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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.

2012

Open to Public Inspection

For calendar year **2012** or tax year beginning , **2012**, and ending , **20**

Name of foundation THE BRUNING FOUNDATION C/O LARRY J. BROOKS		A Employer identification number 36-6068626
Number and street (or P O box number if mail is not delivered to street address) 787 BERKSHIRE LANE	Room/suite	B Telephone number (see instructions) 847-827-4450
City or town, state, and ZIP code DES PLAINES, ILLINOIS 60016-7545		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 16,898,572	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	452,334	490,964	452,334	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	296,658			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		248,939		
	8 Net short-term capital gain			12,410	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	189	189	189	
	12 Total. Add lines 1 through 11	749,181	740,092	464,933	
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	34,150	34,150	34,150	
	c Other professional fees (attach schedule)	126,094	147,515	126,094	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,000			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	8,010	8,010	8,010	
	22 Printing and publications				
	23 Other expenses (attach schedule)	862	862	862	
	24 Total operating and administrative expenses. Add lines 13 through 23	173,116	190,537	169,116	
	25 Contributions, gifts, grants paid	809,900			809,900
	26 Total expenses and disbursements. Add lines 24 and 25	983,016	190,537	169,116	
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	(233,835)			
	b Net investment income (if negative, enter -0-)		549,555		
	c Adjusted net income (if negative, enter -0-)			295,817	

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		30,194	28,272	28,272
	2 Savings and temporary cash investments		393,192	456,378	456,378
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U.S. and state government obligations (attach schedule)		0	0	0
	b Investments—corporate stock (attach schedule)		14,096,530	13,801,420	16,413,922
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		14,519,916	14,286,070	16,898,572
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		5,833,892	5,833,892	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		8,686,024	8,452,178	
	30 Total net assets or fund balances (see instructions)		14,519,916	14,286,070	
	31 Total liabilities and net assets/fund balances (see instructions)		14,519,916	14,286,070	

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	14,519,916
2 Enter amount from Part I, line 27a	2	(233,835)
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1, 2, and 3	4	14,286,081
5 Decreases not included in line 2 (itemize) ▶ CLEARING ACCOUNT	5	11
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	14,286,070

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE					
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					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
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	248,939	
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	12,410	

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.

(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	760,500	16,603,405	0.0458
2010	719,500	15,560,388	0.0462
2009	962,406	14,215,388	0.0677
2008	862,480	17,359,986	0.0497
2007	917,550	20,009,029	0.0459
2 Total of line 1, column (d)			2 0.2553
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 0.0511
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 16,668,346
5 Multiply line 4 by line 3			5 851,752
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,496
7 Add lines 5 and 6			7 857,248
8 Enter qualifying distributions from Part XII, line 4 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.			8 809,900

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		10.991
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		10.991
4	Subtle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		10.991
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	11.378	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		11.378
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		387
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax 387 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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?	✓	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ILLINOIS		
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? <i>If "No," attach explanation</i>	✓	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>LARRY J. BROOKS</u>	Telephone no. ▶	<u>847-827-4450</u>	
	Located at ▶ <u>787 BERKSHIRE LANE, DES PLAINES, ILLINOIS</u>	ZIP+4 ▶	<u>60016-7545</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here.	▶	☐	
	and enter the amount of tax-exempt interest received or accrued during the year	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	Yes	No
	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	N/A
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☐ No		
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b** *N/A***c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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? ☐ Yes ☒ NoIf "Yes" to 6b, file Form 8870. **6b** *✓***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? ☐ Yes ☒ No **7b** *N/A***Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED SCHEDULE				

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
NONE		
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 NONE	
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	
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	16,498,737
b	Average of monthly cash balances	1b	423,442
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	16,922,179
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	16,922,179
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	253,833
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,668,346
6	Minimum investment return. Enter 5% of line 5	6	833,417

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	833,417
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,991
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,991
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	822,426
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	822,426
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	822,426

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	809,900
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	809,900
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	809,900

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				822,426
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			803,683	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ _____				
a Applied to 2011, but not more than line 2a			803,683	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2012 distributable amount				6,217
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				816,209
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	N/A				
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).)

HERBERT F. BRUNING & PAUL J. BRUNING

- 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:

N/A

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

N/A

- c** Any submission deadlines:

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

N/A

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE ATTACHED SCHEDULE	ALL GRANTS & CONTRIBUTIONS ARE ISSUED FOR THE PURPOSE OF MAINTAINING & DISTRIBUTING FUNDS FOR RELIGIOUS, CHARITABLE, SCIENTIFIC OR EDUCATIONAL PURPOSES, OR PREVENTION OF CRUELTY TO CHILDREN OR ANIMALS.			
Total			▶ 3a	809,900
b <i>Approved for future payment</i>				
SEE ATTACHED SCHEDULE				
Total			▶ 3b	560,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	452,334	
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	296,658	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b	CLASS ACTION SETTLEMENT			1	189	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				749,181	
13	Total. Add line 12, columns (b), (d), and (e)				749,181	749,181

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

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

- | | | | | |
|----------|--|--------------|------------|-----------|
| 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? | | Yes | No |
| 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. | | | |

[illegible]

- 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

4-25-13
Date

PRESIDENT / DIRECTOR

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

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no.

THE BRUNING FOUNDATION
36-6068626
2012

PART I

<u>LINE 11</u>	CLASS ACTION SETTLEMENT	<u>189</u>
<u>LINE 16b</u>	LARRY J. BROOKS - ACCOUNTING & TAX FEES	<u>34,150</u>
<u>LINE 16c</u>	GLENVIEW STATE BANK	33,957
	NORTHERN TRUST	<u>92,137</u>
	COLUMN (a)	126,094
	PER K-1'S	<u>21,421</u>
	COLUMN (b)	<u>147,515</u>
<u>LINE 18</u>	2012 ESTIMATED EXCISE TAX PAID	<u>4,000</u>
<u>LINE 21</u>	TRAVEL - BOARD MEETINGS	<u>8,010</u>
<u>LINE 23</u>	SUPPLIES	587
	POSTAGE	183
	ILLINOIS CHARITY BUREAU FUND	15
	CHECK PRINTING	57
	BANK FEE	10
	ILLINOIS ANNUAL REPORT	<u>10</u>
		<u>862</u>

**THE BRUNING FOUNDATION
STATEMENT OF ASSETS AND EQUITY
AS OF DECEMBER 31, 2012**

PART II

<u>PART II SUMMARY</u>	<u>ATTACHMENT</u>	<u>ORIGINAL PURCHASE PRICE</u>	<u>12/31/12 MARKET VALUE</u>
GLENVIEW STATE BANK	II(A)	5,334,191	6,636,203
NORTHERN TRUST	II(B)	8,923,607	10,234,097
CASH	II(C)	<u>28,272</u>	<u>28,272</u>
TOTAL ASSETS & EQUITY		<u>14,286,070</u>	<u>16,898,572</u>

**THE BRUNING FOUNDATION
STATEMENT OF ASSETS AND EQUITY
AS OF DECEMBER 31, 2012**

PART II(A)

<u>GLENVIEW STATE BANK</u>	<u>NUMBER OF SHARES</u>	<u>ORIGINAL PURCHASE PRICE</u>	<u>12/31/12 MARKET VALUE</u>
CASH		138,267	138,267
<u>COMMON STOCK</u>			
ABBOTT LABORATORIES	2,000	93,719	131,000
AMDOCS LTD	3,000	59,886	101,970
AMERICAN EXPRESS CO.	2,500	115,418	143,700
AMERICAN INTERNATIONAL GROUP INC.	80	105,728	2,824
AMERICAN INTERNATIONAL GROUP WTS	42	1	580
AMGEN INC.	2,000	113,857	172,400
APPLIED MATERIALS INC.	5,000	110,630	57,200
AT & T INC.	3,500	120,095	117,985
BANK OF AMERICA CORP	2,400	96,006	27,864
BANK OF NEW YORK MELLON CORP	3,301	146,960	84,836
BRISTOL MYERS SQUIBB CO.	3,800	107,103	123,842
CATERPILLAR INC.	2,000	53,460	179,217
CHEVRON CORP.	1,200	75,132	129,768
CISCO SYSTEMS INC.	6,000	129,970	117,896
CME GROUP INC.	1,250	66,772	63,337
COCA-COLA COMPANY	4,000	96,656	145,000
CVS CORP DELAWARE	4,000	74,264	193,400
DOMINION RESOURCES INC.	2,000	60,900	103,600
EMERSON ELECTRIC CO.	3,000	80,781	158,880
EXXON MOBIL CORP	3,000	124,760	259,650
FEDEX CORP	1,500	96,399	137,580
GENERAL ELECTRIC CO.	10,400	163,226	218,296
GOOGLE	300	119,606	212,214
INTEGRYS ENERGY GROUP INC.	2,000	67,368	104,440
INTEL CORP.	5,000	125,583	103,100
JOHNSON & JOHNSON	1,900	73,575	133,190
J. P. MORGAN CHASE & CO.	3,000	136,823	131,907
MCDONALDS CORP	4,000	75,064	352,840
METLIFE INC.	2,800	81,004	92,232
MICROSOFT CORPORATION	8,000	173,935	213,678
MOODY'S INVESTORS SERVICES	1,200	74,433	60,384
NORTHWESTERN CORP	7,500	143,275	68
PEPSICO INC.	2,000	99,193	136,860
PFIZER INC.	6,000	221,070	150,476
PHILIP MORRIS INT'L.	2,000	1	167,280
PROCTOR & GAMBLE CO.	1,000	53,385	67,890
QUALCOMM INC.	4,000	72,799	247,438
SANOFI CONTINGENT VALUE RTS.	1,700	3,825	2,890
STRYKER CORPORATION	1,200	76,984	65,784
SYSCO CORPORATION	2,500	90,937	79,150
TEXAS INSTRUMENTS INC.	3,500	91,367	108,115
UNITEDHEALTH GROUP, INC.	2,624	76,912	142,326
U.S. BANCORP	3,000	100,816	95,820
VERIZON COMMUNICATIONS INC.	2,000	52,821	86,540
WALGREEN CO.	4,000	132,151	148,040

<u>GLENVIEW STATE BANK</u>	<u>NUMBER OF SHARES</u>	<u>ORIGINAL PURCHASE PRICE</u>	<u>12/31/12 MARKET VALUE</u>
<u>OTHER INVESTMENTS</u>			
BERKSHIRE HATHAWAY INC.	100,000	101,732	100,179
CATERPILLAR FINANCIAL	100,000	109,801	104,317
COCA COLA ENTERPRISES	100,000	108,662	102,855
EMERSON ELECTRIC CO.	100,000	106,939	101,357
GENERAL ELECTRIC CAPITAL CORP.	100,000	107,527	107,171
HONEYWELL INTERNATIONAL INC.	100,000	104,545	100,627
ORACLE CORP	100,000	107,842	101,283
PEPSIAMERICAS INC.	100,000	106,808	104,193
WALGREEN CO.	100,000	107,418	102,467
TOTAL		<u>5,334,191</u>	<u>6,636,203</u>

THE BRUNING FOUNDATION
STATEMENT OF ASSETS AND EQUITY
AS OF DECEMBER 31, 2012

PART II(B)

	NUMBER OF SHARES	ORIGINAL PURCHASE PRICE	12/31/12 MARKET VALUE
NORTHERN TRUST			
MONEY MARKET FUND		318,111	318,111
COMMON STOCK - PRIMARY ACCOUNT			
AMERICAN EXPRESS CO.	700	34,000	40,236
AMERICAN WTR WKS CO.	650	21,905	24,134
AMGEN INC.	350	24,386	30,212
APPLE INC.	80	10,507	42,642
BILLITON LTD	300	17,034	23,532
BRISTOL MYERS SQUIBB CO.	950	27,685	30,960
CHEVRON CORP.	350	36,770	37,849
CITRIX SYS INC.	350	27,455	23,012
COSTCO WHOLESALE CORP.	400	29,570	39,508
COVIDIEN PLC	450	19,899	25,983
CVS CAREMARK CORP.	850	38,259	41,098
DANAHER CORP	1,000	25,558	55,900
DOMINION RES INC. VA	570	28,678	29,526
DOW JONES	4,200	301,490	306,474
DuPONT E I NEMOURS & CO.	550	22,883	24,734
EATON CORP.	600	32,800	32,520
EMC CORP.	1,550	33,734	39,215
EMERSON ELECTRIC CO.	500	26,424	26,480
EXPRESS SCRIPTS HLDG. CO.	650	32,992	35,100
EXXON MOBIL CORP	700	55,776	60,585
GENERAL ELECTRIC CO.	1,900	32,701	39,881
GOOGLE INC.	50	28,298	35,468
HOME DEPOT INC.	950	42,933	58,758
INTEL CORP.	1,200	32,685	24,756
INTERCONTINENTALEXCHANGE INC.	200	27,026	24,762
INTERNATIONAL BUSINESS MACHINES CORP.	200	17,368	38,310
JOHNSON CONTROLS INC.	750	22,290	23,025
JP MORGAN CHASE & CO.	1,200	30,739	52,764
McDONALDS CORP.	450	39,497	39,694
MFB NORTHERN FDS BD INDEX FD	4,540.26	50,391	49,761
MFB NORTHERN FDS GLOBAL REAL ESTATE	17,667.85	150,000	163,074
MFB NORTHERN FDS MULTI-MANAGER EMERGING MKTS	27,659.70	380,146	407,656
MFB NORTHERN FDS STK INDEX FD	19,882.01	291,271	351,514
MFB NORTHERN INT'L EQUITY INDEX FD	31,152.65	300,000	322,118
MFC ALPS	23,000	381,927	366,850
MFC FLEXSHARES TR IBOX 3 YR TARGET	7,500	192,600	191,400
MFC FLEXSHARES TR MORNINGSTAR GLOBAL	5,500	181,830	195,910
MFC SPDR GOLD	1,500	161,345	243,015
MFO NEUBERGER BERMAN EQUITY FDS	32,858.71	300,000	318,729
MFO PIMCO FDS PAC INVT MGMT SER	75,115.01	700,000	724,109
NATIONAL OILWELL VARCO	500	21,456	34,175
NIKE INC.	500	16,181	25,800
NOBLE CORPORATION (SWITZERLAND)	750	28,032	26,115
NOBLE ENERGY INC.	200	19,220	20,348
NORFOLK SOUTHN CORP.	400	29,262	24,736
NUCOR CORP.	450	20,313	19,431
OMNICOM GROUP INC.	600	27,933	29,976
ORACLE CORPORATION	1,250	34,041	41,650
PEPSICO INC. COM	400	16,499	27,372
PFIZER INC.	1,410	34,213	35,112
PRECISION CASTPARTS CORP.	150	25,301	28,413
PROCTOR & GAMBLE CO.	550	29,342	37,340
QUALCOMM INC.	800	42,870	49,616
SCHLUMBERGER LTD	450	20,444	31,180
SIMON PROPERTY GROUP INC.	200	24,959	31,618
SPECTRA ENERGY CORP	1,050	14,875	28,749
ST. JUDE MED INC.	650	27,921	23,491
STARBUCKS CORP.	600	28,895	32,172
UNITEDHEALTH GROUP INC.	600	21,934	32,544
UNITED TECHNOLOGIES CORP	300	17,487	24,603
US BANCORP	1,200	35,242	38,328
V. F. CORP.	300	30,865	45,291
WALT DISNEY CO.	600	19,283	29,874
WELLS FARGO & CO.	1,600	39,696	54,688

	NUMBER OF SHARES	ORIGINAL PURCHASE PRICE	12/31/12 MARKET VALUE
<u>NORTHERN TRUST</u>			
<u>LONG - TERM - PRIMARY ACCOUNT</u>			
MAF - GLOBAL EMERGING MARKETS FUND - FIRST STATE	4,449.33	300,178	512,207
MAF - GLOBAL EQUITY FUND - GENERATION - BRNGF	3,000.59	196,487	324,245
MAF - SMALL VALUE FUND - VAUGHAN NELSON	1,698.85	124,871	183,706
<u>OTHER INVESTMENTS - PRIMARY ACCOUNT</u>			
ASTRAZENECA PLC	150,000	153,252	160,291
CISCO SYS. INC.	150,000	150,252	171,458
HONEYWELL INT'L INC.	200,000	199,463	234,508
ONTARIO PROV CDA	150,000	157,935	163,515
<u>COMMON STOCK - BAHL & GAYNOR ACCOUNT</u>			
ABBOTT LABORATORIES	446	27,011	29,213
ALTRIA GROUP INC.	701	22,137	22,025
ANALOG DEVICES INC.	613	23,223	25,783
AT & T INC.	460	14,220	15,507
AUTOMATIC DATA PROCESSING INC.	328	18,240	18,699
BANK N S HALIFAX	310	17,290	17,943
BAXTER INT'L INC.	278	16,550	18,531
BCE INC.	512	20,702	21,985
BLACKROCK INC.	110	20,834	22,738
BRISTOL MYERS SQUIBB CO.	819	27,330	26,691
CANADIAN IMPERIAL BK.	127	9,613	10,237
CHEVRON CORP.	165	16,800	17,843
CISCO SYSTEMS INC.	1,133	22,446	22,263
COCA COLA CO.	620	23,040	22,475
CRESCENT POINT ENERGY CORP.	266	11,364	10,060
DIGITAL RLTY TR INC.	348	26,073	23,626
EMERSON ELECTRIC CO.	496	25,397	26,268
GALLAGHER, ARTHUR J. & CO.	437	15,634	15,142
GENERAL ELECTRIC CO.	1,263	27,234	26,510
GENUINE PARTS CO.	294	18,920	18,893
GLAXOSMITHKLINE PLC	399	18,342	17,345
HCP INC.	486	19,250	21,957
HEALTH CARE REIT INC.	390	21,126	23,903
H. J. HEINZ	603	32,335	34,781
INTEL CORP.	1,302	36,533	26,860
JOHNSON & JOHNSON	362	24,304	25,376
KIMBERLY - CLARK CORP.	341	25,739	28,791
KINDER MORGAN INC.	904	33,818	31,938
KRAFT FOODS GROUP INC.	505	23,202	22,962
MATTEL INC.	684	21,812	25,048
MCDONALDS CORP.	461	44,777	40,665
MERCK & CO. INC.	253	9,753	10,358
NATIONAL RETAIL PPTYS INC.	466	12,652	14,539
NEXTERA ENERGY INC.	145	9,132	10,033
NOVARTIS AG	367	20,468	23,231
ONEOK INC.	664	26,938	28,386
PHILIP MORRIS INT'L	356	31,104	29,776
PRAXAIR INC.	191	21,875	20,905
PROCTOR & GAMBLE	365	24,517	24,780
REALTY INCOME CORP.	236	9,053	9,490
RPM INTERNATIONAL INC.	549	14,492	16,119
SOUTHERN CO.	564	25,629	24,145
UNITED TECHNOLOGIES CORP.	348	27,892	28,539
VERMILION ENERGY INC.	231	10,822	12,077
WILLIAMS CO. INC.	953	29,704	31,201
<u>COMMON STOCK - STERLING ACCOUNT</u>			
AERCAP HOLDINGS N.V.	137	1,536	1,880
ANNALY CAPITAL MANAGEMENT INC.	320	5,186	4,493
ASPEN INSURANCE HOLDINGS	415	11,214	13,313
ASSURANT INC.	130	4,048	4,511
ASSURED GUARANTY LTD	320	5,184	4,554
BECTON, DICKINSON & CO.	110	8,906	8,601
CA INC.	326	6,828	7,165
COMPUTER SCIENCES CORP.	115	5,873	4,606
COVIDIEN PLC	155	6,131	8,950
DICE HLDGS INC.	587	4,567	5,389
DST SYSTEMS INC.	170	6,800	10,302

<u>NORTHERN TRUST</u>	<u>NUMBER OF SHARES</u>	<u>ORIGINAL PURCHASE PRICE</u>	<u>12/31/12 MARKET VALUE</u>
E TRADE FINL CORP.	865	11,269	7,742
EARTHLINK INC.	565	4,786	3,650
ENDURANCE SPECIALTY HOLDINGS LTD	305	11,293	12,105
ENSTAR GROUP LIMITED	49	4,642	5,487
FAIR ISAAC CORPORATION	112	2,402	4,707
FIDELITY NAT'L INFORMATION SVCS INC.	245	5,871	8,528
FOREST OIL CORP.	470	4,352	3,144
GENERAL DYNAMICS CORP.	140	8,844	9,698
GLOBAL PMTS. INC.	238	10,250	10,781
GRANITE REAL ESTATE INC.	87	944	3,307
INTERPUBLIC GROUP OF COMPANIES INC.	1,416	12,799	15,604
LENDER PROCESSING SVCS INC.	250	4,185	6,155
LEUCADIA NATIONAL CORP.	684	15,155	16,272
LEXMARK INT'L INC.	280	7,597	8,493
LIFE TECHNOLOGIES CORP.	244	9,637	11,976
LINCOLN NATIONAL CORP.	295	7,483	7,640
MARKER CORP HOLDING CO.	12	5,236	5,201
OMNICARE INC.	315	7,664	11,372
OMNICOM GROUP INC.	289	11,171	14,438
REX ENERGY CORP.	175	1,986	2,278
SAIC INC.	250	4,581	2,830
STANCORP FINL GROUP	140	5,408	5,134
SYMANTEC CORP.	431	6,262	8,107
UNIVERSAL TECHNICAL INST INC.	190	3,795	1,908
UTI WORLDWIDE INC.	473	6,316	6,338
VIACOM INC.	290	8,069	15,295
WELLPOINT INC.	170	8,924	10,356
WESTERN UNION CO.	501	9,240	6,819
WILLIS GROUP HOLDINGS	324	9,544	10,864
XEROX CORP.	1,435	12,120	9,787
ZIMMER HLDGS INC.	95	4,950	6,333

COMMON STOCK - FRONTIER ACCOUNT

AKAMAI TECHNOLOGIES INC.	83	2,660	3,396
ALASKA AIR GROUP INC.	66	2,198	2,844
ALLEGHENY TECHNOLOGIES INC.	77	3,883	2,338
ALLIANCE DATA SYS. CORP.	49	4,012	7,093
ALLIED WORLD ASSURANCE COMPANY HOLDINGS	67	5,146	5,280
ALTERA CORP.	164	5,440	5,648
AMETEK INC.	135	3,372	5,072
AMPHENOL CORP.	57	3,701	3,688
BE AEROSPACE INC.	164	4,592	8,102
BED BATH BEYOND INC.	47	2,832	2,628
BROWN-FORMAN INC.	64	4,050	4,048
CABELAS INC.	46	2,444	1,920
CABOT OIL & GAS CORP.	61	2,421	3,034
CADENCE DESIGN SYS. INC.	393	4,644	5,309
CAMERON INT'L CORP.	52	2,793	2,936
CARMAX INC.	50	1,788	1,877
CATAMARAN CORP.	110	3,694	5,182
CELANESE CORP. DEL	81	3,364	3,607
CENTENE CORP. DEL	86	3,266	3,526
CERNER CORP.	27	1,538	2,096
CHICOS FAS INC.	212	2,912	3,914
CITRIX SYS. INC.	55	3,884	3,616
CONCHO RES INC.	58	3,323	4,672
CONTINENTAL RES INC.	71	3,913	5,218
COOPER COS. INC.	75	3,209	6,936
COVANCE INC.	95	4,860	5,488
CROWN CASTLE INT'L CORP.	154	6,720	11,113
CROWN HLDGS INC.	85	2,551	3,129
CYTEC INDUSTRIES	83	5,188	5,713
DAVITA INC.	24	1,928	2,653
DICKS SPORTING GOODS INC.	58	2,516	2,638
DISCOVERY COMMUNICATIONS INC.	96	3,824	6,094
DUNKIN BRANDS GROUP INC.	71	2,167	2,356
EDWARDS LIFESCIENCES CORP.	29	1,431	2,615
FAMILY DLR STORES INC.	58	3,921	3,678
FEI CO.	28	1,556	1,553
FIDELITY NATIONAL FINANCIAL INC.	263	4,903	6,194
FMC CORP.	143	5,783	8,368
GALLAGHER ARTHUR J. & CO.	129	4,338	4,470
GARTNER INC.	112	4,760	5,154

<u>NORTHERN TRUST</u>	<u>NUMBER OF SHARES</u>	<u>ORIGINAL PURCHASE PRICE</u>	<u>12/31/12 MARKET VALUE</u>
HARLEY DAVIDSON	95	4,311	4,640
HENRY JACK & ASSOC. INC.	126	4,457	4,947
IHS INC.	26	2,465	2,496
IMAX CORP.	180	4,120	4,046
INTEROIL CORP.	75	3,962	4,165
INTUIT	82	3,383	4,879
KAR AUCTION SVCS INC.	149	2,676	3,016
KODIAK OIL & GAS CO.	463	4,178	4,098
LKQ CORP.	247	3,093	5,212
MADDEN STEVEN LTD	110	4,605	4,650
MARTIN MARIETTA MATLS. INC.	18	1,454	1,508
MAXIM INTEGRATED PRODS. INC.	153	4,263	4,498
MEDNAX INC.	62	4,374	4,930
MICROS SYS INC.	68	3,123	2,886
MONSTER BEVERAGE CORP.	42	1,415	2,221
MOODYS CORP.	96	3,658	4,831
MRC GLOBAL INC.	183	3,847	5,084
MYRIAD GENETICS INC.	91	2,392	2,480
NETAPP INC.	49	1,962	1,644
NEUSTAR INC.	93	2,858	3,899
ONYX PHARMACEUTICALS INC.	26	1,151	1,964
O'REILLY AUTOMOTIVE INC.	38	2,421	3,398
OWENS CORNING	53	1,702	1,960
PALL CORP.	80	4,426	4,821
PERRIGO CO.	19	991	1,977
PVH CORP.	32	3,154	3,552
PRICE T ROWE GROUP INC.	95	6,022	6,187
QUANTA SVCS INC.	291	5,821	7,941
RAYMOND JAMES FINANCIAL INC.	215	5,563	8,284
SEATTLE GENETICS INC.	78	1,892	1,810
SHERWIN-WILLIAMS CO.	33	3,446	5,076
SHIRE PLC	20	1,933	1,844
SIGNATURE BK, NEW YORK, NY	31	2,120	2,212
SIRONA DENTAL SYS. INC.	88	5,352	5,672
SMITH A.O. CORP.	47	2,856	2,964
STARWOOD HOTELS & RESORTS WORLDWIDE INC.	68	3,250	3,900
TERADATA CORP.	47	2,348	2,909
UNITED CONTL HLDGS INC.	239	4,620	5,588
URBAN OUTFITTERS INC.	57	1,681	2,244
VERISK ANALYTICS INC.	70	2,632	3,570
V.F. CORP.	38	5,860	5,737
WATSON PHARMACEUTICALS INC.	93	6,174	7,998
WESCO INT'L INC.	89	4,240	6,001
WEX INC.	65	4,326	4,899
WYNDHAM WORLDWIDE CORP.	99	4,989	5,268

COMMON STOCK - ATLANTA ACCOUNT

AAON INC.	209	3,561	4,362
AARONS INC.	193	3,654	5,458
ACTUANT CORP.	169	4,413	4,717
ACUITY BRANDS INC.	119	4,975	8,060
ADVISORY BRD CO.	60	778	2,807
AFFILIATED MANAGERS GROUP INC.	48	4,004	6,247
APTARGROUP INC.	159	5,922	7,587
BALCHEM CORP.	110	1,974	4,004
BEACON ROOFING SUPPLY INC.	137	3,913	4,559
BIO RAD LABS INC.	105	9,741	11,030
BLACKBAUD INC.	336	8,097	7,671
CARLISLE COMPANIES INC.	104	3,539	6,111
CASEYS GEN STORES INC.	91	3,505	4,832
CHOICE HOTELS INT'L INC.	165	4,926	5,547
CITY NATIONAL CORP.	117	4,917	5,794
CLARCOR INC.	159	6,239	7,597
COLUMBIA SPORTSWARE CO.	104	4,527	5,549
DORMAN PRODS INC.	197	3,920	6,962
DRIL-QUIP INC.	149	7,427	10,884
EXPONENT INC.	154	4,578	8,588
FAIR ISAAC CORPORATION	195	4,182	8,196
FOREST CITY ENTERPRISES INC.	317	4,009	5,120
FORWARD AIR CORP.	217	5,300	7,597
GRACO INC.	135	4,112	6,951
HARRIS TEETER SUPERMARKETS INC.	87	2,288	3,355
HCC INS HLDGS INC.	160	4,502	5,954

	NUMBER OF SHARES	ORIGINAL PURCHASE PRICE	12/31/12 MARKET VALUE
<u>NORTHERN TRUST</u>			
HEICO CORP.	158	5,015	5,053
HENRY JACK & ASSOC INC.	296	7,178	11,821
HIBBETT SPORTS INC.	101	2,527	5,323
HITTITE MICROWAVE CORP.	71	3,863	4,409
IBERIABANK CORP.	121	6,583	5,944
II - VI INC.	253	5,417	4,622
J & J SNACK FOODS CORP.	82	3,704	5,243
KIRBY CORP.	220	8,757	13,616
KNIGHT TRANSN INC.	355	6,615	5,194
LANDAUER INC.	70	3,687	4,285
LIQUIDITY SVCS INC.	111	2,570	4,535
LKQ CORP.	374	3,004	7,891
MANHATTAN ASSOCS INC.	172	3,846	10,378
MERIDIAN BIOSCIENCE INC.	276	6,146	5,589
MIDDLEBY CORP.	37	3,746	4,744
MONRO MUFFLER BRAKE INC.	225	7,394	7,868
MOOG INC.	207	8,146	8,493
MORNINGSTAR INC.	212	10,388	13,320
NATIONAL INSTRS CORP.	152	2,964	3,923
POWER INTEGRATIONS INC.	133	4,403	4,470
PROSPERITY BANCSHARES INC.	137	6,005	5,754
RAVEN INDS INC.	178	2,621	4,692
RLI CORP.	105	5,999	6,789
SALLY BEAUTY HLDGS INC.	340	3,558	8,014
SCANSOURCE INC.	157	4,436	4,988
STATE BK FINL CORP.	300	4,785	4,764
TECHNE CORP.	79	4,972	5,399
UMPQUA HLDGS CORP.	426	5,505	5,023
UNIVERSAL HEALTH RLTY INCOME	94	3,098	4,757
WESTAMERICA BANCORPORATION	124	6,023	5,281
WEX INC.	66	3,094	4,974
WOLVERINE WORLD WIDE INC.	136	4,044	5,573
YOUNG INNOVATIONS INC.	89	2,335	3,507

COMMON STOCK - HERNDON ACCOUNT

AFLAC INC.	427	20,636	22,682
ALTRIA GROUP INC.	585	13,801	18,381
AMERICAN CAP AGY CORP.	558	16,237	16,149
APACHE CORP.	215	18,336	16,878
APARTMENT INVT & MGMT CO.	519	13,370	14,044
APOLLO GROUP INC.	611	14,589	12,782
APPLE INC.	29	10,245	15,458
BAXTER INT'L INC.	108	7,229	7,199
CATERPILLAR INC.	140	14,260	12,541
CBOE HOLDINGS INC.	513	15,260	15,113
CF INDS HLDGS INC.	75	10,336	15,237
CHEVRON CORP.	135	12,934	14,599
CLIFFS NAT RES INC.	358	20,512	13,804
COACH INC.	315	17,113	17,486
COLGATE - PALMOLIVE CO.	105	11,155	10,977
CONOCOPHILLIPS	258	14,065	14,961
COPA HOLDINGS SA	166	9,485	16,509
CUMMINS INC.	137	12,865	14,844
DISCOVER FINL SVCS	436	13,528	16,808
EATON VANCE CORP.	471	13,716	15,001
ELI LILLY & CO	320	14,109	15,782
ENDO PHARMACEUTICALS HLDGS. INC.	465	15,926	12,216
EXXON MOBIL CORP.	211	17,360	18,262
FEDERATED INVESTORS INC.	1,011	22,390	20,453
GILEAD SCIENCES INC.	276	10,986	20,272
HALLIBURTON CO.	562	20,383	19,496
HEALTH MANAGEMENT ASSOCIATES INC.	1,894	14,418	17,652
HERBALIFE LTD	340	12,497	11,200
HOLLYFRONTIER CORP.	421	13,724	19,698
INTERNATIONAL BUSINESS MACHINES CORP.	85	10,148	16,282
JOY GLOBAL INC.	247	14,754	15,754
LOCKHEED MARTIN CORP.	170	13,417	15,689
MARATHON PETE CORP.	306	13,966	19,278
MICROSOFT CORP.	403	11,747	10,772
NEWFIELD EXPLORATION	173	5,019	4,633
NEWMARKET CORP.	57	14,476	14,945
PATTERSON - UTI ENERGY INC.	871	15,157	16,227
PHILIP MORRIS INT'L	215	12,464	17,983

<u>NORTHERN TRUST</u>	<u>NUMBER OF SHARES</u>	<u>ORIGINAL PURCHASE PRICE</u>	<u>12/31/12 MARKET VALUE</u>
ROSS STORES INC.	184	11,521	9,964
RPC INC.	1,188	13,387	14,541
SOUTHERN COPPER CORP. DEL	198	7,216	7,496
TJX COS. INC.	470	11,258	19,952
ULTRA PETE CORP.	322	7,464	5,838
UNITED THERAPEUTICS CORP. DEL	134	7,231	7,158
WADDELL - REED FINL INC.	435	15,513	15,147
WESTERN DIGITAL CORP.	415	14,328	17,633
YUM BRANDS INC.	245	14,516	16,267
 TOTAL		<u>8,923,607</u>	<u>10,234,097</u>

THE BRUNING FOUNDATION
STATEMENT OF ASSETS AND EQUITY
AS OF DECEMBER 31, 2012

PART III(C)

<u>OTHER ASSETS</u>	<u>ORIGINAL PURCHASE PRICE</u>	<u>12/31/12 MARKET VALUE</u>
CASH	<u>28,272</u>	<u>28,272</u>

**THE BRUNING FOUNDATION
SUMMARY OF GAINS OR (LOSSES)
AS OF DECEMBER 31, 2012**

PART IV

<u>PART IV SUMMARY</u>	<u>ATTACHMENT</u>	<u>BOOK VALUE</u>	<u>SALES PRICE</u>	<u>GAIN (LOSS)</u>	
GLENVIEW STATE BANK	IV(A)	626,497	624,940	(1,557)	
NORTHERN TRUST	IV(B)	<u>5,654,526</u>	<u>5,952,741</u>	<u>298,215</u>	
		<u>6,281,023</u>	<u>6,577,681</u>	296,658	COL. (a)
PER K-1'S	IV(C)			<u>(47,719)</u>	
TOTAL				<u>248,939</u>	COL. (b)

THE BRUNING FOUNDATION
SCHEDULE OF GAINS / (LOSSES) ON SALES OF
SECURITIES - 2012
GLENVIEW STATE BANK

PART IV(A)

<u>SECURITY</u>	<u>SHARES SOLD</u>	<u>DATE OF ACQUISITION</u>	<u>DATE OF DISPOSITION</u>	<u>BOOK VALUE</u>	<u>SALES PRICE</u>	<u>GAIN (LOSS)</u>
<u>OTHER INVESTMENTS</u>						
BOEING CO. (MATURED)	100,000	1/31/11	11/20/12	101,908	100,000	(1,908)
GENERAL ELECTRIC CAPITAL CORP. (MATURED)	75,000	3/7/12	6/15/12	76,080	75,000	(1,080)
IBM INTERNATIONAL GROUP (MATURED)	100,000	4/4/11	10/22/12	106,435	100,000	(6,435)
KIMBERLY-CLARK CORPORATION (MATURED)	100,000	6/22/11	2/15/12	103,295	100,000	(3,295)
PEPSICO INC. (MATURED)	100,000	5/25/11	5/15/12	104,519	100,000	(4,519)
CHARLES SCHWAB CORP. (REDEEMED)	100,000	5/23/12	12/21/12	107,849	106,221	(1,628)
<u>STOCKS</u>						
VERIZON COMMUNICATIONS INC.	1,000	3/18/09	12/7/12	26,411	43,719	17,308
			TOTAL	626,497	624,940	(1,557)

THE BRUNING FOUNDATION
SCHEDULE OF GAINS / (LOSSES) ON SALES OF
SECURITIES - 2012
NORTHERN TRUST COMPANY

PART IV(B)

<u>SECURITY</u>	<u>SHARES SOLD</u>	<u>DATE OF ACQUISITION</u>	<u>DATE OF DISPOSITION</u>	<u>BOOK VALUE</u>	<u>SALES PRICE</u>	<u>GAIN (LOSS)</u>
<u>OTHER INVESTMENTS</u>						
GENERAL ELECTRIC	200,000	10/16/07	7/6/12	205,529	205,036	(493)
TARGET CORP.	100,000	5/11/06	3/1/12	102,543	100,000	(2,543)
<u>STOCKS</u>						
AAON INC.	10	5/18/10	4/24/12	160	192	32
AARON'S INC.	46	10/7/09	4/24/12	813	1,158	345
AARON'S INC.	27	10/7/09	4/25/12	477	678	201
ABBOTT LABORATORIES	200	8/16/07	4/11/12	10,878	11,972	1,094
ABBOTT LABORATORIES	100	8/16/07	7/6/12	5,439	6,437	998
ABBOTT LABORATORIES	6	4/17/12	7/18/12	363	396	33
ABBOTT LABORATORIES	152	4/17/12	7/26/12	9,205	9,831	626
ABBOTT LABORATORIES	400	8/16/07	11/26/12	21,518	25,628	4,110
ABBOTT LABORATORIES	6	4/17/12	12/12/12	363	397	34
ACCENTURE PLC	600	9/30/03	2/3/12	13,117	35,004	21,887
ACCENTURE PLC	113	7/15/11	3/21/12	6,844	7,189	345
ACCENTURE PLC	2	7/15/11	4/17/12	121	128	7
ACCENTURE PLC	120	1/24/12	4/17/12	6,780	7,666	886
ACTUANT CORP.	41	3/18/11	9/5/12	1,090	1,177	87
ACUIITY BRANDS INC.	5	3/5/10	4/24/12	202	269	67
ACUIITY BRANDS INC.	4	3/5/10	9/5/12	162	262	100
ACUIITY BRANDS INC.	7	3/5/10	9/6/12	283	459	176
ADTRAN INC.	10	10/7/09	3/12/12	238	317	81
ADTRAN INC.	15	6/9/10	3/12/12	415	475	60
ADTRAN INC.	15	11/5/10	3/12/12	504	475	(29)
ADTRAN INC.	15	12/23/10	3/12/12	540	475	(65)
ADTRAN INC.	15	9/1/11	3/12/12	459	475	16
ADTRAN INC.	15	9/14/11	3/12/12	481	475	(6)
ADTRAN INC.	25	9/27/11	3/12/12	725	792	67
ADVISORY BRD CO.	45	10/7/09	1/23/12	1,168	3,527	2,359
ADVISORY BRD CO.	3	10/7/09	4/24/12	78	264	186
ADVISORY BRD CO.	17	10/7/09	5/7/12	441	1,580	1,139
AFFILIATED MANAGERS GROUP INC.	10	10/7/09	9/6/12	624	1,177	553
ALASKA AIR GROUP INC.	10	11/8/10	1/18/12	549	735	186
ALASKA AIR GROUP INC.	5	11/19/10	1/18/12	277	367	90
ALASKA AIR GROUP INC.	10	11/19/10	3/19/12	277	354	77
ALASKA AIR GROUP INC.	8	12/20/10	3/19/12	231	283	52
ALASKA AIR GROUP INC.	10	12/20/10	5/17/12	289	324	35
ALLIANCE DATA SYS CORP.	10	5/12/10	7/13/12	723	1,322	599
ALLIANCE DATA SYS CORP.	1	5/18/10	7/13/12	77	132	55
ALLIANCE DATA SYS CORP.	4	5/18/10	10/9/12	309	569	260
ALLIANCE DATA SYS CORP.	5	5/26/10	10/9/12	359	712	353
ALLIANCE DATA SYS CORP.	8	5/28/10	10/18/12	573	1,144	571
ALTERA CORP.	200	1/28/10	4/11/12	4,429	7,492	3,063
ALTERA CORP.	600	1/18/10	5/9/12	13,288	20,004	6,716
ALTRIA GROUP INC.	8	4/17/12	7/18/12	253	287	34
AMAZON COM INC.	50	5/5/09	2/1/12	4,077	8,828	4,751
AMAZON COM INC.	50	5/5/09	2/6/12	4,077	9,212	5,135
AMAZON COM INC.	76	7/7/09	2/6/12	6,344	14,002	7,658
AMAZON COM INC.	24	7/7/09	2/7/12	2,003	4,400	2,397
AMERICAN CAP AGY CORP.	45	7/6/11	6/1/12	1,362	1,458	96
AMERICAN EXPRESS CO.	200	12/9/10	4/11/12	9,117	11,388	2,271
AMERICAN EXPRESS CO.		12/9/10	7/6/12	4,558	5,866	1,308
AMERICAN WTR WKS CO.	250	2/1/12	4/11/12	8,425	8,272	(153)
AMETEK INC.	86	10/7/09	7/3/12	1,282	2,924	1,642
AMETEK INC.	63	10/7/09	7/25/12	939	1,895	1,056
AMETEK INC. (CASH IN LIEU)	0.5	10/7/09	7/25/12	7	16	9
AMETEK INC.	13	10/7/09	7/26/12	187	399	212
AMGEN INC.	100	2/1/12	11/26/12	6,967	8,698	1,731
ANALOG DEVICES INC.	50	1/23/12	5/21/12	1,977	1,765	(212)
ANALOG DEVICES INC.	10	4/17/12	12/12/12	386	419	33
ANNALY CAPITAL MANAGEMENT INC.	64	3/1/11	6/1/12	1,150	1,050	(100)
ANNALY CAPITAL MANAGEMENT INC.	55	10/7/09	6/25/12	983	938	(45)
ANNALY CAPITAL MANAGEMENT INC.	30	4/5/10	6/25/12	512	512	0
ANNALY CAPITAL MANAGEMENT INC.	72	3/1/11	6/29/12	1,294	1,204	(90)
ANNALY CAPITAL MANAGEMENT INC.	119	3/1/11	7/2/12	2,139	1,997	(142)
ANNALY CAPITAL MANAGEMENT INC.	370	3/22/11	7/2/12	6,842	6,210	(432)
ANNALY CAPITAL MANAGEMENT INC.	105	9/28/11	7/2/12	1,777	1,762	(15)
ANNALY CAPITAL MANAGEMENT INC.	58	3/21/12	7/2/12	950	974	24
APACHE CORP.	150	11/26/02	2/3/12	3,887	15,268	11,381
APACHE CORP.	100	11/26/02	4/11/12	2,591	9,370	6,779
APACHE CORP.	150	11/26/02	7/6/12	3,887	12,970	9,083

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
APARTMENT INVT & MGMT CO.	40	6/10/11	6/11/12	1,014	1,053	39
APARTMENT INVT & MGMT CO.	140	6/10/11	10/9/12	3,547	3,554	7
APARTMENT INVT & MGMT CO.	126	6/10/11	10/11/12	3,193	3,227	34
APARTMENT INVT & MGMT CO.	17	6/13/11	10/11/12	430	435	5
APPLE INC.	75	2/5/08	4/11/12	9,851	47,231	37,380
APPLE INC.	1	7/6/11	6/29/12	353	584	231
APPLE INC.	10	7/6/11	7/2/12	3,533	5,906	2,373
APPLE INC.	15	2/5/08	7/6/12	1,970	9,066	7,096
APPLE INC.	80	2/5/08	9/14/12	10,507	55,548	45,041
ARIBA INC.	24	7/19/10	5/21/12	424	880	456
ARIBA INC.	38	7/19/10	5/23/12	635	1,616	981
ARIBA INC.	25	8/18/10	5/23/12	395	1,122	727
AT & T INC.	12	4/17/12	12/12/12	371	414	43
AUTODESK INC.	200	5/23/11	4/11/12	8,356	7,922	(434)
AUTODESK INC.	550	5/23/11	10/15/12	22,979	17,228	(5,751)
AUTODESK INC.	40	5/10/11	11/12/12	1,780	1,240	(540)
AUTODESK INC.	15	5/24/11	11/12/12	642	485	(177)
AUTODESK INC.	8	4/4/12	11/12/12	333	248	(85)
AUTOMATIC DATA PROCESSING INC.	150	1/17/12	4/11/12	8,348	8,172	(176)
AUTOMATIC DATA PROCESSING INC.	157	1/17/12	10/15/12	8,738	9,157	419
AUTOMATIC DATA PROCESSING INC.	243	1/18/12	10/15/12	13,652	14,173	521
AUTOMATIC DATA PROCESSING INC.	7	4/17/12	12/12/12	389	401	12
AVAGO TECHNOLOGIES LTD	51	5/13/11	4/25/12	1,787	1,781	(26)
AVAGO TECHNOLOGIES LTD	9	5/13/11	8/28/12	315	326	11
AVAGO TECHNOLOGIES LTD	40	5/31/11	8/28/12	1,348	1,449	103
AVAGO TECHNOLOGIES LTD	10	7/21/11	8/28/12	369	362	(7)
AVAGO TECHNOLOGIES LTD	13	9/1/11	8/28/12	414	471	57
AVAGO TECHNOLOGIES LTD	12	9/1/11	9/26/12	383	401	18
AVAGO TECHNOLOGIES LTD	5	9/27/11	9/26/12	173	167	(8)
AVAGO TECHNOLOGIES LTD	5	10/24/11	9/26/12	177	167	(10)
AVAGO TECHNOLOGIES LTD	15	12/5/11	9/26/12	478	501	23
AVAGO TECHNOLOGIES LTD	12	7/30/12	9/26/12	432	401	(31)
BALCHEM CORP.	32	10/7/09	4/24/12	574	874	300
BANK N S HALIFAX	6	4/17/12	7/18/12	335	311	(24)
BANK N S HALIFAX	294	4/17/12	8/15/12	16,398	15,434	(964)
BCE INC.	7	4/17/12	7/18/12	283	294	11
BCE INC.	187	4/17/12	10/2/12	7,561	8,234	673
BED BATH BEYOND INC.	20	10/7/09	10/18/12	739	1,219	480
BED BATH BEYOND INC.	30	12/29/09	10/18/12	1,186	1,829	643
BED BATH BEYOND INC.	18	8/15/11	10/18/12	982	1,097	115
BILLITON LTD	100	5/28/09	2/6/12	5,317	8,163	2,846
BILLITON LTD	100	5/28/09	4/11/12	5,317	6,935	1,618
BIOTECHNOLOGY INDEX	300	5/24/07	2/1/12	24,247	35,593	11,346
BRADY CORP.	7	10/7/09	4/24/12	192	206	14
BRADY CORP.	84	10/7/09	8/8/12	2,308	2,355	47
BRADY CORP.	21	10/7/09	8/8/12	577	586	9
BRADY CORP.	23	10/7/09	8/10/12	632	638	6
BRADY CORP.	28	11/10/11	8/10/12	841	776	(65)
BRADY CORP.	12	11/10/11	8/13/12	360	329	(31)
BRISTOL MYERS SQUIBB CO.	200	6/24/11	4/11/12	5,828	6,514	686
BRISTOL MYERS SQUIBB CO.	8	4/17/12	7/18/12	267	289	22
BRISTOL MYERS SQUIBB CO.	12	4/17/12	12/12/12	400	398	(2)
BROWN-FORMAN INC (CASH IN LIEU)	0.5	6/28/12	8/23/12	31	30	(1)
CA INC.	110	10/7/09	1/28/12	2,370	2,781	391
CA INC.	67	10/7/09	5/9/12	1,444	1,765	321
CA INC.	57	10/7/09	6/19/12	1,228	1,516	288
CA INC.	50	10/7/09	6/21/12	1,077	1,309	232
CABOT OIL & GAS CORP.	14	3/23/10	3/14/12	281	477	196
CABOT OIL & GAS CORP.	25	3/23/10	3/16/12	501	840	339
CABOT OIL & GAS CORP.	1	3/23/10	6/13/12	20	32	12
CABOT OIL & GAS CORP.	28	5/6/10	6/13/12	514	908	394
CAMPBELL SOUP CO.	95	11/1/11	1/4/12	3,123	3,111	(12)
CAMPBELL SOUP CO.	100	11/1/11	1/6/12	3,287	3,133	(154)
CAMPBELL SOUP CO.	95	11/8/11	1/6/12	3,227	2,976	(251)
CAMPBELL SOUP CO.	95	11/11/11	1/6/12	3,216	2,976	(240)
CAMPBELL SOUP CO.	56	4/17/12	5/30/12	1,891	1,787	(104)
CAMPBELL SOUP CO.	51	4/17/12	6/1/12	1,722	1,603	(119)
CAMPBELL SOUP CO.	108	4/19/12	6/1/12	3,848	3,394	(254)
CANADIAN IMPERIAL BK	83	4/17/12	7/26/12	6,283	5,907	(376)
CARLISLE COMPANIES INC.	11	10/7/09	4/24/12	355	588	233
CASEYS GEN STORES INC.	29	7/13/12	10/19/12	1,786	1,421	(365)
CASEYS GEN STORES INC.	4	8/2/12	10/19/12	228	196	(32)
CATALYST HEALTH SOLUTIONS INC. (CASH RECEIVED IN STOCK MERGER)	55	10/22/09	7/3/12	0	2,352	2,352
CATERPILLAR INC.	50	4/11/05	2/3/12	2,225	5,647	3,422
CATERPILLAR INC.	50	4/11/05	4/11/12	2,225	5,102	2,877
CATERPILLAR INC.	200	4/11/05	7/6/12	8,899	16,836	7,937
CBRE GROUP INC.	25	10/22/10	5/21/12	473	401	(72)
CBRE GROUP INC.	20	10/27/10	5/21/12	366	321	(45)
CBRE GROUP INC.	65	1/11/11	5/21/12	1,362	1,042	(320)
CERNER CORP.	15	3/31/11	7/25/12	832	1,134	302

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
CF INDS HLDGS INC.	10	1/9/12	12/19/12	1,599	2,074	475
CF INDS HLDGS INC.	9	2/22/12	12/19/12	1,679	1,866	187
CF INDS HLDGS INC.	5	5/17/12	12/19/12	779	1,037	258
CF INDS HLDGS INC.	2	5/23/12	12/19/12	335	415	80
CHECK POINT SOFTWARE TECHNOLOGIES	10	10/7/09	6/8/12	285	529	244
CHECK POINT SOFTWARE TECHNOLOGIES	22	10/7/09	6/19/12	628	1,070	442
CHECK POINT SOFTWARE TECHNOLOGIES	28	10/7/09	7/3/12	799	1,379	580
CHECK POINT SOFTWARE TECHNOLOGIES	15	8/15/11	7/3/12	851	739	(112)
CHEVRON CORP.	4	5/9/12	12/12/12	407	432	25
CHICAGO BRDG. & IRON CO.	16	11/24/09	1/23/12	319	683	364
CHICAGO BRDG. & IRON CO.	13	3/23/10	1/23/12	324	555	231
CHICAGO BRDG. & IRON CO.	6	3/23/10	1/24/12	149	254	105
CHICAGO BRDG. & IRON CO.	15	3/23/10	2/27/12	373	712	339
CHICAGO BRDG. & IRON CO.	1	3/23/10	6/25/12	25	35	10
CHICAGO BRDG. & IRON CO.	18	7/30/10	6/25/12	398	628	230
CHICAGO BRDG. & IRON CO.	17	7/30/10	7/31/12	376	598	222
CHICAGO BRDG. & IRON CO.	20	9/27/11	7/31/12	622	704	82
CHICAGO BRDG. & IRON CO.	30	10/5/11	7/31/12	855	1,056	201
CHICAGO BRDG. & IRON CO.	15	11/6/11	7/31/12	451	628	77
CHICOS FAS INC.	134	10/7/09	5/22/12	1,623	2,021	398
CHICOS FAS INC.	96	10/7/09	5/25/12	1,163	1,458	295
CHICOS FAS INC.	57	8/13/10	5/25/12	512	868	354
CHICOS FAS INC.	63	8/13/10	7/27/12	566	983	397
CHICOS FAS INC.	41	6/30/11	7/27/12	627	628	(1)
CHICOS FAS INC.	24	6/30/11	8/31/12	367	452	85
CHICOS FAS INC.	108	11/23/11	8/31/12	1,082	2,033	951
CHICOS FAS INC.	84	11/23/11	9/13/12	842	1,598	756
CHICOS FAS INC.	88	11/23/11	9/17/12	882	1,668	786
CHIMERA INVT CORP.	373	4/5/11	6/1/12	1,505	1,024	(481)
CHIMERA INVT CORP.	952	4/5/11	8/2/12	3,845	2,019	(1,826)
CHIMERA INVT CORP.	1,690	4/12/11	8/2/12	6,841	3,584	(3,057)
CHIMERA INVT CORP.	835	9/28/11	8/2/12	2,552	1,771	(781)
CHIMERA INVT CORP.	540	10/18/11	8/2/12	1,573	1,145	(428)
CHIMERA INVT CORP.	900	10/21/11	8/2/12	2,674	1,908	(766)
CHIMERA INVT CORP.	375	10/26/11	8/2/12	1,118	795	(323)
CHIMERA INVT CORP.	320	3/21/12	8/2/12	957	678	(279)
CITRIX SYS INC.	150	4/5/11	4/11/12	11,464	11,168	(296)
CITRIX SYS INC.	100	4/5/11	5/9/12	7,643	8,175	532
CLIFFS NAT RES INC.	46	2/1/11	8/7/12	4,073	2,041	(2,032)
COLGATE-PALMOLIVE CO.	55	2/1/11	7/17/12	4,227	5,780	1,553
COLGATE-PALMOLIVE CO.	37	9/9/11	7/17/12	3,298	3,888	592
COLGATE-PALMOLIVE CO.	33	9/9/11	10/22/12	2,941	3,535	594
COLGATE-PALMOLIVE CO.	1	9/5/12	10/22/12	107	107	0
COLGATE-PALMOLIVE CO.	34	9/5/12	10/24/12	3,624	3,615	(9)
COMPLETE PRODTN SVCS INC. (CASH RECEIVED IN STOCK MERGER WITH SUPERIOR ENERGY SVCS. INC.)	90	7/2/11	2/8/12	630	630	0
CONCHO RES. INC.	10	10/20/09	5/4/12	407	965	558
CONCHO RES. INC.	1	10/22/09	5/4/12	42	97	55
CONCHO RES. INC.	12	10/22/09	6/5/12	500	1,040	540
CONOCOPHILLIPS	177	4/17/12	5/9/12	9,997	9,378	(619)
CONTINENTAL RES INC.	25	10/7/09	6/25/12	954	1,572	618
COOPER INDUSTRIES PLC NEW IRELAND	45	12/23/10	3/29/12	2,645	2,819	174
COOPER INDUSTRIES PLC NEW IRELAND	25	1/5/11	3/29/12	1,464	1,566	102
COOPER INDUSTRIES PLC NEW IRELAND	15	2/2/11	3/29/12	944	940	(4)
COPA HOLDINGS SA	25	2/1/11	5/9/12	1,428	1,933	505
COPA HOLDINGS SA	21	2/1/11	5/10/12	1,200	1,773	573
COPA HOLDINGS SA	10	2/1/11	5/11/12	571	850	279
COPA HOLDINGS SA	31	2/1/11	5/14/12	1,771	2,603	832
COPA HOLDINGS SA	13	2/1/11	6/1/12	743	1,048	303
COPA HOLDINGS SA	72	2/1/11	11/29/12	4,114	6,770	2,656
COPA HOLDINGS SA	2	2/1/11	11/30/12	114	188	74
CORE LABORATORIES NV	7	5/17/11	6/29/12	660	810	150
CORE LABORATORIES NV	62	5/17/11	7/2/12	5,849	7,027	1,178
CORE LABORATORIES NV	1	5/17/11	7/6/12	94	113	19
CORE LABORATORIES NV	44	6/14/11	7/6/12	4,587	4,973	386
CORE LABORATORIES NV	26	6/14/11	7/9/12	2,711	2,948	235
CORNING INC.	120	8/10/11	1/4/12	1,839	1,580	(59)
CORNING INC.	475	10/4/11	1/4/12	5,518	6,256	738
COSTCO WHOLESALE CORP.	100	2/3/11	4/11/12	7,392	8,721	1,329
COVIDIEN PLC	150	12/7/11	4/11/12	6,633	7,897	1,264
CRESCENT POINT ENERGY CORP.	31	4/17/12	6/25/12	1,324	1,090	(234)
CRESCENT POINT ENERGY CORP.	14	4/17/12	6/26/12	598	495	(103)
CROWN CASTLE INT'L CORP.	36	8/18/10	3/19/12	1,473	1,910	437
CUMMINS INC.	150	9/10/09	2/3/12	7,030	17,945	10,915
CUMMINS INC.	250	9/10/09	4/11/12	11,717	28,019	16,302
DAKTRONICS INC.	29	10/7/09	4/24/12	242	232	(10)
DAKTRONICS INC.	18	10/7/09	9/5/12	160	174	24
DAKTRONICS INC.	210	10/7/09	9/8/12	1,754	2,035	281
DAKTRONICS INC.	43	10/7/09	9/7/12	359	421	62
DAKTRONICS INC.	42	5/17/11	9/7/12	408	411	3
DAKTRONICS INC.	56	5/18/11	9/7/12	547	548	1

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
DANAHER CORP.	400	2/10/04	4/11/12	8,778	21,492	12,714
DARDEN RESTAURANTS INC.	6	4/17/12	7/18/12	300	309	9
DARDEN RESTAURANTS INC.	197	4/17/12	12/12/12	9,836	9,048	(788)
DARDEN RESTAURANTS INC.	203	4/17/12	12/13/12	10,136	9,284	(852)
DARDEN RESTAURANTS INC.	14	4/17/12	12/14/12	699	648	(51)
DARDEN RESTAURANTS INC.	57	7/26/12	12/14/12	2,877	2,637	(240)
DARDEN RESTAURANTS INC.	57	7/27/12	12/14/12	2,958	2,637	(321)
DAVITA INC.	27	8/30/10	5/14/12	1,768	2,211	443
DAVITA INC.	3	8/30/10	5/23/12	196	241	45
DAVITA INC.	10	9/1/10	5/23/12	646	803	157
DAVITA INC.	5	10/22/10	5/23/12	359	401	42
DAVITA INC.	5	10/22/10	12/3/12	359	532	173
DAVITA INC.	6	5/2/11	12/3/12	534	638	104
DIAMOND OFFSHORE DRILLING INC.	100	8/31/11	7/25/12	6,442	6,429	(13)
DIAMOND OFFSHORE DRILLING INC.	2	9/21/11	7/25/12	121	128	7
DIAMOND OFFSHORE DRILLING INC.	53	9/21/11	7/30/12	3,214	3,507	293
DIAMOND OFFSHORE DRILLING INC.	50	9/21/11	8/2/12	3,032	3,268	236
DICKS SPORTING GOODS INC.	25	5/17/11	1/10/12	990	903	(87)
DICKS SPORTING GOODS INC.	20	5/17/11	10/2/12	792	1,034	242
DIGITAL RLTY TR INC.	4	4/17/12	7/18/12	300	304	4
DIGITAL RLTY TR INC.	13	4/17/12	7/26/12	974	988	14
DOLLAR TREE INC.	29	10/7/09	10/11/12	488	1,262	796
DOLLAR TREE INC.	47	10/7/09	10/18/12	755	1,863	1,108
DOLLAR TREE INC.	28	10/7/09	12/12/12	450	1,069	619
DOLLAR TREE INC.	20	5/24/11	12/12/12	621	764	143
DOLLAR TREE INC.	10	10/6/11	12/12/12	385	382	(3)
DOLLAR TREE INC.	3	7/12/12	12/12/12	156	115	(41)
DORMAN PRODS INC.	3	3/28/11	4/24/12	119	139	20
DST SYSTEMS INC.	45	5/26/10	11/30/12	1,698	2,588	892
DuPONT E I DE NEMOURS & CO.	400	9/23/11	2/6/12	16,365	20,662	4,297
DuPONT E I DE NEMOURS & CO.	150	9/23/11	4/11/12	6,137	7,713	1,576
EATON CORP.	153	3/25/11	4/11/12	8,270	7,049	(1,221)
EATON CORP.	97	3/28/11	4/11/12	5,245	4,469	(776)
EATON VANCE CORP.	37	2/1/11	6/1/12	1,131	873	(258)
EBAY INC.	73	10/7/09	5/10/12	1,664	2,999	1,335
EBAY INC.	38	10/7/09	5/18/12	866	1,474	608
EBAY INC.	4	10/7/09	7/31/12	91	177	86
EBAY INC.	25	1/21/10	7/31/12	561	1,109	548
EBAY INC.	41	4/27/10	7/31/12	996	1,819	823
EBAY INC.	35	4/27/10	8/6/12	851	1,568	717
EBAY INC.	14	4/27/10	8/8/12	340	632	292
EBAY INC.	20	5/13/10	8/8/12	454	902	448
ELI LILLY & CO.	170	11/28/11	3/5/12	6,185	6,652	467
ELI LILLY & CO.	175	2/6/12	3/6/12	6,947	6,765	(182)
EMC CORP.	550	10/14/10	4/11/12	11,494	15,614	4,120
EMERSON ELECTRIC CO.	500	10/23/08	2/3/12	16,979	26,359	9,380
EMERSON ELECTRIC CO.	300	1/15/10	2/3/12	13,364	15,816	2,452
EMERSON ELECTRIC CO.	6	4/17/12	7/18/12	307	283	(24)
ENBRIDGE INC.	176	4/17/12	8/15/12	6,927	7,012	85
ENBRIDGE INC.	106	4/17/12	8/16/12	4,172	4,218	46
ENBRIDGE INC.	92	4/17/12	8/17/12	3,621	3,661	40
ENBRIDGE INC.	56	4/17/12	8/20/12	2,204	2,226	22
EXCO RES INC.	205	10/7/09	6/21/12	3,727	1,372	(2,355)
EXCO RES INC.	40	4/14/10	6/21/12	823	268	(555)
EXCO RES INC.	105	7/28/10	6/21/12	1,580	703	(877)
EXCO RES INC.	115	7/27/11	6/21/12	1,841	769	(1,072)
EXPRESS SCRIPTS HLDG. CO.	200	1/17/12	4/11/12	10,044	11,273	1,229
EXPRESS SCRIPTS HLDG. CO.	118	10/13/11	9/10/12	4,736	7,319	2,583
EXPRESS SCRIPTS HLDG. CO.	37	10/13/11	10/9/12	1,485	2,321	836
EXPRESS SCRIPTS HLDG. CO.	21	10/18/11	10/9/12	844	1,317	473
EXPRESS SCRIPTS HLDG. CO.	58	10/18/11	10/11/12	2,331	3,659	1,328
EXPRESS SCRIPTS HLDG. CO.	71	10/18/11	11/1/12	2,854	4,413	1,559
EXPRESS SCRIPTS HLDG. CO.	10	11/28/11	11/1/12	429	621	192
EXXON MOBIL CORP.	300	5/4/07	4/11/12	23,904	24,748	844
EXXON MOBIL CORP.	8	2/1/11	6/29/12	658	684	26
EXXON MOBIL CORP.	76	2/1/11	7/2/12	6,253	6,453	200
EXXON MOBIL CORP.	100	5/4/07	10/15/12	7,968	9,102	1,134
FAIR ISAAC CORPORATION	10	10/7/09	1/23/12	214	378	164
FAIR ISAAC CORPORATION	20	10/7/09	1/24/12	429	771	342
FAIR ISAAC CORPORATION	30	10/7/09	1/26/12	643	1,175	532
FAIR ISAAC CORPORATION	8	10/7/09	4/24/12	172	334	162
FAIR ISAAC CORPORATION	1	10/7/09	4/25/12	21	42	21
FAIR ISAAC CORPORATION	42	10/7/09	7/17/12	901	1,835	934
FAIR ISAAC CORPORATION	37	10/7/09	8/3/12	793	1,625	832
FAIR ISAAC CORPORATION	2	10/7/09	9/5/12	43	89	46
FAIR ISAAC CORPORATION	19	10/7/09	9/6/12	407	842	435
FAIR ISAAC CORPORATION	29	10/7/09	9/18/12	622	1,300	678
FAIRCHILD SEMICONDUCTOR INT'L INC.	115	4/15/11	12/19/12	2,115	1,671	(444)
FAIRCHILD SEMICONDUCTOR INT'L INC.	10	4/27/11	12/19/12	207	145	(62)
FAIRCHILD SEMICONDUCTOR INT'L INC.	25	5/2/11	12/19/12	515	363	(152)
FAIRCHILD SEMICONDUCTOR INT'L INC.	20	5/31/11	12/19/12	361	291	(70)

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
FAIRCHILD SEMICONDUCTOR INT'L INC.	20	10/20/11	12/19/12	255	291	36
FAIRCHILD SEMICONDUCTOR INT'L INC.	27	4/27/12	12/19/12	385	392	7
FAIRCHILD SEMICONDUCTOR INT'L INC.	2	8/30/12	12/19/12	29	29	0
FMC CORP.	10	3/30/11	5/14/12	848	1,049	203
FMC CORP.	9	3/30/11	5/17/12	762	881	119
FOREST CITY ENTERPRISES INC	80	10/7/09	9/5/12	939	1,198	259
FRANKLIN RES INC.	350	1/15/10	1/17/12	38,665	34,043	(4,622)
FRANKLIN RES INC.	23	7/6/11	1/17/12	3,075	2,237	(838)
FRANKLIN RES INC.	27	7/7/11	1/17/12	3,696	2,626	(1,070)
FREEMONT-MCMORAN COPPER & GOLD INC.	130	7/6/11	1/24/12	6,967	5,665	(1,302)
FREEMONT-MCMORAN COPPER & GOLD INC.	20	12/6/11	1/24/12	802	872	70
FREEMONT-MCMORAN COPPER & GOLD INC.	140	12/6/11	1/30/12	5,816	6,398	782
FREEMONT-MCMORAN COPPER & GOLD INC.	180	3/5/12	5/22/12	7,277	5,804	(1,473)
FREEMONT-MCMORAN COPPER & GOLD INC.	31	5/8/12	5/22/12	1,089	999	(90)
FREEMONT-MCMORAN COPPER & GOLD INC.	165	5/8/12	8/7/12	5,796	5,700	(96)
FREEMONT-MCMORAN COPPER & GOLD INC.	20	6/29/12	8/7/12	681	702	21
FREEMONT-MCMORAN COPPER & GOLD INC.	90	7/2/12	8/7/12	3,034	3,158	124
FREEMONT-MCMORAN COPPER & GOLD INC.	92	7/2/12	8/8/12	3,101	3,288	187
GENERAL ELECTRIC CO.	800	1/15/10	4/11/12	13,345	15,224	1,879
GENERAL ELECTRIC CO.	250	1/15/10	7/6/12	4,170	5,048	878
GENUINE PARTS CO.	6	4/17/12	12/12/12	386	379	(7)
GILEAD SCIENCES INC.	43	2/14/11	5/30/12	1,656	2,177	521
GILEAD SCIENCES INC.	21	2/14/11	5/31/12	809	1,049	240
GLAXOSMITHKLINE PLC	9	4/17/12	12/12/12	414	397	(17)
GOOGLE INC.	60	7/7/09	4/11/12	25,459	38,024	12,565
GRAINGER, W. W., INC.	50	2/3/12	4/11/12	10,075	10,521	446
GRAINGER, W. W., INC.	25	2/3/12	7/6/12	5,038	4,729	(309)
GRAINGER, W. W., INC.	125	2/3/12	12/24/12	25,188	24,762	(426)
GRANITE REAL ESTATE INC.	44	2/1/10	7/24/12	528	1,529	1,003
GRANITE REAL ESTATE INC.	36	2/1/10	7/26/12	430	1,265	835
GRANITE REAL ESTATE INC.	6	6/25/10	8/8/12	64	181	117
GRANITE REAL ESTATE INC.	35	6/30/10	8/8/12	447	1,264	817
GRANITE REAL ESTATE INC.	30	6/30/10	8/20/12	383	1,089	706
GRANITE REAL ESTATE INC.	12	8/27/10	8/20/12	139	435	296
GRANITE REAL ESTATE INC.	41	8/27/10	9/27/12	474	1,494	1,020
GRANITE REAL ESTATE INC.	60	8/27/10	12/31/12	578	1,900	1,322
GREEN MTN COFFEE ROASTERS	20	8/22/11	5/4/12	1,783	548	(1,235)
GREEN MTN COFFEE ROASTERS	5	10/7/11	5/4/12	457	137	(320)
GREEN MTN COFFEE ROASTERS	10	11/7/11	5/4/12	703	274	(429)
GREEN MTN COFFEE ROASTERS	20	11/8/11	5/4/12	1,410	548	(862)
HANCOCK HLDG. CO.	60	1/24/12	5/2/12	2,055	1,940	(115)
HANCOCK HLDG. CO.	5	3/28/12	5/2/12	181	162	(19)
HARLEY DAVIDSON	27	1/11/11	10/4/12	993	1,121	128
HARMAN INT'L INC.	10	5/6/10	6/25/12	405	371	(34)
HARMAN INT'L INC.	45	8/9/10	6/25/12	1,359	1,668	309
HARMAN INT'L INC.	15	1/18/12	6/25/12	637	556	(81)
HARRIS CORP.	8	5/22/12	6/29/12	317	334	17
HARRIS CORP.	35	5/22/12	7/2/12	1,388	1,452	64
HARRIS CORP.	38	5/23/12	7/2/12	1,527	1,577	50
HARRIS CORP.	11	5/23/12	7/6/12	442	459	17
HARRIS CORP.	41	5/24/12	7/6/12	1,646	1,712	66
HARRIS CORP.	30	5/24/12	7/9/12	1,205	1,239	34
HARRIS CORP.	8	5/24/12	7/30/12	321	338	17
HARRIS CORP.	34	5/30/12	7/30/12	1,347	1,435	88
HARRIS CORP.	6	5/31/12	7/30/12	237	253	16
HARRIS CORP.	74	6/1/12	7/30/12	2,916	3,124	208
HARRIS CORP.	61	6/1/12	7/31/12	2,404	2,555	151
HARRIS TEETER SUPERMARKETS INC.	8	10/7/09	4/24/12	210	298	88
HCP INC.	9	4/17/12	12/12/12	358	406	50
HEALTH CARE REIT INC.	5	4/17/12	7/18/12	271	304	33
HEALTHCARE SVCS GROUP INC.	8	4/17/12	6/9/12	172	162	(10)
HEALTHCARE SVCS GROUP INC.	25	4/17/12	5/10/12	638	607	(31)
HEALTHCARE SVCS GROUP INC.	34	4/17/12	5/11/12	731	694	(37)
HEALTHCARE SVCS GROUP INC.	11	4/17/12	5/14/12	237	222	(15)
HEALTHCARE SVCS GROUP INC.	21	4/17/12	5/15/12	452	426	(26)
HEALTHCARE SVCS GROUP INC.	29	4/17/12	5/16/12	624	588	(36)
HEALTHCARE SVCS GROUP INC.	8	4/17/12	5/17/12	172	168	(4)
HEALTHCARE SVCS GROUP INC.	8	4/17/12	5/18/12	172	157	(15)
HEALTHCARE SVCS GROUP INC.	17	4/17/12	6/21/12	368	331	(35)
HEALTHCARE SVCS GROUP INC.	8	4/17/12	6/22/12	172	155	(17)
HEALTHCARE SVCS GROUP INC.	187	4/17/12	6/25/12	4,021	3,403	(618)
HEALTHCARE SVCS GROUP INC.	250	4/17/12	6/26/12	5,376	4,483	(893)
HEALTHCARE SVCS GROUP INC.	34	4/17/12	6/27/12	731	628	(103)
HEICO CORP. (FRACTIONAL SHARE)	0.75	3/8/12	5/1/12	24	24	0
HEICO CORP.	1	3/8/12	7/17/12	32	32	0
HEICO CORP.	23	3/8/12	7/18/12	727	722	(5)
H J HEINZ	200	8/27/10	4/11/12	9,298	10,545	1,247
H J HEINZ	6	4/17/12	7/18/12	319	331	12
H J HEINZ	500	8/27/10	8/22/12	23,245	27,808	4,563
HIBBETT SPORTS INC.	17	10/7/09	4/24/12	300	972	672
HIBBETT SPORTS INC.	17	10/7/09	9/5/12	300	1,003	703

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
HOME DEPOT INC.	300	2/3/12	4/11/12	13,547	14,907	1,360
HUB GROUP INC.	39	10/7/09	4/18/12	887	1,385	498
HUB GROUP INC.	14	10/7/09	6/7/12	319	482	163
HUB GROUP INC.	32	10/7/09	7/26/12	728	914	186
HUB GROUP INC.	25	10/26/09	7/26/12	653	714	61
HUMAN GENOME SCIENCES INC.	7	1/26/12	6/6/12	68	93	25
HUMAN GENOME SCIENCES INC.	49	1/26/12	6/8/12	478	651	173
HUMAN GENOME SCIENCES INC.	59	1/26/12	7/20/12	576	837	261
HUMAN GENOME SCIENCES INC.	60	2/3/12	7/20/12	615	851	236
HUMAN GENOME SCIENCES INC.	10	2/17/12	7/20/12	94	142	48
ILLUMINA INC.	15	11/2/09	3/14/12	512	754	242
ILLUMINA INC.	15	11/6/09	3/14/12	490	754	264
INTEL CORP.	231	4/17/12	5/9/12	6,630	6,232	(398)
INTERNATIONAL BUSINESS MACHINES INC.	100	1/5/09	1/17/12	8,206	18,014	9,808
INTERNATIONAL BUSINESS MACHINES INC.	100	1/5/09	4/11/12	8,206	20,305	12,099
INTERNATIONAL SPEEDWAY CORP.	81	10/7/09	10/19/12	2,210	2,128	(82)
INTERNATIONAL SPEEDWAY CORP.	38	10/7/09	10/25/12	982	924	(58)
INTERNATIONAL SPEEDWAY CORP.	38	10/7/09	11/5/12	1,037	965	(72)
INTEROIL CORP.	1	10/7/09	9/17/12	38	85	47
INTUIT	24	10/7/09	5/17/12	670	1,314	644
INTUITIVE SURGICAL INC.	5	7/22/11	7/12/12	2,027	2,665	638
INTUITIVE SURGICAL INC.	1	8/3/11	7/12/12	378	533	155
INTUITIVE SURGICAL INC.	1	10/5/11	7/12/12	360	533	173
J & J SNACK FOODS CORP.	5	10/4/10	4/24/12	208	266	58
J & J SNACK FOODS CORP.	3	10/8/10	4/24/12	130	160	30
JABIL CIRCUIT INC.	45	10/13/09	12/12/12	629	842	213
JABIL CIRCUIT INC.	25	11/1/10	12/12/12	379	468	89
JABIL CIRCUIT INC.	25	11/5/10	12/12/12	392	468	76
JABIL CIRCUIT INC.	25	1/26/12	12/12/12	570	468	(102)
JABIL CIRCUIT INC.	25	2/3/12	12/12/12	604	468	(136)
JABIL CIRCUIT INC.	11	7/18/12	12/12/12	223	206	(17)
JABIL CIRCUIT INC.	17	7/31/12	12/12/12	374	318	(56)
JDS UNIPHASE CORP.	60	8/23/11	1/9/12	622	685	63
JDS UNIPHASE CORP.	85	8/23/11	5/14/12	881	908	27
JDS UNIPHASE CORP.	30	12/5/11	5/14/12	328	320	(8)
JEFFERIES GROUP INC.	61	11/1/11	4/27/12	738	977	239
JEFFERIES GROUP INC.	79	11/1/11	11/12/12	956	1,281	325
JEFFERIES GROUP INC.	25	11/2/11	11/12/12	306	405	99
JEFFERIES GROUP INC.	35	2/8/12	11/12/12	561	568	7
JEFFERIES GROUP INC.	75	2/16/12	11/12/12	1,189	1,216	27
JEFFERIES GROUP INC.	3	8/30/12	11/12/12	44	49	5
JOHNSON CONTROLS INC.	300	11/16/09	2/3/12	8,132	10,018	1,886
JOHNSON CONTROLS INC.	100	11/16/09	4/11/12	2,711	3,080	369
JOHNSON CONTROLS INC.	150	1/15/10	4/11/12	4,458	4,620	162
JOHNSON & JOHNSON	300	4/19/01	4/11/12	9,450	19,218	9,768
JOHNSON & JOHNSON	150	4/19/01	7/6/12	4,725	10,140	5,415
JOHNSON & JOHNSON	350	4/19/01	11/28/12	11,025	24,153	13,128
JOHNSON & JOHNSON	6	6/25/12	12/12/12	399	425	26
JPMORGAN CHASE & CO.	200	1/5/09	4/11/12	6,040	8,774	2,734
KELLOGG CO.	21	2/1/11	5/30/12	1,058	1,039	(19)
KELLOGG CO.	18	2/1/11	5/31/12	907	889	(18)
KELLOGG CO.	102	2/1/11	6/1/12	5,141	4,924	(217)
KELLOGG CO.	14	2/1/11	6/29/12	706	689	(17)
KELLOGG CO.	50	2/1/11	7/2/12	2,520	2,464	(56)
KELLOGG CO.	65	1/24/12	7/2/12	3,283	3,203	(80)
KELLOGG CO.	10	1/26/12	7/2/12	505	493	(12)
KELLOGG CO.	60	1/26/12	7/17/12	3,028	2,902	(126)
KIMBERLY - CLARK CORP.	50	1/30/12	2/22/12	3,577	3,550	(27)
KIMBERLY - CLARK CORP.	45	1/31/12	2/22/12	3,215	3,195	(20)
KIMBERLY - CLARK CORP.	4	4/17/12	7/18/12	302	344	42
KINDER MORGAN INC.	9	4/17/12	7/18/12	337	315	(22)
KINDER MORGAN INC.	12	4/17/12	12/12/12	449	403	(46)
KIRBY CORP.	89	10/7/09	4/24/12	3,068	5,637	2,569
KRONOS WORLDWIDE INC.	344	8/2/12	11/1/12	5,973	4,602	(1,371)
KRONOS WORLDWIDE INC.	70	8/2/12	11/2/12	1,215	938	(277)
LIQUIDITY SVCS INC.	23	6/2/11	4/24/12	484	1,173	689
LIQUIDITY SVCS INC.	13	6/2/11	4/25/12	274	671	397
LIQUIDITY SVCS INC.	16	6/2/11	7/17/12	337	673	336
LIQUIDITY SVCS INC.	15	6/3/11	7/17/12	315	631	316
LIQUIDITY SVCS INC.	13	6/3/11	9/5/12	273	682	409
LIQUIDITY SVCS INC.	8	6/6/11	9/6/12	172	420	248
LKQ CORP.	107	10/7/09	4/20/12	2,054	3,267	1,213
LKQ CORP.	26	10/7/09	4/24/12	489	774	285
LKQ CORP.	28	10/7/09	7/12/12	478	936	458
LKQ CORP.	45	11/10/09	7/12/12	781	1,505	724
LKQ CORP.	4	11/30/09	7/12/12	69	134	65
LKQ CORP.	60	10/7/09	9/5/12	1,128	2,293	1,165
LKQ CORP.	49	10/7/09	11/8/12	625	1,058	433
LKQ CORP.	123	10/7/09	12/18/12	1,569	2,575	1,006

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
MAF - GLOBAL EMERGING MARKETS - UBS	1,922.743	11/1/10	3/13/12	188,556	171,174	(17,382)
MAF - GLOBAL EMERGING MARKETS - UBS	608.03	11/1/10	3/19/12	59,627	54,130	(5,497)
MAF - HIGH YIELD INCOME FUND - STONE HARBOR	2,487.384	5/1/08	5/1/12	219,671	256,539	38,868
MAF - HIGH YIELD INCOME FUND - STONE HARBOR	297.15	5/1/08	5/1/12	26,455	30,895	4,440
MAF - INTERNATIONAL FUND - ALTRINISIC	2,492.076	5/1/08	5/1/12	285,502	233,235	(32,267)
MAF - INTERNATIONAL FUND - ALTRINISIC	225.57	5/1/08	5/1/12	24,031	21,111	(2,920)
MAF - INTERNATIONAL FUND - AXIOM	3,508.584	5/1/08	5/1/12	588,954	306,772	(282,182)
MAF - INTERNATIONAL FUND - AXIOM	330.01	5/1/08	5/1/12	55,396	28,854	(26,542)
MAF - INTERNATIONAL FUND - EDINBURGH	2,180.911	5/1/08	5/1/12	269,910	201,371	(68,539)
MAF - INTERNATIONAL FUND - EDINBURGH	159.75	5/1/08	5/1/12	19,770	14,750	(5,020)
MAF - SMALL GROWTH FUND - DRIEHAUS	1,471.418	5/1/08	5/1/12	188,722	147,735	(20,987)
MAF - SMALL GROWTH FUND - DRIEHAUS	168.52	5/1/08	5/1/12	19,324	18,920	(2,404)
MANHATTAN ASSOCS. INC.	7	10/7/09	4/24/12	139	321	182
MANHATTAN ASSOCS. INC.	19	10/7/09	11/8/12	378	1,100	722
MARATHON OIL CORP.	255	9/21/11	5/8/12	6,119	6,518	399
MARATHON OIL CORP.	260	9/27/11	5/8/12	6,201	6,646	445
MATTEL INC.	9	4/17/12	7/18/12	287	310	23
McDERMOTT INT'L INC.	15	1/7/11	4/27/12	301	170	(131)
McDERMOTT INT'L INC.	36	4/20/11	4/27/12	827	409	(418)
McDERMOTT INT'L INC.	4	4/20/11	11/13/12	92	41	(51)
McDERMOTT INT'L INC.	35	6/30/11	11/13/12	696	355	(341)
McDERMOTT INT'L INC.	10	7/14/11	11/13/12	198	101	(97)
McDERMOTT INT'L INC.	45	7/21/11	11/13/12	982	457	(505)
McDERMOTT INT'L INC.	130	8/4/11	11/13/12	1,933	1,319	(614)
McDERMOTT INT'L INC.	3	8/30/12	11/13/12	33	30	(3)
McDONALDS CORP.	300	9/23/11	4/11/12	8,729	9,827	1,098
McDONALDS CORP.	4	4/17/12	7/18/12	389	368	(21)
McDONALDS CORP.	5	4/17/12	12/12/12	486	446	(40)
McKESSON CORP.	200	12/21/09	2/1/12	12,746	16,528	3,782
McKESSON CORP.	400	12/21/09	2/3/12	25,491	32,294	6,803
MEAD JOHNSON NUTRITION	42	6/8/12	12/12/12	3,407	2,790	(617)
MEAD JOHNSON NUTRITION	9	6/14/12	12/12/12	764	598	(166)
MEAD JOHNSON NUTRITION	7	7/12/12	12/12/12	544	465	(79)
MEDNAX INC.	10	5/24/10	1/19/12	589	702	113
MEDNAX INC.	5	11/1/10	1/19/12	298	351	53
MERCK & CO. INC.	9	4/17/12	12/12/12	347	407	60
MFB NORTHERN FDS STK INDEX FD	29,103.61	10/27/10	4/18/12	426,368	500,000	73,632
MFB NORTHERN FDS STK INDEX FD	1,487.21	10/27/10	7/6/12	21,788	25,000	3,212
MFB NORTHERN FDS STK INDEX FD	11,409.01	10/27/10	12/4/12	167,142	200,000	32,858
MFB NORTHERN FUNDS MULTI-MANAGER- HIGH YIELD OPPORTUNITY FUND	7,520.64	5/7/10	4/18/12	78,297	78,290	(7)
MFB NORTHERN FUNDS MULTI-MANAGER- HIGH YIELD OPPORTUNITY FUND	9,498.22	10/25/10	4/18/12	103,246	98,876	(4,370)
MFC ISHARES TR RUSSELL	1,250	8/6/08	4/11/12	85,352	84,798	(554)
MFC ISHARES TR RUSSELL	1,250	4/6/09	4/11/12	50,333	84,798	34,465
MFO PIMCO FDS PAC INVT MGMT SER	8,038.59	4/2/09	7/6/12	50,000	52,331	2,331
MFO PIMCO FDS PAC INVT MGMT SER	14,773.28	7/2/09	7/6/12	107,023	96,174	(10,849)
MFO PIMCO FDS PAC INVT MGMT SER	6,578.95	9/9/09	7/6/12	50,000	42,829	(7,171)
MFO PIMCO FDS PAC INVT MGMT SER	131.73	12/7/11	7/6/12	1,000	857	(143)
MFO VANGUARD - ADMIRAL	4,177.72	4/1/08	9/14/12	106,239	122,574	16,335
MFO VANGUARD - ADMIRAL	5.29	12/27/11	9/14/12	146	155	9
MFO VANGUARD - ADMIRAL	1,760.56	5/3/12	9/14/12	50,000	51,655	1,655
MICROS SYS INC.	17	7/14/11	6/28/12	884	819	(45)
MICROS SYS INC.	23	7/14/11	7/13/12	1,169	1,118	(51)
MICROS SYS INC.	2	7/21/11	7/13/12	102	97	(5)
MICROSOFT CORP.	219	2/1/11	5/8/12	6,091	6,637	546
MICROSOFT CORP.	129	2/1/11	8/27/12	3,588	3,972	384
MICROSOFT CORP.	17	2/1/11	8/28/12	473	521	48
MICROSOFT CORP.	101	4/20/11	8/28/12	2,625	3,094	469
MONRO MUFFLER BRAKE INC.	40	10/22/10	4/24/12	1,263	1,604	341
MONSTER BEVERAGE CORP.	10	9/30/10	2/24/12	234	558	324
MONSTER BEVERAGE CORP.	20	10/15/10	2/24/12	499	1,115	616
MONSTER BEVERAGE CORP.	10	10/20/10	2/24/12	255	558	303
MONSTER BEVERAGE CORP.	17	10/27/10	7/3/12	435	1,257	822
MONSTER BEVERAGE CORP.	3	10/27/10	7/20/12	77	194	117
MONSTER BEVERAGE CORP.	8	11/1/10	7/20/12	208	518	312
MOODYS CORP.	15	10/13/10	5/21/12	420	540	120
MOODYS CORP.	14	10/19/10	5/21/12	371	504	133
MOOG INC.	9	10/22/10	4/24/12	335	365	30
MRC GLOBAL INC.	9	4/17/12	5/23/12	185	184	(1)
MSC INDL DIRECT INC.	15	12/2/10	6/28/12	941	975	34
MSC INDL DIRECT INC.	5	12/8/10	6/28/12	320	325	5
MSC INDL DIRECT INC.	1	12/17/10	6/28/12	66	65	(1)
MSC INDL DIRECT INC.	4	12/17/10	10/1/12	262	266	4
MSC INDL DIRECT INC.	5	2/3/11	10/1/12	304	333	29
MSC INDL DIRECT INC.	20	1/9/12	10/1/12	1,462	1,332	(130)
MSC INDL DIRECT INC.	5	2/14/12	10/1/12	400	333	(67)

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
MULTI ADVISOR SALES		VARIOUS	1/31/12	2,650	2,650	0
MULTI ADVISOR SALES		VARIOUS	2/29/12	2,646	2,646	0
MULTI ADVISOR SALES		VARIOUS	3/31/12	2,386	2,386	0
MULTI ADVISOR SALES		VARIOUS	4/30/12	2,382	2,382	0
MULTI ADVISOR SALES		VARIOUS	5/31/12	653	653	0
MULTI ADVISOR SALES		VARIOUS	6/30/12	652	652	0
MULTI ADVISOR SALES		VARIOUS	7/31/12	652	652	0
MULTI ADVISOR SALES		VARIOUS	8/31/12	651	651	0
MULTI ADVISOR SALES		VARIOUS	9/30/12	651	651	0
MULTI ADVISOR SALES		VARIOUS	10/31/12	650	650	0
MULTI ADVISOR SALES		VARIOUS	11/30/12	649	649	0
MULTI ADVISOR SALES		VARIOUS	12/31/12	814	814	0
MYRIAD GENETICS INC.	33	7/12/12	12/5/12	848	914	66
NATIONAL OILWELL VARCO	300	5/4/07	4/11/12	12,873	23,188	10,315
NATIONAL RETAIL PPTY INC.	13	4/17/12	12/12/12	353	402	49
NAVISTAR INT'L CORP.	10	4/1/11	3/2/12	705	404	(301)
NAVISTAR INT'L CORP.	20	7/15/11	3/2/12	1,072	808	(264)
NETAPP INC.	21	2/3/12	5/1/12	851	846	(5)
NETAPP INC.	13	2/3/12	10/24/12	527	367	(160)
NETSCOUT SYS INC.	45	8/26/11	2/13/12	568	987	419
NETSCOUT SYS INC.	35	8/26/11	2/14/12	442	721	279
NETSCOUT SYS INC.	35	8/26/11	2/27/12	442	770	328
NETSCOUT SYS INC.	40	9/14/11	2/27/12	501	880	379
NETSCOUT SYS INC.	35	9/14/11	3/8/12	438	732	294
NETSCOUT SYS INC.	40	9/14/11	3/9/12	501	855	354
NEWFIELD EXPLORATION	47	6/29/12	11/26/12	1,378	1,138	(240)
NEWFIELD EXPLORATION	248	7/12/12	11/26/12	7,137	5,956	(1,181)
NEXTERA ENERGY INC.	123	4/17/12	7/9/12	7,747	8,343	596
NIKE INC.	150	1/15/10	4/11/12	9,708	16,195	6,487
NOBLE ENERGY INC.	50	12/7/11	4/11/12	4,805	4,661	(144)
NORFOLK SOUTHN CORP	150	2/3/12	4/11/12	10,973	9,955	(1,018)
NOVARTIS AG	5	4/17/12	7/18/12	279	282	3
NU SKIN ENTERPRISES INC.	155	11/1/12	11/26/12	7,523	6,823	(700)
NUCOR CORP.	150	2/6/12	4/11/12	6,771	6,195	(576)
OMNICOM GROUP INC.	250	12/17/10	4/11/12	11,593	12,017	424
OMNICOM GROUP INC.	150	12/17/10	7/6/12	6,956	7,228	272
ONEOK INC.	7	4/17/12	7/18/12	284	308	24
ONEOK INC.	9	4/17/12	12/12/12	365	392	27
ORACLE CORPORATION	400	9/22/10	4/11/12	10,916	11,320	404
ORACLE CORPORATION	50	10/4/10	4/11/12	1,362	1,415	53
O'REILLY AUTOMOTIVE INC.	30	10/7/09	1/24/12	1,071	2,456	1,385
O'REILLY AUTOMOTIVE INC.	20	10/7/09	2/8/12	714	1,675	961
O'REILLY AUTOMOTIVE INC.	5	5/26/10	10/18/12	251	401	150
O'REILLY AUTOMOTIVE INC.	6	2/2/11	10/18/12	339	481	142
O'REILLY AUTOMOTIVE INC.	4	2/2/11	10/24/12	226	325	99
O'REILLY AUTOMOTIVE INC.	4	6/24/11	10/24/12	257	325	68
OWENS & MINOR INC.	82	10/7/09	8/7/12	2,446	2,295	(151)
OWENS & MINOR INC.	45	2/26/10	8/7/12	1,384	1,259	(125)
PALL CORP.	11	11/5/09	6/6/12	352	604	252
PEEPS COFFEE & TEA INC.	12	10/7/09	4/24/12	333	879	546
PEEPS COFFEE & TEA INC.	13	10/7/09	5/7/12	361	822	461
PEEPS COFFEE & TEA INC.	45	10/7/09	10/1/12	1,248	3,308	2,060
PEPSICO INC.	200	2/27/01	4/11/12	8,250	13,008	4,758
PEPSICO INC.	100	2/27/01	7/6/12	4,125	7,029	2,904
PERRIGO CO.	3	2/4/10	1/27/12	133	287	154
PERRIGO CO.	15	2/4/10	2/3/12	666	1,398	732
PHILIP MORRIS INT'L.	75	4/17/12	6/26/12	6,553	6,315	(238)
PHILIP MORRIS INT'L.	23	4/17/12	6/26/12	2,010	1,935	(75)
PHILIP MORRIS INT'L.	5	4/17/12	12/12/12	437	443	6
PHILLIPS 66	88	5/3/12	5/9/12	3,152	2,661	(491)
POLYCOM INC.	120	11/4/11	4/10/12	2,052	1,696	(356)
POLYCOM INC.	20	11/7/11	4/10/12	377	283	(94)
PRAXAIR INC.	100	12/20/02	2/3/12	2,852	10,777	7,925
PRAXAIR INC.	50	12/20/02	2/6/12	1,426	5,401	3,975
PRAXAIR INC.	50	12/20/02	4/11/12	1,426	5,559	4,133
PRAXAIR INC.	150	12/20/02	7/6/12	4,278	16,342	12,064
PRAXAIR INC.	4	4/17/12	12/12/12	458	426	(32)
PRECISION CASTPARTS CORP.	50	2/3/12	4/11/12	8,571	8,409	(162)
PRINCIPAL FINL GROUP INC.	350	12/3/10	4/11/12	10,329	9,611	(718)
PRINCIPAL FINL GROUP INC.	292	12/3/10	6/15/12	8,617	7,365	(1,252)
PRINCIPAL FINL GROUP INC.	358	12/6/10	6/15/12	10,746	9,030	(1,716)
PRINCIPAL FINL GROUP INC.	400	12/9/10	6/15/12	12,691	10,089	(2,602)
PROCTOR & GAMBLE CO.	250	3/15/04	4/11/12	13,338	16,617	3,279
PROCTOR & GAMBLE CO.	100	3/15/04	7/6/12	5,335	6,096	761
PROCTOR & GAMBLE CO.	5	4/17/12	7/18/12	336	324	(12)
QUALCOMM INC.	300	9/23/11	4/11/12	14,961	19,940	4,979
QUALCOMM INC.	100	9/23/11	7/6/12	4,987	5,565	578
REALTY INCOME CORP.	110	4/17/12	7/9/12	4,220	4,572	352
REALTY INCOME CORP.	49	4/17/12	7/10/12	1,880	2,039	159
ROFIN SINAR TECHNOLOGIES INC.	23	10/7/09	5/18/12	503	466	(37)
ROFIN SINAR TECHNOLOGIES INC.	32	10/7/09	5/21/12	700	660	(40)
ROFIN SINAR TECHNOLOGIES INC.	60	12/31/09	5/21/12	1,441	1,237	(204)

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
ROSS STORES INC.	22	8/23/11	8/29/12	788	1,373	585
ROSS STORES INC.	148	8/23/11	7/2/12	5,300	9,352	4,052
ROSS STORES INC.	52	3/5/12	7/2/12	2,861	3,286	425
ROVI CORP.	35	4/19/10	8/14/12	1,336	744	(592)
ROVI CORP.	15	4/19/10	8/19/12	573	320	(253)
ROVI CORP.	10	4/21/10	6/19/12	381	213	(168)
ROVI CORP.	10	5/13/10	8/19/12	387	213	(154)
ROVI CORP.	10	5/28/10	8/19/12	375	213	(162)
ROVI CORP.	15	7/19/10	8/19/12	641	320	(321)
ROVI CORP.	15	8/15/11	8/19/12	700	320	(380)
ROVI CORP.	5	9/1/11	8/19/12	243	107	(136)
RPC INC.	40	11/8/11	1/24/12	859	704	(155)
RPC INC.	120	11/8/11	1/26/12	2,576	1,816	(760)
RPC INC.	91	11/11/11	1/26/12	1,960	1,362	(598)
RPC INC.	60	11/11/11	1/27/12	1,307	915	(392)
RPC INC.	80	1/4/12	1/27/12	1,673	1,220	(453)
RPC INC.	40	1/6/12	1/27/12	815	610	(205)
RPC INC. (FRACTIONAL SHARE)	0.50	1/8/12	3/9/12	7	5	(2)
RPC INC.	50	1/8/12	8/7/12	679	691	12
RPC INC.	2	1/8/12	8/8/12	27	27	0
RPC INC.	128	1/10/12	8/8/12	1,778	1,722	(54)
RPC INC.	112	1/10/12	8/10/12	1,554	1,430	(124)
RPC INC.	110	5/8/12	8/10/12	1,201	1,404	203
RPC INC.	53	5/9/12	8/13/12	578	663	85
RPC INC.	84	5/11/12	8/13/12	1,001	1,051	50
RPM INTERNATIONAL INC.	12	4/17/12	7/18/12	317	315	(2)
RPM INTERNATIONAL INC.	72	4/17/12	7/28/12	1,901	1,901	0
RPM INTERNATIONAL INC.	145	4/17/12	7/27/12	3,828	3,840	12
RPM INTERNATIONAL INC.	108	4/17/12	7/30/12	2,851	2,856	5
RPM INTERNATIONAL INC.	65	4/17/12	7/31/12	1,716	1,719	3
RPM INTERNATIONAL INC.	131	4/17/12	10/2/12	3,458	3,525	67
RPM INTERNATIONAL INC.	69	4/17/12	10/3/12	1,821	1,869	48
SALESFORCE COM INC.	300	3/15/11	1/17/12	37,572	31,353	(6,219)
SALESFORCE COM INC.	50	6/24/11	1/17/12	7,136	5,226	(1,910)
SALLY BEAUTY HLDGS INC	15	10/7/09	4/24/12	105	381	276
SALLY BEAUTY HLDGS INC	100	10/7/09	9/5/12	701	2,757	2,056
SCANSOURCE INC.	10	10/7/09	4/24/12	271	327	56
SCHLUMBERGER LTD	150	1/5/09	4/11/12	6,059	10,257	4,198
SEALED AIR CORP.	105	2/22/12	8/29/12	2,097	1,502	(595)
SENSATA TECHNOLOGIES HLDG BV	60	1/12/12	6/28/12	1,653	1,585	(68)
SHIRE PLC	18	8/13/10	1/9/12	1,240	1,820	580
SHIRE PLC	7	8/13/10	2/8/12	482	723	241
SHIRE PLC	10	8/18/10	2/8/12	682	1,032	350
SHIRE PLC	2	9/27/10	2/8/12	138	206	68
SHIRE PLC	3	9/27/10	7/31/12	208	258	50
SHIRE PLC	10	10/15/10	7/31/12	723	861	138
SHIRE PLC	4	6/6/11	7/31/12	389	345	(24)
SIMON PROPERTY GROUP INC.	125	5/12/11	4/11/12	14,492	17,899	3,407
SIMON PROPERTY GROUP INC.	125	5/12/11	10/15/12	14,492	19,098	4,606
SIMPSON MFG INC.	75	10/7/09	5/7/12	1,817	2,215	398
SIMPSON MFG INC.	4	4/24/12	5/7/12	123	118	(5)
SOUTHERN CO.	6	4/17/12	7/18/12	273	286	13
SPECTRA ENERGY CORP.	500	1/5/09	3/21/12	7,587	15,887	8,300
SPECTRA ENERGY CORP.	350	1/5/09	4/11/12	5,311	10,556	5,245
STARBUCKS CORP.	125	10/7/09	1/28/12	2,496	5,974	3,478
STARBUCKS CORP.	15	9/8/10	1/28/12	372	717	345
STARWOOD HOTELS & RESORTS WORLDWIDE INC.	27	7/19/10	7/25/12	1,248	1,349	101
SUNCOR ENERGY INC.	300	7/10/09	4/11/12	9,157	8,994	(163)
SUNCOR ENERGY INC.	600	7/10/09	7/8/12	18,313	17,538	(775)
SUPERIOR ENERGY SVCS. INC. (CASH IN LIEU)	0.05	7/28/11	2/8/12	2	1	(1)
SUPERIOR ENERGY SVCS. INC.	29	7/28/11	3/16/12	968	830	(138)
SUPERIOR ENERGY SVCS. INC.	26	12/16/10	4/2/12	867	688	(179)
SUPERIOR ENERGY SVCS. INC.	15	3/1/11	4/2/12	564	397	(167)
SUPERIOR ENERGY SVCS. INC.	85	7/28/11	4/2/12	2,876	2,249	(627)
SUPERIOR ENERGY SVCS. INC.	161	9/18/12	10/22/12	3,784	3,272	(522)
SUPERIOR ENERGY SVCS. INC.	15	9/21/12	10/22/12	352	305	(47)
SUPERIOR ENERGY SVCS. INC.	185	9/21/12	10/24/12	4,337	3,556	(781)
SUPERIOR ENERGY SVCS. INC.	281	9/21/12	11/26/12	6,587	5,326	(1,261)
SXC HEALTH SOLUTIONS CORP.	35	8/15/11	4/27/12	1,923	3,202	1,279
SXC HEALTH SOLUTIONS CORP. (CASH IN LIEU)	0.49	10/1/09	7/23/12	33	45	12
TENNECO INC.	40	12/2/10	3/26/12	1,557	1,504	(53)
TENNECO INC.	10	12/8/10	3/26/12	418	376	(40)
TERADATA CORP.	20	1/7/11	2/3/12	880	1,132	252
TERADATA CORP.	13	1/7/11	7/3/12	572	932	360
TERADYNE INC.	125	1/24/12	10/31/12	2,040	1,805	(235)
TERADYNE INC.	20	1/26/12	10/31/12	340	289	(51)
TERADYNE INC.	5	2/17/12	10/31/12	86	72	(14)
TERADYNE INC.	19	3/28/12	10/31/12	323	274	(49)
TERADYNE INC.	16	5/30/12	10/31/12	236	231	(5)
TERADYNE INC.	2	8/30/12	10/31/12	31	29	(2)

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
TIFFANY & CO.	20	11/3/10	1/10/12	1,078	1,196	118
TIFFANY & CO.	10	11/5/10	1/10/12	568	598	30
TIM HORTONS INC.	52	10/17/11	8/10/12	2,545	2,657	112
TIM HORTONS INC.	13	10/17/11	8/21/12	636	667	31
TIM HORTONS INC.	5	11/22/11	8/21/12	248	257	9
TIM HORTONS INC.	10	12/23/11	8/21/12	484	513	29
TIM HORTONS INC.	12	3/19/12	8/21/12	638	616	(22)
TIM HORTONS INC.	8	3/28/12	8/21/12	434	411	(23)
TJX COS. INC.	95	2/1/11	3/5/12	2,276	3,551	1,275
TJX COS. INC.	95	2/1/11	3/6/12	2,276	3,502	1,226
TJX COS. INC.	168	2/1/11	5/8/12	4,024	6,880	2,856
TJX COS. INC.	32	2/1/11	6/1/12	767	1,312	545
TOTAL SYS SCVS INC.	71	10/18/11	10/18/12	1,320	1,665	345
TOTAL SYS SCVS INC.	29	10/18/11	12/11/12	539	647	108
TOTAL SYS SCVS INC.	60	11/2/11	12/11/12	1,181	1,339	158
TOTAL SYS SCVS INC.	15	11/22/11	12/11/12	288	335	47
TOTAL SYS SCVS INC.	15	11/25/11	12/11/12	284	335	51
TOTAL SYS SCVS INC.	10	11/25/11	12/26/12	189	214	25
TOTAL SYS SCVS INC.	25	1/5/12	12/26/12	489	535	46
TOTAL SYS SCVS INC.	13	3/19/12	12/26/12	297	278	(19)
TOTAL SYS SCVS INC.	13	6/6/12	12/26/12	301	278	(23)
TOTAL SYS SCVS INC.	14	7/12/12	12/26/12	329	300	(29)
TOTAL SYS SCVS INC.	20	7/25/12	12/26/12	454	428	(26)
TOTAL SYS SCVS INC.	1	8/30/12	12/26/12	23	21	(2)
TRACTOR SUPPLY CO.	7	3/9/10	6/8/12	200	619	419
TRACTOR SUPPLY CO.	9	3/9/10	6/25/12	257	780	523
TRACTOR SUPPLY CO.	11	3/9/10	7/19/12	314	889	575
TRACTOR SUPPLY CO.	13	3/9/10	7/23/12	372	1,041	669
TRAVELERS COS. INC.	200	12/7/09	2/3/12	10,546	11,968	1,422
TRAVELERS COS. INC.	500	12/7/09	3/14/12	26,364	29,290	2,926
TRAVELERS COS. INC.	200	1/15/10	3/14/12	9,828	11,716	1,888
UNITEDHEALTH GROUP INC.	400	1/27/10	4/11/12	13,307	23,263	9,956
UNITEDHEALTH GROUP INC.	200	1/27/10	6/21/12	6,654	11,919	5,265
UNITED TECHNOLOGIES CORP.	100	1/22/04	2/3/12	4,046	8,112	4,066
UNITED TECHNOLOGIES CORP.	100	1/22/04	4/11/12	4,048	7,956	3,910
UNIVERSAL HEALTH RLTY. INCOME	6	10/7/09	4/24/12	193	232	39
UTI WORLDWIDE INC.	135	2/16/11	10/18/12	3,025	1,847	(1,178)
UTI WORLDWIDE INC.	6	8/30/12	10/18/12	82	82	0
U.S. BANCORP	300	2/3/12	4/11/12	8,760	9,261	501
V. F. CORP.	100	5/5/11	4/11/12	10,080	14,535	4,455
VALERO ENERGY CORP.	250	11/8/11	9/18/12	6,581	7,799	1,218
VALERO ENERGY CORP.	310	1/4/12	9/18/12	6,330	9,670	3,340
VERIFONE SYSTEMS INC.	45	10/27/10	9/26/12	1,451	1,269	(182)
VERIFONE SYSTEMS INC.	15	11/1/10	9/26/12	504	423	(81)
VERIFONE SYSTEMS INC.	5	5/31/11	9/26/12	242	141	(101)
VERIFONE SYSTEMS INC.	5	7/8/11	9/26/12	228	141	(87)
VERMILION ENERGY INC.	53	4/17/12	6/25/12	2,483	2,176	(307)
VERMILION ENERGY INC.	23	4/17/12	6/26/12	1,078	961	(117)
WADDELL & REED FINL INC.	25	2/1/11	9/21/12	937	832	(105)
WAL-MART STORES, INC.	250	10/23/08	4/11/12	13,321	14,910	1,589
WAL-MART STORES, INC.	150	1/5/09	4/11/12	8,211	8,946	735
WAL-MART STORES, INC.	100	1/5/09	4/26/12	5,474	5,831	357
WAL-MART STORES, INC.	150	1/5/09	8/22/12	8,211	10,716	2,505
WAL-MART STORES, INC.	250	9/13/09	8/22/12	12,120	17,860	5,740
WALT DISNEY CO.	400	2/13/08	4/11/12	9,304	16,624	7,320
WALT DISNEY CO.	100	2/13/08	7/6/12	3,214	4,800	1,586
WALTER ENERGY INC.	104	7/30/12	8/15/12	3,623	3,785	162
WALTER ENERGY INC.	98	8/2/12	8/15/12	3,483	3,567	84
WASTE CONNECTIONS INC.	30	10/12/10	1/23/12	808	968	160
WASTE CONNECTIONS INC.	22	10/12/10	10/4/012	592	650	58
WASTE CONNECTIONS INC.	25	12/17/10	10/4/012	686	739	53
WASTE CONNECTIONS INC.	35	5/26/11	10/4/012	1,088	1,035	(53)
WASTE CONNECTIONS INC.	10	7/14/11	10/4/012	326	296	(30)
WASTE CONNECTIONS INC.	25	7/21/11	10/4/012	863	739	(124)
WASTE CONNECTIONS INC.	10	8/4/11	10/4/012	313	286	(17)
WASTE CONNECTIONS INC.	3	10/5/11	10/4/012	101	89	(12)
WASTE CONNECTIONS INC.	17	10/5/11	10/5/12	575	501	(74)
WASTE CONNECTIONS INC.	10	10/6/11	10/5/12	340	295	(45)
WASTE MGMT INC.	9	4/17/12	7/18/12	321	299	(22)
WASTE MGMT INC.	377	4/17/12	12/12/12	13,451	12,682	(769)
WASTE MGMT INC.	256	4/17/12	12/13/12	9,134	8,608	(526)
WASTE MGMT INC.	64	4/17/12	12/14/12	2,283	2,148	(135)
WATERS CORP.	40	2/1/11	4/17/12	3,092	3,543	451
WATERS CORP.	41	2/1/11	4/19/12	3,170	3,601	431
WATERS CORP.	41	2/1/11	5/22/12	3,170	3,409	239
WATERS CORP.	4	2/1/11	5/23/12	309	329	20
WATERS CORP.	16	2/1/11	5/24/12	1,237	1,314	77
WATERS CORP.	21	2/1/11	5/25/12	1,624	1,731	107
WATERS CORP.	26	2/1/11	5/30/12	2,010	2,105	95
WATERS CORP.	26	2/1/11	6/1/12	2,010	2,004	(6)

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
WATSON PHARMACEUTICALS INC.	5	8/29/10	1/12/12	208	310	104
WATSON PHARMACEUTICALS INC.	15	7/13/10	1/12/12	630	930	300
WATSON PHARMACEUTICALS INC.	10	7/23/10	1/19/12	430	601	171
WATSON PHARMACEUTICALS INC.	10	1/7/11	1/19/12	525	601	76
WATSON PHARMACEUTICALS INC.	15	2/2/11	1/19/12	826	901	75
WATSON PHARMACEUTICALS INC.	5	4/1/11	1/19/12	284	300	16
WELLPOINT INC.	41	10/7/09	8/19/12	1,888	2,943	1,055
WELLS FARGO & CO.	250	3/30/01	4/11/12	5,188	8,450	3,262
WELLS FARGO & CO.	150	3/13/09	4/11/12	1,748	5,070	3,324
WHITING PETE CORP.	13	6/29/12	9/18/12	535	637	102
WHITING PETE CORP.	22	7/2/12	9/18/12	899	1,078	179
WHITING PETE CORP.	92	7/2/12	9/21/12	3,758	4,530	772
WHITING PETE CORP.	78	7/8/12	9/21/12	3,219	3,840	621
WHITING PETE CORP.	45	7/9/12	9/21/12	1,848	2,215	369
WHITING PETE CORP.	6	8/7/12	9/21/12	264	295	31
WHITING PETE CORP.	12	8/7/12	9/24/12	529	578	49
WHITING PETE CORP.	32	8/8/12	9/24/12	1,440	1,542	102
WHITING PETE CORP.	114	8/10/12	9/24/12	6,139	5,493	354
WHOLE FOODS MKT. INC.	58	2/3/12	4/26/12	4,453	4,810	357
WHOLE FOODS MKT. INC.	42	2/3/12	4/27/12	3,225	3,502	277
WHOLE FOODS MKT. INC.	400	2/3/12	12/24/12	30,711	36,198	5,485
WILLIAMS COMPANY INC.	13	4/17/12	12/12/12	413	404	(9)
WINDSTREAM CORP.	188	2/1/11	3/21/12	2,431	2,233	(198)
WINDSTREAM CORP.	607	2/1/11	3/23/12	7,933	7,212	(721)
WINDSTREAM CORP.	7	2/1/11	3/28/12	91	83	(8)
WINDSTREAM CORP.	540	4/20/11	3/26/12	8,767	6,411	(356)
WOLVERINE WORLD WIDE INC.	6	10/7/09	4/24/12	147	215	68
WOLVERINE WORLD WIDE INC.	3	10/7/09	9/5/12	73	142	69
WOLVERINE WORLD WIDE INC.	19	10/7/09	9/8/12	484	818	354
WRIGHT EXPRESS CORP.	9	8/3/11	4/24/12	421	554	133
TOTAL				5,654,528	5,952,741	288,215

**SCHEDULE OF GAINS / (LOSSES) ON SALES OF
SECURITIES - 2012
K-1's**

PART IV(C)

<u>PER K-1'S</u>	<u>GAIN (LOSS)</u>
GLOBAL	(8,136)
ALTRINSIC	(20,301)
AXIOM	(7,018)
FIRST STATE	37,927
NELSON	7,334
EDINBURGH	(73,948)
STONE HARBOR	224
ALLIANCE	1,236
GENERATION	<u>14,963</u>
TOTAL	<u><u>(47,719)</u></u>

THE BRUNING FOUNDATION
36-6068626

(PART VIII, LINE 1) OFFICERS, DIRECTORS, TRUSTEES & FOUNDATION MANAGER - 2012

<u>NAME & ADDRESS</u>	<u>TITLE</u>	<u>TIME DEVOTED</u>	<u>COMPENSATION</u>
CHARLES BRUNING III 804 S. BURTON ARLINGTON HTS., IL 60005	PRESIDENT/ DIRECTOR	AS REQUIRED	NONE
EDWIN C. BRUNING 3330 CROSSINGS COURT #303 BONITA SPRINGS, FL 34134	TREASURER/ DIRECTOR	AS REQUIRED	NONE
SUSAN WULFF 1429 RAVENOAKS OREGON, WI 53575	DIRECTOR	AS REQUIRED	NONE
JEANNE JOSEPH 28 REST LAKE ROAD MANITOWISH WATERS, WI 54545	DIRECTOR	AS REQUIRED	NONE
KIM DONAHUE 10673 QUAIL RIDGE DR. PONTE VEDRA, FL 32081	DIRECTOR	AS REQUIRED	NONE
TRACY BRUNING 21 RIDGE LAKE FOREST, IL 60045	DIRECTOR	AS REQUIRED	NONE
KATHLEEN BRUNING 804 S. BURTON ARLINGTON HTS., IL 60005	SECRETARY	AS REQUIRED	NONE
LARRY J BROOKS 787 BERKSHIRE LANE DES PLAINES, IL 60016	FOUNDATION MANAGER	AS REQUIRED	34,150

THE BRUNING FOUNDATION

36-6068626

(PART XV - 3a) - CONTRIBUTIONS - 2012

AMOUNT

RECIPIENTS

ALLENDALE SHELTER	1,000
AMERICAN LEGION POST 264	1,000
AMERICAN LEGION POST 525	1,000
AMHERST COLLEGE	5,000
ARIZONA STATE UNIVERSITY	5,000
ART INSTITUTE OF CHICAGO	5,000
BARRINGTON AREA COMMUNITY FOUNDATION	7,500
BELOIT COLLEGE	50,000
BLACKMAN ELEMENTARY SCHOOL	2,000
BRADLEY ACADEMY	3,000
BRAIN RECOVERY PROJECT	4,000
PATRICIA ANN BUCHANAN MEMORIAL SCHOLARSHIP - (UNIVERSITY OF WISCONSIN - MADISON)	1,000
CAMP JORN	5,000
CAPTIVA CIVIC ASSOCIATION	15,000
CARMEL HIGH SCHOOL	5,000
CHAPEL BY THE SEA	10,000
CHILDREN'S PLACE ASSOCIATION INC.	5,000
CLEARBROOK CENTER	1,000
CONVERSE COLLEGE	50,000
CUNNINGHAM ELEMENTARY	2,000
DICKINSON COLLEGE	3,000
DING DARLING WILDLIFE SOCIETY	5,000
DUCKS UNLIMITED	50,000
EDGEWOOD COLLEGE - SCHOOL OF NURSING	20,000
EQUESTRIAN CONNECTION	3,000
GARRETT EVANGELICAL THEOLOGICAL SEMINARY	5,000
GOLDEN PANTHER BOOSTER CLUB	25,000
HANDS ON SUBURBAN CHICAGO	1,000
HOSPICE OF NORTHEASTERN ILLINOIS, INC.	6,000
INFANT WELFARE SOCIETY OF MT. PROSPECT	2,000
INTEGRATIVE MEDICINE AT THE KELLOGG CANCER CENTER	2,000
JACKSONVILLE UNIVERSITY	10,000
KIWANIS CLUB - MT. PROSPECT	1,000
LAKE FOREST & LAKE BLUFF LEARNING DISABILITIES ASSOC.	5,000
LAKE FOREST HIGH SCHOOL FOUNDATION	10,000
LEUKEMIA LYMPHOMA SOCIETY	2,000
LITTLE SISTERS OF THE POOR	6,000
LOVE FUTBOL, INC.	2,000
MAX MCGRAW WILDLIFE FOUNDATION	52,900
MAX SCHEWITZ FOUNDATION	2,500
METROPOLIS	1,000
MONMOUTH COLLEGE	5,000
MONTESSORI ACADEMY OF NAPLES	3,000
MOOSE LODGE	1,000
MUSEUM OF SCIENCE & INDUSTRY	5,000
NASHVILLE BIBLICAL STUDIES	5,000
NORTH LAKE LAND DISCOVERY CENTER	50,000
NORTHWEST COMMUNITY HEALTH CARE FOUNDATION	105,000
OPERATION FREEDOM, INC.	5,000
OREGON PUBLIC LIBRARY	3,000
OREGON SCHOOL DISTRICT	3,000
PACK 290 CUB SCOUTS OF LAKE COUNTY	2,000
RAVINIA ANNUAL FUND	30,000
REHAB INSTITUTE OF CHICAGO	1,000
RUSK COUNTY RESCUE - SHELDON UNIT	1,000
ST. FRANCIS IN THE FIELD	5,000
SANIBEL CAPTIVA CONSERVATION	50,000
SCHOLL COMMUNITY IMPACT GROUP	1,000
SEAMARK RANCH	7,000
SHATTUCK-ST. MARY'S SCHOOL	75,000
SVOSH	5,000

(PART XV - 3a) - CONTRIBUTIONS - 2012

AMOUNT

TEAM RUBICON	5,000
UNITED WAY - LEE COUNTY	5,000
WILGUS LAB - OHIO STATE UNIVERSITY	15,000
WINSTON FAMILY YMCA	20,000
WISCONSIN BIBLE FELLOWSHIP	<u>10,000</u>
	<u><u>809,900</u></u>

THE BRUNING FOUNDATION
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(PART XV - 3b) - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2012

<u>RECIPIENTS</u>	<u>AMOUNT</u>
BELOIT COLLEGE	150,000
CAPTIVA CIVIC ASSOCIATION	15,000
EDGEWOOD COLLEGE	20,000
NORTHWEST COMMUNITY HEALTH CARE FOUNDATION	<u>375,000</u>
TOTAL	<u>560,000</u>