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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation
STILLWELL FOUNDATION
CO KENT SCHNACK

A Employer identification number
37-6026362

Number and street (or P O box number if mail is not delivered to street address) Room/suite
510 VERMONT ST

B Telephone number (see instructions)
(217) 224-4000

City or town, state, and ZIP code
QUINCY, IL 62301

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,039,086

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				
	4	Dividends and interest from securities	29,499	29,499	29,499	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	39,571			
	b	Gross sales price for all assets on line 6a 459,240				
	7	Capital gain net income (from Part IV, line 2)		39,571		
	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)				
	12	**Total.** Add lines 1 through 11	69,070	69,070	29,499	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	3,000	1,500	1,500	1,500
	b	Accounting fees (attach schedule)	925	462	463	463
	c	Other professional fees (attach schedule)	7,014	3,507	3,507	3,507
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,419	710	709	709
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	24	12	12	12
	24	**Total operating and administrative expenses.** Add lines 13 through 23	12,382	6,191	6,191	6,191
	25	Contributions, gifts, grants paid	53,440			53,440
	26	**Total expenses and disbursements.** Add lines 24 and 25	65,822	6,191	6,191	59,631
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	3,248			
	b	**Net investment income** (if negative, enter -0-)		62,879		
	c	**Adjusted net income** (if negative, enter -0-)			23,308	

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash—non-interest-bearing	28,175	26,399	26,399
2 Savings and temporary cash investments			
3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments—U S and state government obligations (attach schedule)	33,156	20,547	20,547
b Investments—corporate stock (attach schedule)	456,838	504,859	632,556
c Investments—corporate bonds (attach schedule)			
11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12 Investments—mortgage loans			
13 Investments—other (attach schedule)	400,691	370,303	359,584
14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	918,860	922,108	1,039,086
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)		0	
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	918,860	922,108	
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see page 17 of the instructions)	918,860	922,108	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	918,860	922,108	

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	918,860
2	Enter amount from Part I, line 27a	2	3,248
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	922,108
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	922,108

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				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	39,571
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	-280

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	53,239	984,968	0 05405
2010	51,660	955,032	0 05409
2009	55,752	889,510	0 06268
2008	59,508	1,041,976	0 05711
2007	56,683	1,148,323	0 04936

2	**Total** of line 1, column (d).	2	0 27729
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 05546
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,007,033
5	Multiply line 4 by line 3.	5	55,849
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	629
7	Add lines 5 and 6.	7	56,478
8	Enter qualifying distributions from Part XII, line 4.	8	59,631

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	629
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	629
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	629
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,040		
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	1,040
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	411
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 411 **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ __________ **(2)** On foundation managers ▶ $ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

			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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶KENT SCHNACK Telephone no ▶(217) 224-4000

Located at ▶510 VERMONT ST QUINCY IL ZIP +4 ▶62301

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		No

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

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☑ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		No

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
R NEWCOMB STILLWELL 800 BOYLSTON STREET BOSTON, MA 021993600	SEC & TREAS 0 00	0		
LOREN E SCHNACK 510 VERMONT STREET QUINCY, IL 62301	ASST SEC & TREA 0 00	0		
CHARLES STILLWELL 711 ST CHRISTOPHERS ROAD RICHMOND, VA 23226	President 0 00	0		
JOHN STILLWELL LOCAL AUSTIN, TX 787043540	Vice President 0 00	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 ▶

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services. . . . . ▶

Part IX-A **Summary of Direct Charitable Activities**

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	

Total. Add lines 1 through 3. . . . . ▶

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	1,001,462
b	Average of monthly cash balances		1b	20,907
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	1,022,369
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	1,022,369
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	15,336
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,007,033
6	**Minimum investment return.** Enter 5% of line 5		6	50,352

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	50,352
2a	Tax on investment income for 2012 from Part VI, line 5	2a 629		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	629
3	Distributable amount before adjustments Subtract line 2c from line 1		3	49,723
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	49,723
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	49,723

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	59,631
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	59,631
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	629
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	59,002

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					49,723
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.					
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.	8,767				
c From 2009.	11,660				
d From 2010.	5,172				
e From 2011.	6,029				
f **Total** of lines 3a through e.		31,628			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 59,631					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2012 distributable amount.					49,723
e Remaining amount distributed out of corpus		9,908			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		41,536			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		41,536			
10 Analysis of line 9					
a Excess from 2008. . . .	8,767				
b Excess from 2009. . . .	11,660				
c Excess from 2010. . . .	5,172				
d Excess from 2011. . . .	6,029				
e Excess from 2012. . . .	9,908				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

KENT SCHNACK
510 VERMONT STREET
QUINCY, IL 62301
(217) 224-4000

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

LETTER - NO FORMAL APPLICATION PROCEDURES ESTABLISHED

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

GRANTS ARE AWARDED ONLY TO QUALIFIED CHARITABLE, CIVIC, OR EDUCATIONAL ORGANIZATIONS NO AWARDS ARE MADE TO INDIVIDUALS

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				53,440
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	29,499	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	39,851	-280
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)				69,350	-280

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 69,070

(See worksheet in line 13 instructions to verify calculations)

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

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2013-05-06 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
JEFFREY A McPHERSON CPA	JEFFREY A McPHERSON CPA			P00917157

Firm's name ▶ Gray Hunter Stenn LLP

Firm's EIN ▶

Firm's address ▶ 500 Maine Street Quincy, IL 62301

Phone no (217) 222-0304

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
QUINCY SYMPHONY ORCHESTRA ASSOCIATI 200 N 8TH ST SUITE 102 QUINCY,IL 62301			GENERAL	525
QUINCY MUSEUM OF NATURAL HISTORY AR 1601 MAINE STREET QUINCY,IL 62301			BUILDING RENOVATION	27,825
QUINCY UNIVERSITY 1800 COLLEGE AVENUE QUINCY,IL 62301			PUBLIC RADIO STATION	6,050
TRANSITIONS OF WESTERN ILLINOIS 4409 MAINE STREET PO BOX 3646 QUINCY,IL 62301			GENERAL	2,575
JACKSON LINCOLN SWIMMING COMPLEX IN 701 N 8TH ST QUINCY,IL 62301			GENERAL	4,125
BIG BROTHER BIG SISTER OF ADAMS COU 105 N 12TH ST 23 QUINCY,IL 62301			GENERAL	2,075
CAMP CALLAHAN PO BOX 5253 QUINCY,IL 62305			GENERAL	3,040
QUINCY SOCIETY OF FINE ARTS 300 CIVIC CENTER PLAZA STE 244 QUINCY,IL 62301			EDUCATIONAL	4,125
CHEERFUL HOME 315 S 5TH ST QUINCY,IL 62301			OUTREACH PROGRAM	3,100
Total . . . . ▶ **3a**				53,440

TY 2012 Accounting Fees Schedule

Name: STILLWELL FOUNDATION
CO KENT SCHNACK
EIN: 37-6026362
Software ID: 12000229
Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	925	462	463	463

TY 2012 Legal Fees Schedule

Name: STILLWELL FOUNDATION
CO KENT SCHNACK

EIN: 37-6026362

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	3,000	1,500	1,500	1,500

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491126003563

TY 2012 Other Expenses Schedule

Name: STILLWELL FOUNDATION
CO KENT SCHNACK

EIN: 37-6026362

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PUBLICATION FEES	24	12	12	12

TY 2012 Other Professional Fees Schedule

Name: STILLWELL FOUNDATION
CO KENT SCHNACK

EIN: 37-6026362

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY	7,014	3,507	3,507	3,507

TY 2012 Taxes Schedule

Name: STILLWELL FOUNDATION
CO KENT SCHNACK
EIN: 37-6026362
Software ID: 12000229
Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	1,419	710	709	709

TRUST YEAR ENDING 12/31/2012

TAX PREPARER 4
TRUST ADMINISTRATOR 25
INVESTMENT OFFICER 11

LEGEND F - FEDERAL S - STATE I - INHERITED
E EXEMPT FROM STATE U ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
10 0000 AUTOZONE INC COMMON STOCK - 053332102 - MINOR - 43							
SOLD		06/21/2012	3800 17				
ACQ	10 0000	07/16/2010	3800 17	2029 95	1770 22	LT15	Y
10 0000 AUTOZONE INC COMMON STOCK - 053332102 - MINOR - 43							
SOLD		11/16/2012	3784 81				
ACQ	10 0000	07/16/2010	3784 81	2029 96	1754 85	LT15	Y
180 0000 CBS CORPORATION CLASS B W/I - 124857202 - MINOR - 43							
SOLD		12/20/2012	6748 52				
ACQ	180 0000	10/21/2011	6748 52	4438 64	2309 88	LT15	
175 0000 CHUBB CORPORATION COMMON STOCK - 171232101 - MINOR - 43							
SOLD		05/16/2012	11975 13				
ACQ	100 0000	09/29/2005	6842 93	4359 32	2483 61	LT15	Y
	50 0000	06/22/2005	3421 47	2139 45	1282 02	LT15	Y
	25 0000	03/07/2007	1710 73	1240 16	470 57	LT15	Y
50 0000 CLIFFS NATURAL RESOURCES INC - 18683K101 - MINOR - 43							
SOLD		02/16/2012	3441 44				
ACQ	50 0000	06/23/2011	3441 44	4276 60	-835 16	ST	
160 0000 COMMUNITY HEALTH SYS INC NEW COMMON STOCK - 203668108 - MINOR - 43							
SOLD		12/20/2012	5047 83				
ACQ	160 0000	09/24/2012	5047 83	4628 02	419 81	ST	
241 0000 CONOCOPHILLIPS - 20825C104 - MINOR - 43							
SOLD		08/16/2012	13848 50				
ACQ	81 0000	11/17/1999	4654 48	1872 01	2782 47	LT15	Y
	50 0000	02/28/2006	2873 13	2302 81	570 32	LT15	Y
	60 0000	07/17/2009	3447 76	1921 61	1526 15	LT15	Y
	50 0000	11/24/2010	2873 13	2328 72	544 41	LT15	Y
95 0000 CUMMINS ENGINE COMPANY INC COMMON STOCK - 231021106 - MINOR - 43							
SOLD		11/16/2012	9074 52				
ACQ	25 0000	12/17/2010	2388 03	2700 80	-312 77	LT15	Y
	40 0000	01/25/2011	3820 85	4231 20	-410 35	LT15	
	30 0000	03/16/2012	2865 64	3844 44	-978 80	ST	
125 0000 DU PONT E I DE NEMOURS & COMPANY COMMON STOCK - 263534109 - MINOR - 43							
SOLD		07/19/2012	6142 22				
ACQ	125 0000	04/25/2011	6142 22	6889 85	-747 63	LT15	
45 0000 EASTMAN CHEMICAL COMPANY COMMON STOCK - 277432100 - MINOR - 43							
SOLD		12/20/2012	2994 18				
ACQ	45 0000	08/16/2012	2994 18	2457 05	537 13	ST	
110 0000 FREEPORT-MCMORAN COPPER & GOLD CLASS B COMMON STOCK - 35671D857 - MINOR - 43							
SOLD		07/19/2012	3786 51				
ACQ	110 0000	11/18/2011	3786 51	4121 68	-335 17	ST	
165 0000 GENERAL ELECTRIC COMPANY COMMON STOCK - 369604103							
SOLD		06/21/2012	3222 88				
ACQ	100 0000	10/18/2001	1953 26	3729 00	-1775 74	LT15	Y
	65 0000	02/01/2005	1269 62	2353 65	-1084 03	LT15	Y
175 0000 GENERAL ELECTRIC COMPANY COMMON STOCK - 369604103							
SOLD		07/19/2012	3445 88				
ACQ	100 0000	06/26/2002	1969 07	2756 00	-786 93	LT15	Y
	10 0000	02/01/2005	196 91	362 10	-165 19	LT15	Y
	65 0000	04/17/2009	1279 90	777 40	502 50	LT15	Y
255 0000 GENERAL ELECTRIC COMPANY COMMON STOCK - 369604103							
SOLD		09/24/2012	5696 57				
ACQ	255 0000	04/17/2009	5696 57	3049 80	2646 77	LT15	Y
85 0000 GILEAD SCIENCES INC COMMON STOCK - 375558103 - MINOR - 43							
SOLD		10/19/2012	5668 94				
ACQ	85 0000	11/18/2011	5668 94	3414 81	2254 13	ST	
115 0000 GILEAD SCIENCES INC COMMON STOCK - 375558103 - MINOR - 43							
SOLD		12/20/2012	8461 57				
ACQ	115 0000	11/18/2011	8461 57	4620 03	3841 54	LT15	
120 0000 GLOBAL PAYMENTS INC COMMON STOCK 37940X102 - MINOR - 43							
SOLD		06/21/2012	4920 95				
ACQ	120 0000	05/23/2011	4920 95	6189 14	-1268 19	LT15	
130 0000 GLOBAL PAYMENTS INC COMMON STOCK - 37940X102 - MINOR - 43							
SOLD		07/19/2012	5785 70				
ACQ	30 0000	05/23/2011	1335 16	1547 29	-212 13	LT15	
	100 0000	10/21/2011	4450 54	4454 95	-4 41	ST	
10 0000 GOOGLE INC-CL A - 38259P508 - MINOR - 43							
SOLD		04/20/2012	6020 06				
ACQ	10 0000	04/17/2009	6020 06	3977 60	2042 46	LT15	Y
5 0000 GOOGLE INC-CL A - 38259P508 - MINOR - 43							
SOLD		09/24/2012	3736 58				
ACQ	5 0000	02/24/2009	3736 58	1715 20	2021 38	LT15	Y
5 0000 GOOGLE INC-CL A - 38259P508 - MINOR - 43							
SOLD		10/19/2012	3398 02				
ACQ	5 0000	02/24/2009	3398 02	1715 20	1682 82	LT15	Y
680 0000 INTEL CORPORATION COMMON STOCK - 458140100							
SOLD		10/19/2012	14460 07				
ACQ	550 0000	01/20/2012	11695 64	14464 01	-2768 37	ST	
	130 0000	06/21/2012	2764 43	3491 59	-727 16	ST	
630 0000 ISHARES TR DOW JONES US TELE- COMMUNICATIONS SECTOR INDEX FD - 464287713 - MINOR - 43							
SOLD		04/20/2012	13601 39				
ACQ	270 0000	07/14/2005	5829 17	6658 58	829 41	LT15	Y
	160 0000	04/16/2010	3454 32	3288 10	166 22	LT15	Y
	200 0000	10/21/2011	4317 90	4250 58	67 32	ST	

TAX PREPARER 4
TRUST ADMINISTRATOR 25
INVESTMENT OFFICER 11

LEGEND F - FEDERAL S - STATE I - INHERITED
E EXEMPT FROM STATE U ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
125 0000 J P MORGAN CHASE & CO COMMON STOCK - 46625H100 - MINOR - 31001							
SOLD		02/20/2012	4617 75				
ACQ	125 0000	11/20/2007	4617 75	5133 03	-515 28	LT15	Y
340 0000 KBR INC - 48242W106 - MINOR = 43							
SOLD		02/16/2012	11248 84				
ACQ	190 0000	03/17/2010	6286 12	4535 09	1751 03	LT15	Y
	150 0000	11/24/2010	4962 72	4269 29	693 43	LT15	Y
130 0000 KLA INSTRUMENTS CORPORATION COMMON STOCK - 482480100 - MINOR = 43							
SOLD		11/16/2012	5714 71				
ACQ	130 0000	06/21/2012	5714 71	6332 44	-617 73	ST	
140 0000 LENNOX INTERNATIONAL INC COMMON STOCK - 526107107 - MINOR - 43							
SOLD		12/20/2012	7422 56				
ACQ	140 0000	03/21/2012	7422 56	7052 43	370 13	ST	
85 0000 MACY S INC - 55616P104 - MINOR - 43							
SOLD		08/16/2012	3291 11				
ACQ	85 0000	02/16/2012	3291 11	3012 13	278 98	ST	
90 0000 MACY S INC - 55616P104 - MINOR = 43							
SOLD		03/21/2012	3402 11				
ACQ	90 0000	02/16/2012	3402 11	3189 31	212 80	ST	
35 0000 MCKESSON HBOC INC COMMON STOCK - 58155Q103 MINOR = 43							
SOLD		11/16/2012	3220 95				
ACQ	35 0000	04/20/2012	3220 95	3190 86	30 09	ST	
90 0000 NEXTERA ENERGY INC - 65339F101 - MINOR - 43							
SOLD		02/16/2012	5455 76				
ACQ	90 0000	03/17/2010	5455 76	4845 11	610 65	LT15	Y
470 0000 NOVELLUS SYSTEM INC COMMON STOCK - 670008101 - MINOR - 43							
SOLD		01/20/2012	21944 16				
ACQ	170 0000	08/20/2010	7937 25	4248 32	3688 93	LT15	Y
	25 0000	12/17/2010	1167 24	821 50	345 74	LT15	Y
	125 0000	03/03/2011	5836 21	5229 41	606 80	ST	
	150 0000	03/18/2011	7003 46	5289 90	1713 56	ST	
75 0000 OCCIDENTAL PETROLEUM CORPORATION COMMON STOCK - 674599105 - MINOR = 43							
SOLD		06/21/2012	6057 63				
ACQ	75 0000	06/23/2008	6057 63	6535 58	-477 95	LT15	Y
25000 0000 PEPSICO INC 5 150% 5/15/12 - 713448BF1 - MINOR - 30							
SOLD		05/15/2012	25000 00				
ACQ	25000 0000	05/10/2011	25000 00	26172 50	1172 50	LT15	Y
200 0000 PFIZER INC COMMON STOCK - 717081103							
SOLD		09/24/2012	4929 91				
ACQ	150 0000	12/15/2011	3697 43	3181 85	515 58	ST	
	50 0000	09/15/2011	1232 48	923 44	309 04	LT15	
5000 PHILLIPS 66 718546104 MINOR = 43							
SOLD		05/23/2012	15 51				
ACQ	5000	11/24/2010	15 51	14 69	0 82	LT15	Y
120 0000 PHILLIPS 66 - 718546104 - MINOR = 43							
SOLD		05/25/2012	3738 52				
ACQ	40 5000	11/17/1999	1261 75	590 28	671 47	LT15	Y
	25 0000	02/28/2006	778 86	726 12	52 74	LT15	Y
	30 0000	07/17/2009	934 63	605 91	328 72	LT15	Y
	24 5000	11/24/2010	763 28	719 59	43 69	LT15	Y
100 0000 PROCTER & GAMBLE COMPANY COMMON STOCK - 742718109							
SOLD		03/16/2012	6725 57				
ACQ	100 0000	09/15/2011	6725 57	6259 77	465 80	ST	
140 0000 SANDISK CORPORATION COMMON STOCK - 80004C101 - MINOR = 43							
SOLD		05/25/2012	4648 45				
ACQ	140 0000	07/16/2010	4648 45	5995 25	-1346 80	LT15	Y
110 0000 SCHLUMBERGER LTD COMMON STOCK - 806857108 - MINOR = 5020							
SOLD		02/16/2012	8546 17				
ACQ	60 0000	04/17/2009	4661 55	2769 15	1892 40	LT15	Y
	50 0000	09/15/2011	3884 62	3681 49	203 13	ST	
25000 0000 SCHWAB CHARLES CORP 4 950% 6/01/14 - 808513AC9 - MINOR = 30							
SOLD		12/21/2012	26555 25				
ACQ	25000 0000	05/05/2011	26555 25	27475 50	-920 25	LT15	Y
50 0000 SECTOR SPDR TR SHS BEN INT BASIC INDUSTRIES 81369Y100 MINOR = 43							
SOLD		05/25/2012	1703 78				
ACQ	50 0000	02/09/2004	1703 78	1303 00	400 78	LT15	Y
285 0000 SECTOR SPDR TR SHS BEN INT-BASIC INDUSTRIES - 81369Y100 - MINOR - 43							
SOLD		06/21/2012	9720 25				
ACQ	60 0000	02/09/2004	2046 37	1563 60	482 77	LT15	Y
	225 0000	11/24/2003	7673 88	5355 00	2318 88	LT15	Y
170 0000 SECTOR SPDR TR SHS BEN INT-UTILITIES - 81369Y886 - MINOR = 43							
SOLD		04/20/2012	5900 59				
ACQ	170 0000	04/26/2007	5900 59	7201 20	-1300 61	LT15	Y
250 0000 SECTOR SPDR TR SHS BEN INT-UTILITIES - 81369Y886 - MINOR - 43							
SOLD		05/25/2012	8950 05				
ACQ	80 0000	04/26/2007	2864 02	3388 80	521 78	LT15	Y
	170 0000	11/20/2009	6086 03	4950 50	1135 53	LT15	Y
35 0000 SIEMENS AG SPONSORED ADR - 826197501 - MINOR = 44							
SOLD		03/16/2012	3659 88				
ACQ	25 0000	06/23/2011	2614 20	3260 81	-646 61	ST	
	10 0000	05/23/2011	1045 68	1264 43	218 75	ST	
40 0000 SIEMENS AG SPONSORED ADR - 826197501 - MINOR = 44							
SOLD		04/20/2012	3720 71				
ACQ	40 0000	05/23/2011	3720 71	5057 73	-1337 02	ST	

TAX PREPARER 4
TRUST ADMINISTRATOR 25
INVESTMENT OFFICER 11

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
25000 0000 SOUTHERN CO 5 300% 1/15/12 - 842587AB3 - MINOR - 30							
SOLD		01/15/2012	25000 00				
ACQ	25000 0000	05/10/2011	25000 00	25807 50	807 50	ST	Y
165 0000 TYSON FOODS INC CLASS A COMMON STOCK - 902494103 - MINOR = 43							
SOLD		07/19/2012	2533 35				
ACQ	165 0000	05/25/2012	2533 35	3173 40	-640 05	ST	
115 0000 US BANCORP COMMON STOCK - 902973304 - MINOR - 31001							
SOLD		09/24/2012	3926 01				
ACQ	115 0000	07/22/2011	3926 01	3102 76	823 25	LT15	
85 0000 US BANCORP COMMON STOCK - 902973304 - MINOR = 31001							
SOLD		12/20/2012	2748 75				
ACQ	10 0000	07/22/2011	323 38	269 80	53 58	LT15	
	75 0000	05/23/2011	2425 37	1875 95	549 42	LT15	
65 0000 VERIZON COMMUNICATIONS COMMON STOCK - 92343V104 - MINOR - 31001							
SOLD		09/24/2012	2960 69				
ACQ	65 0000	09/15/2011	2960 69	2339 35	621 34	LT15	
50 0000 WAL-MART STORES INC COMMON STOCK - 931142103							
SOLD		04/20/2012	3087 94				
ACQ	50 0000	01/16/2010	3087 94	2716 89	371 05	LT15	Y
95 0000 WALGREEN COMPANY COMMON STOCK - 931422109 - MINOR = 5010							
SOLD		03/16/2012	3240 40				
ACQ	25 0000	06/23/2011	852 74	1059 82	-207 08	ST	
	70 0000	12/17/2010	2387 66	2646 55	-258 89	LT15	Y
155 0000 WALGREEN COMPANY COMMON STOCK - 931422109 - MINOR - 5010							
SOLD		07/19/2012	5356 84				
ACQ	155 0000	12/17/2010	5356 84	5860 23	-503 39	LT15	Y
150 0000 WATSON PHARMACEUTICAL INC COMMON STOCK - 942683103 - MINOR = 43							
SOLD		05/25/2012	10960 48				
ACQ	140 0000	07/16/2010	10229 78	6043 38	4186 40	LT15	Y
	10 0000	10/21/2011	730 70	695 69	35 01	ST	
70 0000 WELLS FARGO & COMPANY NEW COMMON STOCK - 949746101							
SOLD		04/20/2012	2319 10				
ACQ	70 0000	01/20/2012	2319 10	2122 54	196 56	ST	
75 0000 WELLS FARGO & COMPANY NEW COMMON STOCK - 949746101							
SOLD		07/19/2012	2558 76				
ACQ	75 0000	01/20/2012	2558 76	2274 15	284 61	ST	
95 0000 WELLS FARGO & COMPANY NEW COMMON STOCK - 949746101							
SOLD		12/20/2012	3310 74				
ACQ	45 0000	01/20/2012	1568 25	1364 49	203 76	ST	
	50 0000	11/24/2010	1742 49	1352 96	389 53	LT15	Y
25000 0000 WELLS FARGO FINANCIAL NOTES - 94975CAJ6 - MINOR = 30							
SOLD		04/18/2012	25000 00				
ACQ	25000 0000	05/10/2011	25000 00	26250 00	-1250 00	ST	Y
215 0000 WESTERN DIGITAL CORPORATION COMMON STOCK - 958102105 - MINOR - 43							
SOLD		09/24/2012	8599 37				
ACQ	215 0000	05/25/2012	8599 37	7276 83	1322 54	ST	
140 0000 ACE LIMITED - H0023R105 MINOR = 54							
SOLD		06/16/2012	10206 78				
ACQ	40 0000	05/27/2009	2916 22	1811 14	1105 08	LT15	Y
	100 0000	06/18/2009	7290 56	4272 21	3018 35	LT15	Y
60 0000 ALLIED WORLD ASSURANCE CO HOLDINGS - H01531104 - MINOR = 54							
SOLD		11/16/2012	4633 29				
ACQ	60 0000	06/21/2012	4633 29	4554 89	78 40	ST	
125 0000 ASML HOLDING N V - N07059186 - MINOR = 54							
SOLD		08/16/2012	7226 89				
ACQ	125 0000	03/16/2012	7226 89	6026 10	1200 79	ST	
		TOTALS	458922 05	419068 84			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	-2057 50	0 00	33760 34	0 00	0 00	0 00*
COVERED FROM ABOVE	1680 62	0 00	5869 75	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	96 64	0 00	220 79			0 00
	-280 24	0 00	39850 88	0 00	0 00	0 00

STATE	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	-2057 50	0 00	33760 34	0 00	0 00	0 00*
COVERED FROM ABOVE	1680 62	0 00	5869 75	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	96 64	0 00	220 79			0 00
	280 24	0 00	39850 88	0 00	0 00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

TAX PREPARER 4
TRUST ADMINISTRATOR 25
INVESTMENT OFFICER 11

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
CAPITAL LOSS CARRYOVER							
FEDERAL	0 00		0 00				
ILLINOIS	N/A		N/A				

• *Change in the value of your account*

	DEC 01, 2012 TO DEC 31, 2012	JAN 01, 2012 TO DEC 31, 2012
Beginning market value	$1,019,527 93	$958 419.20
Deposits		
Assets	0 00	11 360 78
Distributions		
Cash	-9,848 12	-57 032.23
Assets	0 00	7,257 25
Bank fees	580 30	6,323 [illegible]
Other disbursements	0 00	-69.03
Change in portfolio value		
Income	3,686 31	29,595.94
Market change	93 75	34,014 [illegible]
Ending market value	$1,012,687 06	$1,012 687.06

• *Realized gain and loss summary*

	DEC 01, 2012 TO DEC 31, 2012	JAN 01 2012 TO DEC 31 2012
Realized capital gain/loss	$7,751.53	$39,253 [illegible]
Mutual fund capital gain distributions	220 79	220 79

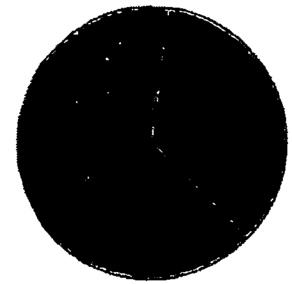
• *Income summary*

	DEC 01, 2012 TO DEC 31, 2012	JAN 01, 2012 TO DEC 31, 2012
Dividends	2,319.97	13,656 45
Mutual fund short term capital gains dividends	96 60	96.70
Interest		
Other taxable	1,269 74	15,842 79
Total income	$3,686 31	$29,595 94

Estimated annual income $27,577 77

• *Summary of your assets*

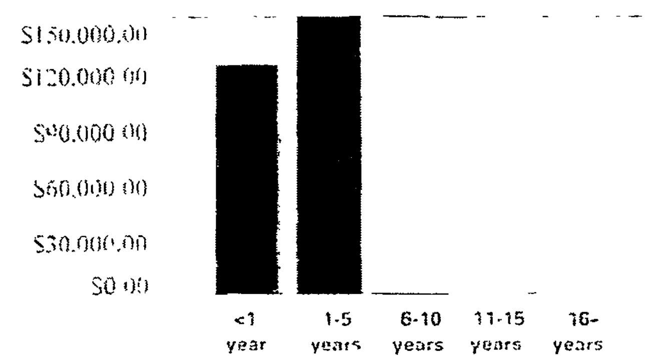
	MARKET VALUE ON DEC 31, 2012	% OF YOUR ACCOUNT FOR CURRENT PERIOD
Short-term	20,546.93	2.03
Total cash & short-term	**$20,546.93**	**2.03 %**
Corporate and other taxable	359,584.16	35.51
Total fixed income/low volatility	**$359,584.16**	**35.51 %**
Total cash, short-term & fixed income/low volatility	**$380,131.09**	**37.54 %**
U.S. equity	612,273.47	60.46
International	20,282.50	2.00
Total equity/high volatility	**$632,555.97**	**62.46 %**
YOUR TOTAL ASSETS	**$1,012,687.06**	**100.00 %**



Cash & short term
Fixed income Low volatility
Equity High volatility

• *Your bond maturity schedule*

MATURITY DATE	PAR VALUE
Cash & short-term	$20,546 93
Less than 1 year	
2013	125 000 00
1 to 5 years	
2014	150 000 00
Total bonds	$275,000 00



• Summary of sectors

	MARKET VALUE ON DEC 31, 2012	% OF TOTAL COMMON STOCKS
Common stocks		
Consumer discretionary	79,994.05	13.07
Consumer staples	70,773.05	11.55
Energy	70,110.05	11.45
Financials	98,692.35	16.12
Health care	76,542.65	12.50
Industrials	41,811.70	6.83
Information technology	109,911.27	17.95
Materials	33,872.00	5.53
Telecommunication services	2,812.55	0.46
Utilities	27,803.80	4.54
Total common stocks	**$612,273.47**	**100.00 %**

• Details of assets in your account

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	- UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CASH & SHORT-TERM							
VIRTUS INSIGHT GOVERNMENT MONEY MARKET FUND I	20 546 930	1 0000	20 546 93	20,546.93	0 00	2 05	0 01%
TOTAL CASH & SHORT-TERM			$20,546.93	$20,546 93	$0 00	$2.05	01%
FIXED INCOME/LOW VOLATILITY							
Corporate and other taxable							
BECTON DICKINSON DTD 04 09/2003 4.550% 04/15/2013 NON CALLABLE MOODYS: A3 S&P A	25,000 000	101 1500	25 287 50	26 690 00	1 402 50	1 137 50	4 50%
CITIGROUP INC DTD 06/28 2006 5 850% 07/02/2013 NON CALLABLE MOODYS BAA2 S&P A-	25 000 000	102 5500	25,637 50	27,071 25	1,433.75	1,462 50	5 70%
CONS EDISON CO OF NY DTD 03 25 2009 5 550% 04/01/2014 NON CALLABLE MOODYS A3 S&P A-	25,000 000	105.8670	26 466 75	27,628 00	1 161 25	1 387 50	5 24%
GENERAL ELECTRIC CAPITAL CORPORATION MEDIUM TERM NOTES DTD 12 06 2002 5 450% 01/15 2013 MOODYS A1 S&P AA+	25,000 000	100 1720	25,043 00	26,756 25	1 713 25	1 362 50	5 44%
HOWARD HUGHES MEDICAL DTD 08 18/2009 3 450% 09 01/2014 NON CALLABLE MOODYS AAA S&P AAA	25,000 000	105 0420	26,260.50	25,638 75	378.25	862 50	3 28%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
JPMORGAN CHASE & CO DTD 05/18/2009 4 650% 06/01/2014 NON CALLABLE MOODYS A2 S&P A		25,000 000	105 3610	26,340 25	27,025 00	-684.75	1,162 50	4 41%
MIDAMERICAN ENERGY CO MEDIUM TERM NOTE DTD 10 01/2004 4.650% 10/01/2014 NON CALLABLE MOODYS A2 S&P A		50,000.000	106 7440	53,372.00	54,889 50	-1 517.50	2,325 00	4 36%
VERIZON COMMUNICATIONS DTD 04/04/2008 5 250% 04/15 2013 NON CALLABLE MOODYS A3 S&P A-		25,000.000	101.3690	25,342 25	26 977.50	-1,635 25	1 312 50	5 18%
International								
BARCLAYS BANK PLC DTD 01 13/2011 2 375% 01/13 2014 NON CALLABLE MOODYS: A2 S&P A+		25,000 000	101 6880	25,422 00	25,487.50	65 50	593 75	2.34%
ROYAL BANK OF SCOTLAND PLC DTD 08/24/2010 3 400% 08 23/2013 NON CALLABLE MOODYS A3 S&P A		25 000 000	101 4840	25,371 00	25,821.50	-450 50	850 00	3.35%
Taxable funds								
VANGUARD SHORT TERM INVESTMENT GRADE FUND	VFSUX	6,929.031	10.8300	75,041.41	75,317.39	-275 98	1,759.97	2 34%
Total Corporate and other taxable				$359,584 16	$370,302 64	-$10,718.48	$14,216.22	3 95%
TOTAL FIXED INCOME/LOW VOLATILITY				$359,584 16	$370,302.64	-$10,718 48	$14,216 22	3.95%
EQUITY/HIGH VOLATILITY								

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
U S equity								
AES CORP Utilities	AES	1,505.000	10.7000	16,103.50	9,576.06	3,172.55	240.30	1.49%
AFLAC INC Financials	AFL	290.000	53.1200	15,404.80	13,541.40	1,863.40	106.00	2.64%
ALLIANCE DATA SYSTEMS CORP Information technology	ADS	85.000	144.7600	12,304.60	11,893.27	411.33	0.00	0.00%
AMERIPRISE FINANCIAL INC. Financials	AMP	220.000	62.6300	13,778.60	12,761.87	1,016.73	396.00	2.87%
AMGEN INC Health care	AMGN	200.000	86.2000	17,240.00	10,504.79	6,735.21	376.00	2.18%
APPLE INC Information technology	AAPL	45.000	532.1730	23,947.79	5,404.79	18,543.00	477.00	1.99%
ASTRAZENECA PLC AMERICAN DEPOSITORY RECEIPT Health care	AZN	240.000	47.2700	11,344.80	11,932.50	587.70	684.00	6.03%
AUTOZONE INC Consumer discretionary	AZO	10.000	354.4300	3,544.30	2,029.95	1,514.35	0.00	0.00%
CBS CORPORATION CLASS B W/I Consumer discretionary	CBS	180.000	38.0500	6,849.00	4,289.98	2,559.02	86.40	1.26%
CF INDUSTRIES HOLDINGS INC Materials	CF	75.000	203.1600	15,237.00	13,731.04	1,505.96	120.00	0.79%
CHEVRON CORPORATION Energy	CVX	145.000	108.1400	15,680.30	15,581.01	99.29	522.00	3.33%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CISCO SYSTEMS INC Information technology	CSCO	795.000	19.6494	15,621.27	14,382.03	1,739.24	445.20	2.85%
COCA COLA ENTERPRISES INC Consumer staples	CCE	500.000	31.7300	15,865.00	13,691.62	2,173.38	320.00	2.02%
COMCAST CORP-CL A CL A COMMON STOCK Consumer discretionary	CMCSA	305.000	37.3600	11,394.80	7,247.24	4,147.56	198.25	1.74%
CVS CAREMARK CORP Consumer staples	CVS	100.000	48.3500	4,835.00	4,546.00	289.00	90.00	1.86%
DISCOVER FINL SVCS Financials	DFS	405.000	38.5500	15,612.75	12,857.75	2,755.00	226.80	1.45%
EASTMAN CHEMICAL CO Materials	EMN	65.000	68.0500	4,423.25	3,549.07	874.18	78.00	1.76%
ENERGIZER HLDGS INC Consumer staples	ENR	60.000	79.9800	4,798.80	4,710.78	88.02	96.00	2.00%
EXXON MOBIL CORPORATION Energy	XOM	315.000	86.5500	27,263.25	17,988.37	9,274.88	718.20	2.63%
FRANKLIN RESOURCES INC Financials	BEN	40.000	125.7000	5,028.00	5,167.58	-139.58	46.40	0.32%
GAP INC Consumer discretionary	GPS	140.000	31.0400	4,345.60	4,697.66	-352.06	70.00	1.61%
GOLDMAN SACHS GROUP INC Financials	GS	90.000	127.5600	11,480.40	11,632.10	-151.70	180.00	1.57%
HARMAN INTERNATIONAL INDS INC NEW COMMON STOCK Consumer discretionary	HAR	95.000	44.6400	4,240.80	4,572.64	-331.84	57.00	1.34%

Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
HARRIS CORP DEL Information technology	HRS	90.000	48.9600	4,406.40	4,584.65	178.25	133.20	3.02%
INGREDION INC Consumer staples	INGR	205.000	64.4300	13,208.15	9,031.54	4,176.61	215.20	1.63%
INTERNATIONAL BUSINESS MACHINES CORP CAPITAL STOCK Information technology	IBM	75.000	191.5500	14,366.25	7,688.65	6,677.60	255.00	1.77%
KROGER CO Consumer staples	KR	470.000	26.0200	12,229.40	11,427.51	801.36	282.00	2.31%
LILLY ELI & CO Health care	LLY	350.000	49.3200	17,262.00	13,334.00	3,928.00	686.00	3.97%
LOCKHEED MARTIN CORP Industrials	LMT	100.000	92.2900	9,229.00	9,084.80	144.20	460.00	4.98%
MACY'S INC Consumer discretionary	M	415.000	39.0200	16,193.30	10,851.74	5,341.56	332.00	2.05%
MARATHON PETROLEUM CORPROATION Energy	MPC	135.000	63.0000	8,505.00	5,623.25	2,881.75	189.00	2.22%
MCKESSON CORP Health care	MCK	145.000	96.9600	14,059.20	11,601.06	2,458.14	116.00	0.82%
MICROSOFT CORP Information technology	MSFT	460.000	26.7097	12,286.46	12,544.37	257.91	423.20	3.44%
NORTHROP GRUMMAN CORPORATION Industrials	NOC	120.000	67.5800	8,109.60	6,515.80	1,593.80	264.00	3.25%
NV ENERGY INC Utilities	NVE	645.000	18.1400	11,700.30	11,787.63	-87.33	438.60	3.75%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X	CURRENT UNIT VALUE	=	CURRENT TOTAL MARKET VALUE	FEDERAL TAX COST	=	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
ORACLE CORPORATION Information technology	ORCL	660.000		33.3200		21,991.20	14,875.15		7,116.05	158.40	0.72%
PETSMART INC Consumer discretionary	PETM	125.000		68.3400		8,542.50	3,870.37		4,672.13	82.50	0.97%
PFIZER INC Health care	PFE	220.000		25.0793		5,517.45	4,063.11		1,454.34	211.20	3.83%
PPG INDUSTRIES INC Materials	PPG	105.000		135.3500		14,211.75	10,728.99		3,482.76	247.80	1.74%
RAYTHEON COMPANY COMMON STOCK NEW Industrials	RTN	125.000		57.5600		7,195.00	5,810.24		1,384.76	250.00	3.47%
SYMANTEC CORPORATION Information technology	SYMC	265.000		18.8200		4,987.30	4,736.53		250.77	0.00	0.00%
TESORO CORP Energy	TSO	230.000		44.0500		10,131.50	5,445.55		4,685.95	138.00	1.36%
TIME WARNER CABLE INC Consumer discretionary	TWC	125.000		97.1900		12,148.75	9,619.48		2,529.27	280.00	2.30
TJX COS INC Consumer discretionary	TJX	300.000		42.4500		12,735.00	6,487.92		6,247.08	138.00	1.08%
TORO CO Industrials	TTC	285.000		42.9800		12,249.30	11,070.06		1,179.24	159.60	1.30%
TRAVELERS COMPANIES INC Financials	TRV	165.000		71.8200		11,850.30	8,704.97		3,145.33	303.60	2.56%
UNION PAC CORP Industrials	UNP	40.000		125.7200		5,028.80	5,027.39		1.41	110.40	2.19%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
UNITEDHEALTH GROUP INC Health care	UNH	205 000	54 2400	11 119.20	11,156.13	-36 93	174 25	1.57%
US BANCORP NEW Financials	USB	425 000	31 9400	13 574 50	10,521 75	3,052.75	331 50	2 44%
VALERO ENERGY CORP Energy	VLC	250 000	34.1200	8,530 00	5,508 95	3,021 05	175 00	2 05%
VERIZON COMMUNICATIONS Telecommunication services	VZ	65 000	43.2700	2,812 55	2 339.35	473.20	133 90	4 76%
WAL MART STORES INC Consumer staples	WMT	290 000	68.2300	19 786 70	16 089 42	3,697 28	461 10	2 33%
WELLS FARGO & CO Financials	WFC	350 000	34 1800	11,9[illegible]3.00	8 246.[illegible]	3 716 [illegible]	308 00	2 57%
Total U S. equity				$612,273 47	$484,666 84	$127,606 63	$13,289.50	2.17%
International								
DELPHI AUTOMOTIVE PLC Consumer discretionary	DLPH	320 000	38.2500	12 240 00	10,988 36	1 251.64	0 00	0.00%
ENERGY XXI BERMUDA Energy	EXXI	[illegible]0.000	32.1700	8,04[illegible] 50	9 203.95	1 161.45	70 00	0 87%
Total International				$20,282 50	$20,192 31	$90.19	$70 00	35%
TOTAL EQUITY/HIGH VOLATILITY				$632,555.97	$504,859.15	$127,696.82	$13,359.50	2.11%
TOTAL ASSETS IN YOUR ACCOUNT				$1,012,687 06	$895,708 72	$116,978.34	$27,577.77	2 72%

• *Your account activity*

DATE	DESCRIPTION	INCOME	PRINCIPAL	REALIZED GAIN/LOSS
BEGINNING CASH BALANCE		$7,178 18	-$7,178.18	
DEC 03, 2012	CASH RECEIPT OF DIVIDEND EARNED ON KROGER CO $0.15/SHARE ON 470 SHARES DUE 12/1/12	70 50	0 00	0.00
DEC 03, 2012	CASH RECEIPT OF DIVIDEND EARNED ON WELLS FARGO & CO $0 22/SHARE ON 445 SHARES DUE 12/1/12	97 90	0.00	0 00
DEC 03, 2012	CASH RECEIPT OF DIVIDEND EARNED ON AFLAC INC $0 35/SHARE ON 120 SHARES DUE 12/3/12	42 00	0 00	0 00
DEC 03, 2012	CASH RECEIPT OF DIVIDEND EARNED ON KLA-TENCOR CORP $0 40/SHARE ON 130 SHARES DUE 12/3 12	52 00	0.00	0 00
DEC 03 2012	CASH RECEIPT OF INTEREST EARNED ON JPMORGAN CHASE 4 650% 6/01/14 $0 02325/$1 PV ON 25,000 PAR VALUE DUE 12/1/12	581 25	0 00	0 00
DEC 03, 2012	CASH RECEIPT OF INTEREST EARNED ON SCHWAB CHARLES CORP 4.950% 6/01/14 $0.02475/$1 PV ON 25,000 PAR VALUE DUE 12/1/12	618 75	0.00	0 00
DEC 03, 2012	CASH RECEIPT OF DIVIDEND EARNED ON VIRTUS INSIGHT GOVERNMENT MMF I DIVIDEND FROM 11/1/12 TO 11 30/12	0 99	0.00	0 00

• *Your account activity (continued)*

DATE	DESCRIPTION	INCOME	PRINCIPAL	REALIZED GAIN/LOSS
DEC 04, 2012	CASH RECEIPT OF DIVIDEND EARNED ON PFIZER INC $0.22/SHARE ON 220 SHARES DUE 12/4/12	48.40	0.00	0.00
DEC 06, 2012	CASH RECEIPT OF DIVIDEND EARNED ON COCA COLA ENTERPRISES INC $0.16/SHARE ON 230 SHARES DUE 12/6/12	36.80	0.00	0.00
DEC 07, 2012	CASH RECEIPT OF DIVIDEND EARNED ON AMGEN INC $0.36/SHARE ON 200 SHARES DUE 12/7/12	72.00	0.00	0.00
DEC 07, 2012	CASH RECEIPT OF DIVIDEND EARNED ON HARRIS CORP DEL $0.37/SHARE ON 90 SHARES DUE 12/7/12	33.30	0.00	0.00
DEC 10, 2012	CASH RECEIPT OF DIVIDEND EARNED ON CHEVRON CORPORATION $0.90/SHARE ON 145 SHARES DUE 12/10/12	130.50	0.00	0.00
DEC 10, 2012	CASH RECEIPT OF DIVIDEND EARNED ON EXXON MOBIL CORPORATION $0.57/SHARE ON 315 SHARES DUE 12/10/12	179.55	0.00	0.00
DEC 10, 2012	CASH RECEIPT OF DIVIDEND EARNED ON INTERNATIONAL BUSINESS MACHINES CORP $0.85/SHARE ON 75 SHARES DUE 12/10/12	63.75	0.00	0.00

• Your account activity (continued)

DATE	DESCRIPTION	INCOME	PRINCIPAL	REALIZED GAIN/LOSS
DEC 10, 2012	CASH RECEIPT OF DIVIDEND EARNED ON LILLY ELI & CO $0 49/SHARE ON 350 SHARES DUE 12/10/12	171 50	0 00	0.00
DEC 10, 2012	CASH RECEIPT OF DIVIDEND EARNED ON MARATHON PETROLEUM CORPORATION $0 35/SHARE ON 135 SHARES DUE 12/10/12	47 25	0.00	0 00
DEC 12, 2012	CASH RECEIPT OF DIVIDEND EARNED ON ENERGIZER HLDGS INC $0 40/SHARE ON 60 SHARES DUE 12/12 12	24 00	0 00	0 00
DEC 12 2012	CASH RECEIPT OF DIVIDEND EARNED ON NORTHROP GRUMMAN CORPORATION $0 55/SHARE ON 120 SHARES DUE 12/12 12	66 00	0 00	0 00
DEC 12, 2012	CASH RECEIPT OF DIVIDEND EARNED ON PPG INDUSTRIES INC $0 59 SHARE ON 105 SHARES DUE 12/12 12	61 95	0.00	0 00
DEC 12, 2012	CASH RECEIPT OF DIVIDEND EARNED ON VALERO ENERGY CORP $0 175/SHARE ON 250 SHARES DUE 12/12 12	43 75	0 00	0 00
DEC 13 2012	CASH RECEIPT OF DIVIDEND EARNED ON MICROSOFT CORP $0.23/SHARE ON 460 SHARES DUE 12/13/12	105 80	0 00	0 00

• *Your account activity (continued)*

DATE	DESCRIPTION	INCOME	PRINCIPAL	REALIZED GAIN/LOSS
DEC 14, 2012	CASH RECEIPT OF DIVIDEND EARNED ON ENERGY XXI BERMUDA $0.07/SHARE ON 250 SHARES DUE 12/14/12	17.50	0.00	0.00
DEC 14, 2012	CASH RECEIPT OF DIVIDEND EARNED ON TESORO CORP $0.15/SHARE ON 230 SHARES DUE 12/14/12	34.50	0.00	0.00
DEC 17, 2012	CASH RECEIPT OF DIVIDEND EARNED ON TIME WARNER CABLE INC $0.56/SHARE ON 125 SHARES DUE 12/17/12	70.00	0.00	0.00
DEC 17, 2012	CASH DISBURSEMENT PAID TO STILLWELL FOUNDATION INCOME DISTRIBUTION	-9,548.12	0.00	0.00
DEC 19, 2012	CASH RECEIPT OF DIVIDEND EARNED ON CISCO SYSTEMS INC $0.14/SHARE ON 795 SHARES DUE 12/19/12	111.30	0.00	0.00
DEC 19, 2012	CASH RECEIPT OF DIVIDEND EARNED ON NV ENERGY INC $0.17/SHARE ON 645 SHARES DUE 12/19/12	109.65	0.00	0.00
DEC 21, 2012	CASH RECEIPT OF DIVIDEND EARNED ON ORACLE CORPORATION $0.18/SHARE ON 660 SHARES DUE 12/21/12	118.80	0.00	0.00

• *Your account activity (continued)*

DATE	DESCRIPTION	INCOME	PRINCIPAL	REALIZED GAIN/LOSS
DEC 21, 2012	CASH RECEIPT OF DIVIDEND EARNED ON UNITEDHEALTH GROUP INC $0 2125/SHARE ON 205 SHARES DUE 12/21/12	43 56	0 00	0 00
DEC 21, 2012	FULL CALL 25,000 $1 PV SCHWAB CHARLES CORP 4 950% 6/01/14 ON 12/21/12 AT $1.06221 CORPORATE ACTION ID: 43429	0.00	26,555.75	-920.25
DEC 21, 2012	FULL CALL 25,000 SHARES PAR VALUE OF SCHWAB CHARLES CORP 4 950% 6/01/14 PAYABLE AT $0.0028 DUE 12 21/12 TOTAL INCOME $68.75	68 75	0.00	0.00
DEC 26 2012	PURCHASED 40 SHARES OF FRANKLIN RESOURCES INC TRADE DATE 12/20/12 PURCHASED THROUGH SIDCO / CONVERGEX PAID $1 60 BROKERAGE MOXY ORDER NUMBER 1860239 40 SHARES AT $129.14939958	0.00	-5,167.58	0.00

• *Your account activity (continued)*

DATE	DESCRIPTION	INCOME	PRINCIPAL	REALIZED GAIN/LOSS
DEC 26, 2012	PURCHASED 40 SHARES OF UNION PAC CORP TRADE DATE 12/20/12 PURCHASED THROUGH SIDCO / CONVERGEX PAID $1 60 BROKERAGE MOXY ORDER NUMBER, 1860246 40 SHARES AT $125.64480041	0.00	-5,027.39	0.00
DEC 26, 2012	PURCHASED 90 SHARES OF GOLDMAN SACHS GROUP INC TRADE DATE 12 20/12 PURCHASED THROUGH ITG INC. PAID $1 35 BROKERAGE MOXY ORDER NUMBER 1860240 90 SHARES AT $129 23060044	0.00	11,632.10	0.00
DEC 26, 2012	PURCHASED 180 SHARES OF DELPHI AUTOMOTIVE PLC TRADE DATE 12/20/12 PURCHASED THROUGH ITG INC PAID $2 70 BROKERAGE MOXY ORDER NUMBER 1860237 180 SHARES AT $35.99510017	0.00	6 481 82	0.00

• *Your account activity (continued)*

DATE	DESCRIPTION	INCOME	PRINCIPAL	REALIZED GAIN/LOSS
DEC 26, 2012	PURCHASED 270 SHARES OF COCA COLA ENTERPRISES INC TRADE DATE 12/20/12 PURCHASED THROUGH SIDCO / CONVERGEX PAID $10 80 BROKERAGE MOXY ORDER NUMBER. 1860238 270 SHARES AT $31.86079994	0 00	-8,613.22	0.00
DEC 26, 2012	SOLD 95 SHARES OF WELLS FARGO & CO TRADE DATE 12/20/12 SOLD THROUGH SIDCO / CONVERGEX PAID $3 80 BROKERAGE PAID $0 08 SEC FEE 95 SHARES AT $34 8907	0 00	3,310 74	593 29
DEC 26, 2012	SOLD 180 SHARES OF CBS CORPORATION CLASS B W.I TRADE DATE 12/20/12 SOLD THROUGH ITG INC PAID $2 70 BROKERAGE PAID $0 15 SEC FEE 180 SHARES AT $37 50760011	0 00	6 748 52	2 309 88

• Your account activity (continued)

DATE	DESCRIPTION	INCOME	PRINCIPAL	REALIZED GAIN/LOSS
DEC 26 2012	SOLD 115 SHARES OF GILEAD SCIENCES INC TRADE DATE 12/20/12 SOLD THROUGH SIDCO / CONVERGEX PAID $4.60 BROKERAGE PAID $0.19 SEC FEE 115 SHARES AT $73 6205	0 00	8,461 57	2 841.54
DEC 26 2012	SOLD 85 SHARES OF US BANCORP NEW TRADE DATE 12/20/12 SOLD THROUGH SIDCO / CONVERGEX PAID $3.40 BROKERAGE PAID $0 06 SEC FEE 85 SHARES AT $32.379	0 00	2 748 75	603.00
DEC 26 2012	SOLD 45 SHARES OF EASTMAN CHEMICAL CO TRADE DATE 12/20/12 SOLD THROUGH SIDCO / CONVERGEX PAID $1 80 BROKERAGE PAID $0.07 SEC FEE 45 SHARES AT $66.5789	0 00	2 994 18	537 13

• *Your account activity (continued)*

DATE	DESCRIPTION	INCOME	PRINCIPAL	REALIZED GAIN/LOSS
DEC 26, 2012	SOLD 140 SHARES OF LENNOX INTERNATIONAL INC TRADE DATE 12/20/12 SOLD THROUGH SIDCO / CONVERGEX PAID $5.60 BROKERAGE PAID $0 17 SEC FEE 140 SHARES AT $53 0595	0 00	7,422 56	370.13
DEC 26, 2012	SOLD 160 SHARES OF COMMUNITY HEALTH SYS INC NEW TRADE DATE 12/20/12 SOLD THROUGH SIDCO / CONVERGEX PAID $6.40 BROKERAGE PAID $0 17 SEC FEE 160 SHARES AT $31 5897	0.00	5,047.83	419.81
DEC 27, 2012	CASH RECEIPT OF DIVIDEND EARNED ON WAL MART STORES INC $0 3975/SHARE ON 290 SHARES DUE 12/27/12	115 28	0 00	0.00
DEC 28, 2012	CASH RECEIPT OF DIVIDEND EARNED ON COMMUNITY HEALTH SYS INC NEW $0 25/SHARE ON 160 SHARES DUE 12/28/12	40.00	0.00	0 00
DEC 28, 2012	CASH RECEIPT OF DIVIDEND EARNED ON LENNOX INTERNATIONAL INC $0 20/SHARE ON 140 SHARES DUE 12/28/12	28 00	0 00	0 00

• Your account activity (continued)

DATE	DESCRIPTION	INCOME	PRINCIPAL	REALIZED GAIN/LOSS
DEC 28, 2012	CASH RECEIPT OF DIVIDEND EARNED ON LOCKHEED MARTIN CORP $1.15/SHARE ON 100 SHARES DUE 12/28/12	115.00	0.00	0.00
DEC 28, 2012	PURCHASED 6,899.724 UNITS OF VANGUARD S/T INVEST GR ADM TRADE DATE 12/27/12 6,899.724 UNITS AT $10.87	0.00	-75,000.00	0.00
DEC 31, 2012	CASH RECEIPT OF DIVIDEND EARNED ON EASTMAN CHEMICAL CO $0.30/SHARE ON 110 SHARES DUE 12/31/12	33.00	0.00	0.00
DEC 31, 2012	CASH RECEIPT OF DIVIDEND EARNED ON PETSMART INC $0.165/SHARE ON 125 SHARES DUE 12/31/12	20.63	0.00	0.00
DEC 31, 2012	CASH RECEIPT OF DIVIDEND EARNED ON TORO CO $0.14/SHARE ON 285 SHARES DUE 12/31/12	39.90	0.00	0.00
DEC 31, 2012	CASH RECEIPT OF DIVIDEND EARNED ON TRAVELERS COMPANIES INC $0.46 SHARE ON 165 SHARES DUE 12/31/12	75.90	0.00	0.00

• Your account activity (continued)

DATE	DESCRIPTION	INCOME	PRINCIPAL	REALIZED GAIN/LOSS
DEC 31, 2012	RECEIVE LT CAPITAL GAINS DISTRIBUTION ON VANGUARD S/T INVEST GR-ADM $0 032/UNIT ON 6,899.724 UNITS DUE 12/31/12 LT CAPITAL GAIN OF $220 79 ON FEDERAL COST LT CAPITAL GAIN OF $220 79 ON STATE COST	0 00	220.79	0 00
DEC 31 2012	RECEIVE ST CAPITAL GAINS DISTRIBUTION ON VANGUARD S/T INVEST GR-ADM $0 014/UNIT ON 6,899 724 UNITS DUE 12/31/12 ST CAPITAL GAIN OF $96 60 ON FEDERAL COST ST CAPITAL GAIN OF $96 60 ON STATE COST	0 00	96.60	0 00
DEC 31, 2012	PURCHASED 29.307 UNITS VANGUARD S/T INVEST GR ADM @ $10.83 THROUGH REINVESTMENT OF CAP GAIN DIST 12 31 12	0.00	317 39	0 00
	COMBINED PURCHASES FOR THE PERIOD 12/ 1 12 - 12/31/12 OF VIRTUS INSIGHT GOVERNMENT MMF I	0 00	29 891 96	0 00
	COMBINED SALES FOR THE PERIOD 12/ 1/12 - 12/31/12 OF VIRTUS INSIGHT GOVERNMENT MMF I	0.00	85 369.38	0.00
	BMO HARRIS BANK N A FEE COLLECTED IN THE PERIOD 12 01/12 12/31/12	586 30	0 00	0 00
ENDING CASH BALANCE		**$333.47**	**-$333 47**	**$8,071.92**

Customer Notes

1 Prices, most of which are provided by national pricing services, are not guaranteed for accuracy or realizable value. Generally, the price shown for market traded securities is the closing price as of the statement date. If a price is not received for that date, then the price will be the last price received. Non-market traded security prices are based on the most recent values provided or obtained.

2 For Individual Retirement Trust (IRT) accounts: We want to advise you that you have the right to modify the withholding instructions you have on file with us at any time. If you wish to do so, please contact your account administrator.

3 Percentage columns may not total 100.0 due to rounding.

4 Estimated annual income is based on current assets and returns. It is a snapshot of your account as of the statement date. Variations in the asset composition and returns of the account will change these estimates. Please keep in mind that these are estimates only and not a guarantee of income.

5 Income and gain/loss information are based on the best information we have at the time of the transaction, some of which may have been provided by third parties. Subsequent changes can occur during the year. Also, in some instances, such as company corporate mergers or tenders, the taxability of the transaction cannot adequately be reflected on your statement. Therefore, you should only use the official tax information letter, which is sent to you after the year-end, in preparation of your tax return.

6 You will receive an official tax information letter after the end of the tax year which advises you regarding the amounts you should include on your tax return. Do not rely on the income reported on this statement to prepare your taxes.

7 Trust accounting income is reflected in the section entitled "Your Account Activity". If your account is a Trust or an Estate, and BMO Harris or a affiliate is Trustee, Co-Trustee, or Executor/Co-Executor, we will first apply the provisions specified in the governing documents, or in the absence of such provisions, the appropriate state law that applies for the allocation of income and principal as it relates to receipts and disbursements. Thus, the allocation may vary from state to state and account to account.

8 For trust accounts governed by Arizona, Arkansas, Kansas, Maine, Michigan, Missouri, Nebraska, New Hampshire, New Mexico, North Dakota, Virginia, West Virginia, or the District of Columbia law, a beneficiary may not commence a proceeding against a trustee for breach of trust more than one year after the date the beneficiary or a representative of the beneficiary was sent a report that adequately disclosed the existence of a potential claim for breach of trust. For trust accounts governed by Delaware law, a beneficiary may not initiate a proceeding against a trustee for breach of trust (1) more than two years after the date the beneficiary or a representative of the beneficiary was sent a report that adequately disclosed the facts constituting the potential claim for breach of trust or (2) if earlier, after the date the proceeding was otherwise precluded by adjudication, release, consent or limitation. For trust accounts governed by Florida law, a beneficiary may not commence a proceeding against a trustee for breach of trust with respect to a matter that was adequately disclosed in a trust disclosure document unless a proceeding to assert the claim is commenced within six months after receipt of the trust disclosure document. For trust accounts governed by Ohio law, a beneficiary may not commence a proceeding against a trustee for breach of trust more than two years after the date the beneficiary, a representative of the beneficiary, or a beneficiary surrogate is sent a report that adequately discloses the existence of a potential claim for breach of trust. For trust accounts governed by Oklahoma law, a beneficiary may not commence a proceeding against a trustee for breach of trust unless a proceeding to assert the claim is commenced within two years after receipt of the report or other statement that adequately discloses the existence of the claim for breach of trust. For trust accounts governed by Utah law, a beneficiary may not commence a proceeding against a trustee for breach of trust more than six months after the date the beneficiary or a person who may represent and bind the beneficiary was sent a report that adequately discloses the existence of a potential claim for breach of trust. For trust accounts governed by Wisconsin law, a beneficiary may not commence a proceeding against a fiduciary for breach of trust more than two years after the date the beneficiary or a representative of the beneficiary received a report that adequately disclosed the existence of a potential claim for breach of trust.

9 For trust accounts governed by Oregon law, per Oregon Statute §130.820: (1) Notwithstanding ORS chapter 12 or any other provision of law, but subject to subsection (2) of this section, a civil action against a trustee based on any act or omission of the trustee, whether based in tort, contract or other theory of recovery, must be commenced within six years after the date the act or omission is discovered, or six years after the date the act or omission should have been discovered, whichever is earlier. (2) A beneficiary may not commence a proceeding against a trustee more than one year after the date the beneficiary or a representative of the beneficiary is sent a report by certified or regular mail that adequately discloses the existence of a potential claim and that informs the

• Customer Notes (continued)

beneficiary of the time allowed for commencing a proceeding. A copy of this section must be attached to the report. The report must provide sufficient information so that the beneficiary or representative knows of the potential claim or should have inquired into its existence. (3) If subsections (1) and (2) of this section do not apply, a judicial proceeding against a trustee must be commenced within [illegible] years from the date of the act or omission complained of or two years from the termination of any fiduciary account established under the trust, whichever is later.

10 For accounts governed by Pennsylvania law, a beneficiary is barred from challenging a transaction or asserting a claim against a trustee for breach of trust if the trustee provided the beneficiary with a written financial report that disclosed the transaction or such report provided sufficient information so that the beneficiary knew or should have known of the potential claim or should have inquired into its existence and in the 30 months after a report was sent by the trustee to the beneficiary, the beneficiary did not notify the trustee in writing that the beneficiary challenges the transaction or asserts a claim and provides in writing the basis for that challenge or assertion.

11 For accounts governed by South Dakota law, if no objection has been made by a distribution beneficiary of a trust within one hundred and eighty days after a copy of the trustee's accounting has been mailed to the distribution beneficiary, the distribution beneficiary is deemed to have approved such accounting of the trustee, and the trustee, absent fraud, intentional misrepresentation or material omission, shall be released and discharged from any and all liability to all beneficiaries of the trust as to all matters set forth in such accounting.

12 For trust accounts governed by Washington State law, a beneficiary may not commence a proceeding against a trustee for breach of trust more than three years after the date the beneficiary or a representative of the beneficiary was sent a report that adequately disclosed the existence of a potential claim for breach of trust. A beneficiary may petition the Superior Court of Washington pursuant to Chapter 11.106 RCW to obtain review of the statement and/or acts of the trustee disclosed in the statement.

13 Any Auction Rate Securities (ARS) listed in your account statement have historically been reported at par value based on market price information provided to BMO Harris by an external vendor. Due to ongoing illiquidity in the ARS market, such market price information is not presently available. Where appropriate, ARS may be reported in your account statement based on the methodology presently used by Bank of Montreal for the valuation of certain ARS. Reported values are not guaranteed for accuracy or realizable value.

Notification Regarding Proprietary Mutual Funds and Other Services to Mutual Funds. BMO Harris or its affiliates or subsidiaries may serve as investment advisor or subadvisor or provide other investment services to mutual funds ("Proprietary Funds"). BMO Harris or its affiliates or subsidiaries receive fees for such advisory services. BMO Harris or its affiliates or subsidiaries may also in certain circumstances receive compensation directly or indirectly from Proprietary Funds and other mutual funds, or their advisers or distributors, for marketing, recordkeeping and other shareholder services.

Notification of Interest in Proprietary Mutual Funds. BMO Harris or its parent company, affiliates or subsidiaries may own an equity interest in certain organizations that, along with their affiliates and/or subsidiaries, act as the sponsor of and/or provide investment advisory services to the Proprietary Funds.

Fee Disclosure for Proprietary Mutual Funds. Details regarding the Proprietary Funds, the services provided by BMO Harris or its affiliates or subsidiaries, the fees associated with the services and the impact of the Proprietary Fund fees for your account, as of August, 2012 are provided in the Mutual Fund Investment Disclosures mailed to you in August 2012 and in the fee schedule applicable to your account. For a current copy of the Mutual Fund Investment Disclosures and associated fee charts or the fee schedule applicable to your account, please contact your account representative. Go to www.bmoprivatebank.com/us/disclosures. Please see the mutual fund prospectus referenced in the BMO Harris Bank N.A. Mutual Fund Investment Disclosures for a complete explanation of the mutual fund fees.

Mutual Fund Investments. An investment in mutual funds and money market funds involves risk, including the possible loss of principal, and is neither insured nor guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although money market funds may seek to preserve the value of your investment at $1.00 per share, it is possible to lose money. An investor in mutual funds should consider the investment objectives, risk, charges and expenses of the fund, including Proprietary Funds, carefully before investing. A prospectus with this and other information about the Proprietary Funds and the fees of the advisor or sub-advisor may be obtained from www.bmofundsus.com, www.[illegible].com or www.[illegible]vance.com. Please read the prospectus carefully.

"BMO Harris" as used in these Customer Notes means BMO Harris Bank N.A.

INVESTMENT PRODUCTS:	ARE NOT FDIC INSURED	MAY LOSE VALUE	CARRY NO BANK GUARANTEE