SCANNED AUG 0 1 2013

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation: CLINE-LOFFTUS FOUNDATION

A Employer identification number: 37-1216128

Number and street (or P O box number if mail is not delivered to street address): 57 S E. PUBLIC SQUARE

Room/suite:

B Telephone number (see instructions): 309-734-3193

City or town, state, and ZIP code: MONMOUTH, IL 61462

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2530720

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

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

		Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
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	107	107	107	
	4	Dividends and interest from securities	20670	20670	20670	
	5a	Gross rents	68850	68850	68850	
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	(32283)			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) MISCELLANEOUS	356	356	356	
	12	**Total.** Add lines 1 through 11	57700	89983	89983	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	13500	6750	0	
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	949	475	0	
	b	Accounting fees (attach schedule)	6325	0	0	
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	11757	10641	0	
	19	Depreciation (attach schedule) and depletion	65	65	0	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	13178	11182	0	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	45774	29113	0	
	25	Contributions, gifts, grants paid	128000			
	26	**Total expenses and disbursements.** Add lines 24 and 25	173774	29113	0	
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(116074)			
	b	**Net investment income** (if negative, enter -0-)		60870		
	c	**Adjusted net income** (if negative, enter -0-)			89983	

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		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	73835	430163	430163
	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	7899	7305	7305
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	486014	133448	129752
	c	Investments—corporate bonds (attach schedule)	117629		
	11	Investments—land, buildings, and equipment: basis ▶ 523928 Less. accumulated depreciation (attach schedule) ▶ 10704	513289	513224	1963500
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶ Less. accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	506		
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	1199172	1084140	2530720
Liabilities	17	Accounts payable and accrued expenses	18463	19505	
	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)	18463	19505	
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	10000	10000	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1170709	1054635	
	30	**Total net assets or fund balances** (see instructions)	1180709	1064635	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1199172	1084140	

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	1170709
2	Enter amount from Part I, line 27a	2	(116074)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1054635
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1054635

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	SHORT TERM - SCHEDULES ATTACHED			
b	LONG TERM - SCHEDULES ATTACHED			
c	MUTUAL FUND CAPITAL GAINS			
d	FRACTIONAL SHARES			
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				(101)
b				(33327)
c				1145
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	
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	(32283)

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	124586	2346882	.053086
2010	124443	2315275	.053749
2009	110000	2076650	.052970
2008	100000	2093888	.047758
2007	120000	2358788	.050874

2	**Total** of line 1, column (d)	2	.258437
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	0516874
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2427315
5	Multiply line 4 by line 3	5	125462
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	609
7	Add lines 5 and 6	7	126071
8	Enter qualifying distributions from Part XII, line 4	8	128000

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b		1	609
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	609
4	Subtitle 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	609
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 6830		
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	6830
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	6221
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 6221	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0 **(2)** On foundation managers. ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N	/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	✓	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	✓	
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? If "No," attach explanation*	8b	✓	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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 ▶ N/A

14 The books are in care of ▶ JANE HARTLEY PRATT Telephone no. ▶ 309-734-3193

Located at ▶ 57 S.E. PUBLIC SQUARE, MONMOUTH, IL ZIP+4 ▶ 61462

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ N/A			

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☑

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☑ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ✓

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ✓

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
WILLIAM R PILLMAN 6024 N WEDGEWOOD LANE, PEORIA, IL	PRESIDENT 6 HR	4500	0	0
JANE H PRATT 415 N 9TH STREET, MONMOUTH, IL	SECRETARY 5 HR	4500	0	0
DOROTHY RICKETTS 202 N. G STREET, MONMOUTH, IL	TREASURER 5 HR	4500	0	0

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	330175
b	Average of monthly cash balances	1b	251999
c	Fair market value of all other assets (see instructions)	1c	1882105
d	**Total** (add lines 1a, b, and c)	1d	2464279
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	2464279
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	36964
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2427315
6	**Minimum investment return.** Enter 5% of line 5	6	121366

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	121366
2a	Tax on investment income for 2012 from Part VI, line 5	2a	609		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	609
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	120757
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	120757
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	120757

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	128000
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	128000
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	609
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	127391

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					120757
2		Undistributed income, if any, as of the end of 2012:					
	a	Enter amount for 2011 only				50476	
	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: ▶ $ 128000					
	a	Applied to 2011, but not more than line 2a				50476	
	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					77524
	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					43233
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	0				
	b	Excess from 2009	0				
	c	Excess from 2010	0				
	d	Excess from 2011	0				
	e	Excess from 2012	0				

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	89983	82906	70842	75052	318783
b	85% of line 2a	76486	70470	60216	63794	270966
c	Qualifying distributions from Part XII, line 4 for each year listed	128000	125000	125000	125000	488000
d	Amounts included in line 2c not used directly for active conduct of exempt activities . .	0	0	0	0	0
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . .	128000	125000	125000	110000	488000
3	Complete 3a, b, or c for the alternative test relied upon:					
a	"Assets" alternative test—enter.					
	(1) Value of all assets	1084140	1199172	1297904	1382116	4963332
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	1084140	1199172	1297904	1382116	4963332
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .	80829	78222	77168	69215	305434
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) . . .	0	0	0	0	0
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)	0	0	0	0	0
	(3) Largest amount of support from an exempt organization . .	0	0	0	0	0
	(4) Gross investment income .	89983	73457	86964	(40705)	209699

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).)

N/A

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:

JANE HARTLEY PRATT, 57 S.E. PUBLIC SQUARE, MONMOUTH, IL 61462

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

NO PRESCRIBED FORM

c Any submission deadlines:

NONE

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

NONE

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED				
Total . . . . . . ▶ 3a				128000
b *Approved for future payment*				
NONE				
Total . . . . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		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					107
4 Dividends and interest from securities					20670
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					68850
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					89627

13 **Total.** Add line 12, columns (b), (d), and (e) 13 89627

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
1	THE ORGANIZATION IS ORGANIZED FOR THE EXCLUSIVE PURPOSE OF HOLDING TITLE TO PROPERTY, COLLECTING INCOME
THRU	THEREFROM, AND TURNING OVER THE ENTIRE AMOUNT LESS EXPENSES TO EXEMPT ORGANIZATIONS.
11	
	THE INDIVIDUAL LINE ITEMS ALLOW THE ORGANIZATION THE ABILITY TO DETERMINE THE TIMING AND AMOUNT OF THE
	INDIVIDUAL GRANTS IN ORDER TO FACILITATE THE MAXIMUM BENEFIT FROM LIMITED FUNDS. THIS ADDITIONALLY
	ALLOWS THE TRUSTEES TIME TO RECONSIDER ALL REQUESTS AS TO APPROPRIATENESS AND URGENCY.

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

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

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

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

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

William Raye Pillman | 7-15-13 | President

Signature of officer or trustee | Date | Title

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
WILLIAM R. PILLMAN	William Raye Pillman CPA	7-15-13		P00758693

Firm's name ▶ WILLIAM R. PILLMAN, C.P.A. | Firm's EIN ▶ 37-1312111

Firm's address ▶ 1921 W. ALTORFER DRIVE, PEORIA, IL 61615 | Phone no 309-713-2812

37-1216128
CLINE-LOFFTUS FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2012

FORM 990 PF – PAGE 11 PART XV

	NAME AND ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
1)	MONMOUTH COLLEGE 700 E. BROADWAY MONMOUTH, IL 61462	NONE	NA	EDUCATIONAL	$ 14000.
2)	COLLEGE OF THE OZARKS 100 OPPORTUNITY AVE POINT LOOKOUT, MO 65726	NONE	NA	EDUCATIONAL	33000.
3)	STEPHENS COLLEGE 1200 BROADWAY COLUMBIA, MO 65215	NONE	NA	EDUCATIONAL	5000.
4)	BRADLEY UNIVERSITY 1501 E. BARKER PEORIA, IL 61606	NONE	NA	EDUCATIONAL	9000.
5)	CHI OMEGA FOUNDATION 3395 PLAYERS CLUB PKWY MEMPHIS, TN 38125	NONE	NA	EDUCATIONAL	300.
6)	DES MOINES COUNTY HISTORICAL SOCIETY 1616 DILL ST. BURLINGTON, IA 52601	NONE	NA	EDUCATIONAL	2500.

37-1216128
CLINE-LOFFTUS FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2012

FORM 990 PF – PAGE 11 PART XV

	NAME AND ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
7)	FIRST FEDERATED CHURCH 3601 N. SHERIDAN ROAD PEORIA, IL 61604	NONE	NA	EDUCATIONAL	$ 4500.
8)	HANCOCK COUNTY HISTORICAL SOCIETY HANCOCK COUNTY COURTHOUSE CARTHAGE, IL 62321	NONE	NA	EDUCATIONAL	2000.
9)	ILLINOIS VALLEY PUBLIC TV 1501 E. BARKER PEORIA, IL 61554	NONE	NA	EDUCATIONAL	10000.
10)	PEORIA COUNTY HISTORICAL SOCIETY 942 N. E. GLEN OAK PEORIA, IL 61603	NONE	NA	EDUCATIONAL	2500.
11)	NATIONAL MUSEUM & AMERICAN HISTORY NMAH 4217 MRC616 WASHINGTON, DC 20560	NONE	NA	EDUCATIONAL	500.

37-1216128
CLINE-LOFFTUS FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2012

FORM 990 PF – PAGE 11 PART XV

NAME AND ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
12) WARREN COUNTY HISTORICAL SOCIETY P.O. BOX 325 ROSEVILLE, IL 61473	NONE	NA	EDUCATIONAL	$ 19500.
13) PEORIA RIVERFRONT MUSEUM 222 S.W. WASHINGTON ST. PEORIA, IL 61602	NONE	NA	EDUCATIONAL	25200.
TOTAL:				$ 128000.

CLINE-LOFFTUS
MORGAN STANLEY SMITH BARNEY ACCT 416-110144
PREVIOUS ACCOUNT 592-02183-19
2012 SHORT TERM TRADES

	DATE	DATE	SALES	COST	GAIN/
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	(LOSS)
CHESAPEAKE ENERGY CONV	05/06/11	04/16/12	2,772.73	3,441.12	(668.39)
MICRON TECH CVT	06/30/11	05/09/12	1,274.84	1,627.96	(353.12)
SM ENERGY CO	01/05/12	05/21/12	25.23	189.90	(164.67)
SM ENERGY COMPANY	01/05/12	05/25/12	306.33	2,740.88	(2,434.55)
CITIGROUP INC	04/09/10	05/29/12	1,156.41	1,757.50	(601.09)
MEDICIS PHARM	05/15/12	09/06/12	2,160.00	2,038.34	121.66
HOLOGIC INC	05/31/12	09/17/12	986.00	927.76	58.24
INTEL CORP	06/07/12	09/17/12	1,092.50	1,133.62	(41.12)
APACHE CP SERIES D 6%	11/14/11	09/17/12	813.42	927.02	(113.60)
ENERGY XXI BM	05/30/12	09/17/12	782.98	671.21	111.77
EXELIXIS INC	09/07/12	09/17/12	1,124.00	1,111.05	12.95
HORNBECK OFF	01/18/12	09/17/12	1,068.00	1,026.04	41.96
INTERDIGITAL INC	07/30/12	09/17/12	1,010.00	983.44	26.56
NIELSON HLDGS NV	05/10/12	09/17/12	492.07	505.79	(13.72)
SBA COMMUNICATION	05/01/12	09/17/12	2,000.00	1,882.91	117.09
SYMANTEC CORP	11/03/11	09/17/12	1,115.00	1,161.32	(46.32)
UNITED TECHNOLOGIES CORP UNIT	06/13/12	09/17/12	459.10	407.95	51.15
WABASH NATL CORP	04/18/12	09/17/12	1,015.00	1,032.22	(17.22)
METLIFE INCORPORATED	10/10/12	10/10/12	12.48	-	12.48
METLIFE INC.	10/11/12	10/24/12	1,477.95	-	1,477.95
INTERDIGITAL INC	07/30/12	11/28/12	1,054.60	983.44	71.16
APACHE CP SERIES D 6%	01/05/12	12/14/12	1,442.12	1,819.17	(377.05)
METLIFE INC CV	05/29/12	12/14/12	1,265.05	1,779.60	(514.55)
METLIFE INC CV	05/31/12	12/14/12	1,352.29	1,818.83	(466.54)
UTD TECH	06/13/12	12/14/12	1,470.17	1,376.81	93.36
UTD TECH	09/12/12	12/14/12	1,687.97	1,737.70	(49.73)
AVIS BUDGET GROUP	05/31/12	12/17/12	2,660.00	2,407.31	252.69
CHART INDS INC	06/05/12	12/17/12	1,196.25	1,145.45	50.80
CIENA CORP	10/16/12	12/17/12	1,720.00	1,745.00	(25.00)
COVANTA HOLDING	11/29/12	12/17/12	2,360.00	2,482.31	(122.31)
ENERGY XXI BM	05/30/12	12/17/12	2,655.94	2,684.85	(28.91)

CLINE-LOFFTUS
MORGAN STANLEY SMITH BARNEY ACCT 416-110144
PREVIOUS ACCOUNT 592-02183-19
2012 SHORT TERM TRADES

	DATE	DATE	SALES	COST	GAIN/
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	(LOSS)
EXELIXIS INC	09/07/12	12/17/12	965.00	1,107.35	(142.35)
HOLOGIC INC	05/31/12	12/17/12	2,940.00	2,826.64	113.36
HORNBECK OFF	01/18/12	12/17/12	1,015.00	1,025.63	(10.63)
INTEL CORP	06/07/12	12/17/12	1,030.00	1,146.86	(116.86)
MYLAN INC	11/28/12	12/17/12	2,165.00	2,104.66	60.34
NIELSON HLDGS NV	05/10/12	12/17/12	2,924.67	3,090.92	(166.25)
NUANCE COMMUNIC	09/07/12	12/17/12	1,315.00	1,424.15	(109.15)
OMNICARE, INC.	03/30/12	12/17/12	4,380.00	4,459.34	(79.34)
ON SEMICONDUCTOR	09/27/12	12/17/12	3,180.00	3,118.86	61.14
SALIX PHARM	03/30/12	12/17/12	1,167.50	1,347.73	(180.23)
SBA COMMUNICATION	05/01/12	12/17/12	2,342.50	1,882.91	459.59
WABASH NATL CORP	04/18/12	12/17/12	1,103.75	1,030.90	72.85
XILINK INC	09/27/12	12/17/12	2,666.26	2,644.98	21.28
XPO LOGISTICS INC	10/02/12	12/17/12	2,277.50	1,990.00	287.50
					(3,266.82)

CLINE-LOFFTUS
MORGAN STANLEY SMITH BARNEY ACCT 416-110144
PREVIOUS ACCOUNT 592-02183-19
2012 LONG TERM TRADES

	DATE	DATE	SALES	COST	GAIN/
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	(LOSS)
CROWN CASTLE INT CONV 6.25%	04/08/10	01/18/12	1,990.75	1,837.00	153.75
NUANCE COMMUNICATIONS INC	09/23/10	02/13/12	3,033.18	2,136.46	896.72
CROWN CASTLE INTERNATIONAL	04/08/10	02/24/12	16.92	13.59	3.33
CROWN CASTLE INTERNATIONAL	04/08/10	03/02/12	2,072.44	1,651.19	421.25
ARCELORMITTAL CONV	04/08/10	03/12/12	2,168.77	3,300.00	(1,131.23)
MYLAN LABORATORIES INC SR	01/24/11	03/15/12	1,000.00	1,000.00	-
MYLAN LABORATORIES INC SR	02/09/11	03/15/12	2,000.00	2,000.00	-
INGERSOLL-RAND PUBLIC LTD CO	04/08/10	04/16/12	25.22	42.50	(17.28)
EQUINIX INC CONV SUB NTS	10/07/10	04/24/12	1,894.92	1,136.47	758.45
INGERSOLL-RAND PUBLIC LTD CO	04/08/10	04/26/12	1,285.43	2,039.50	(754.07)
SBA COMMUNICATIONS CORP	04/08/10	05/01/12	4,022.44	3,191.13	831.31
STANLEY BLACK & DECKER INC	10/28/10	05/17/12	0.31	-	0.31
STANLEY CONVERS	10/28/10	05/17/12	2,000.00	2,000.00	-
SM ENERGY CO	08/14/09	05/21/12	12.61	60.05	(47.44)
SM ENERGY CO	04/08/10	05/21/12	25.22	132.02	(106.80)
ST MARY & EXP GLOBAL CV	VARIOUS	05/21/12	5,000.00	-	5,000.00
SM ENERGY COMPANY	08/14/09	05/25/12	153.16	866.76	(713.60)
SM ENERGY COMPANY	04/08/10	05/25/12	306.33	1,905.48	(1,599.15)
STANLEY BLACK & DECKER INC	10/28/10	05/25/12	275.10	305.33	(30.23)
EMC CORP	10/13/10	06/11/12	3,130.41	2,793.75	336.66
VALE S.A	07/14/09	06/15/12	3.14	3.18	(0.04)
VALE S.A	07/14/09	06/20/12	1,087.70	1,048.30	39.40
BIOMARIN PHARM	04/08/10	07/18/12	2,118.31	1,325.97	792.34
LUCENT TECH INC	05/31/11	07/30/12	1,933.75	1,980.00	(46.25)
MASSEY ENERGY CO	05/12/11	08/09/12	872.50	1,063.26	(190.76)
VIRGIN MEDIA INC	04/08/10	08/23/12	3,244.15	2,298.09	946.06
AMG CAP TR	04/08/10	09/17/12	857.31	791.25	66.06
BANK AMER 7.2500 SERS L	02/14/08	09/17/12	1,104.97	1,104.17	0.80
BIOMARIN PHARM	04/08/10	09/17/12	1,992.50	1,325.97	666.53
COINSTAR INC	05/31/11	09/17/12	1,412.50	1,510.30	(97.80)
ON SEMICONDUCTOR	04/08/10	09/17/12	2,032.50	2,098.33	(65.83)
PEABODY CVT	04/08/10	09/17/12	870.00	1,089.04	(219.04)

CLINE-LOFFTUS
MORGAN STANLEY SMITH BARNEY ACCT 416-110144
PREVIOUS ACCOUNT 592-02183-19
2012 LONG TERM TRADES

	DATE	DATE	SALES	COST	GAIN/
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	(LOSS)
SANDISK CORP	10/25/10	09/17/12	1,157.00	956.49	200.51
TTM TECHNOLOGIES	09/24/10	09/17/12	1,035.00	962.19	72.81
VERISIGN	04/20/09	09/17/12	1,490.00	939.12	550.88
GILEAD SCIENCES	08/12/11	09/27/12	1,477.00	1,080.64	396.36
MICROCHIP TECH	04/08/10	09/27/12	3,785.59	3,712.32	73.27
ON SEMICONDUCTOR	06/30/09	09/27/12	1,016.25	890.00	126.25
AMG CAP TR	04/08/10	12/14/12	4,410.28	4,136.23	274.05
APACHE CP SERIES D6%	11/14/11	12/14/12	721.06	927.02	(205.96)
APACHE CP SERIES D6%	11/15/11	12/14/12	1,397.06	1,808.28	(411.22)
APACHE CP SERIES D6%	11/16/11	12/14/12	1,306.92	1,711.63	(404.71)
BANK AMER 7.2500 SERS L	04/02/08	12/14/12	2,241.95	2,155.34	86.61
BANK AMER 7.2500 SERS L	04/09/10	12/14/12	4,483.89	3,937.63	546.26
GENL MTRS CO B MAND CV JR PFD	11/22/10	12/14/12	1,461.83	1,872.55	(410.72)
GOODYEAR TIRE	05/10/11	12/14/12	178.85	245.33	(66.48)
GOODYEAR TIRE	05/11/11	12/14/12	938.97	1,243.08	(304.11)
GOODYEAR TIRE	05/12/11	12/14/12	1,073.10	1,435.23	(362.13)
HARTFORD FIN	04/09/10	12/14/12	1,353.16	1,771.16	(418.00)
PPL CORPORATION	08/11/10	12/14/12	3,384.48	3,490.98	(106.50)
STANLEY BLK & DCKR	11/04/10	12/14/12	1,782.10	1,589.21	192.89
STANLEY BLK & DCKR	06/30/11	12/14/12	950.45	970.53	(20.08)
STANLEY BLK & DCKR	07/06/11	12/14/12	1,188.07	1,235.08	(47.01)
WELLS FARGO	08/12/09	12/14/12	2,468.02	1,650.00	818.02
ALLEGHENY TECH	06/15/09	12/17/12	2,150.00	2,105.52	44.48
ALLEGHENY TECH	04/08/10	12/17/12	1,075.00	1,497.50	(422.50)
AMGEN INC	10/14/08	12/17/12	3,472.50	2,416.41	1,056.09
ANIXTER INTL INC	04/17/08	12/17/12	1,105.00	1,169.04	(64.04)
AVIS BUDGET GROUP	02/10/11	12/17/12	1,330.00	1,225.82	104.18
BIOMARIN PHARM	04/08/10	12/17/12	2,461.25	1,325.98	1,135.27
COINSTAR INC	05/31/11	12/17/12	1,410.00	1,510.30	(100.30)
COVANTA HOLDING	11/10/10	12/17/12	1,180.00	1,156.16	23.84
DANAHER CORP	08/04/06	12/17/12	4,770.00	2,927.33	1,842.67
EMC CORP	10/13/10	12/17/12	4,736.25	4,190.62	545.63

CLINE-LOFFTUS
MORGAN STANLEY SMITH BARNEY ACCT 416-110144
PREVIOUS ACCOUNT 592-02183-19
2012 LONG TERM TRADES

	DATE	DATE	SALES	COST	GAIN/
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	(LOSS)
GILEAD SCIENCES	08/12/11	12/17/12	3,340.00	2,161.27	1,178.73
GILEAD SCIENCES	11/03/11	12/17/12	3,340.00	2,205.95	1,134.05
INTL GAME TECH	02/10/11	12/17/12	3,127.50	3,525.18	(397.68)
L-3 COMM CORP	04/24/07	12/17/12	1,000.63	1,331.82	(331.19)
L-3 COMM CORP	10/02/08	12/17/12	1,000.63	1,280.23	(279.60)
L-3 COMM CORP	04/08/10	12/17/12	1,000.62	1,188.49	(187.87)
MEDTRONIC INC	04/08/10	12/17/12	1,003.20	1,062.20	(59.00)
MGM RESORTS INTER	04/21/11	12/17/12	1,050.00	1,047.24	2.76
MOLSON COORS	04/08/10	12/17/12	3,045.00	3,296.25	(251.25)
NEWMONT MINING	10/28/10	12/17/12	1,168.75	1,412.73	(243.98)
NEWPARK RESOURCES	10/21/10	12/17/12	1,052.50	1,057.50	(5.00)
OMNICOM GROUP INC	11/02/11	12/17/12	3,180.00	3,183.75	(3.75)
PEABODY CVT	04/08/10	12/17/12	3,790.00	4,355.75	(565.75)
SALIX PHARM	11/02/11	12/17/12	2,335.00	2,064.94	270.06
SANDISK CORP	10/25/10	12/17/12	1,145.00	956.49	188.51
STEEL DYUNAMICS	04/08/10	12/17/12	3,240.00	3,775.67	(535.67)
SYMANTEC CORP	11/03/11	12/17/12	1,071.25	1,161.32	(90.07)
TELEFLEX INC	08/10/10	12/17/12	1,260.00	1,016.28	243.72
TELEFLEX INC	11/10/10	12/17/12	2,520.00	2,115.09	404.91
TEVA PHARM FIN	11/02/11	12/17/12	3,088.13	3,155.51	(67.38)
TRANSOCEAN TDR	06/09/09	12/17/12	3,000.00	2,651.25	348.75
TTM TECHNOLOGIES	09/27/10	12/17/12	995.00	960.82	34.18
VERISIGN	04/20/09	12/17/12	1,208.75	959.01	249.74
WESCO INTL CO	04/08/10	12/17/12	4,670.00	3,498.34	1,171.66
					12,848.64

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DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	(LOSS)
MIZUHO FINL GROUP INC-JPY	05/02/07	01/27/12	236.60	971.70	(735.10)
MIZUHO FINL GROUP INC-JPY	05/07/07	01/27/12	354.89	1,499.38	(1,144.49)
MIZUHO FINL GROUP INC-JPY	05/22/07	01/27/12	384.47	1,711.49	(1,327.02)
CEMEX S.A.B DE C.V SPONS	11/17/09	02/07/12	497.28	647.45	(150.17)
CEMEX S.A.B DE C.V SPONS	11/17/09	02/13/12	512.99	647.45	(134.46)
CEMEX S.A.B DE C.V SPONS	11/17/09	02/13/12	512.99	647.45	(134.46)
MIZUHO FINL GROUP INC-JPY	05/22/07	02/17/12	354.45	1,448.18	(1,093.73)
MIZUHO FINL GROUP INC-JPY	08/24/07	02/17/12	145.00	561.83	(416.83)
MIZUHO FINL GROUP INC-JPY	08/24/07	03/14/12	248.29	936.39	(688.10)
MIZUHO FINL GROUP INC-JPY	09/19/07	03/14/12	165.53	553.25	(387.72)
MIZUHO FINL GROUP INC-JPY	09/25/07	03/14/12	148.97	489.50	(340.53)
MIZUHO FINL GROUP INC-JPY	10/30/07	03/14/12	297.95	1,003.04	(705.09)
MIZUHO FINL GROUP INC-JPY	11/05/07	03/14/12	297.95	937.68	(639.73)
MIZUHO FINL GROUP INC-JPY	07/15/10	03/14/12	529.68	511.98	17.70
SONY CORP SPON ADR-NEW	01/28/08	03/16/12	217.89	461.69	(243.80)
SONY CORP SPON ADR-NEW	04/16/08	03/16/12	326.84	616.61	(289.77)
ALCATEL-LUCENT ADR	08/10/04	03/19/12	24.38	119.62	(95.24)
ALCATEL-LUCENT ADR	09/01/04	03/19/12	195.03	941.79	(746.76)
ALCATEL-LUCENT ADR	03/09/05	03/19/12	292.55	1,626.22	(1,333.67)
ALCATEL-LUCENT ADR	06/29/05	03/19/12	438.83	2,012.44	(1,573.61)
ALCATEL-LUCENT ADR	09/30/05	03/19/12	97.52	536.84	(439.32)
ALCATEL-LUCENT ADR	11/16/05	03/19/12	97.52	485.25	(387.73)
KT CORP SPONSORED ADR	07/13/01	03/20/12	1,442.18	2,129.78	(687.60)
NISSAN MTR LTD SPONS ADR	05/08/08	03/27/12	1,507.70	1,288.74	218.96
NISSAN MTR LTD SPONS ADR	06/09/08	03/27/12	646.15	537.53	108.62
CEMEX S.A.B DE C.V SPONS	11/17/09	04/03/12	1.27	1.78	(0.51)
CEMEX S.A.B DE C.V SPONS	02/26/10	04/03/12	0.62	0.70	(0.08)
CEMEX S.A.B DE C.V SPONS	07/30/10	04/03/12	0.54	0.63	(0.09)
CEMEX S.A.B DE C.V SPONS	08/20/10	04/03/12	0.53	0.57	(0.04)
OI SA	09/11/98	04/09/12	1.06	0.75	0.31
OI SA	06/20/00	04/09/12	0.18	0.48	(0.30)
OI SA	11/14/00	04/09/12	0.35	0.70	(0.35)

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OI SA	03/13/01	04/09/12	0.35	0.63	(0.28)
OI SA	09/11/98	04/09/12	2.51	1.43	1.08
OI SA	06/20/00	04/09/12	0.42	0.92	(0.50)
OI SA	11/14/00	04/09/12	0.84	1.33	(0.49)
OI SA	03/13/01	04/09/12	0.83	1.20	(0.37)
SEVEN & I HLDGS CO LTD ADR	10/19/10	06/07/12	897.49	715.59	181.90
SEVEN & I HLDGS CO LTD ADR	03/14/11	06/07/12	598.33	525.12	73.21
SWISSCOM AG ADR	06/18/07	06/08/12	1,281.22	1,202.60	78.62
AEGON NV ADR	08/09/07	06/15/12	3.74	15.26	(11.52)
TELEFONICA SA ADR	11/18/05	06/15/12	5.60	6.36	(0.76)
GLAXOSMITHKLINE PLC ADS	02/28/07	06/18/12	223.54	282.73	(59.19)
KINGFISHER PLC SPONS ADR NEW	11/29/07	06/21/12	1,237.68	918.28	319.40
CARREFOUR SA SPONSORED ADR	06/08/10	07/31/12	1.76	-	1.76
OI SA SPON ADR	06/20/00	07/24/12	9.12	27.44	(18.32)
OI SA SPON ADR	11/14/00	07/24/12	18.24	39.56	(21.32)
OI SA SPON ADR	03/13/01	07/24/12	18.24	35.61	(17.37)
OI SA SPON ADR	09/11/98	07/24/12	54.71	42.68	12.03
SWISSCOM AG ADR	06/18/07	07/24/12	1,808.25	1,546.20	262.05
SK TELECOM CO LTD	08/03/05	08/02/12	136.72	217.14	(80.42)
SK TELECOM CO LTD	08/17/06	08/02/12	341.80	557.77	(215.97)
SK TELECOM CO LTD	08/21/06	08/02/12	273.45	441.91	(168.46)
AEGON NV ADR	08/09/07	09/14/12	1.39	4.15	(2.76)
AKZO NOBEL NV ADR	11/14/05	09/14/12	944.98	660.70	284.28
AKZO NOBEL NV ADR	10/24/08	09/14/12	944.98	494.75	450.23
AKZO NOBEL NV ADR	07/08/11	09/14/12	629.98	622.51	7.47
AMERICA MOVIL SA DE CV ADR L	08/24/11	09/14/12	644.23	598.68	45.55
ASTELLAS PHARMA INCADR	06/29/10	09/14/12	2,281.45	1,534.12	747.33
ASTELLAS PHARMA INCADR	06/30/10	09/14/12	253.49	170.06	83.43
ASTRAZENECA PLC ADS	07/24/07	09/14/12	704.68	830.20	(125.52)
ASTRAZENECA PLC ADS	11/13/07	09/14/12	469.79	456.50	13.29
ASTRAZENECA PLC ADS	11/27/07	09/14/12	234.89	231.92	2.97
BARCLAYS PLC ADR	11/07/07	09/14/12	296.79	863.79	(567.00)

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DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	(LOSS)
BARCLAYS PLC ADR	12/13/07	09/14/12	445.19	1,298.78	(853.59)
BARCLAYS PLC ADR	03/20/08	09/14/12	593.59	1,348.00	(754.41)
BP PLC ADS	07/08/09	09/14/12	873.18	905.38	(32.20)
BP PLC ADS	06/23/11	09/14/12	436.59	418.68	17.91
CEMEX SAB DE CV	11/17/09	09/14/12	1,066.00	1,313.66	(247.66)
CEMEX SAB DE CV	02/26/10	09/14/12	323.26	324.14	(0.88)
CRH PLC ADR	10/29/10	09/14/12	1,238.68	1,041.13	197.55
CRH PLC ADR	04/15/11	09/14/12	103.22	118.55	(15.33)
DEUTSCHE BK AG REG SHS	01/06/10	09/14/12	221.79	364.82	(143.03)
DEUTSCHE BK AG REG SHS	08/24/10	09/14/12	443.59	635.32	(191.73)
DEUTSCHE TELEKOM AG 1 ORD 1 ADS	07/18/07	09/14/12	63.25	92.70	(29.45)
DEUTSCHE TELEKOM AG 1 ORD 1ADS	02/23/07	09/14/12	1,391.46	1,997.88	(606.42)
DEUTSCHE TELEKOM AG 1 ORD 1ADS	03/02/07	09/14/12	379.49	499.77	(120.28)
ENI SPA AMER DEP RCPT	08/21/09	09/14/12	2,442.95	2,339.10	103.85
ERICSSON LM TEL ADR CL B NEW	11/05/07	09/14/12	385.99	591.37	(205.38)
FIRST PAC LTD SP ADR	10/27/97	09/14/12	826.48	468.75	357.73
FRANCE TELECOM	03/03/06	09/14/12	349.74	546.35	(196.61)
FRANCE TELECOM	03/08/06	09/14/12	349.74	550.23	(200.49)
GLAXOSMITHKLINE PLC ADS	02/28/07	09/14/12	229.59	282.73	(53.14)
GLAXOSMITHKLINE PLC ADS	03/02/07	09/14/12	229.59	274.45	(44.86)
HONDA MOTOR COMPANY LTD ADR	04/11/11	09/14/12	347.39	341.37	6.02
INTESA SANPAOLO SPA ADR	07/02/07	09/14/12	524.99	2,256.82	(1,731.83)
INTESA SANPAOLO SPA ADR	06/20/08	09/14/12	314.99	1,017.80	(702.81)
J SAINSBURY PLC SPON ADR NEW	02/09/05	09/14/12	1,342.58	1,342.79	(0.21)
J SAINSBURY PLC SPON ADR NEW	10/07/05	09/14/12	1,738.75	1,588.37	150.38
KONINKLIJKE AHOLD ADR	08/30/04	09/14/12	284.01	101.00	183.01
KONINKLIJKE AHOLD ADR	10/05/05	09/14/12	555.12	282.63	272.49
KOREA ELECTRIC POWER CORP ADS	10/29/97	09/14/12	1,383.71	1,179.69	204.02
MS&AD INS GROUP HLDGS ADR	10/31/06	09/14/12	726.38	1,662.58	(936.20)
NIPPON TELEGRAPH&TELEPHONE ADS	02/22/05	09/14/12	1,164.09	1,101.66	62.43
NIPPON TELEGRAPH&TELEPHONE ADS	06/17/05	09/14/12	349.23	321.75	27.48
PETROLEO BRASILEIRO SA ADR	06/22/10	09/14/12	349.64	487.47	(137.83)

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DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	(LOSS)
PETROLEO BRASILEIRO SA ADR	07/16/10	09/14/12	349.64	454.70	(105.06)
PETROLEO BRASILEIRO SA ADR	08/13/10	09/14/12	466.19	627.31	(161.12)
PORTUGAL TELECOM SGPS SA	12/11/03	09/14/12	501.77	899.11	(397.34)
PORTUGAL TELECOM SGPS SA	11/16/05	09/14/12	52.82	91.57	(38.75)
SANOFI ADR	11/09/06	09/14/12	656.98	641.92	15.06
SANOFI ADR	02/09/07	09/14/12	437.99	436.17	1.82
SANOFI ADR	02/22/07	09/14/12	656.98	656.81	0.17
SK TELECOM CO LTD	09/19/06	09/14/12	296.39	458.48	(162.09)
SK TELECOM CO LTD	04/09/07	09/14/12	74.10	117.28	(43.18)
STMICROELECTRONICS NV	05/04/05	09/14/12	134.60	289.43	(154.83)
STMICROELECTRONICS NV	06/29/05	09/14/12	1,009.47	2,433.66	(1,424.19)
STMICROELECTRONICS NV	10/07/05	09/14/12	336.49	863.43	(526.94)
SUMITOMO MITSUI FINL GROUP INC	08/14/07	09/14/12	600.66	1,487.89	(887.23)
SUMITOMO MITSUI FINL GROUP INC	08/24/07	09/14/12	1,001.10	2,395.72	(1,394.62)
SUMITOMO MITSUI FINL GROUP INC	09/05/07	09/14/12	702.78	1,608.12	(905.34)
TAKEDA PHARMACEUTICAL CO LTD	07/07/08	09/14/12	471.39	503.83	(32.44)
TAKEDA PHARMACEUTICAL CO LTD	09/05/08	09/14/12	471.39	518.66	(47.27)
TAKEDA PHARMACEUTICAL CO LTD	10/04/10	09/14/12	589.23	578.17	11.06
TDK CP ADR NEW	04/09/08	09/14/12	598.33	919.52	(321.19)
TE CONNECTIVITY LTD NEW	10/23/08	09/14/12	1,113.87	575.36	538.51
TELEFONICA SA ADR	11/18/05	09/14/12	299.79	285.72	14.07
TOKI MARINE HOLDING INS ADR	01/10/02	09/14/12	1,144.40	606.82	537.58
TOKI MARINE HOLDING INS ADR	10/14/04	09/14/12	338.62	333.01	5.61
TOKI MARINE HOLDING INS ADR	02/28/05	09/14/12	148.34	159.80	(11.46)
TOTAL S A SPON ADR	03/18/10	09/14/12	1,907.74	2,030.69	(122.95)
TOYOTA MOTOR CP ADR NEW	10/06/09	09/14/12	417.14	382.09	35.05
TOYOTA MOTOR CP ADR NEW	05/17/10	09/14/12	417.14	381.57	35.57
TOYOTA MOTOR CP ADR NEW	07/26/10	09/14/12	417.14	354.64	62.50
TOYOTA MOTOR CP ADR NEW	07/30/10	09/14/12	417.14	353.07	64.07
UNILEVER NV NY SH NEW	12/07/04	09/14/12	715.18	429.01	286.17
DEUTSCHE BK AG REG SHS	10/08/10	10/22/12	679.06	688.75	(9.69)
KOREA ELECTRIC POWER CORP ADS	02/15/00	11/01/12	686.03	661.72	24.31

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KOREA ELECTRIC POWER CORP ADS	02/23/01	11/01/12	617.42	487.20	130.22
KOREA ELECTRIC POWER CORP ADS	10/29/97	11/01/12	68.60	47.19	21.41
AEGON NV ADR	11/05/04	12/14/12	1,460.91	2,724.49	(1,263.58)
AEGON NV ADR	04/22/05	12/14/12	60.62	124.10	(63.48)
AEGON NV ADR	08/17/05	12/14/12	60.62	141.10	(80.48)
AEGON NV ADR	06/29/07	12/14/12	151.55	494.57	(343.02)
AEGON NV ADR	07/18/07	12/14/12	151.55	483.49	(331.94)
AEGON NV ADR	08/09/07	12/14/12	1,145.69	3,299.23	(2,153.54)
AEGON NV ADR	08/14/07	12/14/12	60.62	181.00	(120.38)
AEGON NV ADR	04/29/08	12/14/12	84.87	211.40	(126.53)
AEGON NV ADR	08/12/08	12/14/12	109.11	191.34	(82.23)
AEGON NV ADR	08/16/10	12/14/12	684.98	551.50	133.48
AKZO NOBEL NV ADR	09/12/11	12/14/12	1,910.65	1,291.91	618.74
AMERICA MOVIL SA DE CV ADR L	08/24/11	12/14/12	358.56	359.21	(0.65)
AMERICA MOVIL SA DE CV ADR L	09/21/11	12/14/12	478.08	466.26	11.82
AMERICA MOVIL SA DE CV ADR L	10/03/11	12/14/12	597.60	546.90	50.70
AMERICA MOVIL SA DE CV ADR L	10/07/11	12/14/12	1,195.20	1,090.54	104.66
ASTELLAS PHARMA INCADR	06/30/10	12/14/12	237.99	170.06	67.93
ASTELLAS PHARMA INCADR	07/30/10	12/14/12	1,427.97	1,019.83	408.14
ASTRAZENECA PLC ADS	11/27/07	12/14/12	235.14	231.92	3.22
ASTRAZENECA PLC ADS	01/03/08	12/14/12	470.29	427.05	43.24
ASTRAZENECA PLC ADS	01/23/08	12/14/12	940.58	852.37	88.21
ASTRAZENECA PLC ADS	02/22/08	12/14/12	705.43	594.72	110.71
ASTRAZENECA PLC ADS	05/13/08	12/14/12	470.29	407.78	62.51
BARCLAYS PLC ADR	03/20/08	12/14/12	82.12	168.50	(86.38)
BARCLAYS PLC ADR	06/20/08	12/14/12	1,313.90	2,038.99	(725.09)
BARCLAYS PLC ADR	06/12/08	12/14/12	328.47	483.77	(155.30)
BP PLC ADS	07/11/11	12/14/12	826.98	875.77	(48.79)
BP PLC ADS	09/20/11	12/14/12	620.24	575.45	44.79
BP PLC ADS	10/28/11	12/14/12	413.49	449.54	(36.05)
CANON INC ADR NEW	11/06/08	12/14/12	1,512.37	1,428.21	84.16
CANON INC ADR NEW	11/13/08	12/14/12	567.14	448.69	118.45

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CANON INC ADR NEW	05/14/09	12/14/12	567.13	498.76	68.37
CARREFOUR SA SPONSORED ADR	06/08/10	12/14/12	2,137.71	3,341.48	(1,203.77)
CARREFOUR SA SPONSORED ADR	02/08/11	12/14/12	252.95	476.14	(223.19)
CARREFOUR SA SPONSORED ADR	03/21/11	12/14/12	302.55	526.46	(223.91)
CARREFOUR SA SPONSORED ADR	09/21/11	12/14/12	1,691.32	1,454.81	236.51
CEMEX SAB DE CV	02/26/10	12/14/12	209.99	195.85	14.14
CEMEX SAB DE CV	07/30/10	12/14/12	487.91	467.74	20.17
CEMEX SAB DE CV	08/20/10	12/14/12	487.92	421.10	66.82
CENTRAIS ELEC BRAS SP ADR CM	05/28/98	12/14/12	95.44	450.76	(355.32)
CENTRAIS ELEC BRAS SP ADR CM	09/14/98	12/14/12	318.14	850.00	(531.86)
CENTRAIS ELEC BRAS SP ADR CM	07/19/99	12/14/12	238.61	694.58	(455.97)
CRH PLC ADR	04/15/11	12/14/12	282.66	355.64	(72.98)
CRH PLC ADR	05/20/11	12/14/12	376.88	444.36	(67.48)
CRH PLC ADR	05/25/11	12/14/12	942.20	1,065.68	(123.48)
CRH PLC ADR	08/25/11	12/14/12	565.32	501.00	64.32
DAI NIPPPN PRGT LTD JAPAN	01/15/08	12/14/12	511.68	1,027.24	(515.56)
DAIICHI SANKYO CO LTD SPON ADR	09/13/10	12/14/12	385.99	506.58	(120.59)
DEUTSCHE TELEKOM AG 1 ORD 1 ADS	07/18/07	12/14/12	1,059.22	1,761.27	(702.05)
DEUTSCHE TELEKOM AG 1 ORD 1 ADS	06/28/10	12/14/12	891.98	962.59	(70.61)
ENI SPA AMER DEP RCPT	08/21/09	12/14/12	2,614.10	2,573.00	41.10
ENI SPA AMER DEP RCPT	07/14/10	12/14/12	475.29	399.60	75.69
ENI SPA AMER DEP RCPT	05/24/11	12/14/12	475.29	461.43	13.86
ERICSSON LM TEL ADR CL B NEW	11/05/07	12/14/12	538.71	813.13	(274.42)
ERICSSON LM TEL ADR CL B NEW	11/29/07	12/14/12	783.58	986.78	(203.20)
ERICSSON LM TEL ADR CL B NEW	01/31/08	12/14/12	391.79	448.89	(57.10)
ERICSSON LM TEL ADR CL B NEW	12/29/09	12/14/12	538.71	517.02	21.69
FIRST PAC LTD SP ADR	10/27/97	12/14/12	3,063.13	1,750.00	1,313.13
FLEXTRONICS INTL LTD	08/15/08	12/14/12	665.84	1,037.69	(371.85)
FLEXTRONICS INTL LTD	08/18/08	12/14/12	332.92	519.19	(186.27)
FLEXTRONICS INTL LTD	09/03/08	12/14/12	332.92	470.66	(137.74)
FLEXTRONICS INTL LTD	11/03/08	12/14/12	726.36	517.33	209.03
FRANCE TELECOM	04/24/06	12/14/12	888.17	1,813.02	(924.85)

CLINE-LOFFTUS
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DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST BASIS	GAIN/ (LOSS)
FRANCE TELECOM	06/01/09	12/14/12	22.20	48.42	(26.22)
FRANCE TELECOM	11/17/09	12/14/12	444.08	1,047.81	(603.73)
FRANCE TELECOM	04/22/10	12/14/12	444.08	906.35	(462.27)
FRANCE TELECOM	07/15/10	12/14/12	277.55	485.99	(208.44)
FRANCE TELECOM	03/02/11	12/14/12	555.11	1,092.80	(537.69)
FUJIFILM HLDGS CORP ADR	08/12/05	12/14/12	197.30	331.53	(134.23)
FUJIFILM HLDGS CORP ADR	08/17/05	12/14/12	1,479.71	2,477.81	(998.10)
FUJIFILM HLDGS CORP ADR	08/20/08	12/14/12	1,183.77	1,845.22	(661.45)
GLAXOSMITHKLINE PLC ADS	03/02/07	12/14/12	220.09	274.45	(54.36)
GLAXOSMITHKLINE PLC ADS	05/31/07	12/14/12	880.38	1,036.58	(156.20)
GLAXOSMITHKLINE PLC ADS	08/08/07	12/14/12	880.38	1,070.82	(190.44)
GLAXOSMITHKLINE PLC ADS	08/17/07	12/14/12	440.19	496.24	(56.05)
GLAXOSMITHKLINE PLC ADS	03/02/11	12/14/12	440.19	381.19	59.00
H LUNDBECK AS SPON ADR LEV 1	04/25/07	12/14/12	1,034.97	1,487.51	(452.54)
H LUNDBECK AS SPON ADR LEV 1	05/22/07	12/14/12	344.99	480.83	(135.84)
H LUNDBECK AS SPON ADR LEV 1	03/18/10	12/14/12	431.24	457.48	(26.24)
HONDA MOTOR COMPANY LTD ADR	04/11/11	12/14/12	2,189.80	2,218.92	(29.12)
HONDA MOTOR COMPANY LTD ADR	04/12/11	12/14/12	505.34	512.04	(6.70)
HSBC HOLDINGS PLC SPON ADR NEW	11/09/11	12/14/12	1,550.96	1,253.78	297.18
INTESA SANPAOLO SPA ADR	06/26/08	12/14/12	150.30	517.53	(367.23)
INTESA SANPAOLO SPA ADR	07/25/08	12/14/12	150.30	520.00	(369.70)
INTESA SANPAOLO SPA ADR	10/24/08	12/14/12	200.39	392.43	(192.04)
INTESA SANPAOLO SPA ADR	03/25/10	12/14/12	250.49	559.94	(309.45)
INTESA SANPAOLO SPA ADR	03/31/10	12/14/12	200.39	453.92	(253.53)
ITALCEMENTI FABRICH RIUNTE ADR	07/28/08	12/14/12	377.29	1,062.38	(685.09)
J SAINSBURY PLC SPON ADR NEW	10/07/05	12/14/12	468.71	422.22	46.49
J SAINSBURY PLC SPON ADR NEW	07/11/08	12/14/12	892.78	897.53	(4.75)
J SAINSBURY PLC SPON ADR NEW	04/19/11	12/14/12	557.98	554.24	3.74
KINGFISHER PLC SPONS ADR NEW	11/29/07	12/14/12	2,114.35	1,574.19	540.16
KONINKLIJKE AHOLD ADR	10/05/05	12/14/12	806.40	400.93	405.47
KONINKLIJKE AHOLD ADR	10/05/05	12/14/12	687.42	341.78	345.64
KONINKLIJKE AHOLD ADR	11/16/05	12/14/12	740.30	317.88	422.42

CLINE-LOFFTUS
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	DATE	DATE	SALES	COST	GAIN/
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	(LOSS)
MARKS & SPENCER GRP PLC ADR	02/20/08	12/14/12	718.18	915.80	(197.62)
MARKS & SPENCER GRP PLC ADR	06/06/08	12/14/12	1,322.97	1,589.28	(266.31)
MARKS & SPENCER GRP PLC ADR	07/23/08	12/14/12	1,259.97	1,084.71	175.26
MITSUBISHI UFJ FINCL GRP ADS	06/08/05	12/14/12	138.06	255.58	(117.52)
MITSUBISHI UFJ FINCL GRP ADS	11/13/06	12/14/12	1,104.45	2,871.72	(1,767.27)
MITSUBISHI UFJ FINCL GRP ADS	02/07/07	12/14/12	621.26	1,588.96	(967.70)
MITSUBISHI UFJ FINCL GRP ADS	02/09/07	12/14/12	207.09	535.34	(328.25)
MITSUBISHI UFJ FINCL GRP ADS	03/28/07	12/14/12	207.09	515.29	(308.20)
MITSUBISHI UFJ FINCL GRP ADS	06/06/07	12/14/12	207.09	522.03	(314.94)
MITSUBISHI UFJ FINCL GRP ADS	07/18/07	12/14/12	207.09	493.44	(286.35)
MITSUBISHI UFJ FINCL GRP ADS	07/31/07	12/14/12	207.09	483.18	(276.09)
MITSUBISHI UFJ FINCL GRP ADS	09/19/07	12/14/12	828.31	1,652.89	(824.58)
MS&AD INS GROUP HLDGS ADR	10/31/06	12/14/12	1,114.07	2,701.68	(1,587.61)
MS&AD INS GROUP HLDGS ADR	12/01/06	12/14/12	771.28	1,807.66	(1,036.38)
MS&AD INS GROUP HLDGS ADR	12/04/06	12/14/12	257.09	603.69	(346.60)
MS&AD INS GROUP HLDGS ADR	03/02/07	12/14/12	514.19	1,228.82	(714.63)
MS&AD INS GROUP HLDGS ADR	03/28/07	12/14/12	257.09	616.36	(359.27)
MS&AD INS GROUP HLDGS ADR	09/26/07	12/14/12	257.10	570.63	(313.53)
NIPPON TELEGRAPH&TELEPHONE ADS	06/17/05	12/14/12	761.29	750.76	10.53
NIPPON TELEGRAPH&TELEPHONE ADS	07/18/07	12/14/12	2,175.10	2,231.00	(55.90)
NIPPON TELEGRAPH&TELEPHONE ADS	05/01/08	12/14/12	543.77	548.32	(4.55)
OI SA SPN ADR	06/20/00	12/14/12	52.94	149.78	(96.84)
OI SA SPN ADR	11/14/00	12/14/12	105.87	216.04	(110.17)
OI SA SPN ADR	03/13/01	12/14/12	113.65	194.50	(80.85)
OI SA SPN ADR	09/11/98	12/14/12	321.51	233.06	88.45
PETROLEO BRASILEIRO SA ADR	08/13/10	12/14/12	477.49	784.13	(306.64)
PETROLEO BRASILEIRO SA ADR	08/20/10	12/14/12	381.99	611.12	(229.13)
PETROLEO BRASILEIRO SA ADR	109/22/10	12/14/12	190.99	290.00	(99.01)
PETROLEO BRASILEIRO SA ADR	05/25/11	12/14/12	286.49	450.00	(163.51)
PORTUGAL TELECOM SGPS SA	11/16/05	12/14/12	1,031.47	1,923.01	(891.54)
POSCO ADS	11/04/11	12/14/12	404.74	424.04	(19.30)
POSCO ADS	11/09/11	12/14/12	404.74	411.77	(7.03)

CLINE-LOFFTUS
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	DATE	DATE	SALES	COST	GAIN/
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	(LOSS)
POSCO ADS	11/18/11	12/14/12	404.74	416.58	(11.84)
SANOFI ADR	02/22/07	12/14/12	1,168.72	1,094.68	74.04
SANOFI ADR	08/10/07	12/14/12	467.49	404.93	62.56
SANOFI ADR	10/18/07	12/14/12	467.49	430.70	36.79
SANOFI ADR	10/31/07	12/14/12	934.98	876.27	58.71
SEIKO EPSON CORP SUWA UNSP ADR	05/16/06	12/14/12	707.68	3,116.90	(2,409.22)
SEIKO EPSON CORP SUWA UNSP ADR	11/08/06	12/14/12	134.80	501.34	(366.54)
SEIKO EPSON CORP SUWA UNSP ADR	11/10/06	12/14/12	404.39	1,498.88	(1,094.49)
SEIKO EPSON CORP SUWA UNSP ADR	11/28/06	12/14/12	101.10	362.00	(260.90)
SEIKO EPSON CORP SUWA UNSP ADR	01/26/07	12/14/12	134.79	518.00	(383.21)
SEVEN & I HLDGS CO LTD ADR	03/14/11	12/14/12	571.49	525.12	46.37
SEVEN & I HLDGS CO LTD ADR	04/08/11	12/14/12	1,142.97	965.47	177.50
SK TELECOM CO LTD	04/09/07	12/14/12	1,197.72	1,759.22	(561.50)
SONY CORP ADR 1974 NEW	04/16/08	12/14/12	325.57	1,233.22	(907.65)
SONY CORP ADR 1974 NEW	10/29/08	12/14/12	271.30	513.32	(242.02)
SONY CORP ADR 1974 NEW	12/02/08	12/14/12	271.30	476.18	(204.88)
SONY CORP ADR 1974 NEW	06/17/11	12/14/12	434.09	991.52	(557.43)
STMICROELECTRONICS NV	10/07/05	12/14/12	68.71	172.69	(103.98)
STMICROELECTRONICS NV	07/06/06	12/14/12	206.14	484.62	(278.48)
STMICROELECTRONICS NV	09/08/10	12/14/12	687.13	700.67	(13.54)
SUMITOMO MITSUI FINL GROUP INC	09/05/07	12/14/12	597.05	1,369.82	(772.77)
SUMITOMO MITSUI FINL GROUP INC	09/26/07	12/14/12	698.91	1,519.34	(820.43)
SUMITOMO MITSUI FINL GROUP INC	11/05/07	12/14/12	216.34	481.15	(264.81)
TAKEDA PHARMACEUTICAL CO LTD	10/04/10	12/14/12	567.49	578.17	(10.68)
TAKEDA PHARMACEUTICAL CO LTD	10/28/10	12/14/12	453.99	463.99	(10.00)
TAKEDA PHARMACEUTICAL CO LTD	03/02/11	12/14/12	567.49	619.30	(51.81)
TAKEDA PHARMACEUTICAL CO LTD	07/12/11	12/14/12	453.98	460.89	(6.91)
TDK CP ADR NEW	04/09/08	12/14/12	987.47	1,532.53	(545.06)
TE CONNECTIVITY LTD NEW	10/23/08	12/14/12	1,811.96	958.93	853.03
TELECOM ITALIA SPA ADS (NEW)	02/07/06	12/14/12	155.95	466.04	(310.09)
TELECOM ITALIA SPA ADS (NEW)	05/03/06	12/14/12	183.48	564.63	(381.15)
TELECOM ITALIA SPA ADS (NEW)	01/19/07	12/14/12	137.61	461.52	(323.91)

CLINE-LOFFTUS
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	DATE	DATE	SALES	COST	GAIN/
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	(LOSS)
TELECOM ITALIA SPA ADS (NEW)	02/13/07	12/14/12	412.82	1,375.07	(962.25)
TELECOM ITALIA SPA ADS (NEW)	02/16/07	12/14/12	825.64	2,850.41	(2,024.77)
TELECOM ITALIA SPA ADS (NEW)	03/02/07	12/14/12	137.61	438.29	(300.68)
TELECOM ITALIA SPA ADS (NEW)	03/21/07	12/14/12	183.48	571.23	(387.75)
TELECOM ITALIA SPA ADS (NEW)	04/24/08	12/14/12	458.69	1,035.41	(576.72)
TELECOM ITALIA SPA ADS (NEW)	08/29/08	12/14/12	275.20	486.54	(211.34)
TELEFONICA BRASIL SA SPON ADR	06/20/00	12/14/12	36.12	87.95	(51.83)
TELEFONICA BRASIL SA SPON ADR	11/14/00	12/14/12	80.74	141.96	(61.22)
TELEFONICA BRASIL SA SPON ADR	03/13/01	12/14/12	80.74	127.81	(47.07)
TELEFONICA BRASIL SA SPON ADR	01/21/05	12/14/12	54.54	24.83	29.71
TELEFONICA BRASIL SA SPON ADR	09/11/09	12/14/12	66.29	41.52	24.77
TELEFONICA BRASIL SA SPON ADR	09/11/98	12/14/12	12.76	6.56	6.20
TELEFONICA SA ADR	11/18/05	12/14/12	582.55	628.57	(46.02)
TELEFONICA SA ADR	02/03/06	12/14/12	410.43	449.88	(39.45)
TELEFONICA SA ADR	06/20/00	12/14/12	7.93	9.93	(2.00)
TIM PARTICIPACOES SA SPON NEW	11/14/00	12/14/12	15.88	14.33	1.55
TIM PARTICIPACOES SA SPON NEW	03/13/01	12/14/12	15.90	12.90	3.00
TIM PARTICIPACOES SA SPON NEW	09/11/98	12/14/12	47.65	15.45	32.20
TIM PARTICIPACOES SA SPON NEW	02/28/05	12/14/12	181.31	204.97	(23.66)
TOKI MARINE HOLDING INS ADR	11/21/06	12/14/12	388.64	489.01	(100.37)
TOKI MARINE HOLDING INS ADR	11/05/07	12/14/12	777.28	1,155.70	(378.42)
TOKI MARINE HOLDING INS ADR	12/20/07	12/14/12	777.34	968.48	(191.14)
TOKI MARINE HOLDING INS ADR	03/18/10	12/14/12	1,013.98	1,160.40	(146.42)
TOTAL S A SPON ADR	03/22/10	12/14/12	506.99	569.12	(62.13)
TOTAL S A SPON ADR	04/16/10	12/14/12	1,013.98	1,161.65	(147.67)
TOTAL S A SPON ADR	05/06/10	12/14/12	506.99	494.57	12.42
TOTAL S A SPON ADR	08/06/10	12/14/12	858.38	721.21	137.17
TOYOTA MOTOR CP ADR NEW	08/10/10	12/14/12	1,287.57	1,074.59	212.98
TOYOTA MOTOR CP ADR NEW	09/22/10	12/14/12	429.19	359.89	69.30
TOYOTA MOTOR CP ADR NEW	10/29/10	12/14/12	429.19	352.45	76.74
TOYOTA MOTOR CP ADR NEW	03/24/10	12/14/12	1,465.37	1,376.94	88.43
UBS AG NEW	06/24/10	12/14/12	1,628.19	1,398.43	229.76

CLINE-LOFFTUS
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	DATE	DATE	SALES	COST	GAIN/
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	(LOSS)
UBS AG NEW	10/17/11	12/14/12	651.28	472.98	178.30
UBS AG NEW	04/18/06	12/14/12	2,879.93	1,717.78	1,162.15
UNILEVER NV NY SH NEW	05/10/06	12/14/12	575.99	348.05	227.94
UNILEVER NV NY SH NEW	07/06/11	12/14/12	2,078.35	2,119.48	(41.13)
VODAFONE GP PLC ADS NEW	08/30/01	12/14/12	397.39	423.29	(25.90)
WOLTERS KLUWER NV SPON ADR	04/16/02	12/14/12	496.74	528.18	(31.44)
WOLTERS KLUWER NV SPON ADR	08/05/02	12/14/12	596.08	424.05	172.03
WOLTERS KLUWER NV SPON ADR	04/17/03	12/14/12	139.09	96.60	42.49
WOLTERS KLUWER NV SPON ADR	02/09/05	12/14/12	596.08	538.94	57.14
WOLTERS KLUWER NV SPON ADR	04/27/06	12/14/12	99.35	123.50	(24.15)
WOLTERS KLUWER NV SPON ADR	04/21/09	12/14/12	99.35	93.40	5.95
WOLTERS KLUWER NV SPON ADR	04/20/10	12/14/12	99.35	95.09	4.26
WOLTERS KLUWER NV SPON ADR	04/20/11	12/14/12	99.35	110.05	(10.70)
	10/07/11	12/14/12	477.49	525.14	(47.65)
					(60,360.47)

CLINE-LOFFTUS FOUNDATION
ATALANTA ACCT 416-127200-477
(FORMERLY ACCT 592-72446-15)
2012 LONG-TERM TRADES

	DATE	DATE	SALES	COST	GAIN/
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	(LOSS)
DIRECTV CL A	12/03/09	01/06/12	527.81	381.94	145.87
DIRECTV CL A	12/04/09	01/10/12	603.15	452.87	150.28
DIRECTV CL A	12/14/09	01/10/12	344.65	264.80	79.85
CITIGROUP INC	01/03/11	01/17/12	86.56	147.71	(61.15)
CITIGROUP INC	01/06/11	01/17/12	300.72	526.11	(225.39)
GOOGLE INC CLASS A	06/04/10	01/25/12	1,137.12	999.54	137.58
ORACLE CORP	12/03/09	01/31/12	902.00	727.94	174.06
ORACLE CORP	02/10/10	01/31/12	56.37	46.34	10.03
DIRECTV CL A	12/14/09	02/16/12	271.78	198.60	73.18
DIRECTV CL A	09/17/10	02/16/12	362.37	333.53	28.84
GOOGLE INC CLASS A	07/13/10	03/09/12	602.82	484.39	118.43
SCHLUMBERGER LTD	04/30/10	03/14/12	444.06	430.88	13.18
UNION PACIFIC CORP	12/03/09	03/14/12	541.94	324.18	217.76
SCHLUMBERGER LTD	06/10/10	03/21/12	520.62	407.70	112.92
ORACLE CORP	02/10/10	03/29/12	496.18	393.91	102.27
MCDONALDS CORP	08/13/10	04/04/12	97.58	72.27	25.31
MCDONALDS CORP	09/07/10	04/04/12	390.32	303.08	87.24
BOEING CO	03/05/10	04/11/12	71.64	67.22	4.42
BOEING CO	03/10/10	04/11/12	429.87	416.33	13.54
ORACLE CORP	02/10/10	04/13/12	85.57	69.51	16.06
ORACLE CORP	07/23/10	04/13/12	427.83	367.18	60.65
INTL BUSINESS MACHINES CORP	12/03/09	04/19/12	398.45	256.26	142.19
EMC CORP MASS	04/20/11	05/11/12	390.65	421.48	(30.83)
CAPITAL ONE FINANCIAL CORP	12/03/09	05/14/12	524.98	389.17	135.81
CAPITAL ONE FINANCIAL CORP	06/21/10	05/14/12	52.50	43.63	8.87
JPMORGAN CHASE & CO	04/14/10	05/14/12	359.62	472.23	(112.61)
JPMORGAN CHASE & CO	04/15/10	05/14/12	899.04	1,194.98	(295.94)
CITIGROUP INC NEW	03/09/11	05/15/12	198.15	324.84	(126.69)
CITIGROUP INC NEW	03/09/11	05/15/12	84.92	139.21	(54.29)
EMC CORP MASS	04/20/11	05/16/12	257.10	280.99	(23.89)
EMC CORP MASS	05/13/11	05/16/12	359.95	388.37	(28.42)

CLINE-LOFFTUS FOUNDATION
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	DATE	DATE	SALES	COST	GAIN/
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	(LOSS)
UNITED TECHNOLOGIES CORP	12/03/09	05/16/12	1,046.39	957.29	89.10
JPMORGAN CHASE & CO	04/15/10	05/21/12	131.78	191.20	(59.42)
METLIFE INCORPORATED	08/03/10	05/21/12	427.65	596.46	(168.81)
METLIFE INCORPORATED	09/02/10	05/21/12	213.82	278.93	(65.11)
METLIFE INCORPORATED	09/02/10	05/30/12	474.11	637.54	(163.43)
METLIFE INCORPORATED	01/06/11	05/30/12	29.63	46.56	(16.93)
METLIFE INCORPORATED	01/06/11	06/04/12	310.74	512.17	(201.43)
METLIFE INCORPORATED	03/02/11	06/04/12	112.99	175.23	(62.24)
GOOGLE INC CLASS A	07/23/10	07/11/12	565.69	489.43	76.26
INTL BUSINESS MACHINES CORP	12/03/09	07/17/12	1,286.61	896.92	389.69
QUALCOMM INC	01/06/11	07/06/12	494.37	471.66	22.71
QUALCOMM INC	01/27/11	07/06/12	109.86	109.18	0.68
QUALCOMM INC	01/27/11	07/11/12	378.84	382.15	(3.31)
QUALCOMM INC	04/14/11	07/11/12	54.12	52.62	1.50
CAPITAL ONE FINANCIAL CORP	06/21/10	08/14/12	390.02	305.40	84.62
CAPITAL ONE FINANCIAL CORP	04/26/11	08/14/12	55.72	54.51	1.21
EXXON MOBILE CORP	02/23/11	08/22/12	348.96	348.97	(0.01)
EXXON MOBILE CORP	04/04/11	08/22/12	174.48	169.22	5.26
MC DONALDS CORP	09/07/10	08/08/12	87.47	75.77	11.70
MC DONALDS CORP	12/07/10	08/08/12	174.95	161.39	13.56
AMAZON COM INC	08/30/11	09/14/12	260.61	208.17	52.44
AMERICAN EXPRESS CO	05/24/11	09/14/12	354.35	303.87	50.48
AMERICAN TOWER REIT COM	07/08/10	09/14/12	498.24	324.52	173.72
BOEING CO	03/10/10	09/14/12	142.11	138.78	3.33
BOEING CO	04/29/11	09/14/12	71.06	79.71	(8.65)
CAPITAL ONE FINANCIAL CORP	04/26/11	09/14/12	414.32	381.55	32.77
CVS CAREMARK CORP	06/02/11	09/14/12	655.32	537.65	117.67
DU PONT EI DE NEMOURS & CO	04/26/10	09/14/12	208.19	163.70	44.49
EXPRESS SCRIPTS HLDG CO COM	07/08/10	09/14/12	62.53	46.55	15.98
EXPRESS SCRIPTS HLDG CO COM	07/12/10	09/14/12	375.17	286.24	88.93
EXXON MOBILE CORP	04/04/11	09/14/12	459.68	423.05	36.63

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST BASIS	GAIN/ (LOSS)
GOOGLE INC CLASS A	08/10/11	09/14/12	708.92	557.96	150.96
INTL BUSINESS MACHINES CORP	12/03/09	09/14/12	206.25	128.13	78.12
JPMORGAN CHASE & CO	08/15/11	09/14/12	207.19	183.84	23.35
JPMORGAN CHASE & CO	08/29/11	09/14/12	455.83	410.93	44.90
KRAFT FOODS INC CL A	09/06/11	09/07/12	440.34	374.54	65.80
KRAFT FOODS INC CL A	09/06/11	09/10/12	525.57	442.63	82.94
MC DONALDS CORP	12/07/10	09/14/12	274.43	242.09	32.34
METLIFE INCORPORATED	03/02/11	09/14/12	216.53	262.85	(46.32)
MICROSOFT CORP	07/08/11	09/07/12	801.35	693.13	108.22
MICROSOFT CORP	07/19/11	09/07/12	832.18	741.85	90.33
MICROSOFT CORP	07/19/11	09/14/12	248.47	219.81	28.66
MICROSOFT CORP	08/04/11	09/14/12	31.06	26.50	4.56
NEWS CORP LTD CL A DEL	07/21/11	09/14/12	467.96	313.14	154.82
NEWS CORP LTD CL A DEL	08/12/13	09/14/12	221.66	145.93	75.73
PFIZER INC	03/15/11	09/14/12	403.06	335.72	67.34
PHILIP MORRIS INTL INC	08/12/11	09/14/12	178.77	139.46	39.31
PRECISION CASTPARTS CORP	12/03/09	09/14/12	805.16	542.84	262.32
PRECISION CASTPARTS CORP	12/21/09	09/14/12	322.07	226.74	95.33
PRECISION CASTPARTS CORP	12/21/09	09/14/12	160.54	113.37	47.17
QUALCOMM INC	04/14/11	09/14/12	583.81	473.60	110.21
SCHLUMBERGER LTD	06/10/10	09/14/12	77.38	58.24	19.14
SCHLUMBERGER LTD	06/21/10	09/14/12	464.26	362.98	101.28
UNION PACIFIC CORP	12/03/09	09/14/12	512.30	259.34	252.96
UNITED PARCEL SERVICE INC CL-B	10/05/10	09/06/12	432.39	409.15	23.24
UNITED PART	10/14/10	09/06/12	576.53	550.99	25.54
UNITED TECHNOLOGIES CORP	12/03/09	09/14/12	81.99	68.38	13.61
UNITED TECHNOLOGIES CORP	10/14/10	09/14/12	245.96	221.19	24.77
UNITEDHEALTH GP INC	05/04/11	09/14/12	108.06	98.84	9.22
UNITEDHEALTH GP INC	06/02/11	09/14/12	162.08	147.62	14.46
WALT DISNEY CO HLDG CO	03/09/10	09/14/12	574.07	366.04	208.03
ALLERGAN INC	09/26/11	10/31/12	356.16	329.01	27.15

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	DATE	DATE	SALES	COST	GAIN/
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	(LOSS)
ALLERGAN INC	09/27/11	10/31/12	356.07	338.41	17.66
ALLERGAN INC	09/27/11	10/31/12	89.04	84.60	4.44
APPLE INC	12/03/09	10/17/12	1,942.40	594.11	1,348.29
APPLE INC	12/03/09	10/25/12	609.18	198.04	411.14
APPLE INC	12/03/09	10/31/12	592.38	198.04	394.34
DU PONT EI DE NEMOURS & CO	04/26/10	10/16/12	298.08	245.55	52.53
DU PONT EI DE NEMOURS & CO	09/17/10	10/16/12	149.04	132.27	16.77
DU PONT EI DE NEMOURS & CO	09/17/10	10/23/12	361.57	352.73	8.84
MICROSOFT CORP	08/04/11	10/01/12	648.35	582.89	65.46
UNITEDHEALTH GP INC	06/02/11	10/16/12	341.34	295.23	46.11
UNITEDHEALTH GP INC	06/02/11	10/17/12	56.44	49.21	7.23
UNITEDHEALTH GP INC	06/21/11	10/17/12	507.94	468.28	39.66
BAIDU INC ADS	08/30/11	11/14/12	94.67	146.94	(52.27)
BAIDU INC ADS	09/14/11	11/14/12	284.00	444.56	(160.56)
MC DONALDS CORP	12/07/10	11/21/12	256.46	242.09	14.37
MC DONALDS CORP	08/10/11	11/21/12	512.91	507.26	5.65
METLIFE INCORPORATED	03/02/11	11/21/12	161.43	219.04	(57.61)
METLIFE INCORPORATED	06/29/11	11/21/12	387.44	519.32	(131.88)
AMAZON COM INC	09/14/11	12/14/12	501.49	444.74	56.75
AMERICAN EXPRESS CO	05/24/11	12/14/12	458.95	405.17	53.78
AMERICAN EXPRESS CO	06/16/11	12/14/12	573.69	481.39	92.30
AMERICAN EXPRESS CO	06/22/11	12/14/12	573.68	499.91	73.77
AMERICAN TOWER REIT COM	07/08/10	12/14/12	152.74	92.72	60.02
AMERICAN TOWER REIT COM	09/08/10	12/14/12	916.41	592.26	324.15
AMERICAN TOWER REIT COM	09/09/11	12/14/12	381.84	262.30	119.54
APPLE INC	12/03/09	12/14/12	2,574.74	990.18	1,584.56
BOEING CO	04/29/11	12/14/12	372.69	398.57	(25.88)
CAPITAL ONE FINANCIAL CORP	09/15/11	12/14/12	345.77	258.35	87.42
CAPITAL ONE FINANCIAL CORP	10/12/11	12/14/12	461.03	349.46	111.57
CAPITAL ONE FINANCIAL CORP	11/09/11	12/14/12	922.06	710.53	211.53
CITIGROUP INC NEW	10/19/11	12/14/12	299.35	245.52	53.83

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	DATE	DATE	SALES	COST	GAIN/
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	(LOSS)
CITIGROUP INC NEW	10/31/11	12/14/12	710.96	614.87	96.09
CVS CAREMARK CORP	06/02/11	12/14/12	49.23	38.40	10.83
CVS CAREMARK CORP	08/24/11	12/14/12	639.98	446.70	193.28
CVS CAREMARK CORP	09/06/11	12/14/12	689.20	499.84	189.36
CVS CAREMARK CORP	09/15/11	12/14/12	590.75	441.26	149.49
EMC CORP MASS	05/13/11	12/14/12	172.69	194.19	(21.50)
EMC CORP MASS	10/18/11	12/14/12	296.03	286.89	9.14
EMC CORP MASS	10/24/11	12/14/12	468.72	463.20	5.52
ENSCO PLC CLASS A	10/12/11	12/14/12	398.04	311.47	86.57
ENSCO PLC CLASS A	10/21/11	12/14/12	454.91	383.90	71.01
EXPRESS SCRIPTS HLDG CO COM	07/12/10	12/14/12	217.91	190.82	27.09
EXPRESS SCRIPTS HLDG CO COM	08/02/11	12/14/12	599.26	574.65	24.61
EXXON MOBILE CORP	04/04/11	12/14/12	617.74	592.27	25.47
EXXON MOBILE CORP	04/05/11	12/14/12	1,058.97	1,023.94	35.03
GILEAD SCIENCE	12/05/11	12/14/12	74.27	39.95	34.32
GOOGLE INC CLASS A	08/11/11	12/14/12	702.68	563.91	138.77
GOOGLE INC CLASS A	08/30/11	12/14/12	702.68	539.17	163.51
GOOGLE INC CLASS A	09/20/11	12/14/12	702.69	552.23	150.46
HOME DEPOT INC	10/18/11	12/14/12	992.62	568.21	424.41
HOME DEPOT INC	10/21/11	12/14/12	744.46	435.96	308.50
HOME DEPOT INC	11/23/11	12/14/12	682.42	402.53	279.89
INTL BUSINESS MACHINES CORP	06/21/10	12/14/12	770.90	522.70	248.20
INTL BUSINESS MACHINES CORP	06/23/10	12/14/12	578.17	391.91	186.26
JPMORGAN CHASE & CO	10/19/11	12/14/12	687.98	530.43	157.55
MASTERCARD INC CL A	09/16/11	12/14/12	482.89	349.42	133.47
MASTERCARD INC CL A	09/20/11	12/14/12	482.89	358.58	124.31
MASTERCARD INC CL A	09/23/11	12/14/12	482.88	336.72	146.16
MICROSOFT CORP	08/31/11	12/14/12	431.19	426.37	4.82
NEWS CORP LTD CL A DEL	08/12/11	12/14/12	1,220.22	810.70	409.52
NEWS CORP LTD CL A DEL	08/24/11	12/14/12	658.92	449.32	209.60
PFIZER INC	03/15/11	12/14/12	907.18	710.94	196.24

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	DATE	DATE	SALES	COST	GAIN/
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	(LOSS)
PFIZER INC	05/03/11	12/14/12	705.58	564.89	140.69
PHILIP MORRIS INTL INC	08/23/11	12/14/12	352.19	278.91	73.28
PHILIP MORRIS INTL INC	10/21/11	12/14/12	616.33	489.61	126.72
PRECISION CASTPARTS CORP	12/21/09	12/14/12	551.35	340.10	211.25
QUALCOMM INC	04/14/11	12/14/12	120.20	105.25	14.95
QUALCOMM INC	11/14/11	12/14/12	420.69	398.65	22.04
QUALCOMM INC	11/17/11	12/14/12	540.89	502.40	38.49
SCHLUMBERGER LTD	06/21/10	12/14/12	206.49	181.49	25.00
SCHLUMBERGER LTD	06/03/11	12/14/12	344.14	420.12	(75.98)
SCHLUMBERGER LTD	08/04/11	12/14/12	825.94	994.16	(168.22)
UNION PACIFIC CORP	12/03/09	12/14/12	1,622.88	842.87	780.01
UNITED TECHNOLOGIES CORP	10/14/10	12/14/12	320.27	294.91	25.36
UNITED TECHNOLOGIES CORP	08/12/11	12/14/12	480.41	427.32	53.09
WALT DISNEY CO HLDG CO	03/09/10	12/14/12	293.81	199.66	94.15
WALT DISNEY CO HLDG CO	03/01/11	12/14/12	636.59	562.17	74.42
TOTAL:					14,184.75

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST BASIS	GAIN/ (LOSS)
COACH INC	09/30/11	01/10/12	559.35	469.85	89.50
CITIGROUP INC	03/09/11	01/17/12	99.00	160.60	(61.60)
PHILIP MORRIS INTL INC	08/23/11	01/18/12	517.78	488.10	29.68
MASTERCARD INC	09/16/11	01/23/12	338.71	349.42	(10.71)
PROCTER & GAMBLE CO	05/13/11	01/23/12	585.18	602.41	(17.23)
NEWS CORP CLASS A NEW	07/21/11	01/25/12	848.92	741.66	107.26
WELLPOINT INC	03/16/11	01/26/12	445.60	467.71	(22.11)
WELLPOINT INC	03/16/11	01/30/12	64.52	66.81	(2.29)
WELLPOINT INC	04/14/11	01/30/12	387.10	416.85	(29.75)
WELLPOINT INC	04/14/11	01/31/12	128.57	138.95	(10.38)
WELLPOINT INC	04/26/11	01/31/12	385.71	437.89	(52.18)
CVS CAREMARK CORP	06/02/11	02/06/12	518.91	460.84	58.07
EXXON MOBIL CORP	02/23/11	02/09/12	680.49	697.94	(17.45)
JOHNSON & JOHNSON	05/03/11	02/09/12	391.43	397.34	(5.91)
HALLIBURTON CO HOLDINGS CO	04/21/11	02/15/12	178.06	252.96	(74.90)
HALLIBURTON CO HOLDINGS CO	08/15/11	02/15/12	427.34	567.83	(140.49)
HALLIBURTON CO HOLDINGS CO	08/30/11	02/15/12	462.96	553.06	(90.10)
AMAZON COM INC	06/24/11	02/16/12	180.60	193.37	(12.77)
AMAZON COM INC	08/10/11	02/16/12	541.80	592.71	(50.91)
DIRECTV CL A	09/27/11	02/16/12	362.37	355.58	6.79
MONSANTO CO NEW	11/15/11	02/29/12	387.14	373.16	13.98
INTEL CORP	09/27/11	03/01/12	508.90	433.98	74.92
INTEL CORP	10/05/11	03/01/12	535.69	435.99	99.70
PNC FINANCIAL SERVICES GROUP	10/19/11	03/07/12	461.13	413.14	47.99
MERCK & CO INC NEW	12/20/11	03/20/12	944.96	918.00	26.96
VIACOM INC NEW CLASS B	05/05/11	04/04/12	184.61	201.33	(16.72)
VIACOM INC NEW CLASS B	05/06/11	04/04/12	276.91	303.50	(26.59)
GENERAL MOTORS COMPANY	10/21/11	04/11/12	432.73	427.84	4.89
JOHNSON & JOHNSON	05/03/11	04/12/12	63.94	66.22	(2.28)
JOHNSON & JOHNSON	05/12/11	04/12/12	447.58	468.62	(21.04)
JOHNSON & JOHNSON	06/29/11	04/12/12	511.53	531.42	(19.89)
VIACOM INC NEW CLASS B	05/06/11	05/01/12	139.71	151.75	(12.04)

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST BASIS	GAIN/ (LOSS)
VIACOM INC NEW CLASS B	07/08/11	05/01/12	465.71	518.44	(52.73)
VIACOM INC NEW CLASS B	01/25/12	05/01/12	465.71	484.35	(18.64)
GENERAL MTRS CO	10/21/11	05/08/12	22.06	23.77	(1.71)
GENERAL MTRS CO	10/24/11	05/08/12	397.07	450.48	(53.41)
MONSANTO CO/NEW	11/15/11	05/08/12	73.17	74.63	(1.46)
MONSANTO CO/NEW	11/30/11	05/08/12	365.84	362.48	3.36
MONSANTO CO/NEW	11/30/11	05/11/12	72.35	72.50	(0.15)
MONSANTO CO/NEW	02/01/12	05/11/12	434.12	501.67	(67.55)
MICROSOFT CORP	07/08/11	05/14/12	430.65	373.23	57.42
CITIGROUP INC NEW	10/18/11	05/15/12	198.15	205.35	(7.20)
JPMORGAN CHASE & CO	08/15/11	05/21/12	230.61	257.37	(26.76)
CISCO SYS INC	10/06/11	05/24/12	65.59	66.01	(0.42)
CISCO SYS INC	10/10/11	05/24/12	426.35	443.82	(17.47)
CISCO SYS INC	11/11/11	05/24/12	360.76	418.18	(57.42)
CISCO SYS INC	01/31/12	05/24/12	377.17	452.45	(75.28)
CATERPILLAR INC	01/26/12	05/30/12	450.52	560.99	(110.47)
AMERICAN EXPRESS CO	05/24/11	05/21/12	393.08	354.52	38.56
BROADCOM CORP CL A	02/29/12	05/24/12	436.46	521.04	(84.58)
LAS VEGAS SANDS CORPORATION	02/02/12	06/01/12	296.75	354.06	(57.31)
LAS VEGAS SANDS CORPORATION	02/02/12	06/28/12	126.61	151.74	(25.13)
LAS VEGAS SANDS CORPORATION	02/09/12	06/28/12	295.42	366.85	(71.43)
NORDSTROM INC	03/05/12	06/27/12	235.80	267.50	(31.70)
NORDSTROM INC	03/05/12	06/28/12	47.86	53.50	(5.64)
NORDSTROM INC	03/06/12	06/28/12	191.42	211.96	(20.54)
NORDSTROM INC	03/15/12	06/29/12	439.50	492.68	(53.18)
V F CORPORATION	03/26/12	06/29/12	535.50	600.68	(65.18)
VMWARE INC	03/02/12	06/15/12	444.27	507.92	(63.65)
VMWARE INC	03/29/12	06/29/12	439.26	562.42	(123.16)
ALLERGAN INC	09/23/11	07/31/12	496.08	491.71	4.37
CATERPILLAR INC	01/26/12	07/27/12	342.33	448.79	(106.46)
CATERPILLAR INC	02/28/12	07/27/12	342.33	462.99	(120.66)
NIKE INC B	11/10/11	07/03/12	449.31	466.87	(17.56)

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	DATE	DATE	SALES	COST	GAIN/
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	(LOSS)
NIKE INC B	11/23/11	07/03/12	179.73	182.74	(3.01)
NIKE INC B	11/23/11	07/05/12	274.00	274.11	(0.11)
V F CORPORATION	04/13/12	07/02/12	396.38	443.70	(47.32)
ALLERGAN INC	09/23/11	08/01/12	172.90	163.90	9.00
ANHEUSER BUSCH INBEV SA SPON	05/04/12	08/01/12	564.21	515.30	48.91
ALLERGAN INC	09/26/11	09/14/12	355.43	329.01	26.42
BIOGEN IDEC INC	03/20/12	09/14/12	459.73	357.38	102.35
BRISTOL MYERS SQUIBB CO	07/10/12	09/14/12	265.11	278.86	(13.75)
CAPITAL ONE FINANCIAL CORP	09/15/11	09/14/12	177.56	129.18	48.38
CHARLES SCHWAB NEW	03/07/12	09/14/12	258.47	249.70	8.77
CHEVRON CORP	05/21/12	09/14/12	350.96	298.35	52.61
CITIGROUP INC NEW	10/18/11	09/14/12	485.51	410.71	74.80
CITIGROUP INC NEW	10/19/11	09/14/12	312.11	276.20	35.91
CITRIX SYSTEMS INC	05/22/12	09/14/12	81.46	77.89	3.57
DUKE ENERGY CORP NEW	07/12/12	09/14/12	64.04	66.64	(2.60)
DUKE ENERGY CORP NEW	07/12/12	09/18/12	378.85	399.85	(21.00)
DUKE ENERGY CORP NEW	07/13/12	09/18/12	442.00	467.76	(25.76)
EBAY INC	05/25/12	09/14/12	598.66	484.58	114.08
ENSCO PLC CLASS A	09/27/11	09/14/12	289.19	228.32	60.87
ENSCO PLC CLASS A	09/27/11	09/27/12	271.04	228.32	42.72
ENSCO PLC CLASS A	10/12/11	09/27/12	216.84	177.99	38.85
FREEPORT MCMORAN CP&GLD	06/29/12	09/14/12	299.31	236.49	62.82
FREEPORT MCMORAN CP&GLD	07/03/12	09/14/12	42.76	35.50	7.26
GENERAL ELECTRIC CO	12/14/11	09/14/12	726.64	551.13	175.51
GENERAL MTRS CO	01/06/12	09/14/12	336.83	320.73	16.10
GILEAD SCIENCE	12/05/11	09/14/12	682.20	439.48	242.72
HALLIBURTON CO HOLDINGS CO	08/02/12	09/14/12	298.63	260.59	38.04
HOME DEPOT INC	10/18/11	09/14/12	592.08	355.13	236.95
KRAFT FOODS INC CL A	12/21/11	09/10/12	40.43	37.31	3.12
LAS VEGAS SANDS CORPORATION	02/09/12	09/14/12	93.31	104.81	(11.50)
MARSH & MCLENNAN COS INC	07/27/12	09/14/12	173.74	166.91	6.83
MASTERCARD INC CL A	09/16/11	09/14/12	453.13	349.42	103.71

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST BASIS	GAIN/ (LOSS)
NIKE INC B	12/13/11	09/14/12	96.07	95.93	0.14
OCCIDENTAL PETROLEUM CORP DE	02/01/12	09/14/12	183.25	198.37	(15.12)
PEPSICO INC NC	05/17/12	09/14/12	210.77	206.86	3.91
PNC FINL SVCS GP	10/19/11	09/14/12	332.79	258.22	74.57
PNC FINL SVCS GP	10/19/11	09/26/12	318.51	258.22	60.29
PNC FINL SVCS GP	01/18/12	09/26/12	509.61	476.36	33.25
TIME WARNER CABLE INC NEW	07/12/12	09/14/12	184.19	164.27	19.92
UNITED PARCEL SERVICE INC CL-B	02/01/12	09/06/12	504.46	539.34	(34.88)
CITRIX SYSTEMS INC	05/22/12	10/11/12	335.93	389.44	(53.51)
COACH INC	08/03/12	10/04/12	507.69	468.31	39.38
KRAFT FOODS INC CL A	01/18/12	10/01/12	15.81	15.42	0.39
OCCIDENTAL PETROLEUM CORP DE	02/01/12	10/09/12	671.53	793.49	(121.96)
OCCIDENTAL PETROLEUM CORP DE	06/07/12	10/09/12	419.71	427.17	(7.46)
BAIDU INC ADS	08/21/12	11/16/12	281.80	372.71	(90.91)
BAIDU INC ADS	09/14/12	11/16/12	93.93	115.39	(21.46)
CHEVRON CORP	05/21/12	11/28/12	414.59	397.80	16.79
AMAZON COM INC	08/16/12	12/14/12	501.49	476.75	24.74
AMAZON COM INC	09/14/12	12/14/12	501.48	525.27	(23.79)
AMER INTL GP INC NEW	10/04/12	12/14/12	408.11	419.02	(10.91)
AMER INTL GP INC NEW	10/10/12	12/14/12	408.11	428.80	(20.69)
BANK OF AMERICA CORP	11/27/12	12/14/12	453.20	425.59	27.61
BIOGEN IDEC INC	03/20/12	12/14/12	150.60	119.13	31.47
BIOGEN IDEC INC	03/26/12	12/14/12	752.98	619.87	133.11
BIOGEN IDEC INC	04/11/12	12/14/12	602.38	507.81	94.57
BIOGEN IDEC INC	05/30/12	12/14/12	301.19	261.77	39.42
BIOGEN IDEC INC	10/31/12	12/14/12	451.79	416.43	35.36
BLACKROCK INC	11/07/12	12/14/12	402.09	379.32	22.77
BLACKROCK INC	11/21/12	12/14/12	402.09	388.02	14.07
BOEING CO	12/27/11	12/14/12	521.76	520.82	0.94
BOEING CO	07/02/12	12/14/12	447.23	436.37	10.86
BRISTOL MYERS SQUIBB CO	07/10/12	12/14/12	195.71	209.14	(13.43)
BRISTOL MYERS SQUIBB CO	07/12/12	12/14/12	456.67	489.78	(33.11)

CLINE-LOFFTUS
ATALANTA ACCT 416-127200-477
PREVIOUS ACCT 592-72446-15
2012 SHORT TERM TRADES

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST BASIS	GAIN/ (LOSS)
BRISTOL MYERS SQUIBB CO	07/17/12	12/14/12	456.67	504.04	(47.37)
CAPITAL ONE FINANCIAL CORP	03/15/12	12/14/12	403.40	364.61	38.79
CHARLES SCHWAB NEW	03/07/12	12/14/12	257.44	263.57	(6.13)
CHARLES SCHWAB NEW	03/09/12	12/14/12	501.34	522.23	(20.89)
CHEVRON CORP	05/21/12	12/14/12	216.15	198.90	17.25
CHEVRON CORP	06/07/12	12/14/12	540.38	505.17	35.21
CHEVRON CORP	07/17/12	12/14/12	216.16	214.30	1.86
CITIGROUP INC NEW	03/14/12	12/14/12	523.87	490.96	32.91
CITIGROUP INC NEW	04/17/12	12/14/12	261.93	246.98	14.95
CITIGROUP INC NEW	07/27/12	12/14/12	598.71	426.99	171.72
CITIGROUP INC NEW	09/26/12	12/14/12	823.22	720.04	103.18
CITIGROUP INC NEW	10/31/12	12/14/12	261.94	258.86	3.08
COMCAST CORP (NEW) CLASS A	07/11/12	12/14/12	551.09	473.22	77.87
COMCAST CORP (NEW) CLASS A	09/06/12	12/14/12	551.09	517.32	33.77
COMCAST CORP (NEW) CLASS A	09/14/12	12/14/12	587.82	565.27	22.55
CVS CAREMARK CORP	05/03/12	12/14/12	590.75	552.90	37.85
CVS CAREMARK CORP	08/21/12	12/14/12	541.51	503.57	37.94
EBAY INC	05/25/12	12/14/12	611.63	484.58	127.05
EBAY INC	06/01/12	12/14/12	662.59	504.98	157.61
EBAY INC	06/15/12	12/14/12	611.63	487.59	124.04
EBAY INC	06/21/12	12/14/12	305.81	251.32	54.49
EMC CORP MASS	09/14/12	12/14/12	246.69	278.00	(31.31)
EMC CORP MASS	09/18/12	12/14/12	394.71	443.56	(48.85)
ENSCO PLC CLASS A	05/21/12	12/14/12	56.86	47.90	8.96
EXPRESS SCRIPTS HLDG CO COM	02/06/12	12/14/12	762.70	699.57	63.13
EXPRESS SCRIPTS HLDG CO COM	05/25/12	12/14/12	326.88	314.23	12.65
FREEPORT MCMORAN CP&GLD	07/03/12	12/14/12	197.94	213.00	(15.06)
FREEPORT MCMORAN CP&GLD	08/21/12	12/14/12	494.85	550.30	(55.45)
FREEPORT MCMORAN CP&GLD	10/16/12	12/14/12	428.87	539.00	(110.13)
FREEPORT MCMORAN CP&GLD	11/01/12	12/14/12	395.89	482.45	(86.56)
GENERAL ELECTRIC CO	12/14/11	12/14/12	499.14	384.12	115.02
GENERAL ELECTRIC CO	12/15/11	12/14/12	564.25	437.37	126.88

CLINE-LOFFTUS
ATALANTA ACCT 416-127200-477
PREVIOUS ACCT 592-72446-15
2012 SHORT TERM TRADES

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST BASIS	GAIN/ (LOSS)
GENERAL ELECTRIC CO	12/16/11	12/14/12	564.25	441.12	123.13
GENERAL ELECTRIC CO	12/21/11	12/14/12	1,128.49	913.33	215.16
GENERAL ELECTRIC CO	05/21/12	12/14/12	108.51	95.32	13.19
GENERAL ELECTRIC CO	06/21/12	12/14/12	325.53	293.44	32.09
GENERAL ELECTRIC CO	11/07/12	12/14/12	195.31	190.62	4.69
GENERAL MTRS CO	01/06/12	12/14/12	325.25	297.83	27.42
GENERAL MTRS CO	01/26/12	12/14/12	475.37	474.81	0.56
GENERAL MTRS CO	09/07/12	12/14/12	600.47	560.02	40.45
GENERAL MTRS CO	10/03/12	12/14/12	450.35	441.80	8.55
GENERAL MTRS CO	10/31/12	12/14/12	450.35	456.51	(6.16)
GILEAD SCIENCE	02/06/12	12/14/12	445.61	332.51	113.10
GILEAD SCIENCE	04/13/12	12/14/12	891.22	550.76	340.46
GILEAD SCIENCE	04/19/12	12/14/12	445.61	313.29	132.32
GILEAD SCIENCE	05/30/12	12/14/12	594.14	404.91	189.23
GILEAD SCIENCE	10/04/12	12/14/12	297.07	278.66	18.41
GOLDMAN SACHS GRP INC	10/11/12	12/14/12	357.47	365.84	(8.37)
GOLDMAN SACHS GRP INC	10/15/12	12/14/12	476.63	495.43	(18.80)
HALLIBURTON CO	08/02/12	12/14/12	231.62	228.01	3.61
HALLIBURTON CO	08/03/12	12/14/12	496.34	509.78	(13.44)
HALLIBURTON CO	08/21/12	12/14/12	463.25	492.82	(29.57)
HALLIBURTON CO	12/06/12	12/14/12	231.62	233.98	(2.36)
HALLIBURTON CO	12/12/12	12/14/12	264.72	272.69	(7.97)
JPMORGAN CHASE & CO	03/21/12	12/14/12	472.99	496.99	(24.00)
JPMORGAN CHASE & CO	08/21/12	12/14/12	515.99	458.27	57.72
JPMORGAN CHASE & CO	09/06/12	12/14/12	386.99	347.21	39.78
JPMORGAN CHASE & CO	09/07/12	12/14/12	300.99	275.27	25.72
JPMORGAN CHASE & CO	09/26/12	12/14/12	644.99	607.53	37.46
JPMORGAN CHASE & CO	10/16/12	12/14/12	129.00	128.97	0.03
JPMORGAN CHASE & CO	10/31/12	12/14/12	429.99	415.04	14.95
KRAFT FOODS GROUP INC COM	12/21/11	12/14/12	185.23	157.11	28.12
KRAFT FOODS GROUP INC COM	01/18/12	12/14/12	185.23	174.38	10.85
KRAFT FOODS GROUP INC COM	05/21/12	12/14/12	92.62	67.88	24.74

CLINE-LOFFTUS
ATALANTA ACCT 416-127200-477
PREVIOUS ACCT 592-72446-15
2012 SHORT TERM TRADES

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST BASIS	GAIN/ (LOSS)
KRAFT FOODS GROUP INC COM	09/14/12	12/14/12	92.62	83.82	8.80
LAS VEGAS SANDS CORPORATION	02/28/12	12/14/12	416.51	492.00	(75.49)
LOWES COMPANIES INC	11/21/12	12/14/12	411.47	411.02	0.45
MARSH & MCLENNAN COS INC	07/27/12	12/14/12	343.89	333.81	10.08
MARSH & MCLENNAN COS INC	08/07/12	12/14/12	515.84	509.11	6.73
MICROSOFT CORP	03/01/12	12/14/12	350.34	420.24	(69.90)
MONDELEZ INTL INC COM	12/21/11	12/14/12	313.31	290.62	22.69
MONDELEZ INTL INC COM	01/18/12	12/14/12	365.53	351.10	14.43
MONDELEZ INTL INC COM	05/21/12	12/14/12	130.55	125.56	4.99
MONDELEZ INTL INC COM	09/14/12	12/14/12	156.65	155.04	1.61
NETAPP INC COM	12/07/12	12/14/12	430.55	430.02	0.53
NEWS CORP LTD CL A DEL	07/02/12	12/14/12	195.24	181.75	13.49
NEWS CORP LTD CL A DEL	08/21/12	12/14/12	561.30	538.00	23.30
NIKE INC B	12/13/11	12/14/12	393.18	383.74	9.44
PEABODY ENERGY CORP	12/13/12	12/14/12	419.54	468.72	(49.18)
PEPSICO INC NC	05/17/12	12/14/12	770.86	758.48	12.38
PEPSICO INC NC	05/30/12	12/14/12	490.55	478.53	12.02
PFIZER INC	03/29/12	12/14/12	503.99	446.15	57.84
PFIZER INC	10/01/12	12/14/12	529.19	525.81	3.38
PRECISION CASTPARTS CORP	05/21/12	12/14/12	367.57	342.66	24.91
QUALCOMM INC	08/21/12	12/14/12	420.69	433.63	(12.94)
QUALCOMM INC	09/07/12	12/14/12	961.58	997.86	(36.28)
QUALCOMM INC	11/16/12	12/14/12	420.68	431.31	(10.63)
SCHLUMBERGER LTD	01/26/12	12/14/12	344.14	383.69	(39.55)
TARGET CORPORATION	11/15/12	12/14/12	366.77	371.96	(5.19)
TARGET CORPORATION	11/21/12	12/14/12	855.80	888.57	(32.77)
TIME WARNER CABLE INC NEW	07/12/12	12/14/12	281.45	246.41	35.04
TIME WARNER CABLE INC NEW	07/17/12	12/14/12	375.27	340.43	34.84
TIME WARNER CABLE INC NEW	09/26/12	12/14/12	562.91	565.72	(2.81)
UNITED TECHNOLOGIES CORP	02/01/12	12/14/12	720.61	720.69	(0.08)
WALT DISNEY CO HLDG CO	01/25/12	12/14/12	489.69	393.75	95.94
WALT DISNEY CO HLDG CO	02/09/12	12/14/12	587.63	490.46	97.17

CLINE-LOFFTUS
ATALANTA ACCT 416-127200-477
PREVIOUS ACCT 592-72446-15
2012 SHORT TERM TRADES

	DATE	DATE	SALES	COST	GAIN/
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	(LOSS)
WALT DISNEY CO HLDG CO	05/31/12	12/14/12	489.69	459.90	29.79
TOTAL:					2,873.95

CLINE-LOFFTUS
MORGAN STANLEY SMITH BARNEY BRANDES ACCT 416-109866
PREVIOUS ACCT 592-01002-10
2012 SHORT TERM TRADES

	DATE	DATE	SALES	COST	GAIN/
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	(LOSS)
BANCO DO BRASIL SA SPON ADR	11/21/12	12/14/12	753.88	710.96	42.92
BANCO SANTADER BRASIL SA ADS	03/28/12	12/14/12	1,157.00	1,555.72	(398.72)
BP PLC ADS	03/21/12	12/14/12	826.98	920.60	(93.62)
BP PLC ADS	03/22/12	12/14/12	413.49	458.15	(44.66)
CARREFOUR SA SPONSORED ADR	08/01/12	12/14/12	768.79	561.72	207.07
CRH PLC ADR	08/15/12	12/14/12	847.99	811.55	36.44
CRH PLC ADR	08/15/12	12/14/12	94.22	90.17	4.05
DAIMLER AG	08/10/12	12/14/12	794.83	751.59	43.24
DAIMER	11/12/12	12/14/12	1,059.77	917.89	141.88
GDF SUEZ-SPON ADR	07/06/12	12/14/12	1,988.95	2,239.59	(250.64)
GDF SUEZ-SPON ADR	07/24/12	12/14/12	895.03	918.59	(23.56)
INTESA SANPAOLO SPA ADR	03/12/12	12/14/12	450.89	515.12	(64.23)
OIL CO LUKOIL SPN ADR	02/28/12	12/14/12	650.48	636.58	13.90
OIL CO LUKOIL SPN ADR	322/12	12/14/12	2,601.94	2,491.42	110.52
POSCO ADS	12/27/11	12/14/12	404.74	419.45	(14.71)
POSCO ADS	02/17/12	12/14/12	404.74	456.42	(51.68)
POSCO ADS	03/29/12	12/14/12	404.74	412.09	(7.35)
STMICROELECTRONICS NV	12/15/11	12/14/12	618.43	501.02	117.41
TE CONNECTIVITY LTD NEW	12/19/11	12/14/12	543.59	450.00	93.59
TE CONNECTIVITY LTD NEW	06/27/12	12/14/12	543.58	460.50	83.08
TESCO PLC SPONSORED ADR	03/01/12	12/14/12	411.49	379.67	31.82
TESCO PLC SPONSORED ADR	06/11/12	12/14/12	1,728.26	1,477.01	251.25
TIM PARTICIPACOES SA SPON NEW	07/23/12	12/14/12	786.36	922.19	(135.83)
TIM PARTICIPACOES SA SPON NEW	07/31/12	12/14/12	873.74	1,065.76	(192.02)
TOTAL S A SPON ADR	03/28/12	12/14/12	506.98	503.19	3.79
WOLTERS KLUWER NV SPON ADR	04/18/12	12/14/12	119.21	92.82	26.39
GDF SUEZ-SPON ADR	03/22/12	09/14/12	1,048.78	1,036.88	11.90
GDF SUEZ-SPON ADR	07/06/12	09/14/12	1,048.77	895.84	152.93
HSBC HOLDINGS PLC SPON ADR NEW	10/20/11	09/14/12	474.69	403.96	70.73
HSBC HOLDINGS PLC SPON ADR NEW	11/09/11	09/14/12	474.68	417.93	56.75

CLINE-LOFFTUS
MORGAN STANLEY SMITH BARNEY BRANDES ACCT 416-109866
PREVIOUS ACCT 592-01002-10
2012 SHORT TERM TRADES

	DATE	DATE	SALES	COST	GAIN/
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	(LOSS)
TESCO PLC SPONSORED ADR	02/21/12	09/14/12	590.78	537.98	52.80
TESCO PLC SPONSORED ADR	03/01/12	09/14/12	168.80	151.87	16.93
					292.37

37-1216128
CLINE-LOFFTUS FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2012

FORM 990PF – PAGE 2

	BOOK VALUE BEGINNING OF YEAR	BOOK VALUE END OF YEAR	FAIR MARKET VALUE
LINE 10B – INVESTMENTS-CORPORATE STOCK			
ATALANTA/SOSNOFF	$ 88574.	$ 0.	$ 0.
TD WATERHOUSE	42846.	45044.	44613.
BRANDES	249178.	0.	0.
TD WATERHOUSE	66452.	88404.	85139.
MACKAY SHIELDS	38964.	0.	0.
	$ 486014.	$ 133448.	$ 129752.
LINE 10C – INVESTMENTS-CORPORATE BONDS			
MACKAY SHIELDS	$ 117629.	$ 0.	$ 0.
LINE 15 – OTHER ASSETS			
ACCRUED INTEREST RECEIVABLE	$ 506.	$ 0.	$ 0.

37-1216128
CLINE-LOFFTUS FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2012

FORM 990PF – PAGE 1

	REVENUE & EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
LINE 16A – LEGAL FEES			
REGARDING MONTHLY MINUTES ANNUAL PUBLICATIONS	$ 949.	$ 475.	$ 0.
LINE 16B – ACCOUNTING FEES			
AUDITING & BOOKKEEPING	$ 6325.	$ 0.	$ 0.
LINE 18 – TAXES			
REAL ESTATE TAXES	$ 10135.	$ 10135.	$ 0.
PAYROLL TAXES	1013.	506.	0.
EXCISE TAX	609.	0.	0.
	$ 11757.	$ 10641.	$ 0.
LINE 23 – OTHER EXPENSES			
MONEY MANAGERS	$ 10504.	$ 10504.	$ 0.
INSURANCE	1339.	239.	0.
FOREIGN WITHHOLDING	360.	360.	0.
MILEAGE	466.	0.	0.
MISCELLANEOUS	295.	0.	0.
BANK FEES	45.	0.	0.
FILING FEES & DUES	90.	0.	0.
ADR FEES	79.	79.	0.
	$ 13178.	$ 11182.	$ 0.

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172
2012
Attachment Sequence No **179**

Name(s) shown on return	Business or activity to which this form relates	**Identifying number**
CLINE-LOFFTUS FOUNDATION	FARMING	37-1216128

Part I **Election To Expense Certain Property Under Section 179**
Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property.) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III **MACRS Depreciation (Do not** include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	65
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV **Summary** (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	65
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions. Cat No 12906N Form **4562** (2012)

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* ***only*** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A—Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.*)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No | **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use.								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L –		
		%				S/L –		
		%				S/L –		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions).

	Yes	**No**
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions).					
43 Amortization of costs that began before your 2012 tax year				43	
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	

Form **8868**

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. CLINE-LOFFTUS FOUNDATION	Employer identification number (EIN) or 37-1216128
	Number, street, and room or suite no. If a P.O. box, see instructions. 57 S.E. PUBLIC SQUARE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MONMOUTH, IL 61462	

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

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

- The books are in the care of ▶ WILLIAM R. PILLMAN, C.P.A.

Telephone No. ▶ 309-713-2812 FAX No. ▶ 309-713-2961

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

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

▶ ☑ calendar year 20 12 or

▶ ☐ tax year beginning ______, 20 ___, and ending ______, 20 ___.

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 1000
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 6831
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions. Cat. No. 27916D Form **8868** (Rev 1-2013)

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	

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

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

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

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

4 I request an additional 3-month extension of time until ____________ , 20 ____ .

5 For calendar year ____ , or other tax year beginning ____________ , 20 ____ , and ending ____________ , 20 ____ .

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

7 State in detail why you need the extension ____________

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

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ CPA Date ▶ 5-7-13