
756255105	#REORG/RECKITT BENCKISER MAND EXCH RECKITT BENCKISER 0002K13AB1 12/21/2012		RBGPY					
1729.0000	07/30/2012	07/17/2009	19,161.21	16,151.80	0.00	3,009.41	0.00	0.00
803054204	SAP AKTIENGESELLSCHAFT SPONSORED ADR		SAP					
300.0000	07/30/2012	07/17/2009	19,266.31	12,807.66	0.00	6,458.65	0.00	0.00
806857108	SCHLUMBERGER LTD ISIN #AN8068571086		SLB					
239.0000	07/30/2012	08/28/2008	17,320.54	23,509.20	0.00	-6,188.66	0.00	0.00

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AVALON, CA 90704-1522

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
826197501	SIEMENS A G SPONSORED ADR		SI					
230.0000	07/30/2012	01/10/2011	19,493.14	26,447.95	0.00	-6,954.81	0.00	0.00
88032Q109	ADR TENCENT HLDGS LTD ADR		TCEHY					
600.0000	07/30/2012	04/23/2010	17,671.10	12,445.50	0.00	5,225.60	0.00	0.00
881624209	TEVA PHARMACEUTICALS INDS LTD ADR		TEVA					
450.0000	07/30/2012	07/17/2009	18,534.22	22,273.42	0.00	-3,739.20	0.00	0.00
892331307	TOYOTA MOTOR CORP SP ADR REP2COM		TM					
250.0000	07/30/2012	07/17/2009	18,856.62	18,784.60	0.00	72.02	0.00	0.00
502441306	ADR LVMH MOET HENNESSY LOUIS VUITTON ADR		LVMUY					
783.0000	09/04/2012	07/17/2009	25,423.21	12,856.86	0.00	12,566.35	0.00	0.00
826197501	SIEMENS A G SPONSORED ADR		SI					
80.0000	09/04/2012	Various	7,518.70	9,441.29	0.00	-1,922.59	0.00	0.00
045387107	GDR ASSA ABLOY AB ADR		ASAZY					
1340.0000	09/07/2012	11/23/2010	20,655.09	17,764.11	0.00	2,890.98	0.00	0.00
136375102	CANADIAN NATL RY CO COM		CNI					
190.0000	09/07/2012	07/17/2009	17,444.02	8,358.63	0.00	9,085.39	0.00	0.00
670100205	NOVO NORDISK A S ADR		NVO					
134.0000	09/19/2012	02/25/2009	20,890.33	6,792.95	0.00	14,097.38	0.00	0.00

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Cusip Quantity Sold	Description Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
756255105	#REORG/RECKITT BENCKISER MAND EXCH RECKITT BENCKISER 0002K13AB1 12/21/2012		RBGPY					
2109.0000	09/19/2012	07/17/2009	24,844.30	19,701.65	0.00	5,142.65	0.00	0.00
803054204	SAP AKTIENGESELLSCHAFT SPONSORED ADR		SAP					
259.0000	09/19/2012	07/17/2009	18,812.53	11,057.28	0.00	7,755.25	0.00	0.00
826197501	SIEMENS A G SPONSORED ADR		SI					
215.0000	09/19/2012	01/11/2011	22,144.09	25,445.72	0.00	-3,301.63	0.00	0.00
881575302	TESCO PLC SPONSORED ADR		TSCDY					
2227.0000	10/08/2012	Various	33,879.70	44,046.04	0.00	-10,166.34	0.00	0.00
881575302	TESCO PLC SPONSORED ADR		TSCDY					
1762 0000	10/09/2012	Various	26,509.57	36,016.62	0.00	-9,507.05	0.00	0.00
881575302	TESCO PLC SPONSORED ADR		TSCDY					
3145.0000	10/10/2012	Various	47,451.95	63,024.57	0.00	-15,572.62	0.00	0.00
881575302	TESCO PLC SPONSORED ADR		TSCDY					
49.0000	10/10/2012	01/21/2011	739.32	947.68	0.00	-208.36	0.00	0.00
826197501	SIEMENS A G SPONSORED ADR		SI					
285.0000	10/11/2012	01/11/2011	28,308.10	33,730.38	0.00	-5,422.28	0.00	0.00
881575302	TESCO PLC SPONSORED ADR		TSCDY					
2503.0000	10/11/2012	01/21/2011	37,611.48	48,409.02	0 00	-10,797.54	0.00	0.00

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
756255105	#REORG/RECKITT BENCKISER MAND EXCH RECKITT BENCKISER 0002K13AB1 12/21/2012		RBGPY					
1920.0000	10/24/2012	07/17/2009	23,406.57	17,936.06	0.00	5,470.51	0.00	0.00
803054204	SAP AKTIENGESELLSCHAFT SPONSORED ADR		SAP					
341.0000	10/24/2012	Various	24,348.96	15,588.97	0.00	8,759.99	0.00	0.00
055434203	BG PLC ADR FIN INST N		BRGYY					
969.0000	11/01/2012	07/17/2009	17,179.30	16,653.23	0.00	526.07	0.00	0.00
045387107	GDR ASSA ABLOY AB ADR		ASAZY					
706.0000	11/28/2012	11/23/2010	12,380.56	9,359.30	0.00	3,021.26	0.00	0.00
756255105	#REORG/RECKITT BENCKISER MAND EXCH RECKITT BENCKISER 0002K13AB1 12/21/2012		RBGPY					
1448.0000	11/28/2012	07/17/2009	18,014.74	13,526.78	0.00	4,487.96	0.00	0.00
900148701	ADR TURKIYE GARANTI BANKASI A S SPONSORED ADR REPSTG 2000 SHS		TKGBY					
5367.0000	11/28/2012	02/04/2010	24,494.97	23,263.26	0.00	1,231.71	0.00	0.00
045387107	GDR ASSA ABLOY AB ADR		ASAZY					
596.0000	11/29/2012	11/23/2010	10,545.21	7,901.06	0.00	2,644.15	0.00	0.00
881624209	TEVA PHARMACEUTICALS INDS LTD ADR		TEVA					
479.0000	12/06/2012	07/17/2009	20,038.42	23,708.82	0.00	-3,670.40	0.00	0.00
93114W107	WAL MART DE MEXICO SA DE CV SPON ADR REP V		WMMVY					
1086.0000	12/06/2012	07/17/2009	35,906.26	16,734.07	0.00	19,172.19	0.00	0.00

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00687A107	ADIDAS AG		ADDYY					
441.0000	12/07/2012	05/03/2011	19,204.98	16,456.75	0.00	2,748.23	0.00	0.00
502441306	ADR LVMH MOET HENNESSY LOUIS VUITTON ADR		LVMUY					
680.0000	12/07/2012	07/17/2009	24,227.03	11,165.60	0.00	13,061.43	0.00	0.00
756255105	#REORG/RECKITT BENCKISER MAND EXCH RECKITT BENCKISER 0002K13AB1 12/21/2012		RBGPY					
1861.0000	12/07/2012	07/17/2009	23,545.59	17,384.90	0.00	6,160.69	0.00	0.00
225401108	CREDIT SUISSE GROUP SPONSORED ADR		CS					
791.0000	12/14/2012	Various	19,447.21	36,609.94	0.00	-17,162.73	0.00	0.00
80585Y308	ADR SBERBANK RUSSIA SPONSORED ADR		SBRCY					
4293.0000	12/14/2012	Various	51,942.84	47,811.94	0.00	4,130.90	0.00	0.00
126132109	CNOOC LTD SPND ADR 00		CEO					
33.0000	12/17/2012	10/05/2009	7,046.67	4,445.15	0.00	2,601.52	0.00	0.00
225401108	CREDIT SUISSE GROUP SPONSORED ADR		CS					
1390.0000	12/17/2012	Various	34,027.48	57,504.26	0.00	-23,476.78	0.00	0.00
126132109	CNOOC LTD SPND ADR 00		CEO					
54.0000	12/18/2012	10/05/2009	11,587.56	7,273.88	0.00	4,313.68	0.00	0.00
225401108	CREDIT SUISSE GROUP SPONSORED ADR		CS					
1464.0000	12/18/2012	Various	36,365.76	51,067.59	0.00	-14,701.83	0.00	0.00

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C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
225401108	CREDIT SUISSE GROUP SPONSORED ADR		CS					
690.0000	12/19/2012	09/16/2011	17,389.59	18,060.06	0.00	-670.47	0.00	0.00
Total Long Term 15% Sales			**1,596,090.26**	**1,525,120.00**	**0.00**	**70,970.26**	**0.00**	**0.00**
Unknown Term (or Cost) Sales								
N07ESC895	ESC ASML HOLDING NV ESCROW							
1307.0000	12/03/2012	11/29/2012	15,503.69	0.00	0.00	0.00	0.00	0.00
Total Unknown Term (or Cost) Sales			**15,503.69**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**

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Nondividend Distributions

Description	Amount of dividend
SOUTHN COPPER CORP DEL COM	1,883.17
Total Nondividend Distributions	**1,883.17**

Foreign Tax Withheld on Dividends and Interest

Description	Amount of tax
Brazil	
ADR ITAU UNIBANCO HLDG SA SPONSORED ADR REPSTG 500 PFD PFD ADR	236.31
Total for Brazil	**236.31**
China	
ADR IND & COMM BK OF-UNSPON ADR ADR IND & COMM BK OF-UNSPON ADR	798.31
Total for China	**798.31**
France	
ADR DASSAULT SYS S A SPONSORED ADR	297.46
ADR LVMH MOET HENNESSY LOUIS VUITTON ADR	704.07
ADR PUBLICIS S A NEW SPONSORED ADR	783.89
Total for France	**1,785.42**
Hong Kong	
CNOOC LTD SPND ADR 00	503.68
Total for Hong Kong	**503.68**
Israel	
TEVA PHARMACEUTICALS INDS LTD ADR	450.98
Total for Israel	**450.98**
Japan	

Important Tax Information

Northern Trust

2012 Tax Information Statement

OFFIELD FAMILY FOUNDATION

Account Number:
Tax ID Number: XX-XXX6240
From: 07/01/2012 **To:** 12/31/2012
Ref: NMK

Non-Qualified Foreign Dividends

Description	Amount of dividend
MFO DFA EMERGING MARKETS VALUE	10,506.69
Total Non-Qualified Foreign Dividends	**10,506.69**

Capital Gain Distributions (15%)

Description	Amount of dividend
MFO DFA EMERGING MARKETS VALUE	93,718.19
Total capital gain distributions (15%)	**93,718.19**

Foreign Tax Withheld on Dividends and Interest

Description	Amount of tax
Various	
MFO DFA EMERGING MARKETS VALUE	3,299.04
MFO DFA EMERGING MARKETS VALUE	706.01
Total for Various	**4,005.05**
Total Foreign Tax Withheld on dividends and interest	**4,005.05**

Important Tax Information

2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number:
Recipient's Tax ID Number: 36-6066240

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
01F050676	FNMA SINGLE FAMILY MORTGAGE 5% 30 YEARS SETTLES JULY		FNMA					
302000.0000	07/05/2012	06/11/2012	327,292.50	326,160.00	0.00	1,132.50	0.00	0.00
01F032674	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS SETTLES JULY		FNMA					
455000.0000	07/09/2012	06/07/2012	481,660.16	476,043.75	0.00	5,616.41	0.00	0.00
17121DAC3	CHRYSLER FINL AUTO .91000002623% DUE 08-08-2013		SPCL1					
17057.5800	07/09/2012	09/02/2011	17,057.58	17,103.55	0.00	-45.97	0.00	0.00
912828SM3	UNITED STATES TREAS NTS 1 DUE 03-31-2017 REG							
90000 0000	07/13/2012	06/20/2012	91,571.18	91,199.13	0.00	372.05	0.00	0.00
02005YAD8	ALLY AUTO .70999997854% DUE 09-15-2014		SPCL1					
463.7200	07/16/2012	01/11/2012	463.72	463.72	0.00	0.00	0.00	0.00
89236QAB7	TOYOTA AUTO .52999997139% DUE 04-15-2014		SPCL1					
10658.7600	07/16/2012	09/21/2011	10,658.76	10,658.60	0.00	0.16	0.00	0.00
22541QDJ8	CMO CR SUISSE 1ST BSTN MTG SECS CORP SER2003-C3 CL A5 3.936 5-15-38		CMO1					
3533.7100	07/17/2012	07/27/2011	3,533.71	3,650.35	0.00	-116.64	0.00	0.00
929766NQ2	CMO WACHOVIA BK COML MTG TR 2004-C10 CTF CL A-4 4.748 DUE 12-15-2014 REG		CMO1					
217 1700	07/17/2012	05/08/2012	217.17	229.23	0.00	-12.06	0.00	0.00
037411AZ8	APACHE CORP 3.25 DUE 04-15-2022 REG							
50000.0000	07/18/2012	06/20/2012	54,130.50	52,263.50	0.00	1,867.00	0.00	0.00

2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number:
Recipient's Tax ID Number: **36-6066240**

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
912828RM4	UNITED STATES TREAS NTS 1 DUE 10-31-2016							
320000.0000	07/19/2012	Various	326,511.43	323,701.07	0.00	2,810.36	0.00	0.00
01F032682	FNMA SINGLE FAMILY MORTGAGE 3.50 MAT 30 YEARS SETTLES AUGUST		FNMA					
135000.0000	07/31/2012	Various	143,142.19	142,087.50	0.00	1,054.69	0.00	0.00
055451AN8	BHP BILLITON FIN 1 DUE 02-24-2015							
50000.0000	07/31/2012	06/13/2012	50,402.50	50,105.50	0.00	297.00	0.00	0.00
126650BW9	CVS CAREMARK CORP 4.125% DUE 05-15-2021							
50000.0000	07/31/2012	08/02/2011	56,434.00	51,191.50	0.00	5,242.50	0.00	0.00
3137EACV9	FHLMC PREASSIGN 00068 1 08-27-2014							
260000.0000	07/31/2012	08/10/2011	263,732.04	263,993.60	0.00	-261.56	0.00	0.00
31398A4M1	FNMA 1.625 10-26-2015		FNMAB					
330000.0000	07/31/2012	01/18/2012	342,577.29	340,187.10	0.00	2,390.19	0.00	0.00
912828PT1	UNITED STATES TREAS NTS DTD 00330 2.625%DUE 01-31-2018 REG							
345000.0000	07/31/2012	12/08/2011	380,873.23	374,285.95	0.00	6,587.28	0.00	0.00
912828QN3	UNITED STATES TREAS NTS DTD 02/15/2011 3.125% DUE 05-15-2021 REG							
275000.0000	07/31/2012	Various	316,979.38	305,204.03	0.00	11,775.35	0.00	0.00
26884AAY9	ERP OPER LTD 4.75% DUE 07-15-2020							
40000.0000	08/02/2012	02/28/2012	45,249.60	43,248.40	0.00	2,001.20	0.00	0.00

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2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number:
Recipient's Tax ID Number: 36-6066240

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip Quantity Sold	Description Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
01F032682	FNMA SINGLE FAMILY MORTGAGE 3.50 MAT 30 YEARS SETTLES AUGUST		FNMA					
500000.0000	08/07/2012	Various	528,203.13	527,814.06	0.00	389.07	0.00	0.00
02005YAD8	ALLY AUTO .70999997854% DUE 09-15-2014		SPCL1					
119536.2800	08/08/2012	01/11/2012	119,713.72	119,535.01	0.00	178.71	0.00	0.00
17121DAC3	CHRYSLER FINL AUTO .91000002623% DUE 08-08-2013		SPCL1					
16841.0400	08/08/2012	09/02/2011	16,841.04	16,886.43	0.00	-45.39	0.00	0.00
14313GAB3	CARMAX AUTO OWNER .59% DUE 03-16-2015		SPCL1					
3217.5300	08/15/2012	02/07/2012	3,217.53	3,217.31	0.00	0.22	0.00	0.00
89235XAC1	TOYOTA AUTO .98% DUE 10-15-2014		SPCL1					
1262.5100	08/15/2012	08/29/2011	1,262.51	1,270.20	0.00	-7.69	0.00	0.00
89236QAB7	TOYOTA AUTO .52999997139% DUE 04-15-2014		SPCL1					
10469.2600	08/15/2012	09/21/2011	10,469.26	10,469.10	0.00	0.16	0.00	0.00
912828PP9	USA TREASURY NTS 1.125% TIPS 15/1/21 USD1000 01-15-2021							
220000.0000	08/16/2012	Various	265,251.52	258,690.63	0.00	6,560.89	0.00	0.00
929766NQ2	CMO WACHOVIA BK COML MTG TR 2004-C10 CTF CL A-4 4.748 DUE 12-15-2014 REG		CMO1					
191.4900	08/17/2012	05/08/2012	191.49	202.13	0.00	-10.64	0.00	0.00
24422ERS0	DEERE JOHN CAP CORP MEDIUM TERM NTS-BOOKENTRY TRANCHE # TR 00377 .95 06-29-2015							
65000.0000	09/04/2012	06/26/2012	65,531.05	64,982.45	0.00	548.60	0.00	0.00

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2012 Tax Information Statement

Ref: NMK

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number:
Recipient's Tax ID Number: 36-6066240

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
912828QN3	UNITED STATES TREAS NTS DTD 02/15/2011 3.125% DUE 05-15-2021 REG							
50000.0000	09/06/2012	06/26/2012	56,964.64	57,066.61	0.00	-101.97	0.00	0.00
01F032690	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS SETTLES SEPTEMBER		FNMA					
500000.0000	09/10/2012	08/07/2012	529,550.78	526,718.75	0.00	2,832.03	0.00	0.00
3135G0HG1	FANNIE MAE .375 DUE 03-16-2015		FNMAB					
400000.0000	09/12/2012	04/24/2012	400,260.00	398,348.00	0.00	1,912.00	0.00	0.00
912828SK7	UTD STATES TREAS .375% DUE 03-15-2015 03-15-2015							
450000.0000	09/12/2012	04/27/2012	450,894.98	449,860.88	0.00	1,034.10	0.00	0.00
912828SR2	UNITED STATES TREAS NTS DTD 04/30/2012 .25% DUE 04-30-2014 REG							
265000 0000	09/12/2012	05/15/2012	265,040.52	264,866.32	0.00	174.20	0.00	0.00
14313GAB3	CARMAX AUTO OWNER .59% DUE 03-16-2015		SPCL1					
11009.9200	09/17/2012	02/07/2012	11,009.92	11,009.16	0.00	0.76	0.00	0.00
89236QAB7	TOYOTA AUTO .52999997139% DUE 04-15-2014		SPCL1					
10193.7000	09/17/2012	09/21/2011	10,193.70	10,193.54	0.00	0.16	0.00	0.00
929766NQ2	CMO WACHOVIA BK COML MTG TR 2004-C10 CTF CL A-4 4.748 DUE 12-15-2014 REG		CMO1					
1017 3700	09/17/2012	05/08/2012	1,017.37	1,073.88	0.00	-56.51	0.00	0.00
88732JBA5	TIME WARNER CABLE 4% DUE 09-01-2021							
65000.0000	09/18/2012	02/15/2012	70,710.90	68,172.00	0.00	2,538.90	0.00	0.00

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2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number:
Recipient's Tax ID Number: **36-6066240**

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
912828QN3	UNITED STATES TREAS NTS DTD 02/15/2011 3.125% DUE 05-15-2021 REG							
25000.0000	09/18/2012	06/26/2012	28,281.15	28,533.30	0.00	-252.15	0.00	0.00
912828QN3	UNITED STATES TREAS NTS DTD 02/15/2011 3.125% DUE 05-15-2021 REG							
15000.0000	09/25/2012	06/26/2012	17,098.18	17,119.98	0.00	-21.80	0.00	0.00
912828TL4	UNITED STATES TREAS NTS DTD 00419 .25% DUE 08-31-2014 REG							
45000.0000	09/28/2012	09/12/2012	45,012.15	45,007.18	0.00	4.97	0.00	0.00
14313GAB3	CARMAX AUTO OWNER .59% DUE 03-16-2015		SPCL1					
120772.5500	10/03/2012	02/07/2012	120,909.37	120,764.27	0.00	145.10	0.00	0.00
01F0326A7	FNMA SINGLE FAMILY MTG 3.5 30 YEARS SETTLES OCT		FNMA					
500000.0000	10/05/2012	09/10/2012	534,570.31	528,437.50	0.00	6,132.81	0.00	0.00
34529VAC6	FORD CR AUTO LEASE TR 2012-A ASSET BACKED NT CL A-2 .63 DUE 04-15-2014		SPCL1					
1545.7800	10/15/2012	02/28/2012	1,545.78	1,545.62	0.00	0.16	0.00	0.00
929766NQ2	CMO WACHOVIA BK COML MTG TR 2004-C10 CTF CL A-4 4.748 DUE 12-15-2014 REG		CMO1					
207.7200	10/17/2012	05/08/2012	207.72	219.26	0.00	-11.54	0.00	0.00
912828TL4	UNITED STATES TREAS NTS DTD 00419 .25% DUE 08-31-2014 REG							
45000.0000	10/25/2012	09/12/2012	44,959.42	45,007.18	0.00	-47.76	0.00	0.00
912828QN3	UNITED STATES TREAS NTS DTD 02/15/2011 3.125% DUE 05-15-2021 REG							
105000.0000	11/01/2012	06/26/2012	118,932.59	119,839.87	0.00	-907.28	0.00	0.00

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2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number:
Recipient's Tax ID Number: **36-6066240**

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

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Cusip Quantity Sold	Description Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
912828QN3	UNITED STATES TREAS NTS DTD 02/15/2011 3.125% DUE 05-15-2021 REG							
50000.0000	11/02/2012	06/26/2012	56,689.25	57,066.61	0.00	-377.36	0.00	0.00
01F0326B5	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS SETTLES NOVEMBER		FNMA					
500000.0000	11/05/2012	10/05/2012	533,300.78	533,203.13	0.00	97.65	0.00	0.00
34529VAC6	FORD CR AUTO LEASE TR 2012-A ASSET BACKED NT CL A-2 .63 DUE 04-15-2014		SPCL1					
9365.5600	11/15/2012	02/28/2012	9,365.56	9,364.60	0.00	0.96	0.00	0.00
912828QN3	UNITED STATES TREAS NTS DTD 02/15/2011 3.125% DUE 05-15-2021 REG							
45000.0000	11/16/2012	06/26/2012	51,700.60	51,359.95	0.00	340.65	0.00	0.00
912828TL4	UNITED STATES TREAS NTS DTD 00419 .25% DUE 08-31-2014 REG							
110000.0000	11/16/2012	09/12/2012	110,021.12	110,017.56	0.00	3.56	0.00	0.00
929766NQ2	CMO WACHOVIA BK COML MTG TR 2004-C10 CTF CL A-4 4.748 DUE 12-15-2014 REG		CMO1					
191.6800	11/19/2012	05/08/2012	191.68	202.33	0.00	-10.65	0.00	0.00
912828QN3	UNITED STATES TREAS NTS DTD 02/15/2011 3.125% DUE 05-15-2021 REG							
25000.0000	11/28/2012	06/26/2012	28,604.39	28,533.30	0.00	71.09	0.00	0.00
912828TL4	UNITED STATES TREAS NTS DTD 00419 .25% DUE 08-31-2014 REG							
50000.0000	11/29/2012	09/12/2012	49,993.97	50,007.98	0.00	-14.01	0.00	0.00
01F0326C3	FNMA SINGLE FAMILY MTG 3.5 30 YEARS SETTLES DEC		FNMA					
500000.0000	12/07/2012	11/05/2012	533,242.19	532,421.88	0.00	820.31	0.00	0.00

2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
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CHICAGO, IL 60680

Account Number:
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P.O. BOX 1522
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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
191219BT0	COCA COLA 7.375% DUE 03-03-2014 03-03-2014/11-03-2008 REG							
45000.0000	12/07/2012	10/25/2012	48,743.55	49,084.65	0.00	-341.10	0.00	0.00
912828SM3	UNITED STATES TREAS NTS 1 DUE 03-31-2017 REG							
50000.0000	12/11/2012	Various	50,995.94	50,810.71	0.00	185.23	0.00	0.00
34529VAC6	FORD CR AUTO LEASE TR 2012-A ASSET BACKED NT CL A-2 .63 DUE 04-15-2014		SPCL1					
8563.8000	12/17/2012	02/28/2012	8,563.80	8,562.92	0.00	0.88	0.00	0.00
929766NQ2	CMO WACHOVIA BK COML MTG TR 2004-C10 CTF CL A-4 4.748 DUE 12-15-2014 REG		CMO1					
209.6700	12/17/2012	05/08/2012	209.67	221.32	0.00	-11.65	0.00	0.00
Total Short Term Sales			**8,111,950.17**	**8,049,484.04**	**0.00**	**62,466.13**	**0.00**	**0.00**
Long Term 15% Sales								
98153YAD6	WORLD OMNI AUTO 2.21% DUE 05-15-2015		SPCL1					
110000.0000	07/11/2012	01/21/2010	111,443.75	109,997.34	0.00	1,446.41	0.00	0.00
171203AC6	CHRYSLER FINL AUTO 2.82% DUE 01-15-2016		SPCL1					
4314.6500	07/16/2012	03/08/2010	4,314.65	4,415.44	0.00	-100.79	0.00	0.00
43813TAB9	HONDA AUTO .65% DUE 06-17-2013		SPCL1					
11962.8200	07/16/2012	02/17/2011	11,962.82	11,962.43	0.00	0.39	0.00	0.00
44921AAC5	HYUNDAI AUTO ASSET BACKED CL A-3 TALF 2.03 DUE 08-15-2013		SPCL1					
3788.2400	07/16/2012	09/02/2009	3,788.24	3,788.14	0.00	0.10	0.00	0.00

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☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
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Cusip Quantity Sold	Description Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
65476BAC7	NISSAN AUTO .87000000477% DUE 07-15-2014		SPCL1					
7597.7500	07/16/2012	09/15/2010	7,597.75	7,596.74	0.00	1.01	0.00	0.00
90327YAC6	USAA AUTO OWNER TR 1.54 DUE 02-18-2014 10-15-2012		SPCL1					
3770.3300	07/16/2012	11/05/2009	3,770.33	3,770.24	0.00	0.09	0.00	0.00
31408GJF5	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO		FNMA					
1289.3900	07/25/2012	11/16/2009	1,289.39	1,347.82	0.00	-58.43	0.00	0.00
073902PR3	BEAR STEARNS COS INC BEAR STEARNS CO 6.410 2 17 6.4% DUE 10-02-2017		MTN1					
50000.0000	07/31/2012	03/02/2011	59,633.00	56,948.00	0.00	2,685.00	0.00	0.00
25459HBA2	DIRECTV HLDG/FIN 5 DUE 03-01-2021							
50000.0000	07/31/2012	03/11/2011	57,183.00	50,140.50	0.00	7,042.50	0.00	0.00
3137EACA5	FHLMC PREASSIGN 00049 3.75 03-27-2019							
310000.0000	07/31/2012	03/02/2011	361,258.50	320,047.10	0.00	41,211.40	0.00	0.00
36962G2G8	GENERAL ELEC CAP CORP MEDIUM TERM NTS BOOK ENTRY MTN 5.4% DUE 02-15-2017		MTN1					
50000.0000	07/31/2012	12/07/2009	57,707.50	51,656.50	0.00	6,051.00	0.00	0.00
36962G4R2	GENERAL ELEC CAP CORP MEDIUM TERM NTS BOOK ENTRY MTN 4.375% DUE 09-16-2020		MTN1					
50000.0000	07/31/2012	03/24/2011	55,319.00	48,910.61	0.00	6,408.39	0.00	0.00
38141EA58	GOLDMAN SACHS GROUP INC MEDIUM TERM NTS BOOK ENTRY NT 5.375% DUE 03-15-2020		MTN1					
50000.0000	07/31/2012	10/18/2010	53,340.00	52,916.00	0.00	424.00	0.00	0.00

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2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number:
Recipient's Tax ID Number: **36-6066240**

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
65476BAC7	NISSAN AUTO .87000000477% DUE 07-15-2014		SPCL1					
72179.2500	07/31/2012	09/15/2010	72,348.43	72,169.65	0.00	178.78	0.00	0.00
92343VAL8	VERIZON 5.5% DUE 02-15-2018 02-15-2018/02-12-2008 BEO							
50000.0000	07/31/2012	06/04/2010	60,611.00	54,371.50	0.00	6,239.50	0.00	0.00
010392EY0	ALABAMA PWR CO 4.85% DUE 12-15-2012							
70000.0000	08/01/2012	08/27/2009	71,114.40	75,859.00	0.00	-4,744.60	0.00	0.00
06051GDY2	BK AMER FDG CORP SR NT 7.375 DUE 05-15-2014							
135000.0000	08/01/2012	Various	146,862.45	150,894.15	0.00	-4,031.70	0.00	0.00
03938LAM6	ARCELORMITTAL SA LUXEMBOURG 10.35 DUE 06-01-2019/05-20-2009 REG							
60000.0000	08/14/2012	01/06/2011	68,475.00	77,078.40	0.00	-8,603.40	0.00	0.00
171203AC6	CHRYSLER FINL AUTO 2.82% DUE 01-15-2016		SPCL1					
4272.9700	08/15/2012	03/08/2010	4,272.97	4,372.79	0.00	-99.82	0.00	0.00
43813TAB9	HONDA AUTO .65% DUE 06-17-2013		SPCL1					
10036.0600	08/15/2012	02/17/2011	10,036.06	10,035.73	0.00	0.33	0.00	0.00
44921AAC5	HYUNDAI AUTO ASSET BACKED CL A-3 TALF 2.03 DUE 08-15-2013		SPCL1					
1365.2400	08/15/2012	09/02/2009	1,365.24	1,365.20	0.00	0.04	0.00	0.00
03938LAL8	ARCELORMITTAL SA LUXEMBOURG NT 9.5% DUE 02-15-2015/05-20-2009		MTN1					
55000.0000	08/16/2012	02/15/2011	60,225.00	65,700.25	0.00	-5,475.25	0.00	0.00

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AVALON, CA 90704-1522

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90327YAC6	USAA AUTO OWNER TR 1.54 DUE 02-18-2014 10-15-2012		SPCL1					
197.9800	08/16/2012	11/05/2009	197.98	197.98	0.00	0.00	0.00	0.00
22541QDJ8	CMO CR SUISSE 1ST BSTN MTG SECS CORP SER2003-C3 CL A5 3.936 5-15-38		CMO1					
764.4500	08/17/2012	07/27/2011	764.45	789.68	0.00	-25.23	0.00	0.00
31408GJF5	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO		FNMA					
146.8500	08/27/2012	11/16/2009	146.85	153.50	0.00	-6.65	0.00	0.00
17121DAC3	CHRYSLER FINL AUTO .91000002623% DUE 08-08-2013		SPCL1					
15345.2800	09/10/2012	09/02/2011	15,345.28	15,386.64	0.00	-41.36	0.00	0.00
587728AC0	MERCEDES-BENZ AUTO RECEIVABLES TR 2011-1CL A-3 .85 DUE 03-15-2015 REG		SPCL1					
70000.0000	09/11/2012	07/14/2011	70,278.91	69,997.98	0.00	280.93	0.00	0.00
171203AC6	CHRYSLER FINL AUTO 2.82% DUE 01-15-2016		SPCL1					
3293.5000	09/17/2012	03/08/2010	3,293.50	3,370.43	0.00	-76.93	0.00	0.00
22541QDJ8	CMO CR SUISSE 1ST BSTN MTG SECS CORP SER2003-C3 CL A5 3.936 5-15-38		CMO1					
324.0600	09/17/2012	07/27/2011	324.06	334.76	0.00	-10.70	0.00	0.00
89235XAC1	TOYOTA AUTO .98% DUE 10-15-2014		SPCL1					
5944.4100	09/17/2012	08/29/2011	5,944.41	5,980.63	0.00	-36.22	0.00	0.00
89235XAC1	TOYOTA AUTO .98% DUE 10-15-2014		SPCL1					
57793.0700	09/18/2012	08/29/2011	57,973.68	58,145.25	0.00	-171.57	0.00	0.00

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AVALON, CA 90704-1522

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89235XAC1	TOYOTA AUTO .98% DUE 10-15-2014		SPCL1					
.0100	09/24/2012	08/29/2011	0.01	0.01	0.00	0.00	0.00	0.00
126650BW9	CVS CAREMARK CORP 4.125% DUE 05-15-2021							
35000.0000	09/25/2012	08/02/2011	39,581.50	35,834.05	0.00	3,747.45	0.00	0.00
31408GJF5	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO		FNMA					
1441.4300	09/25/2012	11/16/2009	1,441.43	1,506.75	0.00	-65.32	0.00	0.00
693304AD9	PECO ENERGY CO 4.75% DUE 10-01-2012 10-01-2012/09-30-2012 BEO							
60000.0000	10/01/2012	07/19/2011	60,000.00	62,982.00	0.00	-2,982.00	0.00	0.00
07388NAE6	CMO BEAR STEARNS TR 2006-TP24 MTG PSSTHRU CTF CL A-4 10-12-2041		CMO1					
60000.0000	10/09/2012	03/11/2011	69,717.19	64,973.44	0.00	4,743.75	0.00	0.00
17121DAC3	CHRYSLER FINL AUTO .91000002623% DUE 08-08-2013		SPCL1					
13176.3200	10/09/2012	09/02/2011	13,176.32	13,211.84	0.00	-35.52	0.00	0.00
43814AAC7	HONDA AUTO RECEIVABLES 2011-2 OWNER TR HAROT CL A-3 0.94 DUE 04-18-2014 REG		SPCL1					
75000.0000	10/11/2012	05/18/2011	75,278.32	74,996.81	0.00	281.51	0.00	0.00
89236QAB7	TOYOTA AUTO .52999997139% DUE 04-15-2014		SPCL1					
9050.2400	10/15/2012	09/21/2011	9,050.24	9,050.10	0.00	0.14	0.00	0.00
22541QDJ8	CMO CR SUISSE 1ST BSTN MTG SECS CORP SER2003-C3 CL A5 3.936 5-15-38		CMO1					
4866.8600	10/17/2012	07/27/2011	4,866.86	5,027.50	0.00	-160.64	0.00	0.00

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THE NORTHERN TRUST COMPANY
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CHICAGO, IL 60680

Account Number:
Recipient's Tax ID Number: 36-6066240

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C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
31408GJF5	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO		FNMA					
2434.9100	10/25/2012	11/16/2009	2,434.91	2,545.24	0.00	-110.33	0.00	0.00
126650BW9	CVS CAREMARK CORP 4.125% DUE 05-15-2021							
15000.0000	11/02/2012	08/02/2011	17,141.55	15,357.45	0.00	1,784.10	0.00	0.00
17121DAC3	CHRYSLER FINL AUTO .91000002623% DUE 08-08-2013		SPCL1					
8270.8300	11/08/2012	09/02/2011	8,270.83	8,293.12	0.00	-22.29	0.00	0.00
89236QAB7	TOYOTA AUTO .52999997139% DUE 04-15-2014		SPCL1					
9691.6800	11/15/2012	09/21/2011	9,691.68	9,691.53	0.00	0.15	0.00	0.00
22541QDJ8	CMO CR SUISSE 1ST BSTN MTG SECS CORP SER2003-C3 CL A5 3.936 5-15-38		CMO1					
2322.3300	11/19/2012	07/27/2011	2,322.33	2,398.99	0.00	-76.66	0.00	0.00
31408GJF5	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO		FNMA					
2594.0700	11/26/2012	11/16/2009	2,594.07	2,711.61	0.00	-117.54	0.00	0.00
24422EQX0	DEERE JOHN CAP CORP MEDIUM TERM NTS 1.875 DUE 06-17-2013		MTN1					
60000.0000	12/07/2012	07/29/2011	60,445.80	61,411.80	0.00	-966.00	0.00	0.00
87612EAW6	TARGET CORP 1.125% DUE 07-18-2014							
70000.0000	12/07/2012	08/03/2011	70,751.10	70,401.80	0.00	349.30	0.00	0.00
22541QDJ8	CMO CR SUISSE 1ST BSTN MTG SECS CORP SER2003-C3 CL A5 3.936 5-15-38		CMO1					
8002.9800	12/17/2012	07/27/2011	8,002.98	8,267.14	0.00	-264.16	0.00	0.00

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AVALON, CA 90704-1522

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Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
260543BW2	DOW CHEM CO 7.6% DUE 05-15-2014							
32000 0000	12/17/2012	03/21/2011	35,082.43	37,191.04	0.00	-2,108.61	0.00	0.00
89236QAB7	TOYOTA AUTO .52999997139% DUE 04-15-2014		SPCL1					
8719.9800	12/17/2012	09/21/2011	8,719.98	8,719.84	0.00	0.14	0.00	0.00
808513AC9	SCHWAB CHARLES SR NT 4.95 DUE 06-01-2014							
90000.0000	12/21/2012	08/19/2009	95,598.90	94,647.60	0.00	951.30	0.00	0.00
31408GJF5	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO		FNMA					
1917.1300	12/26/2012	11/16/2009	1,917.13	2,004.00	0.00	-86.87	0.00	0.00
Total Long Term 15% Sales			**2,034,273.16**	**1,980,924.04**	**0.00**	**53,349.12**	**0.00**	**0.00**

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2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip Quantity Sold	Description Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
G24140108	#REORG/COOPER INDUSTRIES CASH AND STK MERGER EATON CORP 2K1XAN1 11/30/2012		CBE					
150.0000	12/03/2012	01/30/2012	11,875.76	8,929.40	0.00	2,946.36	0.00	0.00
G29183103	EATON CORP PLC COM USD0.50		ETN					
.4100	12/24/2012	12/03/2012	21.25	21.18	0.00	0.07	0.00	0.00
Total Short Term Sales			**11,897.01**	**8,950.58**	**0.00**	**2,946.43**	**0.00**	**0.00**
Long Term 15% Sales								
G24140108	#REORG/COOPER INDUSTRIES CASH AND STK MERGER EATON CORP 2K1XAN1 11/30/2012		CBE					
1525.0000	12/03/2012	08/21/2009	120,736.90	49,491.89	0.00	71,245.01	0.00	0.00
G24140108	#REORG/COOPER INDUSTRIES CASH AND STK MERGER EATON CORP 2K1XAN1 11/30/2012		CBE					
1125.0000	12/03/2012	03/08/2011	89,068.21	71,797.50	0.00	17,270.71	0.00	0.00
Total Long Term 15% Sales			**209,805.11**	**121,289.39**	**0.00**	**88,515.72**	**0.00**	**0.00**

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Northern Trust

2012 Tax Information Statement

OFFIELD FAMILY FOUNDATION

Account Number:
Tax ID Number: XX-XXX6240
From: 07/01/2012 **To:** 12/31/2012
Ref: NMK

Nondividend Distributions

Description	Amount of dividend
INGERSOLL-RAND PLC COM STK	960.00
Total Nondividend Distributions	**960.00**

Foreign Tax Withheld on Dividends and Interest

Description	Amount of tax
Netherlands	
CORE LABORATORIES NV NLG0.03	84.00
UNILEVER N V	117.77
Total for Netherlands	**201.77**
Total Foreign Tax Withheld on dividends and interest	**201.77**

Important Tax Information

Capital Gain Distributions (15%)

Description	Amount of dividend
PIMCO COMMODITY REALRETURN STRATEGY FUND	4,748.17
Total capital gain distributions (15%)	**4,748.17**

Important Tax Information

2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
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CHICAGO, IL 60680

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2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
422806208	HEICO CORP NEW CL A CL A		HEI/A					
8.0000	07/17/2012	03/08/2012	252.74	255.78	0.00	-3.04	0.00	0.00
422806208	HEICO CORP NEW CL A CL A		HEI/A					
181.0000	07/18/2012	03/08/2012	5,679.21	5,787.02	0.00	-107.81	0.00	0.00
104674106	BRADY CORP CLASS A		BRC					
19.0000	08/10/2012	11/10/2011	526.78	570.55	0.00	-43.77	0.00	0.00
104674106	BRADY CORP CLASS A		BRC					
101.0000	08/13/2012	11/10/2011	2,768.40	3,032.94	0.00	-264.54	0.00	0.00
Total Short Term Sales			**9,227.13**	**9,646.29**	**0.00**	**-419.16**	**0.00**	**0.00**
Long Term 15% Sales								
53635B107	LIQUIDITY SVCS INC COM STK		LQDT					
254.0000	07/17/2012	Various	10,685.34	5,340.31	0.00	5,345.03	0.00	0.00
690732102	OWENS & MINOR INC NEW COM		OMI					
1061.0000	08/07/2012	02/23/2010	29,690.26	32,626.03	0.00	-2,935.77	0.00	0.0
104674106	BRADY CORP CLASS A		BRC					
287.0000	08/08/2012	02/23/2009	8,040.38	5,089.20	0.00	2,951.18	0.00	0.00
104674106	BRADY CORP CLASS A		BRC					
423.0000	08/08/2012	02/23/2009	11,863.71	7,500.80	0.00	4,362.91	0.00	0.00

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
104674106	BRADY CORP CLASS A		BRC					
173.0000	08/09/2012	02/23/2009	4,823.77	3,067.70	0.00	1,756.07	0.00	0.00
104674106	BRADY CORP CLASS A		BRC					
412.0000	08/10/2012	02/23/2009	11,422.75	7,305.75	0.00	4,117.00	0.00	0.00
00508X203	ACTUANT CORP CL A NEW		ATU					
355.0000	09/05/2012	03/18/2011	10,195.43	9,441.33	0.00	754.10	0.00	0.00
00508Y102	ACUITY BRANDS INC		AYI					
40.0000	09/05/2012	03/26/2010	2,621.81	1,664.70	0.00	957.11	0.00	0.00
008252108	AFFILIATED MANAGERS GROUP		AMG					
79.0000	09/05/2012	Various	9,299.23	5,352.99	0.00	3,946.24	0.00	0.00
234264109	DAKTRONICS INC		DAKT					
150.0000	09/05/2012	06/16/2009	1,446.75	1,113.11	0.00	333.64	0.00	0.00
303250104	FAIR ISAAC & CO INC		FICO					
22.0000	09/05/2012	02/23/2009	976.13	241.99	0.00	734.14	0.00	0.00
345550107	FOREST CITY ENTERPRISES INC CL A		FCE/A					
686.0000	09/05/2012	Various	10,271.53	3,880.44	0.00	6,391.09	0.00	0.00
428567101	HIBBETT SPORTS INC COM STK		HIBB					
152.0000	09/05/2012	Various	8,969.81	2,401.52	0.00	6,568.29	0.00	0.00

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501889208	LKQ CORP COM LKQ CORP		LKQ					
494.0000	09/05/2012	02/23/2009	18,877.58	5,636.25	0.00	13,241.33	0.00	0.00
53635B107	LIQUIDITY SVCS INC COM STK		LQDT					
179.0000	09/05/2012	Various	9,391.66	3,828.74	0.00	5,562.92	0.00	0.00
79546E104	SALLY BEAUTY HLDGS INC COM STK		SBH					
856.0000	09/05/2012	Various	23,599.99	4,359.44	0.00	19,240.55	0.00	0.00
978097103	WOLVERINE WORLD WIDE INC		WWW					
23.0000	09/05/2012	02/23/2009	1,090.61	371.58	0.00	719.03	0.00	0.00
00508Y102	ACUITY BRANDS INC		AYI					
63.0000	09/06/2012	Various	4,132.25	2,719.64	0.00	1,412.61	0.00	0.00
234264109	DAKTRONICS INC		DAKT					
1782.0000	09/06/2012	Various	17,269.15	14,444.08	0.00	2,825.07	0.00	0.00
303250104	FAIR ISAAC & CO INC		FICO					
185.0000	09/06/2012	02/23/2009	8,196.37	2,034.91	0.00	6,161.46	0.00	0.00
978097103	WOLVERINE WORLD WIDE INC		WWW					
177.0000	09/06/2012	02/23/2009	7,616.61	2,859.52	0.00	4,757.09	0.00	0.00
234264109	DAKTRONICS INC		DAKT					
67.0000	09/07/2012	08/11/2009	655.21	595.94	0.00	59.27	0.00	0.00

This is important tax information and is being furnished to you.

2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number:
Recipient's Tax ID Number: **36-6066240**

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description		Stock or Other Symbol					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
234264109	DAKTRONICS INC		DAKT					
1127.0000	09/07/2012	Various	11,021.22	10,991.60	0.00	29.62	0.00	0.00
705560100	#REORG/PEETS COFFEE & TEA CASH MERGER DUE 10/30/2012							
382.0000	10/30/2012	08/12/2009	28,077.00	10,546.57	0.00	17,530.43	0.00	0.00
501889208	LKQ CORP COM LKQ CORP		LKQ					
419.0000	11/06/2012	02/23/2009	9,049.10	2,390.27	0.00	6,658.83	0.00	0.00
562750109	MANHATTAN ASSOCS INC COM		MANH					
160.0000	11/08/2012	02/23/2009	9,259.11	2,350.43	0.00	6,908.68	0.00	0.00
501889208	LKQ CORP COM LKQ CORP		LKQ					
1035.0000	12/18/2012	Various	21,664.96	6,723.54	0.00	14,941.42	0.00	0.00
Total Long Term 15% Sales			**290,207.72**	**154,878.38**	**0.00**	**135,329.34**	**0.00**	**0.00**

This is important tax information and is being furnished to you.

Capital Gain Distributions (15%)

Description	Amount of dividend
UNIVERSAL HEALTH REALTY INCOME TRUST	354.27
Total capital gain distributions (15%)	**354.27**

Unrecaptured Section 1250 Gain

Description	Amount of dividend
UNIVERSAL HEALTH REALTY INCOME TRUST	112.36
Total Unrecaptured Section 1250 Gain	**112.36**

Nondividend Distributions

Description	Amount of dividend
CHOICE HOTELS INTL INC COM	595.83
Total Nondividend Distributions	**595.83**

Important Tax Information

2012 Tax Information Statement

OFFIELD FAMILY FOUNDATION

Account Number:
Tax ID Number: XX-XXX6240
From: 07/01/2012 **To:** 12/31/2012
Ref: NMK

Capital Gain Distributions (15%)

Description	Amount of dividend
ENRON CORP	4,269.84
ROYAL DUTCH PETROLEUM CO NY REG GLD 1.25	42.01
TIME WARNER INC	43.70
VERITAS SOFTWARE CO	909.12
VORNADO RLTY TR COM	11.30
Total capital gain distributions (15%)	**5,275.97**

Unrecaptured Section 1250 Gain

Description	Amount of dividend
VORNADO RLTY TR COM	3.12
Total Unrecaptured Section 1250 Gain	**3.12**

Important Tax Information

Northern Trust

Portfolio Value

As of 31 DEC 12

Consolidation Name **Offield Family Foundation**

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Government Bonds								
UNITED STATES TREAS NTS 1 0% DUE 03-31-2017 REG CUSIP 912828SM3	101 789 230,000 000	United States	587 63	234,114 93	234,041 20	73 73	0 00	73 73
UNITED STATES TREAS NTS DTD 00330 2 625%DUE 01-31-2018 REG CUSIP 912828PT1	109 438 120,000 000	United States	1,318 20	131,325 00	130,186 42	1,138 58	0.00	1,138.58
UNITED STATES TREAS NTS DTD 00419 25% DUE 08-31-2014 REG CUSIP 912828TL4	100 027 470,000 000	United States	399 24	470,128 31	469,895 72	232 59	0 00	232 59
UNITED STATES TREAS NTS DTD 02/15/2011 3 125% DUE 05-15-2021 CUSIP 912828QN3	113 398 650,000 000	United States	2,637 25	737,089 60	737,824 08	-734 48	0.00	-734 48
UNITED STATES TREAS NTS DTD 09/15/2015 25% DUE 09-15-2015 CUSIP 912828TP5	99 781 580,000 000	United States	432 59	578,730 96	578,461 32	269 64	0 00	269 64
Total Government Bonds			5,374 91	2,151,388 80	2,150,408 74	980 06	0 00	980 06

^ Complete cost information not available

*Generated by Northern Trust on 24 Oct 13

Northern Trust | ***Portfolio Value***
As of 31 DEC 12

Consolidation Name **Offield Family Foundation**

Security Description	Market Price Local							
Asset ID	Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Government Agencies								
FEDERAL HOME LN MTG CORP 1 0% DUE 03-08-2017 REG	101 275							
CUSIP 3137EADC0	325,000 000	United States	1,020 13	329,142 12	323,404 25	5,737 87	0 00	5,737 87
Total Government Agencies			1,020 13	329,142 12	323,404 25	5,737 87	0 00	5,737 87

^ Complete cost information not available.

*Generated by Northern Trust on 24 Oct 13

Northern Trust | ***Portfolio Value***
As of 31 DEC 12

Consolidation Name **Offield Family Foundation**

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Government Mortgage Backed Securities								
FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	106 690							
CUSIP 31408GJF5	47,816 900	United States	103 88	51,015 85	49,983 62	1,032 23	0 00	1,032 23
Total Government Mortgage Backed Securities			103 88	51,015 85	49,983 62	1,032 23	0 00	1,032 23
TOTAL				**2,531,546.77**	**2,523,796.61**			

^ Complete cost information not available.

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Northern Trust | *Portfolio Value*
As of 31 DEC 12

Consolidation Name **Offield Family Foundation**

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
#REORG/ LIMITED NM CHNG WITH CSP CHNG L BRAND INC CUSIP 532716107	47 060 2,620 000	United States	0 00	123,297 20	101,743 61	21,553 59	0 00	21,553 59
#REORG/HEINZ H J CO CASH MERGER 06/10/2013 CUSIP 423074103	57 680 2,652 000	United States	0 00	152,967 36	144,367 05	8,600 31	0 00	8,600 31
#REORG/WATSON NAME CHANGE WITH CUSIP ACTAVIS INC CUSIP 942683103	86 000 4,090 000	United States	0 00	351,740 00	206,470 33	145,269 67	0 00	145,269 67
#REORG/YOUNG INNOVATIONS CASH MERGER 2/1/2013 CUSIP 987520103	39 410 746 000	United States	0 00	29,399 86	17,281 91	12,117.95	0 00	12,117 95
AAON INC COM PAR $0 004 COM PAR $0 004 CUSIP 000360206	20 870 1,768 000	United States	0 00	36,898 16	30,701 35	6,196 81	0 00	6,196 81
AARON'S INC CLASS A CUSIP 002535300	28 280 1,633 000	United States	0 00	46,181 24	31,470 09	14,711 15	0 00	14,711 15
ABBOTT LABORATORIES, COMMON STOCK, NO PAR CUSIP 002824100	65 500 1,981 000	United States	0 00	129,755 50	120,431 29	9,324 21	0 00	9,324 21
ACCENTURE PLC SHS CL A NEW CUSIP G1151C101	66 500 1,834 000	United States	0 00	121,961 00	106,121 83	15,839 17	0 00	15,839 17
ACCENTURE PLC SHS CL A NEW CUSIP G1151C101	66 500 3,488 000	United States	0 00	231,952 00	201,904 66	30,047 34	0 00	30,047 34
ACTUANT CORP CL A NEW CUSIP 00508X203	27 910 1,427 000	United States	0 00	39,827 57	38,520 68	1,306 89	0 00	1,306.89
ACUITY BRANDS INC COM CUSIP 00508Y102	67 730 1,008 000	United States	0 00	68,271 84	42,648 37	25,623 47	0 00	25,623 47
ADIDAS AG CUSIP 00687A107	44 800 4,055 000	Germany	0 00	181,664 00	150,550 56	31,113 44	0 00	31,113 44
ADR ABB LTD SPONSORED ADR CUSIP 000375204	20 790 2,838 000	Switzerland	0 00	59,002 02	53,853 96	5,148 06	0 00	5,148 06

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Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
ADR AIA GROUP LTD SPONSORED ADR CUSIP 001317205	15 611 11,962 000	Hong Kong	0 00	186,738 78	179,802 93	6,935 85	0 00	6,935 85
ADR ARM HLDS PLC SPONSORED ISIN US0420681068 CUSIP 042068106	37 830 3,205 000	United Kingdom	0 00	121,245 15	20,223 88	101,021 27	0 00	101,021 27
ADR ASML HOLDING NV NY REG 2012 (POST REV SPLIT)\ CUSIP N07059210	64 410 1,492 000	Netherlands	0 00	96,099 72	85,857 57	10,242 15	0 00	10,242 15
ADR ASTRAZENECA PLC SPONSORED ADR UNITEDKINGDOM CUSIP 046353108	47 270 853 000	United Kingdom	0 00	40,321 31	40,175 87	145 44	0 00	145 44
ADR AXA SA SPONSORED ADR CUSIP 054536107	18 220 1,600 000	France	0 00	29,152 00	34,891 97	-5,739 97	0 00	-5,739 97
ADR BAE SYS PLC SPONSORED ADR CUSIP 05523R107	22 280 3,520 000	United Kingdom	0 00	78,425 60	66,071 72	12,353 88	0 00	12,353 88
ADR BAIDU INC SPONSORED ADR CUSIP 056752108	100 290 974 000	China	0 00	97,682 46	119,094 68	-21,412 22	0 00	-21,412 22
ADR BASF AKTIENGESELLSCH AFT - LEVEL I CUSIP 055262505	95 000 1,425 000	Germany	0 00	135,375 00	94,238 73	41,136 27	0 00	41,136 27
ADR BAYER A G SPONSORED ADR CUSIP 072730302	95 920 1,036 000	Germany	0 00	99,373 12	73,770 23	25,602 89	0 00	25,602 89
ADR BG PLC ADR FINAL INSTALLMENT NEW CUSIP 055434203	16 710 6,859 000	United Kingdom	0 00	114,613 89	118,336 04	-3,722 15	0 00	-3,722 15
ADR BHP BILLITON LTD SPONSORED ADR CUSIP 088606108	78 440 2,800 000	Australia	0 00	219,632 00	214,440 53	5,191 47	0 00	5,191 47
ADR BHP BILLITON LTD SPONSORED ADR CUSIP 088606108	78 440 701 000	Australia	0 00	54,986 44	51,788 54	3,197 90	0 00	3,197 90

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Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
ADR BOC HONG KONG HLDGS LTD SPONSORED ADR CUSIP 096813209	63 050 1,261 000	Hong Kong	0 00	79,506 05	73,225 38	6,280 67	0 00	6,280 67
ADR BRITISH AMERN TOB PLC SPONSORED COM STK CUSIP 110448107	101 250 977 000	United Kingdom	0 00	98,921 25	96,444 86	2,476 39	0 00	2,476 39
ADR BRITISH AMERN TOB PLC SPONSORED COM STK CUSIP 110448107	101 250 1,300 000	United Kingdom	0 00	131,625 00	93,360 24	38,264 76	0 00	38,264 76
ADR BURBERRY GROUP PLC SPONSORED CUSIP 12082W204	40 780 2,120 000	United Kingdom	497 35	86,453 60	82,792 17	3,661 43	0 00	3,661 43
ADR CNOOC LTD SPONSORED ADR SPONSORED ADR CUSIP 126132109	220 000 763 000	China	0 00	167,860 00	118,891 47	48,968 53	0 00	48,968 53
ADR COMPASS GROUP PLC SPONSORED ADR NEW CUSIP 20449X203	11 980 7,930 000	United Kingdom	0 00	95,001 40	93,661 58	1,339 82	0 00	1,339 82
ADR DASSAULT SYS S A SPONSORED ADR CUSIP 237545108	113 090 1,137 000	France	0 00	128,583 33	49,163 88	79,419 45	0 00	79,419 45
ADR ELEKTA AB ADR CUSIP 28617Y101	15 587 6,013 000	Sweden	0 00	93,724 63	92,797 26	927 37	0 00	927 37
ADR EMBRAER S A SPONSORED ADR REPSTG 4 COM SHS CUSIP 29082A107	28 510 6,422 000	Brazil	525 06	183,091 22	119,309 25	63,781 97	0 00	63,781 97
ADR FLSMIDTH & CO A/S ADR ADR CUSIP 343793105	5 782 16,334 000	Denmark	0 00	94,443 18	99,741 25	-5,298 07	0 00	-5,298 07
ADR GDF SUEZ S A SPONSORED ADR ADR CUSIP 36160B105	21 040 1,134 000	France	0 00	23,859 36	29,669 53	-5,810 17	0 00	-5,810 17

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Common Stock

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
ADR GLAXOSMITHKLINE PLC SPONSORED ADR CUSIP 37733W105	43 470 1,776 000	United Kingdom	1,028 21	77,202 72	80,875 24	-3,672 52	0 00	-3,672 52
ADR HANG LUNG PPTYS LTD SPONSORED ADR CUSIP 41043M104	19 869 6,669 000	Hong Kong	0 00	132,506 36	111,416 13	21,090 23	0 00	21,090 23
ADR HENNES & MAURITZ AB ADR CUSIP 425883105	6 910 30,083 000	Sweden	0 00	207,873 53	155,993 20	51,880 33	0 00	51,880 33
ADR HONG KONG EXCHANGES & CLEARING LTD ADR CUSIP 43858F109	17 018 7,539 000	Hong Kong	0 00	128,298 70	122,357 97	5,940 73	0 00	5,940 73
ADR HSBC HLDGS PLC SPONSORED ADR NEW CUSIP 404280406	53 070 1,698 000	United Kingdom	0 00	90,112 86	73,098 40	17,014 46	0 00	17,014 46
ADR HSBC HLDGS PLC SPONSORED ADR NEW CUSIP 404280406	53 070 3,634 000	United Kingdom	0 00	192,856 38	165,484 02	27,372 36	0 00	27,372 36
ADR IND & COMM BK OF-UNSPON ADR ADR IND & COMM BK CUSIP 455807107	14 192 12,445 000	China	0 00	176,619 44	178,121 98	-1,502 54	0 00	-1,502 54
ADR ISRAEL CHEMICALS LTD ADR CUSIP 465036200	12 140 4,681 000	Israel	759 72	56,827 34	59,122 90	-2,295 56	0 00	-2,295 56
ADR KDDI CORP ADR CUSIP 48667L106	17 620 6,444 000	Japan	0 00	113,543 28	110,430 34	3,112 94	0 00	3,112 94
ADR KINGFISHER PLC SPONSORED ADR PAR 15 5/7 PENCE CUSIP 495724403	9 240 24,504 000	United Kingdom	0 00	226,416 96	168,014 90	58,402 06	0 00	58,402 06
ADR KOMATSU LTD SPONSORED ISIN US5004584018 CUSIP 500458401	25 710 8,769 000	Japan	0 00	225,450 99	151,366 03	74,084 96	0 00	74,084 96
ADR LI & FUNG LTD ADR CUSIP 501897102	3 530 36,327 000	Hong Kong	0 00	128,234 31	133,167 44	-4,933 13	0 00	-4,933 13

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Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
ADR LVMH MOET HENNESSY LOUIS VUITTON ADR CUSIP 502441306	37 690 7,492 000	France	0 00	282,373 48	145,220 03	137,153 45	0 00	137,153 45
ADR MICHELIN COMPAGNIE GENERALE DES ETABLISSEMENTS CUSIP 59410T106	18 877 7,468 000	France	0 00	140,973 43	108,142 10	32,831 33	0 00	32,831 33
ADR MITSUBISHI UFJ FINL GROUP INC SPONSORED ADR CUSIP 606822104	5 420 24,818 000	Japan	0 00	134,513 56	136,820 80	-2,307 24	0 00	-2,307 24
ADR MTN GROUP LTD SPONSORED ADR CUSIP 62474M108	20 933 4,532 000	South Africa	0 00	94,868 35	85,850 91	9,017 44	0 00	9,017 44
ADR MUNICH RE GROUP ADR CUSIP 626188106	18 030 5,693 000	Germany	0 00	102,644 79	79,818 99	22,825 80	0 00	22,825 80
ADR NESTLE S A SPONSORED ADR REPSTG REG SH CUSIP 641069406	65 170 1,545 000	Switzerland	0 00	100,687 65	95,647 05	5,040 60	0 00	5,040 60
ADR NESTLE S A SPONSORED ADR REPSTG REG SH CUSIP 641069406	65 170 2,762 000	Switzerland	0 00	179,999 54	91,153 72	88,845 82	0 00	88,845 82
ADR NESTLE S A SPONSORED ADR REPSTG REG SH CUSIP 641069406	65 170 3,525 000	Switzerland	0 00	229,724 25	171,926 51	57,797 74	0 00	57,797 74
ADR NOVARTIS AG CUSIP 66987V109	63 300 1,617 000	Switzerland	0 00	102,356 10	94,089 06	8,267 04	0 00	8,267 04
ADR NOVARTIS AG CUSIP 66987V109	63 300 3,246 000	Switzerland	0 00	205,471 80	149,877 34	55,594 46	0 00	55,594 46
ADR NOVARTIS AG CUSIP 66987V109	63 300 1,601 000	Switzerland	0 00	101,343 30	92,536 83	8,806 47	0 00	8,806 47
ADR NOVARTIS AG CUSIP 66987V109	63 300 1,600 000	Switzerland	0 00	101,280 00	80,203 55	21,076 45	0 00	21,076 45
ADR NOVO-NORDISK A S ADR CUSIP 670100205	163 210 1,561 000	Denmark	0 00	254,770 81	73,909 97	180,860 84	0 00	180,860 84

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Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
ADR PEARSON PLC SPONSORED ADR CUSIP 705015105	19 540 6,533 000	United Kingdom	0 00	127,654 82	123,000 03	4,654 79	0 00	4,654 79
ADR PERUSAHAAN PERSEROAN PERSERO P T TELEKOMUNIKIASI CUSIP 715684106	36 950 2,008 000	Indonesia	0 00	74,195 60	71,734 26	2,461 34	0 00	2,461 34
ADR PETROCHINA CO LTD SPONSORED ADR CUSIP 71646E100	143 780 585 000	China	0 00	84,111 30	72,460 98	11,650 32	0 00	11,650 32
ADR PUBLICIS S A NEW SPONSORED ADR CUSIP 74463M106	15 160 10,624 000	France	0 00	161,059 84	120,556 93	40,502 91	0 00	40,502 91
ADR RECKITT BENCKISER PLC SPONSORED ADR CUSIP 756255204	12 820 8,091 000	United Kingdom	0 00	103,726 62	94,526 13	9,200 49	0 00	9,200 49
ADR RECKITT BENCKISER PLC SPONSORED ADR CUSIP 756255204	12 820 16,571 000	United Kingdom	0 00	212,440 22	160,915 16	51,525 06	0 00	51,525 06
ADR RIO TINTO PLC SPONSORED ADR CUSIP 767204100	58 090 4,150 000	United Kingdom	0 00	241,073 50	213,853 40	27,220 10	0 00	27,220 10
ADR ROCHE HLDG LTD SPONSORED ADR ISIN #US771195104 CUSIP 771195104	50 500 1,882 000	Switzerland	0 00	95,041 00	82,520 65	12,520 35	0 00	12,520 35
ADR ROYAL BK SCOTLAND GROUP PLC SPONSORED ADR REPSTG 20 CUSIP 780097689	10 790 9,261 000	United Kingdom	0 00	99,926 19	92,530 18	7,396 01	0 00	7,396 01
ADR ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS CUSIP 780259107	70 890 1,054 000	United Kingdom	0 00	74,718 06	73,234 06	1,484 00	0 00	1,484 00
ADR SABMILLER PLC SPONSORED ADR CUSIP 78572M105	46 790 2,524 000	United Kingdom	0 00	118,097 96	54,139 80	63,958 16	0 00	63,958 16

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Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
ADR SAP AG SPONSORED ADR CUSIP 803054204	80 380 2,967 000	Germany	0 00	238,487 46	144,174 02	94,313 44	0 00	94,313 44
ADR SBERBANK RUSSIA SPONSORED ADR CUSIP 80585Y308	12 560 7,788 000	Russian	0 00	97,817 28	82,770 86	15,046 42	0 00	15,046 42
ADR SIEMENS AG COM DM50 (NEW) CUSIP 826197501	109 470 526 000	Germany	0 00	57,581 22	50,465 86	7,115 36	0 00	7,115 36
ADR SIEMENS AG COM DM50 (NEW) CUSIP 826197501	109 470 1,363 000	Germany	0 00	149,207 61	156,183 44	-6,975 83	0 00	-6,975 83
ADR SINGAPORE TELECOMMUNICATIONS LTD SPONSORED ADR CUSIP 82929R304	27 240 3,253 000	Singapore	1,743 08	88,611 72	86,887 48	1,724 24	0 00	1,724 24
ADR SMITHS GROUP PLC SPONSORED ADR CUSIP 83238P203	19 360 4,329 000	United Kingdom	0 00	83,809 44	70,913 74	12,895 70	0 00	12,895 70
ADR SWATCH GROUP AG ADR CUSIP 870123106	25 193 6,464 000	Switzerland	0 00	162,847 55	123,739 66	39,107 89	0 00	39,107 89
ADR SYNGENTA AG SPONSORED ADR CUSIP 87160A100	80 800 1,393 000	Switzerland	0 00	112,554 40	93,425 69	19,128 71	0 00	19,128 71
ADR TENARIS S A SPONSORED ADR CUSIP 88031M109	41 920 4,650 000	Italy	0 00	194,928 00	175,381 19	19,546 81	0 00	19,546 81
ADR TENCENT HLDGS LTD ADR CUSIP 88032Q109	32 650 6,182 000	China	0 00	201,842 30	126,973 40	74,868 90	0 00	74,868 90
ADR TESCO PLC SPONSORED ADR CUSIP 881575302	16 580 1,754 000	United Kingdom	0 00	29,081 32	29,228 77	-147 45	0 00	-147 45
ADR TEVA PHARMACEUTICAL INDS CUSIP 881624209	37 340 4,396 000	Israel	0 00	164,146 64	216,626 70	-52,480 06	0 00	-52,480 06
ADR TOTAL SA CUSIP 89151E109	52 010 1,455 000	France	956 80	75,674 55	71,960 64	3,713 91	0 00	3,713 91
ADR TOYOTA MTR CORP SPONSORED ADR CUSIP 892331307	93 250 2,603 000	Japan	0 00	242,729 75	212,244 60	30,485 15	0 00	30,485 15

^ Complete cost information not available.

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Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
ADR TULLOW OIL PLC ADR ADR CUSIP 899415202	10 249 9,695 000	United Kingdom	0 00	99,364 05	94,289 69	5,074 36	0 00	5,074 36
ADR TURKIYE GARANTI BANKASI A S SPONSORED ADR REPSTG 2000 CUSIP 900148701	5 200 19,526 000	Turkey	0 00	101,535 20	91,331 76	10,203 44	0 00	10,203 44
ADR UNILEVER N V NEW YORK SHS NEW CUSIP 904784709	38 300 2,900 000	Netherlands	0 00	111,070 00	85,706 59	25,363 41	0 00	25,363 41
ADR UNILEVER N V NEW YORK SHS NEW CUSIP 904784709	38 300 2,528 000	Netherlands	0 00	96,822 40	86,672 35	10,150 05	0 00	10,150 05
ADR UNITED OVERSEAS BK LTD SPONSORED ADRISIN CUSIP 911271302	32 436 2,435 000	Singapore	0 00	78,981 66	75,058 60	3,923 06	0 00	3,923 06
ADR VALE S A ADR CUSIP 91912E105	20 960 6,425 000	Brazil	0 00	134,668 00	167,517 66	-32,849 66	0 00	-32,849 66
ADR VODAFONE GROUP PLC NEW SPONSORED ADR CUSIP 92857W209	25 190 3,502 000	United Kingdom	1,783 46	88,215 38	94,024 88	-5,809 50	0 00	-5,809 50
ADR VODAFONE GROUP PLC NEW SPONSORED ADR CUSIP 92857W209	25 190 4,562 000	United Kingdom	1,772 76	114,916 78	126,266 87	-11,350 09	0 00	-11,350.09
ADR WAL-MART DE MEXICO SAB DE CV CUSIP 93114W107	32 780 3,553 000	Mexico	0 00	116,467 34	54,747 83	61,719 51	0 00	61,719 51
ADR YARA INTL ASA SPONSORED ADR CUSIP 984851204	49 740 200 000	Norway	0 00	9,948 00	7,404 50	2,543 50	0 00	2,543 50
ADR ZURICH INS GROUP LTD SPONSORED CUSIP 989825104	26 800 3,445 000	Switzerland	0 00	92,326 00	78,227 75	14,098 25	0 00	14,098 25
ADVISORY BRD CO COM CUSIP 00762W107	46 790 514 000	United States	0 00	24,050 06	4,132 92	19,917 14	0 00	19,917 14

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Asset ID	Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
AFFILIATED MANAGERS GROUP INC COM STK	130 150							
CUSIP 008252108	407 000	United States	0 00	52,971 05	34,619 42	18,351 63	0 00	18,351 63
AGILENT TECHNOLOGIES INC COM	40 940							
CUSIP 00846U101	4,330 000	United States	433 00	177,270 20	166,155 08	11,115 12	0 00	11,115 12
AGRIUM INC COM	99 910							
CUSIP 008916108	600 000	Canada	300 00	59,946 00	39,467 09	20,478 91	0 00	20,478 91
ALEXANDER & BALDWIN INC NEW COM	29 370							
CUSIP 014491104	2,738 000	United States	0 00	80,415 06	76,495 09	3,919 97	0 00	3,919 97
ALEXION PHARMACEUTICALS INC COM	93 810							
CUSIP 015351109	1,413 000	United States	0 00	132,553 53	122,371 93	10,181 60	0 00	10,181 60
ALLEGHENY TECHNOLOGIES INC COM	30 360							
CUSIP 01741R102	2,255 000	United States	0 00	68,461 80	72,269 81	-3,808 01	0 00	-3,808 01
ALLSTATE CORP COMMON STOCK	40 170							
CUSIP 020002101	4,873 000	United States	0 00	195,748 41	144,568 31	51,180 10	0 00	51,180 10
ALTRIA GROUP INC COM	31 420							
CUSIP 02209S103	3,085 000	United States	1,357 40	96,930 70	99,199 35	-2,268 65	0 00	-2,268 65
AMERCO COM	126 810							
CUSIP 023586100	671 000	United States	0 00	85,089 51	44,165 25	40,924 26	0 00	40,924 26
AMERICAN EXPRESS CO , COMMON STOCK, $ 60PAR	57 480							
CUSIP 025816109	4,709 000	United States	0 00	270,673 32	200,381 15	70,292 17	0 00	70,292 17
AMERISOURCEBERGEN CORP COM	43 180							
CUSIP 03073E105	7,457 000	United States	0 00	321,993 26	140,296 74	181,696 52	0 00	181,696 52
ANALOG DEVICES, INC , COMMON STOCK, $ 16 2/3 PAR	42 060							
CUSIP 032654105	2,726 000	United States	0 00	114,655 56	108,483 39	6,172 17	0 00	6,172 17
APACHE CORP , COMMON STOCK, $1 25 PAR	78 500							
CUSIP 037411105	3,010 000	United States	0 00	236,285 00	228,219 71	8,065 29	0 00	8,065 29

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Common Stock								
APPLE INC COM STK CUSIP 037833100	533 030 1,208 000	United States	0 00	643,900 24	276,136 49	367,763 75	0 00	367,763 75
APTARGROUP INC COMMON STOCK $0 01 PAR CUSIP 038336103	47 720 1,330 000	United States	0 00	63,467 60	38,980 06	24,487 54	0 00	24,487 54
AT&T INC COM CUSIP 00206R102	33 710 2,054 000	United States	0 00	69,240 34	71,170 15	-1,929 81	0 00	-1,929 81
AT&T INC COM CUSIP 00206R102	33 710 6,827 000	United States	0 00	230,138 17	240,718 51	-10,580 34	0 00	-10,580 34
AT&T INC COM CUSIP 00206R102	33 710 11,060 000	United States	0 00	372,832 60	332,840 74	39,991 86	0 00	39,991 86
ATLAS AIR WORLDWIDE HLDGS INC COM NEW STK CUSIP 049164205	44 310 1,462 000	United States	0 00	64,781 22	62,972 35	1,808 87	0 00	1,808 87
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103	57 010 1,459 000	United States	634 66	83,177 59	79,095 82	4,081 77	0 00	4,081 77
AVAGO TECHNOLOGIES LTD CUSIP Y0486S104	31 660 3,868 000	United States	0 00	122,460 88	131,369 96	-8,909 08	0 00	-8,909 08
AVERY DENNISON CORP COMMON STOCK CUSIP 053611109	34 920 1,370 000	United States	0 00	47,840 40	47,233 75	606 65	0 00	606 65
AVNET, INC , COMMON STOCK, $1 PAR CUSIP 053807103	30 610 2,905 000	United States	0 00	88,922 05	70,010 07	18,911 98	0 00	18,911 98
BALCHEM CORP COM CUSIP 057665200	36 400 931 000	United States	0 00	33,888 40	14,542 13	19,346 27	0 00	19,346 27
BANK N S HALIFAX COM STK CUSIP 064149107	57 880 798 000	Canada	458 81	46,188 24	42,067 96	4,120 28	0 00	4,120 28
BANK N S HALIFAX COM STK CUSIP 064149107	57 880 1,364 000	Canada	784 23	78,948 32	72,031 75	6,916 57	0 00	6,916 57
BANK NEW YORK MELLON CORP COM STK CUSIP 064058100	25 700 8,024 000	United States	0 00	206,216 80	204,230 42	1,986 38	0 00	1,986 38

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Common Stock								
BAXTER INTL INC COMMON STOCK CUSIP 071813109	66 660 4,863 000	United States	2,188 35	324,167 58	237,262 39	86,905 19	0 00	86,905 19
BAXTER INTL INC COMMON STOCK CUSIP 071813109	66 660 1,220 000	United States	549 00	81,325 20	72,627 33	8,697 87	0 00	8,697.87
BCE INC COM NEW CUSIP 05534B760	42 940 1,964 000	Canada	1,114 78	84,334 16	81,135 28	3,198 88	0 00	3,198 88
BCE INC COM NEW CUSIP 05534B760	42 940 2,252 000	Canada	1,278 25	96,700 88	96,337 70	363 18	0 00	363 18
BEACON ROOFING SUPPLY INC COM CUSIP 073685109	33 280 1,155 000	United States	0 00	38,438 40	32,991 42	5,446 98	0 00	5,446 98
BEAM INC CUSIP 073730103	61 090 2,912 000	United States	0 00	177,894.08	80,156 52	97,737 56	0 00	97,737 56
BERKLEY W R CORP COM CUSIP 084423102	37 740 1,735 000	United States	0 00	65,478 90	47,194 89	18,284 01	0 00	18,284 01
BIO RAD LABS INC CL A CUSIP 090572207	105 050 897 000	United States	0 00	94,229 85	60,913 25	33,316 60	0 00	33,316 60
BIOGEN IDEC INC COM STK CUSIP 09062X103	146 670 1,423 000	United States	0 00	208,711 41	184,955 85	23,755 56	0 00	23,755 56
BLACKBAUD INC COM CUSIP 09227Q100	22 830 2,855 000	United States	0 00	65,179 65	31,830 28	33,349 37	0 00	33,349 37
BLACKROCK INC COM STK CUSIP 09247X101	206 710 485 000	United States	0 00	100,254 35	82,996 51	17,257 84	0 00	17,257 84
BORG WARNER INC COM CUSIP 099724106	71 620 2,548 000	United States	0 00	182,487 76	160,777 79	21,709 97	0 00	21,709 97
BRISTOL MYERS SQUIBB CO COMMON STOCK CUSIP 110122108	32 590 3,651 000	United States	0 00	118,986 09	114,112 46	4,873 63	0 00	4,873 63
BROOKFIELD ASSET MGMT INC VOTING SHS CL A VOTING SHS CL A CUSIP 112585104	36 650 1,700 000	Canada	0 00	62,305 00	44,008 40	18,296 60	0 00	18,296.60
CABOT CORP , COMMON STOCK, $1 PAR CUSIP 127055101	39 790 2,248 000	United States	0 00	89,447 92	73,728 14	15,719 78	0 00	15,719 78

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Asset ID	Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
CABOT OIL & GAS CORP COM CUSIP 127097103	49 740 2,686 000	United States	0 00	133,601 64	89,250 43	44,351 21	0 00	44,351 21
CANADIAN IMPERIAL BK COMM TORONTO ONT COM STK CUSIP 136069101	80 610 557 000	Canada	528 03	44,899 77	41,007 27	3,892 50	0 00	3,892 50
CANADIAN NAT RES LTD COM CANADIAN NATURAL CUSIP 136385101	28 870 1,800 000	Canada	190 22	51,966 00	67,913 11	-15,947 11	0 00	-15,947 11
CANADIAN NATL RY CO COM CUSIP 136375102	91 010 2,046 000	Canada	0 00	186,206 46	90,009 27	96,197 19	0 00	96,197 19
CANADIAN NATL RY CO COM CUSIP 136375102	91 010 1,700 000	Canada	0 00	154,717 00	105,666 53	49,050 47	0 00	49,050 47
CANADIAN PAC RY LTD COM CANADIAN PACIFICRAILWAY CUSIP 13645T100	101 620 2,750 000	Canada	969 62	279,455 00	159,982 63	119,472 37	0 00	119,472 37
CANADIAN PAC RY LTD COM CANADIAN PACIFICRAILWAY CUSIP 13645T100	101 620 1,003 000	Canada	353 64	101,924 86	96,377 38	5,547 48	0 00	5,547 48
CAPITAL ONE FINANCIAL COMMON STOCK CUSIP 14040H105	57 930 6,008 000	United States	0 00	348,043 44	315,487 32	32,556 12	0 00	32,556 12
CARLISLE COMPANIES INC COMMON STOCK $1 00 PAR CUSIP 142339100	58 760 880 000	United States	0 00	51,708 80	30,829 28	20,879 52	0 00	20,879 52
CARNIVAL CORP COM PAIRED CUSIP 143658300	36 770 5,712 000	United States	0 00	210,030 24	161,146 55	48,883 69	0 00	48,883 69
CASEYS GEN STORES INC COM CUSIP 147528103	53 100 768 000	United States	0 00	40,780 80	28,318 54	12,462 26	0 00	12,462 26
CASEYS GEN STORES INC COM CUSIP 147528103	53 100 1,432 000	United States	0 00	76,039 20	45,918 74	30,120 46	0 00	30,120 46

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Common Stock								
CATERPILLAR INC , COMMON STOCK, NO PAR	89 580							
CUSIP 149123101	1,423 000	United States	0 00	127,472 34	108,151 66	19,320 68	0 00	19,320 68
CBS CORP NEW CL B	38 050							
CUSIP 124857202	4,750 000	United States	570 00	180,737 50	153,965 09	26,772 41	0 00	26,772 41
CHECK POINT SOFTWARE TECHNOLOGIES ORD ILS 01	47 640							
CUSIP M22465104	2,529 000	Israel	0 00	120,481 56	139,848.78	-19,367 22	0 00	-19,367 22
CHEVRON CORP COM	108 140							
CUSIP 166764100	4,031 000	United States	0 00	435,912 34	300,547 93	135,364 41	0 00	135,364 41
CHEVRON CORP COM	108 140							
CUSIP 166764100	740 000	United States	0 00	80,023 60	80,382 78	-359 18	0.00	-359 18
CHOICE HOTELS INTL INC COM	33 620							
CUSIP 169905106	1,400 000	United States	0 00	47,068 00	35,362 75	11,705 25	0 00	11,705 25
CISCO SYSTEMS INC COMMON STOCK	19 650							
CUSIP 17275R102	4,990 000	United States	0 00	98,053 50	98,857 04	-803 54	0 00	-803 54
CIT GROUP INC NEW COM NEW COM NEW	38 640							
CUSIP 125581801	2,440 000	United States	0 00	94,281 60	95,299 90	-1,018 30	0 00	-1,018 30
CITY NATIONAL CORP , COMMON STOCK, $5 PAR	49 520							
CUSIP 178566105	994 000	United States	0 00	49,222 88	40,789 94	8,432 94	0 00	8,432 94
CLARCOR INC COM	47 780							
CUSIP 179895107	1,353 000	United States	0 00	64,646 34	56,027 94	8,618 40	0 00	8,618 40
COCA COLA CO COM	36 250							
CUSIP 191216100	8,696 000	United States	0 00	315,230 00	278,833 99	36,396 01	0 00	36,396 01
COCA COLA CO COM	36 250							
CUSIP 191216100	2,728 000	United States	0 00	98,890 00	104,288 60	-5,398 60	0 00	-5,398 60
COLUMBIA SPORTSWEAR CO COM	53 360							
CUSIP 198516106	884 000	United States	0 00	47,170 24	38,115 02	9,055 22	0 00	9,055 22
COMCAST CORP NEW-CL A	37 380							
CUSIP 20030N101	4,456 000	United States	724 10	166,565 28	144,842 08	21,723 20	0 00	21,723 20

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Common Stock								
COMERICA, INC , COMMON STOCK, $5 PAR CUSIP 200340107	30 340 3,002 000	United States	450 30	91,080 68	89,412 40	1,668 28	0 00	1,668 28
CONOCOPHILLIPS COM CUSIP 20825C104	57 990 3,887 000	United States	0 00	225,407 13	114,165 37	111,241 76	0 00	111,241 76
CORE LABORATORIES NV NLG0 03 CUSIP N22717107	109 310 1,000 000	United States	0 00	109,310 00	75,392 49	33,917 51	0 00	33,917 51
CRESCENT POINT ENERGY CORP COM CUSIP 22576C101	37 820 1,170 000	Canada	273 07	44,249 40	48,622 71	-4,373 31	0 00	-4,373 31
CUMMINS INC CUSIP 231021106	108 350 1,197 000	United States	0 00	129,694 95	127,309 64	2,385 31	0 00	2,385 31
DEERE & CO , COMMON STOCK, $1 PAR CUSIP 244199105	86 420 2,961 000	United States	1,362 06	255,889 62	220,446 45	35,443 17	0 00	35,443 17
DEERE & CO , COMMON STOCK, $1 PAR CUSIP 244199105	86 420 1,502 000	United States	690 92	129,802 84	103,525 40	26,277 44	0 00	26,277 44
DELTA AIR LINES INC DEL COM NEW COM NEW CUSIP 247361702	11 870 2,952 000	United States	0 00	35,040 24	35,034 94	5 30	0 00	5 30
DEUTSCHE BK AG COM STK ISIN DE0005140008 SDL 505964X CUSIP D18190898	44 290 2,126 000	Germany	0 00	94,160 54	92,353 58	1,806 96	0 00	1,806 96
DEUTSCHE POST AG SPONSORED ADR CUSIP 25157Y202	22 120 2,676 000	Germany	0 00	59,193 12	45,557 52	13,635 60	0 00	13,635 60
DIAGEO PLC SPONSORED ADR NEW CUSIP 25243Q205	116 580 813 000	United Kingdom	0 00	94,779 54	75,567 44	19,212 10	0.00	19,212 10
DIAGEO PLC SPONSORED ADR NEW CUSIP 25243Q205	116 580 1,400 000	United Kingdom	0 00	163,212 00	99,007 48	64,204 52	0 00	64,204 52

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Common Stock								
DIGITAL RLTY TR INC COM CUSIP 253868103	67 890 1,527 000	United States	1,114 71	103,668 03	106,488 36	-2,820 33	0 00	-2,820 33
DISCOVER FINL SVCS COM STK CUSIP 254709108	38 550 2,646 000	United States	370 44	102,003 30	40,006 42	61,996 88	0 00	61,996 88
DISCOVER FINL SVCS COM STK CUSIP 254709108	38 550 9,218 000	United States	1,290 52	355,353 90	245,027 69	110,326 21	0 00	110,326 21
DORMAN PRODS INC COM CUSIP 258278100	35 340 1,669 000	United States	0 00	58,982 46	33,112 31	25,870 15	0 00	25,870 15
DOVER CORP , COMMON STOCK $1 PAR CUSIP 260003108	65 710 4,690 000	United States	0 00	308,179 90	157,627 61	150,552 29	0 00	150,552 29
DRIL-QUIP INC COM CUSIP 262037104	73 050 1,260 000	United States	0 00	92,043 00	43,612 57	48,430 43	0 00	48,430 43
EATON CORP PLC COM USD0 50 CUSIP G29183103	54 200 2,169 000	United States	0 00	117,559 80	112,039 69	5,520 11	0 00	5,520 11
EBAY INC COM USD0 001 CUSIP 278642103	51 020 10,889 000	United States	0 00	555,556 78	328,290 57	227,266 21	0 00	227,266 21
EMC CORP COM CUSIP 268648102	25 300 13,543 000	United States	0 00	342,637 90	317,056 48	25,581 42	0 00	25,581 42
EMERGING MARKETS DEBT FUND - MULTI-MANAGER CUSIP 247998453	118 675 26,373 210	United States	0 00	3,129,841 75	2,990,634 57	139,207 18	0 00	139,207 18
EMERSON ELECTRIC CO COM CUSIP 291011104	52 960 2,184 000	United States	0 00	115,664 64	108,328 21	7,336 43	0 00	7,336 43
ENCORE WIRE CORP COM CUSIP 292562105	30 310 2,465 000	United States	0 00	74,714 15	53,167 74	21,546 41	0 00	21,546 41
ESTEE LAUDER COMPANIES INC CL A USD0 01 CUSIP 518439104	59 860 2,147 000	United States	0 00	128,519 42	45,542 69	82,976 73	0 00	82,976 73
EXPONENT INC COM STK CUSIP 30214U102	55 830 1,308 000	United States	0 00	73,025 64	26,539 72	46,485 92	0 00	46,485 92
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108	54 000 6,877 000	United States	0 00	371,358 00	383,562 35	-12,204 35	0 00	-12,204 35

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Common Stock								
FACEBOOK INC CL A CL A CUSIP 30303M102	26 630 4,685 000	United States	0 00	124,761 55	115,628.18	9,133 37	0 00	9,133 37
FAIR ISAAC CORPORATION COM CUSIP 303250104	42 030 1,646 000	United States	0 00	69,181 38	25,320 90	43,860 48	0 00	43,860 48
FANUC CORPORATION CUSIP 307305102	31 070 5,875 000	Japan	0 00	182,536 25	79,972 32	102,563 93	0 00	102,563 93
FEDEX CORP COM CUSIP 31428X106	91 720 1,710 000	United States	0 00	156,841 20	154,126 40	2,714 80	0 00	2,714 80
FIFTH THIRD BANCORP , COMMON STOCK, $6 66 PAR CUSIP 316773100	15 190 0 000	United States	111 30	0 00	0 00	0 00	0 00	0 00
FINNING INTL INC COM NEW COM NEW CUSIP 318071404	24 560 350 000	Canada	0 00	8,596 00	9,631 47	-1,035 47	0 00	-1,035 47
FOOT LOCKER INC COM CUSIP 344849104	32 120 3,154 000	United States	0 00	101,306 48	36,272 99	65,033 49	0 00	65,033 49
FOREST CITY ENTERPRISES INC CL A CUSIP 345550107	16 150 2,679 000	United States	0 00	43,265 85	22,557 82	20,708 03	0 00	20,708 03
FORWARD AIR CORP COM CUSIP 349853101	35 010 1,835 000	United States	0 00	64,243 35	38,345 06	25,898 29	0 00	25,898 29
FREEPORT-MCMORAN COPPER & GOLD INC CUSIP 35671D857	34 200 8,550 000	United States	0 00	292,410 00	260,038 99	32,371 01	0 00	32,371 01
FRESENIUS MEDICAL CARE AG AND CO KGAA CUSIP 358029106	34 300 5,708 000	Germany	0 00	195,784 40	127,662 49	68,121 91	0 00	68,121 91
GALLAGHER ARTHUR J & CO COM CUSIP 363576109	34 650 1,919 000	United States	0 00	66,493 35	68,651 90	-2,158 55	0 00	-2,158 55
GDR ASSA ABLOY AB ADR CUSIP 045387107	18 669 10,386 000	Sweden	0 00	193,896 23	142,047 75	51,848 48	0 00	51,848 48

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Common Stock								
GENERAL ELECTRIC CO CUSIP 369604103	20 990 22,664 000	United States	4,306 16	475,717 36	429,449 37	46,267 99	0 00	46,267 99
GENERAL ELECTRIC CO CUSIP 369604103	20 990 5,562 000	United States	1,056 78	116,746 38	120,716 80	-3,970 42	0,00	-3,970 42
GENERAL ELECTRIC CO CUSIP 369604103	20 990 8,001 000	United States	1,520 19	167,940 99	181,530 01	-13,589 02	0 00	-13,589 02
GENUINE PARTS CO COM CUSIP 372460105	63 580 1,305 000	United States	645 97	82,971 90	79,015 19	3,956 71	0 00	3,956 71
GILEAD SCIENCES INC CUSIP 375558103	73 450 3,219 000	United States	0 00	236,435 55	141,882 66	94,552 89	0 00	94,552 89
GOLDMAN SACHS GROUP INC COM CUSIP 38141G104	127 560 1,578 000	United States	0 00	201,289 68	208,072 07	-6,782 39	0 00	-6,782 39
GOOGLE INC CL A CL A CUSIP 38259P508	709 370 482 000	United States	0 00	341,916 34	310,721 97	31,194 37	0 00	31,194 37
GRACO INC COM CUSIP 384109104	51 490 1,143 000	United States	0 00	58,853 07	35,991 12	22,861 95	0 00	22,861 95
HALLIBURTON CO COM CUSIP 406216101	34 690 5,765 000	United States	0 00	199,987 85	212,735 79	-12,747 94	0 00	-12,747 94
HARRIS TEETER SUPERMARKETS INC COM CUSIP 414585109	38 560 755 000	United States	113 25	29,112 80	17,010 77	12,102 03	0 00	12,102 03
HCC INS HLDGS INC COM CUSIP 404132102	37 210 1,360 000	United States	224 40	50,605 60	31,362 78	19,242 82	0 00	19,242 82
HCP INC COM REIT CUSIP 40414L109	45 180 2,155 000	United States	0 00	97,362 90	90,680 33	6,682 57	0 00	6,682 57
HEALTH CARE REIT INC COM CUSIP 42217K106	61 290 1,720 000	United States	0 00	105,418 80	95,346 82	10,071 98	0 00	10,071 98
HEICO CORP NEW CL A CL A CUSIP 422806208	31 980 1,332 000	United States	0 00	42,597 36	42,208 54	388 82	0 00	388 82
HERTZ GLOBAL HLDGS INC COM CUSIP 42805T105	16 270 9,049 000	United States	0 00	147,227 23	138,477 64	8,749 59	0 00	8,749 59
HESS CORP COM STK CUSIP 42809H107	52 960 4,979 000	United States	0 00	263,687 84	264,999 65	-1,311 81	0 00	-1,311 81

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Common Stock								
HIBBETT SPORTS INC COM STK CUSIP 428567101	52 700 853 000	United States	0 00	44,953 10	24,558 35	20,394 75	0 00	20,394 75
HITTITE MICROWAVE CORP COM STK CUSIP 43365Y104	62 100 605 000	United States	0 00	37,570 50	34,359 83	3,210 67	0 00	3,210 67
HOME DEPOT INC , COMMON STOCK, $ 05 PAR CUSIP 437076102	61 850 4,309 000	United States	0 00	266,511 65	113,215 37	153,296 28	0 00	153,296 28
HONEYWELL INTL INC COM STK CUSIP 438516106	63 470 3,934 000	United States	0 00	249,690 98	127,490 31	122,200 67	0 00	122,200 67
HYATT HOTELS CORP COM CL A COM CL A CUSIP 448579102	38 570 2,395 000	United States	0 00	92,375 15	95,184 34	-2,809 19	0 00	-2,809 19
IBERIABANK CORP COM CUSIP 450828108	49 120 1,021 000	United States	347 14	50,151 52	56,100 53	-5,949 01	0 00	-5,949 01
II-VI INC COM CUSIP 902104108	18 270 2,142 000	United States	0 00	39,134 34	48,262 06	-9,127 72	0 00	-9,127 72
INGERSOLL-RAND PLC COM STK CUSIP G47791101	47 960 3,000 000	United States	0 00	143,880 00	110,390 69	33,489 31	0 00	33,489 31
INTEL CORP COM CUSIP 458140100	20 630 8,882 000	United States	0 00	183,235 66	126,796 12	56,439 54	0 00	56,439 54
INTEL CORP COM CUSIP 458140100	20 630 5,723 000	United States	0 00	118,065 49	139,333 82	-21,268 33	0 00	-21,268 33
INTREPID POTASH INC COM CUSIP 46121Y102	21 290 2,838 000	United States	0 00	60,421 02	57,653 67	2,767 35	0 00	2,767 35
INVESTORS BANCORP INC COM STK CUSIP 46146P102	17 780 3,610 000	United States	0 00	64,185 80	35,411 93	28,773 87	0 00	28,773 87
J & J SNACK FOODS CORP COM STK NPV CUSIP 466032109	63 940 695 000	United States	0 00	44,438 30	32,263 87	12,174 43	0 00	12,174 43
JACK HENRY & ASSOC INC COM CUSIP 426281101	39 260 2,507 000	United States	0 00	98,424 82	41,043 84	57,380 98	0 00	57,380 98
JOHNSON & JOHNSON COM USD1 CUSIP 478160104	70 100 1,614 000	United States	0 00	113,141 40	109,689 70	3,451 70	0 00	3,451 70

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Common Stock								
JPMORGAN CHASE & CO COM CUSIP 46625H100	43 970 7,424 000	United States	0 00	326,433 28	264,220 88	62,212 40	0 00	62,212 40
KAISER ALUM CORP COM PAR $0 01 COM PAR $0 01 CUSIP 483007704	61 690 1,880 000	United States	0 00	115,977 20	79,656 94	36,320 26	0 00	36,320 26
KEYCORP NEW COMMON STOCK CUSIP 493267108	8 420 7,885 000	United States	0 00	66,391 70	66,084 03	307 67	0 00	307 67
KIMBERLY-CLARK CORP COMMON STOCK $5 PAR CUSIP 494368103	84 430 1,502 000	United States	1,111 48	126,813 86	115,688 93	11,124 93	0 00	11,124 93
KINDER MORGAN INC DEL COM CUSIP 49456B101	35 330 4,022 000	United States	0 00	142,097 26	135,410 39	6,686 87	0 00	6,686 87
KIRBY CORP COM CUSIP 497266106	61 890 1,859 000	United States	0 00	115,053 51	57,891 41	57,162 10	0 00	57,162 10
KNIGHT TRANSN INC COM CUSIP 499064103	14 630 3,013 000	United States	0 00	44,080 19	60,363 26	-16,283 07	0 00	-16,283 07
KOHLS CORP COMMON STOCK CUSIP 500255104	42 980 3,013 000	United States	0 00	129,498 74	166,464 01	-36,965 27	0 00	-36,965 27
KRAFT FOODS GROUP INC COM CUSIP 50076Q106	45 470 2,225 000	United States	1,112 50	101,170 75	102,224 68	-1,053 93	0 00	-1,053 93
LABORATORY CORP AMER HLDGS COM NEW CUSIP 50540R409	86 620 1,960 000	United States	0 00	169,775 20	131,266 49	38,508 71	0 00	38,508 71
LANDAUER INC COM CUSIP 51476K103	61 210 596 000	United States	327 80	36,481 16	30,637 59	5,843 57	0 00	5,843 57
LAS VEGAS SANDS CORP COM STK CUSIP 517834107	46 160 2,970 000	United States	0 00	137,095 20	85,925 84	51,169 36	0 00	51,169 36
LAS VEGAS SANDS CORP COM STK CUSIP 517834107	46 160 3,435 000	United States	0 00	158,559 60	152,451 51	6,108 09	0 00	6,108 09
LEUCADIA NATIONAL CORP COMMON STOCK $1 PAR CUSIP 527288104	23 790 4,928 000	United States	0 00	117,237 12	103,897 44	13,339 68	0 00	13,339 68

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Common Stock								
LINKEDIN CORP CL A CUSIP 53578A108	114 820 1,065 000	United States	0 00	122,283 30	118,503 43	3,779 87	0 00	3,779 87
LIQUIDITY SVCS INC COM STK CUSIP 53635B107	40 860 942 000	United States	0 00	38,490 12	21,873 55	16,616 57	0,00	16,616 57
LKQ CORP COM LKQ CORP CUSIP 501889208	21 100 3,168 000	United States	0 00	66,844 80	24,079 81	42,764 99	0 00	42,764 99
LSB INDS INC COM CUSIP 502160104	35 420 936 000	United States	0 00	33,153 12	31,723 12	1,430 00	0 00	1,430 00
LULULEMON ATHLETICA INC COM CUSIP 550021109	76 230 903 000	United States	0 00	68,835 69	58,161 57	10,674 12	0 00	10,674 12
LYONDELLBASELL INDUSTRIES N V COM USD0 01 CLASS 'A' CUSIP N53745100	57 090 2,756 000	United States	0 00	157,340 04	115,346 53	41,993 51	0 00	41,993 51
M D C HLDGS INC COM CUSIP 552676108	36 760 2,360 000	United States	0 00	86,753 60	66,984 56	19,769 04	0 00	19,769 04
MANHATTAN ASSOCS INC COM CUSIP 562750109	60 340 1,455 000	United States	0 00	87,794 70	25,928 22	61,866 48	0 00	61,866 48
MANULIFE FINL CORP COM CUSIP 56501R106	13 590 1,800 000	Canada	0 00	24,462 00	34,462 90	-10,000 90	0 00	-10,000 90
MASCO CORP COMMON STOCK, $1 PAR CUSIP 574599106	16 660 6,497 000	United States	0 00	108,240 02	89,392 96	18,847 06	0 00	18,847 06
MASTERCARD INC CL A CUSIP 57636Q104	491 280 1,619 000	United States	0 00	795,382 32	390,424 50	404,957 82	0 00	404,957 82
MATTEL INC COM STOCK $1 00 PAR CUSIP 577081102	36 620 3,013 000	United States	0 00	110,336 06	96,716 23	13,619 83	0 00	13,619 83
MC DONALDS CORP COMMON STOCK, NO PAR CUSIP 580135101	88 210 2,046 000	United States	0 00	180,477 66	182,724 15	-2,246 49	0 00	-2,246 49
MERCADOLIBRE INC COM STK CUSIP 58733R102	78 570 1,500 000	United States	163 50	117,855 00	96,338 67	21,516 33	0 00	21,516 33

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Common Stock								
MERCK & CO INC NEW COM CUSIP 58933Y105	40 940 1,138 000	United States	489 34	46,589 72	46,926 19	-336 47	0 00	-336 47
MERCK & CO INC NEW COM CUSIP 58933Y105	40 940 0 000	United States	1,102 09	0 00	0 00	0 00	0 00	0 00
MERIDIAN BIOSCIENCE INC COM CUSIP 589584101	20 250 2,343 000	United States	0 00	47,445 75	55,535 78	-8,090 03	0.00	-8,090 03
MICHAEL KORS HOLDINGS LTD COM NPV CUSIP G60754101	51 030 3,153 000	United States	0 00	160,897 59	145,634 00	15,263 59	0 00	15,263 59
MICROSOFT CORP COM CUSIP 594918104	26 730 7,126 000	United States	0 00	190,477 98	164,391 06	26,086 92	0 00	26,086 92
MIDDLEBY CORP COM CUSIP 596278101	128 210 317 000	United States	0 00	40,642 57	32,079 90	8,562 67	0 00	8,562 67
MOLEX INC CL A CUSIP 608554200	22 320 3,505 000	United States	0 00	78,231 60	61,711 66	16,519 94	0.00	16,519 94
MONRO MUFFLER BRAKE INC COM CUSIP 610236101	34 970 1,903 000	United States	0 00	66,547 91	60,663 58	5,884 33	0 00	5,884 33
MONSANTO CO NEW COM CUSIP 61166W101	94 650 3,185 000	United States	0 00	301,460 25	227,587 08	73,873 17	0 00	73,873 17
MOOG INC CL A CUSIP 615394202	41 030 1,751 000	United States	0 00	71,843 53	70,374 99	1,468 54	0 00	1,468 54
MORNINGSTAR INC COM STK CUSIP 617700109	62 830 1,785 000	United States	0 00	112,151 55	52,909 50	59,242 05	0 00	59,242 05
MOSAIC CO/THE CUSIP 61945C103	56 630 2,869 000	United States	0 00	162,471 47	163,140 52	-669 05	0 00	-669 05
NABORS INDUSTRIES COM USD0 10 CUSIP G6359F103	14 450 9,225 000	United States	0 00	133,301 25	204,616 02	-71,314 77	0 00	-71,314 77
NATIONAL INSTRS CORP COM CUSIP 636518102	25 810 1,286 000	United States	0 00	33,191 66	17,297 44	15,894 22	0 00	15,894 22
NATIONAL RETAIL PPTYS INC COM STK CUSIP 637417106	31 200 2,084 000	United States	0 00	65,020 80	58,750 40	6,270 40	0 00	6,270 40

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Common Stock								
NEXTERA ENERGY INC COM	69 190							
CUSIP 65339F101	638 000	United States	0 00	44,143 22	41,636 71	2,506 51	0 00	2,506 51
NEXTERA ENERGY INC COM	69 190							
CUSIP 65339F101	3,757 000	United States	0 00	259,946 83	187,503 00	72,443 83	0 00	72,443 83
NIKE INC CL B CL B	51 600							
CUSIP 654106103	3,682 000	United States	0 00	189,991 20	179,509 95	10,481 25	0 00	10,481 25
NOBLE CORPORATION (SWITZERLAND) COM USD0 10	34 820							
CUSIP H5833N103	6,225 000	United States	0 00	216,754 50	244,175 14	-27,420 64	0 00	-27,420 64
NOBLE ENERGY INC COM	101 740							
CUSIP 655044105	2,758 000	United States	0 00	280,598 92	261,388 59	19,210 33	0 00	19,210 33
NORTEL NETWORKS CORP NEW COM	0 005							
CUSIP 656568508	143 000	United States	0 00	0 71	7 87	-7 16	0 00	-7 16
OCCIDENTAL PETROLEUM CORP	76 610							
CUSIP 674599105	3,508 000	United States	0 00	268,747 88	294,222 12	-25,474 24	0 00	-25,474 24
ONEOK INC COM STK	42 750							
CUSIP 682680103	2,955 000	United States	0 00	126,326 25	122,254 49	4,071 76	0 00	4,071 76
ORACLE CORPORATION COM	33 320							
CUSIP 68389X105	6,158 000	United States	0 00	205,184 56	197,639 77	7,544 79	0 00	7,544 79
OWENS CORNING NEW COM STK	36 990							
CUSIP 690742101	1,880 000	United States	0 00	69,541 20	62,245 53	7,295 67	0 00	7,295 67
PARTNERRE HOLDING LTD COM STK	80 490							
CUSIP G6852T105	500 000	United States	0 00	40,245 00	37,079 05	3,165 95	0 00	3,165 95
PFIZER INC COM	25 080							
CUSIP 717081103	14,332 000	United States	0 00	359,446 56	291,654 48	67,792 08	0.00	67,792 08
PHILIP MORRIS INTL COM STK NPV	83 640							
CUSIP 718172109	2,365 000	United States	2,010 25	197,808 60	82,681 10	115,127 50	0 00	115,127 50
PHILIP MORRIS INTL COM STK NPV	83 640							
CUSIP 718172109	1,586 000	United States	1,348 10	132,653 04	133,461 47	-808 43	0 00	-808 43

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Common Stock								
PIONEER NATURAL RESOURCES CO COMMON STK CUSIP 723787107	106 590 1,094 000	United States	0 00	116,609 46	120,100 08	-3,490 62	0 00	-3,490 62
PIONEER NATURAL RESOURCES CO COMMON STK CUSIP 723787107	106 590 772 000	United States	0 00	82,287 48	76,241 87	6,045 61	0 00	6,045 61
PLEXUS CORP COM CUSIP 729132100	25 800 2,202 000	United States	0 00	56,811 60	64,197 50	-7,385 90	0 00	-7,385 90
PLUM CREEK TIMBER CO INC COM CUSIP 729251108	44 370 3,160 000	United States	0 00	140,209 20	100,327 90	39,881 30	0 00	39,881 30
POTASH CORP SASK INC COM CUSIP 73755L107	40 690 4,925 000	Canada	0 00	200,398 25	212,362 90	-11,964 65	0 00	-11,964 65
POTASH CORP SASK INC COM CUSIP 73755L107	40 690 3,621 000	Canada	0 00	147,338 49	135,702 61	11,635 88	0 00	11,635 88
POWER INTEGRATIONS INC COM CUSIP 739276103	33 610 1,135 000	United States	0 00	38,147 35	21,451 61	16,695 74	0 00	16,695 74
PRAXAIR INC COMMON STOCK CUSIP 74005P104	109 450 849 000	United States	0 00	92,923 05	86,676 52	6,246 53	0 00	6,246 53
PROCTER & GAMBLE COM NPV CUSIP 742718109	67 890 3,039 000	United States	0 00	206,317 71	156,164 96	50,152 75	0 00	50,152 75
PROCTER & GAMBLE COM NPV CUSIP 742718109	67 890 2,656 000	United States	0 00	180,315 84	186,183 32	-5,867 48	0 00	-5,867 48
PROCTER & GAMBLE COM NPV CUSIP 742718109	67 890 1,609 000	United States	0 00	109,235 01	104,751 28	4,483 73	0 00	4,483 73
PROSPERITY BANCSHARES INC COM CUSIP 743606105	42 000 1,157 000	United States	0 00	48,594 00	50,699 93	-2,105 93	0 00	-2,105 93
PUBLIC SERVICE ENTERPRISE GROUP INC , COMMON STOCK CUSIP 744573106	30 600 7,125 000	United States	0 00	218,025 00	221,583 36	-3,558 36	0 00	-3,558 36
QUALCOMM INC COM CUSIP 747525103	62 020 5,557 000	United States	0 00	344,645 14	295,542 27	49,102 87	0 00	49,102 87

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Common Stock								
QUEST DIAGNOSTICS INC COM	58 270							
CUSIP 74834L100	1,981 000	United States	0 00	115,432 87	110,484 33	4,948 54	0 00	4,948 54
RANGE RES CORP COM	62 830							
CUSIP 75281A109	773 000	United States	0 00	48,567 59	38,046 46	10,521 13	0 00	10,521 13
RAVEN INDS INC COM STOCK	26 360							
CUSIP 754212108	1,500.000	United States	0 00	39,540 00	14,949 68	24,590 32	0 00	24,590 32
RAYMOND JAMES FINANCIAL INC COMMON STK	38 530							
CUSIP 754730109	1,695 000	United States	237 30	65,308 35	38,938 73	26,369 62	0 00	26,369 62
REALTY INCOME CORP COM	40 210							
CUSIP 756109104	1,039 000	United States	157 66	41,778 19	39,852 09	1,926 10	0 00	1,926 10
REGENERON PHARMACEUTICALS INC COM	171 070							
CUSIP 75886F107	308 000	United States	0 00	52,689 56	55,624 66	-2,935 10	0 00	-2,935 10
RLI CORP COM	64 660							
CUSIP 749607107	888 000	United States	0 00	57,418 08	48,604 28	8,813 80	0 00	8,813 80
RPM INTERNATIONAL INC	29 360							
CUSIP 749685103	2,415 000	United States	0 00	70,904 40	63,046 01	7,858 39	0 00	7,858 39
SALESFORCE COM INC COM STK	168 100							
CUSIP 79466L302	1,208 000	United States	0 00	203,064 80	162,389 29	40,675 51	0 00	40,675 51
SALLY BEAUTY HLDGS INC COM STK	23 570							
CUSIP 79546E104	2,876 000	United States	0 00	67,787 32	37,032 59	30,754 73	0 00	30,754 73
SANDISK CORP COM	43 560							
CUSIP 80004C101	4,325 000	United States	0 00	188,397 00	214,622 93	-26,225 93	0 00	-26,225 93
SANOFI SPONSORED ADR	47 380							
CUSIP 80105N105	2,176 000	France	0 00	103,098 88	85,138 29	17,960 59	0 00	17,960 59
SCANSOURCE INC COM	31 770							
CUSIP 806037107	1,328 000	United States	0 00	42,190 56	27,833 62	14,356 94	0 00	14,356 94
SCHLUMBERGER LTD COM COM	69 290							
CUSIP 806857108	3,243 000	United States	891 82	224,707 47	150,075 14	74,632 33	0 00	74,632 33

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Common Stock								
SCHLUMBERGER LTD COM COM CUSIP 806857108	69 290 3,250 000	United States	893 75	225,192 50	230,545 80	-5,353 30	0 00	-5,353 30
SCHNITZER STEEL INDS INC CL A CUSIP 806882106	30 330 1,629 000	United States	0 00	49,407 57	76,244 75	-26,837 18	0 00	-26,837 18
SEACOR HLDGS INC COM CUSIP 811904101	83 800 687 000	United States	0 00	57,570 60	66,513 98	-8,943 38	0 00	-8,943 38
SHERWIN-WILLIAM S CO , COMMON STOCK, $6 25 PAR CUSIP 824348106	153 820 803 000	United States	0 00	123,517 46	88,719 27	34,798 19	0 00	34,798 19
SIRIUS XM RADIO INC COM STK CUSIP 82967N108	2 890 41,306 000	United States	0 00	119,374 34	117,191 03	2,183 31	0 00	2,183 31
SL GREEN RLTY CORP COM STK CUSIP 78440X101	76 650 796 000	United States	262 68	61,013 40	17,156 51	43,856 89	0 00	43,856.89
SOUTHERN CO , COMMON STOCK, $5 PAR CUSIP 842587107	42 810 2,482 000	United States	0 00	106,254 42	112,061 61	-5,807 19	0 00	-5,807 19
SOUTHERN COPPER CORP DEL COM CUSIP 84265V105	37 860 2,025 000	Peru	0 00	76,666 50	64,857 90	11,808 60	0 00	11,808 60
SPIRIT AEROSYSTEMS HLDGS INC CL A CUSIP 848574109	16 970 2,093 000	United States	0 00	35,518 21	36,054 42	-536 21	0 00	-536 21
STARBUCKS CORP COM CUSIP 855244109	53 620 4,616 000	United States	0 00	247,509 92	110,396 52	137,113 40	0 00	137,113 40
STATE BK FINL CORP COM CUSIP 856190103	15 880 2,536 000	United States	0 00	40,271 68	40,349 71	-78 03	0 00	-78 03
STATOIL ASA CUSIP 85771P102	25 040 2,964 000	Norway	0 00	74,218 56	73,826 45	392 11	0 00	392 11
SUNCOR ENERGY INC NEW COM STK CUSIP 867224107	32 980 5,550 000	Canada	0 00	183,039 00	210,800 82	-27,761 82	0 00	-27,761 82
TAIWAN SEMICONDUCTOR MFG CO LTD SPONSORED ADR CUSIP 874039100	17 160 6,127 000	Taiwan	0 00	105,139 32	79,184 39	25,954 93	0 00	25,954 93

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Common Stock								
TAIWAN SEMICONDUCTOR MFG CO LTD SPONSORED ADR	17 160							
CUSIP 874039100	6,208 000	Taiwan	0 00	106,529 28	87,383 74	19,145 54	0 00	19,145 54
TALISMAN ENERGY INC COM	11 330							
CUSIP 87425E103	2,200 000	Canada	0 00	24,926 00	42,511 55	-17,585 55	0 00	-17,585 55
TECH DATA CORP , COMMON STOCK	45 530							
CUSIP 878237106	962 000	United States	0 00	43,799 86	37,037 26	6,762 60	0 00	6,762 60
TECHNE CORP COM	68 340							
CUSIP 878377100	672 000	United States	0 00	45,924 48	41,838 26	4,086 22	0 00	4,086 22
TECK RESOURCES LIMITED	36 350							
CUSIP 878742204	1,175 000	Canada	536 56	42,711 25	41,563 74	1,147 51	0 00	1,147 51
TERADATA CORP DEL COM STK	61 890							
CUSIP 88076W103	2,078 000	United States	0 00	128,607 42	111,418 60	17,188 82	0 00	17,188 82
THE MEN'S WEARHOUSE INC COMMOM STOCK	31 160							
CUSIP 587118100	2,515 000	United States	0 00	78,367 40	51,479 48	26,887 92	0 00	26,887 92
TIME WARNER CABLE INC COM	97 190							
CUSIP 88732J207	2,506 000	United States	0 00	243,558 14	133,950 72	109,607 42	0 00	109,607 42
TRANSOCEAN LTD	44 650							
CUSIP H8817H100	3,050 000	Switzerland	0 00	136,182 50	239,293 93	-103,111 43	0 00	-103,111 43
TREASURY WINE ESTATES LTD SPONSORED ADR	4 880							
CUSIP 89465J109	21,317 000	United States	0 00	104,026 96	91,652 33	12,374 63	0 00	12,374 63
TRINITY INDUSTRIES, INC , COMMON STOCK, $1 PAR	35 820							
CUSIP 896522109	2,975 000	United States	0 00	106,564 50	43,474 86	63,089 64	0 00	63,089 64
UBS AG SHS COM	15 740							
CUSIP H89231338	4,050 000	Switzerland	0 00	63,747 00	73,233 08	-9,486 08	0 00	-9,486 08
ULTA SALON COSMETICS & FRAGRANCE INC COMSTK	98 260							
CUSIP 90384S303	1,159 000	United States	0 00	113,883 34	92,731 22	21,152 12	0 00	21,152 12
UMPQUA HLDGS CORP COM	11 790							
CUSIP 904214103	3,652 000	United States	0 00	43,057 08	46,311 92	-3,254 84	0 00	-3,254 84

^ Complete cost information not available.

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
UNION PAC CORP COM CUSIP 907818108	125 720 1,841 000	United States	1,270 29	231,450 52	210,678 47	20,772 05	0 00	20,772 05
UNITED TECHNOLOGIES CORP COM CUSIP 913017109	82 010 3,045 000	United States	0 00	249,720 45	142,988 96	106,731 49	0 00	106,731 49
UNITED TECHNOLOGIES CORP COM CUSIP 913017109	82 010 1,531 000	United States	0 00	125,557 31	116,320 94	9,236 37	0 00	9,236 37
UNIVERSAL AMERICAN CORP COM STK CUSIP 91338E101	8 590 4,275 000	United States	0 00	36,722 25	47,886 09	-11,163 84	0 00	-11,163 84
UNIVERSAL HEALTH RLTY INCOME TR SH BEN INT SH BEN INT CUSIP 91359E105	50 610 797 000	United States	0 00	40,336 17	24,841 38	15,494 79	0 00	15,494 79
URBAN OUTFITTERS INC COM CUSIP 917047102	39 360 2,907 000	United States	0 00	114,419 52	111,205 07	3,214 45	0 00	3,214 45
US BANCORP CUSIP 902973304	31 940 5,874 000	United States	1,145 43	187,615 56	106,430 42	81,185 14	0 00	81,185 14
VAIL RESORTS INC COM CUSIP 91879Q109	54 090 2,235 000	United States	0 00	120,891 15	73,662 24	47,228 91	0 00	47,228 91
VALEANT PHARMACEUTICALS INTERNATIONAL INC COMMON CUSIP 91911K102	59 770 3,306 000	Canada	0 00	197,599 62	175,447 36	22,152 26	0 00	22,152 26
VERMILION ENERGY INC COM CUSIP 923725105	52 280 1,015 000	Canada	195 70	53,064 20	46,640 87	6,423 33	0 00	6,423 33
VISTEON CORP COM NEW COM NEW CUSIP 92839U206	53 820 2,037 000	United States	0 00	109,631 34	88,120 71	21,510 63	0 00	21,510 63
VORNADO RLTY TR COMMON STOCK CUSIP 929042109	80 080 12 000	United States	0 00	960 96	398 75	562 21	0 00	562 21

^ Complete cost information not available

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Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
WAL-MART STORES, INC COMMON STOCK, $ 10 PAR CUSIP 931142103	68 230 5,138 000	United States	0 00	350,565 74	265,787 29	84,778 45	0 00	84,778 45
WEATHERFORD INTL LTD CUSIP H27013103	11 190 8,850 000	United States	0 00	99,031 50	183,697 79	-84,666 29	0 00	-84,666 29
WELLS FARGO & CO NEW COM STK CUSIP 949746101	34 180 12,671 000	United States	0 00	433,094 78	368,966 84	64,127 94	0 00	64,127 94
WESTAMERICA BANCORPORATION COM CUSIP 957090103	42 590 1,070 000	United States	0 00	45,571 30	46,752 30	-1,181 00	0 00	-1,181 00
WEX INC CUSIP 96208T104	75 370 560 000	United States	0 00	42,207 20	26,258 06	15,949 14	0 00	15,949 14
WHIRLPOOL CORP COMMON STOCK, $1 PAR CUSIP 963320106	101 750 1,014 000	United States	0 00	103,174 50	101,973 82	1,200 68	0 00	1,200 68
WHITE MOUNTAINS INSURANCE GROUP COM STOCK CUSIP G9618E107	515 000 218 000	United States	0 00	112,270 00	52,122 49	60,147 51	0 00	60,147 51
WHOLE FOODS MKT INC COM CUSIP 966837106	91 330 2,078 000	United States	0 00	189,783 74	64,125 88	125,657 86	0 00	125,657 86
WILLIAMS COMPANY INC COMMON STOCK $1 PAR CUSIP 969457100	32 740 4,244 000	United States	0 00	138,948 56	132,505 74	6,442 82	0 00	6,442 82
WOLVERINE WORLD WIDE INC COM CUSIP 978097103	40 980 1,146 000	United States	137 52	46,963 08	31,200 77	15,762 31	0 00	15,762 31
YANDEX N V COM USD0 01 CL 'A CUSIP N97284108	21 570 4,713 000	Russian	0 00	101,659 41	133,875 70	-32,216 29	0 00	-32,216 29
YUM BRANDS INC COM CUSIP 988498101	66 400 2,114 000	United States	0 00	140,369 60	141,334 99	-965 39	0 00	-965 39
YUM BRANDS INC COM CUSIP 988498101	66 400 1,573 000	United States	0 00	104,447 20	113,087 69	-8,640 49	0 00	-8,640 49
Total Common Stock								

^ Complete cost information not available.

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Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
			48,771 51	51,852,625 71	42,776,915 21	9,075,710 50	0 00	9,075,710 50

^ Complete cost information not available.

*Generated by Northern Trust on 24 Oct 13

Northern Trust

Portfolio Value

As of 31 DEC 12

Consolidation Name **Offield Family Foundation**

Security Description	Market Price Local							
Asset ID	Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Preferred Stock								
ADR COMPANHIA ENERGETICA DE MINAS GERAIS SPONSORED ADR CUSIP 204409601	10 860 2,286 000	Brazil	3,927 46	24,825 96	40,542 61	-15,716 65	0 00	-15,716 65
ADR ITAU UNIBANCO HLDG SA SPONSORED ADR REPSTG 500 CUSIP 465562106	16 460 11,522 000	Brazil	84 45	189,652 12	222,492 08	-32,839 96	0 00	-32,839 96
Total Preferred Stock			4,011.91	214,478 08	263,034 69	-48,556 61	0 00	-48,556 61
TOTAL				**52,0367,103.79**	**43,039,949.90**			

*NOTE - FAIR MARKET VALUE AND BOOK VALUE AS REPORTED ON LINE 10B ALSO INCLUDES AN ADDITIONAL INVESTMENT IN THE FOLLOWING PARTNERSHIP:

NORTHERN TRUST MULTI-ADVISOR FUNDS EMERGING MARKETS DEBT FUND (EIN: 45-3156429)

ADDITIONAL FAIR MARKET VALUE OF THIS INVESTMENT = 81,328, BOOK VALUE OF THIS INVESTMENT = 207,407.

^ Complete cost information not available.

*Generated by Northern Trust on 24 Oct 13

Northern Trust | **Portfolio Value**
As of 31 DEC 12

Consolidation Name **Offield Family Foundation**

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Corporate Bonds								
5 0% DUE 03-01-2021 REG CUSIP 25459HBA2	112 178 85,000 000	United States	1,416 66	95,351 30	91,978 00	3,373 30	0 00	3,373 30
AMB PPTY L P 7 5% NT DUE 06-30-2018 BEO CUSIP 00163MAB0	123 621 70,000 000	United States	14 58	86,534 70	77,618 10	8,916 60	0 00	8,916 60
APACHE CORP 3 25% DUE 04-15-2022 REG CUSIP 037411AZ8	105 981 45,000 000	United States	308 74	47,691 27	47,037 15	654 12	0 00	654 12
AUTOZONE INC 4 0% DUE 11-15-2020/11-15-20 10 REG CUSIP 053332AL6	108 447 80,000 000	United States	408 88	86,757 44	87,386 20	-628 76	0 00	-628 76
BANK AMER CORP 5 75% DUE 08-15-2016 BEO CUSIP 060505CL6	109 353 70,000 000	United States	1,520 55	76,547 24	76,759 90	-212 66	0 00	-212 66
BANK AMER CORP 7 625% DUE 06-01-2019/06-02-20 09 REG CUSIP 06051GDZ9	127 957 115,000 000	United States	730 72	147,150 66	131,121 55	16,029 11	0 00	16,029 11
BANK NOVA SCOTIA B C 1 375% DUE 12-18-2017 REG CUSIP 064159BE5	100 139 50,000 000	Canada	24 82	50,069 25	49,944 50	124 75	0 00	124,75
BARRICK GOLD CORP 2 9% DUE 05-30-2016 REG CUSIP 067901AF5	104 920 65,000 000	Canada	162 31	68,198 06	66,221 35	1,976 71	0 00	1,976 71
BB&T CORP SR MEDIUM TERM NTS BOOK ENTRY 3 95% DUE 04-29-2016 CUSIP 05531FAF0	109 045 110,000 000	United States	748 30	119,949 61	109,865 80	10,083 81	0 00	10,083 81
BEAR STEARNS COS INC BEAR STEARNS CO 6 410 2 17 6 4% DUE CUSIP 073902PR3	120 100 85,000 000	United States	1,344 88	102,084 83	98,449 60	3,635 23	0 00	3,635 23
BHP BILLITON FIN USA LTD 1 0% DUE 02-24-2015 REG CUSIP 055451AN8	100 741 105,000 000	Australia	370 41	105,777 94	105,343 95	433 99	0 00	433 99

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Security Description	Market Price Local								
Asset ID		Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Corporate Bonds									
BOARDWALK PIPELINES LP BOARDWALK PIPELINES LP CUSIP 096630AA6	111 712	70,000 000	United States	525 48	78,198 40	79,585 80	-1,387 40	0 00	-1,387 40
BOEING CO SR NT 3 5% DUE 02-15-2015 REG CUSIP 097023AY1	105.870	60,000 000	United States	793 33	63,522 06	64,841 40	-1,319 34	0 00	-1,319 34
BUNGE LTD FIN CORP 4 1% DUE 03-15-2016 REG CUSIP 120568AU4	107 423	65,000 000	United States	784 69	69,824 69	65,304 85	4,519 84	0 00	4,519 84
CAPITAL ONE FINL CORP 2 15% DUE 03-23-2015 REG CUSIP 14040HAZ8	102 074	50,000 000	United States	292 63	51,037 05	51,150 00	-112 95	0 00	-112 95
CATERPILLAR FINL SVCS CORP MEDIUM TERM NTS-BOOK ENTRY CUSIP 14912L4V0	101 215	65,000 000	United States	101 78	65,789 75	65,599 95	189 80	0 00	189 80
COLUMBUS SOUTHN PWR CO 5 5% DUE 03-01-2013/02-28-20 CUSIP 199575AR2	100 796	83,000 000	United States	1,521 66	83,660 68	88,697 95	-5,037 27	0 00	-5,037 27
COMCAST CORP NEW 6 3% DUE 11-15-2017/08-23-20 07 BEO CUSIP 20030NAU5	122 676	80,000 000	United States	644 00	98,141 20	96,449 60	1,691 60	0 00	1,691 60
CONAGRA FOODS INC SR NT 5 875% DUE 04-15-2014 RE CUSIP 205887BE1	106 397	70,000 000	United States	868 19	74,478 11	75,974 90	-1,496 79	0 00	-1,496 79
CORN PRODS INTL INC NT 3 2% DUE 11-01-2015/09-17-20 10 REG CUSIP 219023AE8	104 969	50,000 000	United States	266 66	52,484 70	52,325 50	159 20	0 00	159 20
DEERE JOHN CAP CORP MEDIUM TERM NTS-BOOKENTRY CUSIP 24422ERV3	99 997	65,000 000	United States	144 08	64,998 18	64,955 80	42 38	0 00	42 38

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Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Corporate Bonds								
DOMINION RES INC VA NEW 5 0% DUE 03-15-2013/03-14-20 13 BEO CUSIP 25746UAM1	100 937 70,000 000	United States	1,030 55	70,655 90	74,396 70	-3,740 80	0 00	-3,740 80
DOW CHEM CO 7 6% DUE 05-15-2014/05-13-20 09 REG CUSIP 260543BW2	109 178 23,000 000	United States	223 35	25,110 96	26,731 06	-1,620 10	0 00	-1,620 10
ELECTRONIC DATA SYS CORP NEW 6 0% DUE 08-01-2013/11-10-20 CUSIP 285661AD6	102 518 90,000 000	United States	2,250 00	92,266 47	99,463 50	-7,197 03	0 00	-7,197 03
ENSCO PLC FORMERLY ENSCO INTL PLC TO 03/31/2010 4 7% CUSIP 29358QAA7	112 536 50,000 000	United Kingdom	691 94	56,267 85	55,879 00	388 85	0 00	388 85
ENTERPRISE PRODS OPER LLC 6 5% DUE 01-31-2019/04-03-20 CUSIP 29379VAC7	125 320 60,000 000	United States	1,635 83	75,192 30	66,110 40	9,081 90	0 00	9,081 90
EQUITY RESIDENTIAL PPTY 5 125 3 15 16 5 125% DUE CUSIP 29476LAC1	111 526 50,000 000	United States	754 51	55,762 80	54,484 50	1,278 30	0 00	1,278 30
FIRST HORIZON NATL CORP 5 375% DUE 12-15-2015 REG CUSIP 320517AA3	109 316 60,000 000	United States	143 33	65,589 60	63,198 00	2,391 60	0 00	2,391 60
GENERAL ELEC CAP CORP MEDIUM TERM NTS BOOK ENTRY MTN 4 375% CUSIP 36962G4R2	111 605 90,000 000	United States	1,148 43	100,444 14	90,883 40	9,560 74	0 00	9,560 74
GENERAL ELEC CAP CORP MEDIUM TERM NTS BOOK ENTRY MTN 5 4% CUSIP 36962G2G8	115 010 85,000 000	United States	1,734 00	97,758 58	87,816 05	9,942 53	0 00	9,942 53

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Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Corporate Bonds								
GEORGIA PWR CO 3 0% DUE 04-15-2016 REG CUSIP 373334JV4	106 893 60,000 000	United States	379 99	64,135 50	63,643 20	492 30	0 00	492 30
GOLDMAN SACHS GROUP INC FOR FUTURE EQUITGS 5 75 10/01/16 5 75% CUSIP 38141GER1	113 786 70,000 000	United States	1,006 25	79,650 41	74,292 40	5,358 01	0 00	5,358 01
GOLDMAN SACHS GROUP INC MEDIUM TERM NTS FXD RATE BOOK CUSIP 38141EA58	114 603 70,000 000	United States	1,107 84	80,222 10	72,952 85	7,269 25	0 00	7,269 25
HCP INC 5 375% DUE 02-01-2021/01-24-20 11REG CUSIP 40414LAD1	113 876 75,000 000	United States	1,679 68	85,406 70	75,090.75	10,315 95	0 00	10,315 95
HSBC FIN CORP 5 0% DUE 06-30-2015 BEO CUSIP 40429CCS9	108 398 110,000 000	United States	15 27	119,237 58	114,824 60	4,412 98	0 00	4,412 98
JEFFERIES GROUP INC NEW 5 125% DUE 04-13-2018 REG CUSIP 472319AK8	105 000 65,000 000	United States	721 77	68,250 00	64,773 80	3,476 20	0 00	3,476 20
KROGER CO 2 2% DUE 01-15-2017 REG CUSIP 501044CP4	103 341 65,000 000	United States	659 38	67,171 97	66,441 05	730 92	0 00	730 92
METLIFE INC 6 817% DUE 08-15-2018 REG CUSIP 59156RAR9	125 977 100,000.000	United States	2,575 31	125,977 20	111,853 00	14,124 20	0 00	14,124 20
METLIFE INC 7 717% DUE 02-15-2019/02-15-20 11 REG CUSIP 59156RAT5	131 101 40,000 000	United States	1,166 12	52,440 36	52,712 80	-272 44	0 00	-272 44
NORDSTROM INC 4 75% DUE 05-01-2020/04-23-20 10 REG CUSIP 655664AN0	116 095 60,000 000	United States	475 00	69,657 30	64,779 18	4,878 12	0 00	4,878 12

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Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Corporate Bonds								
ONEOK PARTNERS L P 3 375% DUE 10-01-2022/09-13-20 12 REG CUSIP 68268NAJ2	101 905 50,000 000	United States	506 25	50,952 25	49,969 50	982 75	0 00	982 75
PEPSICO INC SR NT 0 75% 3-5-2015 CUSIP 713448BX5	100 360 45,000 000	United States	108 75	45,161 91	45,251 10	-89 19	0 00	-89 19
PFIZER INC NT 5 35% DUE 03-15-2015 REG CUSIP 717081DA8	110 131 60,000 000	United States	945 16	66,078 36	68,346 60	-2,268 24	0 00	-2,268 24
PRUDENTIAL FINL INC MEDIUM TERM NTS BOOKENTRY TRANCHE # TR CUSIP 74432QBE4	100 112 85,000 000	United States	1,106 53	85,095 11	89,250 85	-4,155 74	0 00	-4,155 74
ROYAL BK CDA GLOBAL MEDIUM TERM SR BK NTS BOOK ENTRY CUSIP 78008K5V1	105 839 60,000 000	Canada	345 00	63,503 28	63,330 60	172 68	0 00	172 68
SAFEWAY INC 6 35% DUE 08-15-2017 BEO CUSIP 786514BP3	113 572 85,000 000	United States	2,039 05	96,535 94	99,147 40	-2,611 46	0 00	-2,611 46
SEMPRA ENERGY 6 5% DUE 06-01-2016/05-15-20 09 BEO CUSIP 816851AN9	117 235 70,000 000	United States	379 16	82,064 64	75,273 80	6,790 84	0 00	6,790 84
SHELL INTL FIN B V 4 0% DUE 03-21-2014/03-23-20 09 REG CUSIP 822582AF9	104 401 60,000 000	Netherlands	666 66	62,640 48	64,006 80	-1,366 32	0 00	-1,366 32
STARBUCKS CORP 6 25% DUE 08-15-2017/08-14-20 17 BEO CUSIP 855244AC3	120 286 65,000 000	United States	1,534 72	78,185 90	75,384 40	2,801 50	0 00	2,801 50
SYMANTEC CORP 2 75% DUE 06-15-2017/06-14-20 12 REG CUSIP 871503AJ7	102 842 65,000 000	United States	79 44	66,847 49	65,092 30	1,755 19	0 00	1,755 19

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Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Corporate Bonds								
TOYOTA MTR CR CORP MEDIUM TERM NTS BOOK ENTRY TRANCHE # CUSIP 89233P4B9	106 041 70,000 000	United States	87 11	74,228 56	74,771 90	-543 34	0 00	-543 34
U S BANCORP MEDIUM TERM NTS- BOOK ENTRY 3 15% DUE CUSIP 91159HGU8	105 381 85,000 000	United States	870 18	89,573 85	84,983 85	4,590 00	0 00	4,590.00
UNITEDHEALTH GROUP INC 4 7% DUE 02-15-2021/02-17-20 CUSIP 91324PBP6	116 500 75,000 000	United States	1,331 66	87,374 77	75,112 50	12,262 27	0 00	12,262 27
UNITEDHEALTH GROUP INC 4 875% DUE 04-01-2013/03-25-20 CUSIP 91324PAE2	101 051 70,000 000	United States	853 12	70,735 98	75,422 20	-4,686 22	0 00	-4,686 22
VALERO ENERGY CORP NEW 9 375% DUE 03-15-2019 REG CUSIP 91913YAN0	137 548 65,000 000	United States	1,794 27	89,406 13	77,240 15	12,165 98	0 00	12,165 98
VERIZON COMMUNICATIONS INC 5 5% DUE 02-15-2018/02-12-20 CUSIP 92343VAL8	120 087 85,000 000	United States	1,766 11	102,074 12	94,916 55	7,157 57	0 00	7,157 57
VODAFONE GROUP PLC NEW 5 0% DUE 12-16-2013/09-22-20 03 BEO CUSIP 92857WAF7	104 274 140,000 000	United Kingdom	291 66	145,983 18	151,968 60	-5,985 42	0 00	-5,985 42
VORNADO RLTY L P 4 25% DUE 04-01-2015/03-26-20 10 REG CUSIP 929043AF4	105 701 75,000 000	United States	796 87	79,275 75	73,224 00	6,051 75	0 00	6,051.75
WACHOVIA CORP NEW WACHOVIA CORP 5 75% DUE 06-15-2017 CUSIP 929903DT6	118 437 70,000 000	United States	178 88	82,905 62	72,251 20	10,654 42	0 00	10,654 42

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Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Corporate Bonds								
WASTE MANAGEMENT INC 2 9% DUE 09-15-2022REG	98 945							
CUSIP 94106LAY5	50,000 000	United States	439 02	49,472 45	49,681 50	-209 05	0 00	-209 05
WELLS FARGO & CO NEW 5 625% DUE 12-11-2017 BEO	119 270							
CUSIP 949746NX5	110,000 000	United States	343 75	131,197 44	124,161 40	7,036 04	0 00	7,036 04
Total Corporate Bonds			48,855 25	4,838,738 05	4,675,725 29	163,012 76	0 00	163,012 76

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Northern Trust | *Portfolio Value*
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Consolidation Name **Offield Family Foundation**

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Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Commercial Mortgage-Backed								
CMO BANC AMER COML MTG INC VAR RT DUE 07-10-2043 BEO CUSIP 05947UM21	108 508 60,000 000	United States	242 85	65,104 86	65,709 38	-604 52	0 00	-604 52
CMO BEAR STEARNS COML MTG SECS INC SER 2005-T18 CL A-4 CUSIP 07383F5K0	107 996 55,000 000	United States	226 09	59,397 63	60,265 82	-868 19	0 00	-868 19
CMO CREDIT SUISSE COML MTG TR SER 2006-C4 MTG PASSTHRU CUSIP 22545MAD9	113 532 50,000 000	United States	227 79	56,765 90	57,023 44	-257 54	0 00	-257 54
CMO CREDIT SUISSE FIRST BOSTON MTG SECS CORP SER 2003-C3 CUSIP 22541QDJ8	100 301 31,696 830	United States	103 96	31,792 30	32,743 07	-950 77	0 00	-950 77
CMO LB-UBS COML MTG TR 2006-C7 COML MTG PASSTHRU CTF CL CUSIP 50180CAD2	114 915 60,000 000	United States	178 23	68,949 30	65,158 59	3,790 71	0 00	3,790 71
CMO WACHOVIA BK COML MTG TR 2004-C10 COML MTG PASSTHRU CUSIP 929766NQ2	103 519 93,182 850	United States	368 69	96,462 23	98,358 86	-1,896 63	0 00	-1,896 63
CMO WACHOVIA BK COML MTG TR COML MTG PASS-TH MTG CUSIP 92978PAE9	114 994 145,000 000	United States	641 38	166,740 57	152,907 03	13,833 54	0 00	13,833 54
COMM 2012-CCRE4 MTG TR MTG PASS THRU CTFCL A-3 2 853% DUE CUSIP 12624QAR4	102 735 49,999 990	United States	118 87	51,367 34	51,249 48	117 86	0 00	117 86
COMM 2012-LC4 MTG TR CTF CL A-4 3 288% 12-10-2044 CUSIP 126192AD5	107 196 50,000 000	United States	137 00	53,598 10	50,605 47	2,992 63	0 00	2,992 63

^ Complete cost information not available.

*Generated by Northern Trust on 24 Oct 13

Northern Trust | ***Portfolio Value***
As of 31 DEC 12

Consolidation Name **Offield Family Foundation**

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Commercial Mortgage-Backed								
GS MTG SECS TR 2012-GC6 COML MTG PASSTHRU CTF CL A-3 3 482% CUSIP 36192BAY3	109 134 75,000 000	United States	217 62	81,850 27	76,122 11	5,728 16	0 00	5,728 16
GS MTG SECS TR 2012-GCJ9 CL A3 2 773% 11-10-2022 REG CUSIP 36192PAJ5	102 415 45,000 000	United States	103 98	46,086 75	46,124 03	-37 28	0 00	-37 28
J P MORGAN CHASE SER 2012-C8 CL A3 2 8291% 10-15-2045 CUSIP 46638UAC0	102 504 50,000 000	United States	117 87	51,252 00	51,249 80	2 20	0 00	2 20
WFRBS COML MTG TR 2011-C5 COML MTG PASSTHRU CTF CUSIP 92936JBB9	110 392 60,000 000	United States	183 34	66,235 26	63,112 50	3,122 76	0 00	3,122 76
Total Commercial Mortgage-Backed			2,867 67	895,602 51	870,629 58	24,972 93	0 00	24,972 93

^ Complete cost information not available

*Generated by Northern Trust on 24 Oct 13

Northern Trust

Portfolio Value

As of 31 DEC 12

Consolidation Name **Offield Family Foundation**

Asset Backed Securities

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
ALLY AUTO RECEIVABLES TR 2012-3 ASSET BACKED NT CL A-2 CUSIP 02005EAB6	100 172 105,000 000	United States	32 66	105,180 28	104,995 26	185 02	0 00	185 02
ALLY AUTO RECEIVABLES TR 2012-4 ASSET BACKED NT CL A-2 CUSIP 02006EAB5	100 015 70,000 000	United States	14 93	70,010 43	69,996 28	14 15	0 00	14 15
ALLY MASTER OWNER TR 2012-1 ASSET BACKEDNT CL A-2 7 0% DUE CUSIP 02005ACC0	101 236 100,000 000	United States	64 00	101,236 50	99,992 27	1,244 23	0 00	1,244 23
AMERICREDIT AUTOMOBILE RECEIVABLES TR 20ASST BKD NTS CUSIP 03063XAC9	100 047 55,000 000	United States	17 21	55,025 79	54,998 11	27 68	0 00	27 68
CARMAX AUTO OWNER TR 2012-2 ASSET BACKEDNT CL A-3 84% DUE CUSIP 14313JAC5	100 680 110,000 000	United States	41 06	110,748 00	109,977 37	770 63	0 00	770 63
CARMAX AUTO OWNER TR 2012-3 ASSET BACKEDNT CL A-3 CUSIP 14313KAC2	99 968 95,000 000	United States	21 95	94,969 60	94,978 25	-8 65	0 00	-8 65
FORD CR AUTO LEASE TR 2012-A ASSET BACKED NT CL A-2 63% DUE CUSIP 34529VAC6	100 071 115,524 860	United States	32 34	115,606 42	115,513 02	93 40	0 00	93 40
GE CAP CR CARD MASTER NT TR 2012-5 ASSETBACKED NT CUSIP 36159JDE8	100 864 110,000 000	United States	46 44	110,949 85	109,970 61	979 24	0 00	979 24
HONDA AUTO RECEIVABLES 2010-3 OWNER TR ASSET BACKED NT CUSIP 43813BAD4	100 443 90,000 000	United States	23 49	90,398 25	89,838 28	559 97	0 00	559 97

^ Complete cost information not available

*Generated by Northern Trust on 24 Oct 13

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Asset Backed Securities								
HYUNDAI AUTO RECEIVABLES SER 2012-C CL A3 53% 04-17-2017 REG CUSIP 44890KAC0	100 010 95,000 000	United States	22 37	95,009 50	94,988 02	21 48	0 00	21 48
TOYOTA AUTO RECEIVABLES 2011-B OWNER TR ABS 52999997139% CUSIP 89236QAB7	100 045 47,178 890	United States	11 11	47,200 02	47,178 16	21 86	0 00	21 86
TOYOTA AUTO RECEIVABLES 2012-B OWNER TR NT CL A-3 CUSIP 89231NAC7	99 954 50,000 000	United States	10 22	49,977 05	49,995 25	-18 20	0 00	-18 20
WORLD FINL NETWORK CR CARD MA 1 76% 2012-B A 5-17-2021 CUSIP 981464DB3	101 105 90,000 000	United States	70 39	90,994 14	89,997 73	996 41	0 00	996 41
WORLD OMNI AUTO RECEIVABLES TR SER 2012-A CL A3 1 0% 02-15-2017 CUSIP 98157HAB3	100 508 80,000 000	United States	22 75	80,406 32	79,994 02	412 30	0 00	412 30
Total Asset Backed Securities			430 92	1,217,712 15	1,212,412 63	5,299 52	0 00	5,299 52
TOTAL				**6,952,052.71**	**6,758,767.50**			

^ Complete cost information not available.

*Generated by Northern Trust on 24 Oct 13

OFFIELD FAM FDN-YIELD ORIENTED

Account Number:

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

ALTERNATIVE INVESTMENTS *Description*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
COAST ACCESS II LTD	11/01/07	237,078	1.4261	338,120 64	0.9715	230,321.28	(107,799.36)		
(.1840 FRACTIONAL SHARE)	*11/01/07*		*1 4130*	*0 26*	*0 9715*	*.18*	*(0 08)*		
CLASS I EST MKT PRICE AS OF 10/31/12									
Subtotal		*237,078.1840*		*338,120.90*		***230,321.46***	*(107,799.44)*		
TOTAL				338,120.90		**230,321.46**	(107,799.44)		

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Northern Trust

Portfolio Value

As of 31 DEC 12

Consolidation Name **Offield Family Foundation**

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Funds - Common Stock								
MFO DFA EMERGING MARKETS VALUE CUSIP 233203587	29 840 160,202 060	Emerging Markets	0 00	4,780,429 47	4,100,000 00	680,429 47	0 00	680,429 47
Total Funds - Common Stock			0 00	4,780,429.47	4,100,000.00	680,429 47	0 00	680,429 47

^ Complete cost information not available.

*Generated by Northern Trust on 24 Oct 13

Northern Trust

Portfolio Value

As of 31 DEC 12

Account Number
Account Name **OFFIELD FNDTN - GLI**

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Funds - Common Stock								
MFB NORTHERN MULTI MANAGER GLOBAL LISTEDINFRASTRU	10 040							
CUSIP 665162384	99,206 350	United States	0 00	996,031 75	1,000,000 00	-3,968 25	0 00	-3,968 25
Total Funds - Common Stock			0 00	996,031 75	1,000,000 00	-3,968 25	0 00	-3,968 25

^ Complete cost information not available

*Generated by Northern Trust on 24 Oct 13

Northern Trust

Portfolio Value

As of 31 DEC 12

Consolidation Name **Offield Family Foundation**

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Funds - Corporate Bond								
MFO PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL	9 640							
CUSIP 693390841	471,969 330	United States	22,813 68	4,549,784 34	3,700,000 00	849,784 34	0 00	849,784 34
Total Funds - Corporate Bond			22,813 68	4,549,784 34	3,700,000 00	849,784 34	0 00	849,784 34

^ Complete cost information not available

*Generated by Northern Trust on 24 Oct 13

Northern Trust | ***Portfolio Value***
As of 31 DEC 12

Consolidation Name **Offield Family Foundation**

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Funds - Other Fixed Income								
MFO PIMCO FDS PAC INVT MGMT SER ALL ASSET FD INSTL CL	12 580							
CUSIP 722005626	178,862 500	United States	13,942 33	2,250,090 25	2,098,057 76	152,032 49	0 00	152,032 49
Total Funds - Other Fixed Income			13,942 33	2,250,090 25	2,098,057 76	152,032 49	0 00	152,032 49

^ Complete cost information not available.

*Generated by Northern Trust on 24 Oct 13

Northern Trust

Portfolio Value

As of 31 DEC 12

Consolidation Name **Offield Family Foundation**

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Funds - Commodity Linked								
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN	6 640							
CUSIP 722005667	237,041 160	United States	0 00	1,573,953 30	1,953,951 32	-379,998 02	0 00	-379,998 02
Total Funds - Commodity Linked			0 00	1,573,953 30	1,953,951 32	-379,998 02	0 00	-379,998 02

^ Complete cost information not available

*Generated by Northern Trust on 24 Oct 13

Northern Trust

Portfolio Value

As of 31 DEC 12

Consolidation Name **Offield Family Foundation**

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Hedge Fund of Funds								
CF PINE GROVE OFFSHORE LTD CL C FD CUSIP 4632511JK	240 240 23,082 480	United States	0 00	5,545,334 99	4,900,000 00	645,334 99	0 00	645,334 99
Total Hedge Fund of Funds			0 00	5,545,334 99	4,900,000 00	645,334 99	0 00	645,334 99
TOTAL				**19,925,945.56**	**18,090,129.98**			

^ Complete cost information not available.

*Generated by Northern Trust on 24 Oct 13

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED DECEMBER 31, 2012
PART XV - GRANTS AND CONTRIBUTIONS PAID

, LINE 3a - GRANTS PAID DURING THE YEAR	FOUNDATION STATUS	TOTAL
ND GIRLS CLUBS OF BROWARD COUNTY W 61ST STREET, FT LAUDERDALE, FL 33309	PUBLIC CHARITY	20,000
R.B O.R , INC BOX 112, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	14,500
TTLE TRAVERSE CONSERVANCY 264 POWELL ROAD, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	206,927
OCEAN FUTURES SOCIETY 513 DA LA VINA STREET, SANTA BARBARA, CA 93101	PUBLIC CHARITY	50,000
PEREGRINE FUND INC. 5668 WEST FLYING HAWK LANE, BOISE, ID 83709	PUBLIC CHARITY	250,000
POLICE ATHLETIC LEAGUE 991 LONGWOOD AVE, BRONX, NY 10459	PUBLIC CHARITY	15,000

CHANGE OF ACCOUNTING PERIOD

THE OFFIELD FAMILY FOUNDATION 36-6066240

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)							1,850,297.	

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE OFFIELD FAMILY FOUNDATION	Employer identification number (EIN) or 36-6066240
	Number, street, and room or suite no If a P O box, see instructions 400 NORTH MICHIGAN AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions CHICAGO, IL 60611	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ BDO USA, LLP

Telephone No ▶ 616 774-7000 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ ☐ If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☐ calendar year 20 ____ or

▶ ☒ tax year beginning 07/01, 2012, and ending 12/31, 20 12

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☒ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 87,286.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 57,286.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 30,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2013)

JSA
2F8054 2 000

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE OFFIELD FAMILY FOUNDATION	Employer identification number (EIN) or 36-6066240
	Number, street, and room or suite no If a P O box, see instructions 400 NORTH MICHIGAN AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions CHICAGO, IL 60611	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ BDO USA, LLP
  Telephone No ▶ 616 774-7000 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . . . ▶ ☐ If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

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

5 For calendar year ______ , or other tax year beginning 07/01 , 20 12 , and ending 12/31 , 20 12

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

7 State in detail why you need the extension INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE FROM THIRD PARTIES

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$ 87,286.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 87,286.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**8c**	$ 0

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ Date ▶