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

ENVELOPE POSTMARK DATE MAY 0 6 2013

For calendar year 2012 or tax year beginning , and ending

Name of foundation: HOLMES FAMILY FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address): P.O BOX 1501, NJ2-130-03-31

Room/suite:

City or town, state, and ZIP code: PENNINGTON NJ 08534-1501

A Employer identification number: 38-3709254

B Telephone number (see instructions): 609-274-6834

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)* ▶ $ 3,519,981

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	112,567	98,044		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	1,511,726			
	b Gross sales price for all assets on line 6a 2,669,139				
	7 Capital gain net income (from Part IV, line 2)		1,511,726		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a 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	1,624,293	1,609,770	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,500			1,500
	c Other professional fees (attach schedule)	28,693	17,216		11,477
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,167	1,167		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	20	20		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	31,380	18,403	0	12,977
	25 Contributions, gifts, grants paid	510,000			510,000
	26 **Total expenses and disbursements** Add lines 24 and 25	541,380	18,403	0	522,977
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	1,082,913			
	b **Net investment income** (if negative, enter -0-)		1,591,367		
	c **Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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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	440	1,132	1,132
	2	Savings and temporary cash investments	62,440	104,077	104,077
	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			
	10 a	Investments—U S and state government obligations (attach schedule)	397,731	713,170	739,266
	b	Investments—corporate stock (attach schedule)	1,388,972	1,861,932	2,097,661
	c	Investments—corporate bonds (attach schedule)	313,584	555,061	577,845
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,163,167	3,235,372	3,519,981
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	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	2,163,167	3,235,372	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	2,163,167	3,235,372	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,163,167	3,235,372	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,163,167
2	Enter amount from Part I, line 27a	2	1,082,913
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	6,230
4	Add lines 1, 2, and 3	4	3,252,310
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	16,938
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,235,372

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(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				0
b				0
c				0
d				0
e				0

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				0
b				0
c				0
d				0
e				0

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	1,511,726
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	0

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	459,878	2,399,497	0 191656
2010	537,090	1,341,750	0 400291
2009	264,574	848,992	0 311633
2008	221,187	1,329,052	0 166425
2007	279,691	2,030,231	0 137763

2	**Total** of line 1, column (d)	2	1 207768
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 241554
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,737,711
5	Multiply line 4 by line 3	5	902,859
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	15,914
7	Add lines 5 and 6	7	918,773
8	Enter qualifying distributions from Part XII, line 4	8	522,977

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary—see 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	31,827
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	0
3	Add lines 1 and 2	3	31,827
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	31,827
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,946		
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	1,946
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	29,881
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ Refunded ▶	11	0

Part VII-A Statements Regarding Activities

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

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N A Telephone no ▶ 609-274-6834

Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501

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 |

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

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20_____ , 20_____ , 20_____ , 20_____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** 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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEPHEN P HOLMES 18 KEECH-BRIAR LANE POMPTON LAKES, N	PRESIDENT 1 00	0		
BONNIE L HOLMES 18 KEECH-BRIAR LANE POMPTON LAKES, N	VP & SEC 1 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 ▶ 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 ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	3,658,371
b	Average of monthly cash balances		1b	136,259
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	3,794,630
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	3,794,630
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	56,919
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,737,711
6	**Minimum investment return.** Enter 5% of line 5		6	186,886

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	186,886
2a	Tax on investment income for 2012 from Part VI, line 5	2a	31,827		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	31,827
3	Distributable amount before adjustments Subtract line 2c from line 1			3	155,059
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	155,059
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	155,059

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	522,977
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	522,977
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	522,977

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					155,059
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				0	
b	Total for prior years 20____, 20____, 20____					
3	Excess distributions carryover, if any, to 2012					
a	From 2007	187,775				
b	From 2008	155,320				
c	From 2009	222,438				
d	From 2010	502,848				
e	From 2011	341,849				
f	**Total** of lines 3a through e		1,410,230			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 522,977					
a	Applied to 2011, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2012 distributable amount					155,059
e	Remaining amount distributed out of corpus		367,918			
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		1,778,148			
b	Prior years' undistributed income Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see instructions					
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		187,775			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		1,590,373			
10	Analysis of line 9					
a	Excess from 2008	155,320				
b	Excess from 2009	222,438				
c	Excess from 2010	502,848				
d	Excess from 2011	341,849				
e	Excess from 2012	367,918				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ 3a	510,000
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	112,567	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,511,726	
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)		0		1,624,293	0

13 Total. Add line 12, columns (b), (d), and (e) 13 1,624,293

(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)
	Not Applicable

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		Not Applicable	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] | Date: 4/25/2013 | Title: PRESIDENT

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
DONALD J ROMAN	[signature]	4/25/2013	☒	P00364310
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219			Phone no 412-355-6000	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
GIRL SCOUTS OF NORTHERN NJ				
Street				
95 NEWARDK POMPTON TURNPIKE				
City	**State**	**Zip Code**	**Foreign Country**	
RIVERDALE	NJ	07457		
Relationship	**Foundation Status**			
NONE	501(C)(3)			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING				10,000

Name				
THE FIRST REFORMED CHURCH OF POMPTON PLAINS				
Street				
529 NEWARK POMPTON TURNPIKE				
City	**State**	**Zip Code**	**Foreign Country**	
POMPTON PLAINS	NJ	07444		
Relationship	**Foundation Status**			
NONE	501(C)(3)			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING				50,000

Name				
NEW BRIDGE FUND				
Street				
PO BOX 336				
City	**State**	**Zip Code**	**Foreign Country**	
POMPTON PLAINS	NJ	07444		
Relationship	**Foundation Status**			
NONE	501(C)(3)			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING				250,000

Name				
CHILTON HOSPITAL FOUNDATION				
Street				
97 W PARKWAY				
City	**State**	**Zip Code**	**Foreign Country**	
POMPTON PLAINS	NJ	07444		
Relationship	**Foundation Status**			
NONE	501(C)(30			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING				200,000

Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	680
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	2,669,139	1,157,413	1,511,726
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	AT&T INC	00206RAJ1			12/1/2010		7/25/2012	3,627	3,306				0	321
2	X	AT&T INC	00206RAJ1			12/1/2010		11/29/2012	2,394	2,189				0	205
3	X	ABBOTT LABS	002824100			5/10/2007		7/25/2012	1,406	1,340				0	66
4	X	ABBOTT LABS	002824100			12/17/2008		8/29/2012	1,249	997				0	252
5	X	ABBOTT LABS	002824100			5/10/2007		8/29/2012	1,052	975				0	77
6	X	ABBOTT LABS	002824100			12/1/2010		8/29/2012	3,616	2,587				0	1,029
7	X	ABBOTT LABS	002824100			12/1/2010		11/28/2012	1,290	941				0	349
8	X	AMER EXPRESS COMPANY	025816109			12/15/2010		7/25/2012	944	793				0	151
9	X	AMER EXPRESS COMPANY	025816109			12/15/2010		11/28/2012	1,721	1,445				0	276
10	X	ANHEUSER-BUSCH INBEV WO	03523TBP2			7/16/2012		7/25/2012	1,014	1,014				0	0
11	X	BANK OF NOVA SCOTIA	064149107			7/30/2008		7/25/2012	99	97				0	2
12	X	BANK OF NOVA SCOTIA	064149107			8/22/2008		7/25/2012	1,141	1,192				0	-51
13	X	BANK OF NOVA SCOTIA	064149107			12/17/2008		11/28/2012	1,103	500				0	603
14	X	BANK OF NOVA SCOTIA	064149107			12/1/2010		11/28/2012	1,158	1,120				0	38
15	X	BANK OF NOVA SCOTIA	064149107			8/22/2008		11/28/2012	165	156				0	9
16	X	BHP BILLITON LTD ADR	088606108			12/1/2010		3/14/2012	14,153	16,401				0	-2,248
17	X	BHP BILLITON LTD ADR	088606108			12/21/2010		11/28/2012	1,354	1,736				0	-382
18	X	BHP BILLITON LTD ADR	088606108			12/1/2010		11/28/2012	2,281	2,733				0	-452
19	X	BRISTOL-MYERS SQUIBB CO	110122108			4/7/2009		7/25/2012	69	41				0	28
20	X	BRISTOL-MYERS SQUIBB CO	110122108			12/1/2010		7/25/2012	2,486	1,847				0	639
21	X	CAMECO CORP COM	13321L108			12/1/2010		9/17/2012	2,100	3,647				0	-1,547
22	X	CAMECO CORP COM	13321L108			12/24/2010		9/18/2012	827	1,470				0	-643
23	X	CAMECO CORP COM	13321L108			1/5/2012		9/18/2012	3,611	3,131				0	480
24	X	CAMECO CORP COM	13321L108			12/21/2010		9/18/2012	696	1,263				0	-567
25	X	CANADIAN NATL RAILWAY CO	136375102			8/27/2009		7/25/2012	1,528	889				0	639
26	X	CANADIAN NATL RAILWAY CO	136375102			12/1/2010		11/28/2012	2,055	1,514				0	541
27	X	DEERE CO	244199105			12/1/2010		7/25/2012	1,325	1,370				0	-45
28	X	DEERE CO	244199105			12/1/2010		11/28/2012	3,031	2,740				0	291
29	X	DEERE & COMPANY	244199BE4			6/12/2012		7/25/2012	5,189	5,024				0	165
30	X	DEERE & COMPANY	244199BE4			6/12/2012		11/29/2012	2,037	2,009				0	28
31	X	DIAGEO PLC SPSD ADR NEW	25243Q205			12/1/2010		7/25/2012	2,665	1,874				0	791
32	X	DIAGEO PLC SPSD ADR NEW	25243Q205			12/1/2010		11/28/2012	3,732	2,234				0	1,498
33	X	HOME DEPOT INC	437076102			12/1/2010		7/25/2012	103	64				0	39
34	X	HOME DEPOT INC	437076102			12/1/2010		11/28/2012	2,982	1,460				0	1,522
35	X	HONEYWELL INTL INC DEL	438516106			4/6/2011		7/25/2012	905	944				0	-39
36	X	HONEYWELL INTL INC DEL	438516106			4/6/2011		11/28/2012	1,407	1,358				0	49
37	X	INTEL CORP	458140100			9/16/2009		7/25/2012	1,238	969				0	269
38	X	DOMINION RES INC NEW VA	25746U109			12/1/2010		7/25/2012	2,329	1,848				0	481
39	X	DOMINION RES INC NEW VA	25746U109			7/9/2009		7/25/2012	53	33				0	20
40	X	DOMINION RES INC NEW VA	25746U109			12/1/2010		11/28/2012	2,518	2,100				0	418
41	X	DOW CHEMICAL CO	260543103			6/6/2011		7/25/2012	810	950				0	-140
42	X	DU PONT E I DE NEMOURS	263534109			12/17/2008		7/25/2012	240	136				0	104
43	X	DU PONT E I DE NEMOURS	263534109			12/1/2010		7/25/2012	3,024	3,052				0	-28
44	X	DU PONT E I DE NEMOURS	263534109			12/1/2010		11/28/2012	2,508	2,810				0	-302
45	X	EQT CORP	26884L109			12/17/2008		7/25/2012	380	226				0	154
46	X	EQT CORP	26884L109			7/29/2008		7/25/2012	434	418				0	16
47	X	EQT CORP	26884L109			12/1/2010		11/28/2012	2,038	1,367				0	671
48	X	EQT CORP	26884L109			12/17/2008		11/28/2012	185	97				0	88
49	X	ENBRIDGE INC COM	29250N105			12/1/2010		7/25/2012	163	114				0	49
50	X	ENBRIDGE INC COM	29250N105			7/30/2008		7/25/2012	569	299				0	270
51	X	ENBRIDGE INC COM	29250N105			12/17/2008		7/25/2012	813	329				0	484
52	X	ENBRIDGE INC COM	29250N105			12/1/2010		11/28/2012	2,572	1,831				0	741
53	X	EXXON MOBIL CORP COM	30231G102			12/17/2008		7/25/2012	593	575				0	18
54	X	EXXON MOBIL CORP COM	30231G102			1/9/2009		7/25/2012	2,373	2,403				0	-30
55	X	BRISTOL-MYERS SQUIBB CO	110122108			12/1/2010		11/28/2012	3,304	2,591				0	713
56	X	CAMECO CORP COM	13321L108			12/21/2010		9/17/2012	2,771	5,050				0	-2,279
57	X	CANADIAN NATL RAILWAY CO	136375102			8/27/2009		11/28/2012	715	395				0	320
58	X	CATERPILLAR INC DEL	149123101			12/1/2010		7/25/2012	3,243	3,415				0	-172
59	X	CATERPILLAR INC DEL	149123101			12/1/2010		11/28/2012	2,806	2,890				0	-84
60	X	CENTURYLINK INC SHS	156700106			1/5/2010		7/25/2012	1,014	683				0	331
61	X	CENTURYLINK INC SHS	156700106			12/1/2010		7/25/2012	41	42				0	-1
62	X	CENTURYLINK INC SHS	156700106			12/1/2010		11/28/2012	1,500	1,646				0	-146
63	X	CHEVRON CORP	166764100			12/1/2010		7/25/2012	3,160	2,492				0	668
64	X	CHEVRON CORP	166764100			12/1/2010		11/28/2012	5,484	4,320				0	1,164
65	X	CHUBB CORP	171232101			12/17/2008		7/25/2012	833	599				0	234
66	X	CHUBB CORP	171232101			12/1/2010		7/25/2012	1,042	870				0	172
67	X	CHUBB CORP	171232101			12/1/2010		11/28/2012	2,372	1,798				0	574
68	X	CISCO SYSTEMS INC	17275RAH5			12/1/2010		7/25/2012	4,714	4,221				0	493

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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	680
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	2,669,139	1,157,413	1,511,726
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	CISCO SYSTEMS INC	17275RAH5			12/1/2010		11/29/2012	2,341	2,106				0	235
70	X	CITIGROUP INC	172967FT3			11/17/2011		7/25/2012	2,101	1,914				0	187
71	X	CITIGROUP INC	172967FT3			11/17/2011		11/29/2012	3,379	2,872				0	507
72	X	COCA COLA COM	191216100			12/1/2010		7/25/2012	1,692	1,421				0	271
73	X	COCA COLA COM	191216100			12/1/2010		11/28/2012	2,176	1,875				0	301
74	X	COMCAST CRP NEW CL A SP	20030N200			2/16/2011		7/25/2012	894	697				0	197
75	X	COMCAST CRP NEW CL A SP	20030N200			2/16/2011		11/28/2012	2,101	1,417				0	684
76	X	CONOCOPHILLIPS	20825C104			12/1/2010		7/25/2012	745	671				0	74
77	X	CONOCOPHILLIPS	20825C104			12/1/2010		11/28/2012	2,278	1,918				0	360
78	X	CONSOL ENERGY INC COM	20854P109			12/1/2010		11/28/2012	544	750				0	-206
79	X	CONSOL ENERGY INC COM	20854P109			12/17/2008		11/28/2012	320	328				0	-8
80	X	CONSOL ENERGY INC COM	20854P109			7/29/2008		11/28/2012	799	2,022				0	-1,223
81	X	CREDIT SUISSE FB USA INC	22541LAR4			3/25/2011		7/25/2012	2,153	2,106				0	47
82	X	CREDIT SUISSE FB USA INC	22541LAR4			3/25/2011		11/29/2012	3,238	3,137				0	101
83	X	DEERE CO	244199105			12/17/2008		7/25/2012	295	164				0	131
84	X	FEDERAL NATL MTG ASSOC	31398AUJ9			2/11/2011		7/25/2012	2,071	2,041				0	30
85	X	ACCO BRANDS CORP	00081T108			1/5/2012		7/30/2012	909	1,066				0	-157
86	X	ACCO BRANDS CORP	00081T108			7/30/2008		7/30/2012	25	28				0	-3
87	X	EXXON MOBIL CORP COM	30231G102			12/1/2010		7/25/2012	763	644				0	119
88	X	EXXON MOBIL CORP COM	30231G102			12/1/2010		11/28/2012	5,019	4,077				0	942
89	X	FEDERAL HOME LN MTG COR	3134A4UK8			12/1/2010		7/25/2012	4,238	4,199				0	39
90	X	FEDERAL NATL MTG ASSOC	3135G0BA0			8/2/2012		11/29/2012	3,188	3,185				0	3
91	X	FEDERAL NATL MTG ASSOC	31398ADM1			12/1/2010		7/25/2012	3,658	3,391				0	267
92	X	FEDERAL NATL MTG ASSOC	31398ADM1			12/1/2010		11/29/2012	3,623	3,365				0	258
93	X	FEDERAL NATL MTG ASSOC	31398AUJ9			2/11/2011		6/12/2012	46,705	45,995				0	710
94	X	ACCO BRANDS CORP	00081T108			12/17/2008		7/30/2012	68	34				0	34
95	X	ACCO BRANDS CORP	00081T108			12/21/2010		7/30/2012	416	424				0	-8
96	X	SOUTHERN COMPANY	842587107			12/1/2010		11/28/2012	1,922	1,729				0	193
97	X	3M COMPANY	88579Y101			12/1/2010		7/25/2012	264	260				0	4
98	X	3M COMPANY	88579Y101			6/30/2009		7/25/2012	1,233	841				0	392
99	X	3M COMPANY	88579Y101			12/1/2010		11/28/2012	1,819	1,733				0	86
100	X	TORONTO DOMINION BANK	891160509			7/27/2011		7/25/2012	995	1,061				0	-66
101	X	TORONTO DOMINION BANK	891160509			7/27/2011		11/28/2012	1,066	1,061				0	5
102	X	TOTAL S A SP ADR	89151E109			12/1/2010		7/25/2012	127	149				0	-22
103	X	SCHLUMBERGER LTD	806857108			12/1/2010		7/25/2012	1,491	1,782				0	-291
104	X	TOTAL S A SP ADR	89151E109			1/9/2009		7/25/2012	591	854				0	-263
105	X	SCHLUMBERGER LTD	806857108			12/1/2010		11/28/2012	1,626	1,863				0	-237
106	X	TOTAL S A SP ADR	89151E109			12/17/2008		7/25/2012	253	360				0	-107
107	X	TOTAL S A SP ADR	89151E109			8/22/2008		7/25/2012	845	1,534				0	-689
108	X	SEMPRA ENERGY	816851109			10/6/2009		7/25/2012	408	306				0	102
109	X	TOTAL S A SP ADR	89151E109			12/1/2010		11/28/2012	2,484	2,491				0	-7
110	X	TRAVELERS COS INC	89417E109			12/1/2010		7/25/2012	2,817	2,536				0	281
111	X	TRAVELERS COS INC	89417E109			3/11/2008		7/25/2012	122	96				0	26
112	X	SEMPRA ENERGY	816851109			12/1/2010		7/25/2012	408	303				0	105
113	X	TRAVELERS COS INC	89417E109			12/1/2010		11/28/2012	3,541	2,756				0	785
114	X	US BANCORP (NEW)	902973304			11/21/2008		7/25/2012	100	96				0	4
115	X	US BANCORP (NEW)	902973304			10/29/2008		7/25/2012	1,431	1,303				0	128
116	X	US BANCORP (NEW)	902973304			12/1/2010		11/28/2012	648	486				0	162
117	X	SEMPRA ENERGY	816851109			12/1/2010		11/28/2012	1,684	1,264				0	420
118	X	US BANCORP (NEW)	902973304			12/17/2008		11/28/2012	324	257				0	67
119	X	US BANCORP (NEW)	902973304			11/21/2008		11/28/2012	1,651	1,631				0	20
120	X	UNILEVER NV NY REG SHS	904784709			12/1/2010		7/25/2012	1,833	1,667				0	166
121	X	UNILEVER NV NY REG SHS	904784709			12/17/2008		7/25/2012	64	51				0	13
122	X	SHELL INTERNATIONAL FIN	822582AJ1			3/25/2011		7/25/2012	3,555	3,082				0	473
123	X	SHELL INTERNATIONAL FIN	822582AJ1			3/25/2011		11/29/2012	1,157	1,026				0	131
124	X	SOUTHERN COMPANY	842587107			12/1/2010		7/25/2012	1,742	1,421				0	321
125	X	UNILEVER NV NY REG SHS	904784709			12/1/2010		11/28/2012	3,657	2,837				0	820
126	X	U S TREASURY BOND	912810FT0			3/3/2011		7/25/2012	5,638	3,966				0	1,672
127	X	U S TREASURY BOND	912810QA9			1/5/2012		2/24/2012	23,842	24,175				0	-333
128	X	U S TREASURY BOND	912810QA9			3/3/2011		2/24/2012	24,925	18,902				0	6,023
129	X	U S TREASURY BOND	912810QD3			1/5/2012		2/27/2012	15,165	15,221				0	-56
130	X	U S TREASURY BOND	912810QD3			2/11/2011		2/27/2012	17,692	13,265				0	4,427
131	X	U S TREASURY BOND	912810QU5			2/24/2012		7/25/2012	7,988	7,021				0	967
132	X	U S TREASURY BOND	912810QU5			2/24/2012		11/29/2012	9,644	9,026				0	618
133	X	U S TREASURY NOTE	912828LK4			2/11/2011		2/27/2012	22,048	21,385				0	663
134	X	U S TREASURY NOTE	912828LK4			2/11/2011		7/25/2012	2,090	2,031				0	59
135	X	U S TREASURY NOTE	912828MP2			1/5/2012		2/27/2012	23,184	23,033				0	151
136	X	U S TREASURY NOTE	912828MP2			3/3/2011		2/27/2012	12,751	11,181				0	1,570

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	680
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	2,669,139	1,157,413	1,511,726
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
137	X	U S TREASURY NOTE	912828MP2			12/21/2010		2/27/2012	8,114	7,205				0	909
138	X	U S TREASURY NOTE	912828MP2			12/1/2010		2/27/2012	6,955	6,350				0	605
139	X	U S TREASURY NOTE	912828ND8			12/1/2010		7/25/2012	4,745	4,178				0	567
140	X	U S TREASURY NOTE	912828ND8			12/1/2010		11/29/2012	1,170	1,043				0	127
141	X	ACCO BRANDS CORP	00081T108			12/1/2010		7/30/2012	595	602				0	-7
142	X	AT&T INC	00206R102			12/17/2008		7/25/2012	527	427				0	100
143	X	AT&T INC	00206R102			8/21/2008		7/25/2012	2,282	2,081				0	201
144	X	AT&T INC	00206R102			12/1/2010		11/28/2012	1,143	965				0	178
145	X	AT&T INC	00206R102			12/17/2008		11/28/2012	1,211	1,025				0	186
146	X	ACCO BRANDS CORP	00081T108			1/5/2012		5/17/2012	2	2				0	0
147	X	FEDERAL NATL MTG ASSOC	31398AUJ9			2/11/2011		8/2/2012	3,106	3,060				0	46
148	X	FEDERAL NATL MTG ASSOC	31398AUJ9			1/5/2012		8/2/2012	44,512	44,426				0	86
149	X	FIRSTENERGY CORP	337932107			8/21/2008		7/25/2012	933	1,342				0	-409
150	X	FIRSTENERGY CORP	337932107			1/9/2009		11/28/2012	382	453				0	-71
151	X	FIRSTENERGY CORP	337932107			12/17/2008		11/28/2012	466	580				0	-114
152	X	FIRSTENERGY CORP	337932107			8/21/2008		11/28/2012	466	777				0	-311
153	X	FIRSTENERGY CORP	337932107			12/1/2010		11/28/2012	85	71				0	14
154	X	GENL DYNAMICS CORP CON	369550108			12/1/2010		11/28/2012	1,116	1,148				0	-32
155	X	GENL DYNAMICS CORP CON	369550108			8/21/2008		11/28/2012	1,182	1,685				0	-503
156	X	GENL DYNAMICS CORP CON	369550108			12/17/2008		11/28/2012	591	505				0	86
157	X	GENERAL ELECTRIC	369604103			1/9/2009		7/25/2012	761	741				0	20
158	X	GENERAL ELECTRIC	369604103			12/1/2010		7/25/2012	1,581	1,290				0	291
159	X	GENERAL ELECTRIC	369604103			12/1/2010		11/28/2012	3,209	2,481				0	728
160	X	GENERAL ELECTRIC COMPA	369604AY9			12/1/2010		7/25/2012	3,066	3,052				0	14
161	X	GENERAL ELECTRIC COMPA	369604AY9			12/1/2010		11/29/2012	2,014	2,011				0	3
162	X	GENERAL MILLS	370334104			3/31/2009		7/25/2012	529	353				0	176
163	X	GENERAL MILLS	370334104			12/1/2010		7/25/2012	265	250				0	15
164	X	GENERAL MILLS	370334104			12/1/2010		11/28/2012	1,261	1,108				0	153
165	X	GOLDMAN SACHS GROUP IN	38141GEE0			12/1/2010		7/25/2012	5,376	5,274				0	102
166	X	GOLDMAN SACHS GROUP IN	38141GEE0			12/1/2010		11/29/2012	5,554	5,248				0	306
167	X	HOME DEPOT INC	437076102			4/9/2010		7/25/2012	1,488	964				0	524
168	X	PEABODY ENERGY CORP C	704549104			12/1/2010		11/28/2012	544	1,345				0	-801
169	X	PEABODY ENERGY CORP C	704549104			12/17/2008		11/28/2012	247	259				0	-12
170	X	PEABODY ENERGY CORP C	704549104			7/29/2008		11/28/2012	519	1,386				0	-867
171	X	PEPSICO INC	713448BH0			3/3/2011		6/12/2012	20,956	19,338				0	1,618
172	X	PEPSICO INC	713448BH0			12/21/2010		6/12/2012	8,150	7,565				0	585
173	X	PEPSICO INC	713448BH0			12/1/2010		6/12/2012	3,493	3,301				0	192
174	X	PEPSICO INC	713448BH0			1/5/2012		6/12/2012	27,942	27,829				0	113
175	X	PFIZER INC	717081103			12/1/2010		7/25/2012	418	301				0	117
176	X	PFIZER INC	717081103			10/19/2009		7/25/2012	1,114	844				0	270
177	X	PFIZER INC	717081103			12/1/2010		11/28/2012	2,982	2,025				0	957
178	X	PHILIP MORRIS INTL INC	718172109			12/1/2010		7/25/2012	2,531	1,672				0	859
179	X	PHILIP MORRIS INTL INC	718172109			12/1/2010		11/28/2012	4,588	2,941				0	1,647
180	X	PHILLIPS 66 SHS	718546104			1/5/2012		5/24/2012	16	14				0	2
181	X	PHILLIPS 66 SHS	718546104			12/1/2010		11/28/2012	1,429	799				0	630
182	X	PRAXAIR INC	74005P104			12/1/2010		3/15/2012	6,069	5,132				0	937
183	X	PRAXAIR INC	74005P104			12/17/2008		3/15/2012	1,104	590				0	514
184	X	PRAXAIR INC	74005P104			7/29/2008		3/15/2012	552	470				0	82
185	X	PRAXAIR INC	74005P104			12/1/2010		11/28/2012	2,768	2,426				0	342
186	X	PROCTER & GAMBLE CO	742718109			8/21/2008		7/25/2012	1,668	1,738				0	-70
187	X	PROCTER & GAMBLE CO	742718109			12/17/2008		7/25/2012	385	369				0	16
188	X	PROCTER & GAMBLE CO	742718109			12/1/2010		11/28/2012	2,082	1,869				0	213
189	X	PROCTER & GAMBLE CO	742718109			12/17/2008		11/28/2012	763	676				0	87
190	X	PRUDENTIAL FINANCIAL INC	744320102			6/10/2010		7/25/2012	775	972				0	-197
191	X	PRUDENTIAL FINANCIAL INC	744320102			12/1/2010		11/28/2012	258	260				0	-2
192	X	PRUDENTIAL FINANCIAL INC	744320102			7/3/2010		11/28/2012	1,186	1,360				0	-174
193	X	PRUDENTIAL FINANCIAL INC	744320102			6/10/2010		11/28/2012	52	57				0	-5
194	X	PUB SVC ENTERPRISE GRP	744573106			12/1/2010		7/25/2012	389	375				0	14
195	X	PUB SVC ENTERPRISE GRP	744573106			3/6/2009		7/25/2012	518	403				0	115
196	X	PUB SVC ENTERPRISE GRP	744573106			12/1/2010		11/28/2012	1,137	1,188				0	-51
197	X	RAYTHEON CO DELAWARE N	755111507			8/21/2008		7/25/2012	1,710	1,889				0	-179
198	X	RAYTHEON CO DELAWARE N	755111507			7/29/2008		7/25/2012	165	174				0	-9
199	X	RAYTHEON CO DELAWARE N	755111507			12/1/2010		11/28/2012	1,014	850				0	164
200	X	RAYTHEON CO DELAWARE N	755111507			12/17/2008		11/28/2012	1,408	1,268				0	140
201	X	RAYTHEON CO DELAWARE N	755111507			8/21/2008		11/28/2012	507	548				0	-41
202	X	RIO TINTO PLC SPNSRD ADR	767204100			12/17/2008		7/25/2012	685	302				0	383
203	X	RIO TINTO PLC SPNSRD ADR	767204100			7/30/2008		7/25/2012	214	497				0	-283
204	X	RIO TINTO PLC SPNSRD ADR	767204100			12/1/2010		11/28/2012	1,371	1,927				0	-556

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	680
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	2,669,139	1,157,413	1,511,726
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
205	X	RIO TINTO PLC SPNSRD ADR	767204100			12/17/2008		11/28/2012	189	75				0	114
206	X	VERIZON COMMUNICATNS C(	92343V104			12/1/2010		7/25/2012	1,755	1,304				0	451
207	X	VERIZON COMMUNICATNS C(	92343V104			12/1/2010		11/28/2012	4,823	3,617				0	1,206
208	X	VERIZON COMMUNICATIONS	92343VAY0			8/25/2011		7/25/2012	4,303	4,127				0	176
209	X	VERIZON COMMUNICATIONS	92343VAY0			8/25/2011		11/29/2012	2,136	2,058				0	78
210	X	VODAFONE GROP PLC SP AD	92857W209			12/1/2010		7/25/2012	968	909				0	59
211	X	VODAFONE GROP PLC SP AD	92857W209			12/17/2008		7/25/2012	664	487				0	177
212	X	VODAFONE GROP PLC SP AD	92857W209			12/1/2010		11/28/2012	1,417	1,454				0	-37
213	X	WAL-MART STORES INC	931142103			12/1/2010		7/25/2012	505	384				0	121
214	X	WAL-MART STORES INC	931142103			12/17/2008		7/25/2012	1,082	841				0	241
215	X	WAL-MART STORES INC	931142103			4/17/2007		7/25/2012	288	192				0	96
216	X	WAL-MART STORES INC	931142103			12/1/2010		11/28/2012	2,400	1,866				0	534
217	X	WELLS FARGO & CO NEW DE	949746101			1/9/2009		7/25/2012	927	923				0	4
218	X	U S TREASURY NOTE	912828NT3			12/1/2010		7/25/2012	2,239	1,950				0	289
219	X	U S TREASURY NOTE	912828NT3			12/1/2010		11/29/2012	1,106	975				0	131
220	X	U S TREASURY NOTE	912828NZ9			12/1/2010		7/25/2012	4,120	3,942				0	178
221	X	U S TREASURY NOTE	912828NZ9			3/3/2011		9/10/2012	6,166	5,777				0	389
222	X	U S TREASURY NOTE	912828NZ9			12/21/2010		9/10/2012	11,304	10,669				0	635
223	X	U S TREASURY NOTE	912828NZ9			12/1/2010		9/10/2012	4,110	3,942				0	168
224	X	U S TREASURY NOTE	912828NZ9			1/5/2012		10/26/2012	2,049	2,039				0	10
225	X	U S TREASURY NOTE	912828NZ9			3/3/2011		10/26/2012	13,319	12,517				0	802
226	X	U S TREASURY NOTE	912828NZ9			1/5/2012		11/29/2012	2,052	2,038				0	14
227	X	U S TREASURY NOTE	912828PA2			8/2/2012		11/29/2012	2,119	2,118				0	1
228	X	U S TREASURY NOTE	912828QF0			5/27/2011		7/25/2012	3,182	3,035				0	147
229	X	U S TREASURY NOTE	912828QF0			5/27/2011		11/29/2012	2,109	2,021				0	88
230	X	U S TREASURY NOTE	912828RC6			8/25/2011		7/25/2012	2,147	1,980				0	167
231	X	U S TREASURY NOTE	912828RC6			8/25/2011		11/29/2012	5,301	4,951				0	350
232	X	U S TREASURY NOTE	912828RM4			11/17/2011		7/25/2012	2,046	2,011				0	35
233	X	U S TREASURY NOTE	912828RM4			11/17/2011		8/2/2012	11,241	11,061				0	180
234	X	U S TREASURY NOTE	912828RM4			11/17/2011		11/29/2012	3,062	3,015				0	47
235	X	U S TREASURY NOTE	912828SF8			2/27/2012		7/25/2012	6,345	6,044				0	301
236	X	U S TREASURY NOTE	912828SF8			2/27/2012		11/29/2012	2,087	2,014				0	73
237	X	U S TREASURY NOTE	912828SW1			6/12/2012		7/16/2012	26,011	25,987				0	24
238	X	U S TREASURY NOTE	912828SW1			6/12/2012		7/25/2012	3,002	2,998				0	4
239	X	U S TREASURY NOTE	912828SW1			6/12/2012		8/2/2012	31,017	30,984				0	33
240	X	UNITED TECHS CORP COM	913017109			12/1/2010		7/25/2012	2,449	2,642				0	-193
241	X	UNITED TECHS CORP COM	913017109			5/5/2009		7/25/2012	144	103				0	41
242	X	UNITED TECHS CORP COM	913017109			12/1/2010		11/28/2012	3,753	3,653				0	100
243	X	V F CORPORATION	918204108			3/5/2009		7/25/2012	2,506	820				0	1,686
244	X	V F CORPORATION	918204108			12/1/2010		11/28/2012	4,692	2,458				0	2,234
245	X	V F CORPORATION	918204108			3/5/2009		11/28/2012	162	48				0	114
246	X	VERIZON COMMUNICATNS C(	92343V104			12/1/2010		3/14/2012	6,130	5,051				0	1,079
247	X	VERIZON COMMUNICATNS C(	92343V104			12/17/2008		3/14/2012	791	646				0	145
248	X	WELLS FARGO & CO NEW DE	949746101			12/17/2008		7/25/2012	629	580				0	49
249	X	WELLS FARGO & CO NEW DE	949746101			8/21/2008		7/25/2012	1,224	1,193				0	31
250	X	WELLS FARGO & CO NEW DE	949746101			12/1/2010		11/28/2012	3,610	3,028				0	582
251	X	WELLS FARGO & CO NEW DE	949746101			1/9/2009		11/28/2012	755	758				0	-3
252	X	WEYERHAEUSER CO	962166104			12/1/2010		7/25/2012	435	327				0	108
253	X	WEYERHAEUSER CO	962166104			9/2/2010		7/25/2012	1,007	686				0	321
254	X	WEYERHAEUSER CO	962166104			1/9/2009		7/25/2012	46	84				0	-38
255	X	WEYERHAEUSER CO	962166104			12/1/2010		11/28/2012	1,970	1,272				0	698
256	X	WYNDHAM WORLDWIDE COR	98310W108			2/27/2009		1/4/2012	592,341	58,581				0	533,760
257	X	WYNDHAM WORLDWIDE COR	98310W108			11/11/2008		1/4/2012	1,107,180	197,363				0	909,817
258	X	ACE LIMITED	H0023R105			10/6/2011		7/25/2012	1,369	1,154				0	215
259	X	ACE LIMITED	H0023R105			10/5/2011		7/25/2012	288	244				0	44
260	X	INTL BUSINESS MACHINES	459200101			7/29/2008		7/25/2012	191	128				0	63
261	X	INTL BUSINESS MACHINES	459200101			12/17/2008		7/25/2012	1,910	867				0	1,043
262	X	INTL BUSINESS MACHINES	459200101			12/1/2010		11/28/2012	3,071	2,315				0	756
263	X	IBM CORP	459200BA8			3/25/2011		7/25/2012	5,072	5,065				0	7
264	X	IBM CORP	459200BA8			1/5/2012		11/29/2012	26,000	26,000				0	0
265	X	IBM CORP	459200BA8			3/25/2011		11/29/2012	24,000	24,000				0	0
266	X	JPMORGAN CHASE & CO	46625H100			5/5/2009		7/25/2012	875	877				0	-2
267	X	JPMORGAN CHASE & CO	46625H100			5/28/2009		7/25/2012	595	644				0	-49
268	X	JPMORGAN CHASE & CO	46625H100			11/2/2008		7/25/2012	1,645	1,885				0	-240
269	X	JPMORGAN CHASE & CO	46625H100			12/1/2010		7/25/2012	630	688				0	-58
270	X	JPMORGAN CHASE & CO	46625H100			12/1/2010		11/28/2012	4,205	3,938				0	267
271	X	JPMORGAN CHASE & CO	46625HBV1			12/1/2010		7/25/2012	3,212	3,118				0	94
272	X	JPMORGAN CHASE & CO	46625HBV1			12/1/2010		11/29/2012	2,134	2,066				0	68

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	680	Capital Gains/Losses	2,669,139	1,157,413	1,511,726
Short Term CG Distributions	0	Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Depreciation	Adjustments	Net Gain or Loss
273	X	INTEL CORP	458140100			12/1/2010		11/28/2012	1,202	1,300				0	-98
274	X	INTL BUSINESS MACHINES	459200101			12/1/2010		7/25/2012	573	434				0	139
275	X	JOHNSON AND JOHNSON CO	478160104			2/24/2009		7/25/2012	202	164				0	38
276	X	JOHNSON AND JOHNSON CO	478160104			12/1/2010		7/25/2012	1,282	1,182				0	100
277	X	JOHNSON AND JOHNSON CO	478160104			12/1/2010		11/28/2012	1,871	1,680				0	191
278	X	JOHNSON CONTROLS INC	478366107			3/14/2011		11/28/2012	1,737	2,558				0	-821
279	X	KIMBERLY CLARK	494368103			12/1/2010		3/14/2012	5,521	4,785				0	736
280	X	KIMBERLY CLARK	494368103			12/17/2008		3/14/2012	799	563				0	236
281	X	KIMBERLY CLARK	494368103			12/1/2010		11/28/2012	2,408	1,763				0	645
282	X	LIMITED BRANDS INC	532716107			2/17/2011		7/25/2012	1,719	1,264				0	455
283	X	LIMITED BRANDS INC	532716107			2/17/2011		11/28/2012	2,633	1,730				0	903
284	X	LORILLARD INC	544147101			12/1/2010		11/28/2012	1,684	1,152				0	532
285	X	LORILLARD INC	544147101			3/5/2009		11/28/2012	1,203	572				0	631
286	X	MARATHON OIL CORP	565849106			3/22/2008		7/25/2012	678	943				0	-265
287	X	MARATHON OIL CORP	565849106			2/28/2008		7/25/2012	101	130				0	-29
288	X	MARATHON OIL CORP	565849106			12/17/2008		11/28/2012	311	163				0	148
289	X	MARATHON OIL CORP	565849106			3/22/2008		11/28/2012	1,118	1,257				0	-139
290	X	MARATHON PETROLEUM COR	56585A102			3/22/2008		7/25/2012	575	548				0	27
291	X	MARATHON PETROLEUM COR	56585A102			2/28/2008		7/25/2012	398	394				0	4
292	X	MARATHON PETROLEUM COR	56585A102			12/1/2010		11/28/2012	237	111				0	126
293	X	MARATHON PETROLEUM COR	56585A102			12/17/2008		11/28/2012	473	187				0	286
294	X	MARATHON PETROLEUM COR	56585A102			3/22/2008		11/28/2012	651	464				0	187
295	X	MCDONALDS CORP COM	580135101			12/1/2010		7/25/2012	2,286	2,068				0	218
296	X	MCDONALDS CORP COM	580135101			12/1/2010		11/28/2012	3,548	3,261				0	287
297	X	MEADWESTVACO CORP	583334107			12/1/2010		7/25/2012	798	642				0	156
298	X	MEADWESTVACO CORP	583334107			12/17/2008		7/25/2012	712	281				0	431
299	X	MEADWESTVACO CORP	583334107			7/30/2008		7/25/2012	313	271				0	42
300	X	MEADWESTVACO CORP	583334107			12/1/2010		11/28/2012	1,063	802				0	261
301	X	MERCK AND CO INC SHS	58933Y105			1/28/2010		7/25/2012	297	286				0	11
302	X	MERCK AND CO INC SHS	58933Y105			1/5/2010		7/25/2012	1,189	1,045				0	144
303	X	MERCK AND CO INC SHS	58933Y105			12/1/2010		11/28/2012	2,758	2,173				0	585
304	X	MERCK AND CO INC SHS	58933Y105			1/28/2010		11/28/2012	44	41				0	3
305	X	MICROSOFT CORP	594918104			12/1/2010		7/25/2012	233	209				0	24
306	X	MICROSOFT CORP	594918104			7/15/2010		7/25/2012	844	745				0	99
307	X	MICROSOFT CORP	594918104			12/1/2010		11/28/2012	1,861	1,780				0	81
308	X	NEXTERA ENERGY INC SHS	65339F101			12/17/2008		7/25/2012	276	191				0	85
309	X	NEXTERA ENERGY INC SHS	65339F101			5/10/2007		7/25/2012	1,309	1,206				0	103
310	X	NEXTERA ENERGY INC SHS	65339F101			12/1/2010		11/28/2012	1,750	1,328				0	422
311	X	NEXTERA ENERGY INC SHS	65339F101			12/17/2008		11/28/2012	606	430				0	176
312	X	NORTHEAST UTILITIES COM	664397106			12/1/2010		7/25/2012	551	443				0	108
313	X	NORTHEAST UTILITIES COM	664397106			12/17/2008		7/25/2012	551	317				0	234
314	X	NORTHEAST UTILITIES COM	664397106			12/1/2010		11/28/2012	1,142	950				0	192
315	X	NORTHROP GRUMMAN CORP	666807102			8/9/2008		7/25/2012	1,090	1,031				0	59
316	X	NORTHROP GRUMMAN CORP	666807102			12/17/2008		7/25/2012	128	76				0	52
317	X	NORTHROP GRUMMAN CORP	666807102			12/1/2010		11/28/2012	792	685				0	107
318	X	NORTHROP GRUMMAN CORP	666807102			12/17/2008		11/28/2012	858	494				0	364
319	X	OCCIDENTAL PETE CORP CA	674599105			12/17/2008		7/25/2012	913	640				0	273
320	X	OCCIDENTAL PETE CORP CA	674599105			7/29/2008		7/25/2012	581	525				0	56
321	X	OCCIDENTAL PETE CORP CA	674599105			12/1/2010		11/28/2012	2,360	2,814				0	-454
322	X	OCCIDENTAL PETE CORP CA	674599105			12/17/2008		11/28/2012	304	233				0	71

Part I, Line 16b (990-PF) - Accounting Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,500	0	0	1,500
	Description				
1	TAX PREPARATION FEE	1,500			1,500

Part I, Line 16c (990-PF) - Other Professional Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		28,693	17,216	0	11,477
	Description				
1	MERRILL LYNCH FEES AS AGENT	28,693	17,216		11,477

Part I, Line 18 (990-PF) - Taxes

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		1,167	1,167	0	0
	Description				
1	FOREIGN TAX WITHHELD	1,167	1,167		

Part I, Line 23 (990-PF) - Other Expenses

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		20	20	0	0
	Description				
1	ADR FEES	20	20		

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	6,153
2	PURCHASE OF ACCRUED INTEREST C/O FROM PY	2	77
3	Total	3	6,230

Line 5 - Decreases not included in Part III, Line 2

1	BOND AMORTIZATION	1	14,523
2	PURCHASE OF ACCRUED INTEREST C/O TO NEXT YEAR	2	2,415
3	Total	3	16,938

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	680
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						2,668,459	0	0	1,157,413	1,511,046	0	0	0	1,511,046
1	AT&T INC	00206RAJ1		12/1/2010	7/25/2012	3,627		0	3,306	321	0	0	0	321
2	AT&T INC	00206RAJ1		12/1/2010	11/29/2012	2,394		0	2,189	205	0	0	0	205
3	ABBOTT LABS	002824100		5/10/2007	7/25/2012	1,406		0	1,340	66	0	0	0	66
4	ABBOTT LABS	002824100		12/17/2008	8/29/2012	1,249		0	997	252	0	0	0	252
5	ABBOTT LABS	002824100		5/10/2007	8/29/2012	1,052		0	975	77	0	0	0	77
6	ABBOTT LABS	002824100		12/1/2010	8/29/2012	3,616		0	2,587	1,029	0	0	0	1,029
7	ABBOTT LABS	002824100		12/1/2010	11/28/2012	1,290		0	941	349	0	0	0	349
8	AMER EXPRESS COMPANY	025816109		12/15/2010	7/25/2012	944		0	793	151	0	0	0	151
9	AMER EXPRESS COMPANY	025816109		12/15/2010	11/28/2012	1,721		0	1,445	276	0	0	0	276
10	ANHEUSER-BUSCH INBEV WOR	03523TBP2		7/16/2012	7/25/2012	1,014		0	1,014	0	0	0	0	0
11	BANK OF NOVA SCOTIA	064149107		7/30/2008	7/25/2012	99		0	97	2	0	0	0	2
12	BANK OF NOVA SCOTIA	064149107		8/22/2008	7/25/2012	1,141		0	1,192	-51	0	0	0	-51
13	BANK OF NOVA SCOTIA	064149107		12/17/2008	11/28/2012	1,103		0	500	603	0	0	0	603
14	BANK OF NOVA SCOTIA	064149107		12/1/2010	11/28/2012	1,158		0	1,120	38	0	0	0	38
15	BANK OF NOVA SCOTIA	064149107		8/22/2008	11/28/2012	165		0	156	9	0	0	0	9
16	BHP BILLITON LTD ADR	088606108		12/1/2010	3/14/2012	14,153		0	16,401	-2,248	0	0	0	-2,248
17	BHP BILLITON LTD ADR	088606108		12/21/2010	11/28/2012	1,354		0	1,736	-382	0	0	0	-382
18	BHP BILLITON LTD ADR	088606108		12/1/2010	11/28/2012	2,281		0	2,733	-452	0	0	0	-452
19	BRISTOL-MYERS SQUIBB CO	110122108		4/7/2009	7/25/2012	69		0	41	28	0	0	0	28
20	BRISTOL-MYERS SQUIBB CO	110122108		12/1/2010	7/25/2012	2,486		0	1,847	639	0	0	0	639
21	CAMECO CORP COM	13321L108		12/1/2010	9/17/2012	2,100		0	3,647	-1,547	0	0	0	-1,547
22	CAMECO CORP COM	13321L108		12/24/2010	9/18/2012	827		0	1,470	-643	0	0	0	-643
23	CAMECO CORP COM	13321L108		1/5/2012	9/18/2012	3,611		0	3,131	480	0	0	0	480
24	CAMECO CORP COM	13321L108		12/21/2010	9/18/2012	696		0	1,263	-567	0	0	0	-567
25	CANADIAN NATL RAILWAY CO	136375102		8/27/2009	7/25/2012	1,528		0	889	639	0	0	0	639
26	CANADIAN NATL RAILWAY CO	136375102		12/1/2010	11/28/2012	2,055		0	1,514	541	0	0	0	541
27	DEERE CO	244199105		12/1/2010	7/25/2012	1,325		0	1,370	-45	0	0	0	-45
28	DEERE CO	244199105		12/1/2010	11/28/2012	3,031		0	2,740	291	0	0	0	291
29	DEERE & COMPANY	244199BE4		6/12/2012	7/25/2012	5,189		0	5,024	165	0	0	0	165
30	DEERE & COMPANY	244199BE4		6/12/2012	11/29/2012	2,037		0	2,009	28	0	0	0	28
31	DIAGEO PLC SPSD ADR NEW	25243Q205		12/1/2010	7/25/2012	2,665		0	1,874	791	0	0	0	791
32	DIAGEO PLC SPSD ADR NEW	25243Q205		12/1/2010	11/28/2012	3,732		0	2,234	1,498	0	0	0	1,498
33	HOME DEPOT INC	437076102		12/1/2010	7/25/2012	103		0	64	39	0	0	0	39
34	HOME DEPOT INC	437076102		12/1/2010	11/28/2012	2,982		0	1,460	1,522	0	0	0	1,522
35	HONEYWELL INTL INC DEL	438516106		4/6/2011	7/25/2012	905		0	944	-39	0	0	0	-39
36	HONEYWELL INTL INC DEL	438516106		4/6/2011	11/28/2012	1,407		0	1,358	49	0	0	0	49
37	INTEL CORP	458140100		8/16/2009	7/25/2012	1,238		0	969	269	0	0	0	269
38	DOMINION RES INC NEW VA	25746U109		12/1/2010	7/25/2012	2 329		0	1,848	481	0	0	0	481
39	DOMINION RES INC NEW VA	25746U109		7/9/2009	7/25/2012	53		0	33	20	0	0	0	20
40	DOMINION RES INC NEW VA	25746U109		12/1/2010	11/28/2012	2,518		0	2,100	418	0	0	0	418
41	DOW CHEMICAL CO	260543103		6/6/2011	7/25/2012	810		0	950	-140	0	0	0	-140
42	DU PONT E I DE NEMOURS	263534109		12/17/2008	7/25/2012	240		0	136	104	0	0	0	104
43	DU PONT E I DE NEMOURS	263534109		12/1/2010	7/25/2012	3,024		0	3,052	-28	0	0	0	-28
44	DU PONT E I DE NEMOURS	263534109		12/1/2010	11/28/2012	2,508		0	2,810	-302	0	0	0	-302
45	EQT CORP	26884L109		12/17/2008	7/25/2012	380		0	226	154	0	0	0	154
46	EQT CORP	26884L109		7/29/2008	7/25/2012	434		0	418	16	0	0	0	16
47	EQT CORP	26884L109		12/1/2010	11/28/2012	2,038		0	1,367	671	0	0	0	671
48	EQT CORP	26884L109		12/17/2008	11/28/2012	185		0	97	88	0	0	0	88
49	ENBRIDGE INC COM	29250N105		12/1/2010	7/25/2012	163		0	114	49	0	0	0	49
50	ENBRIDGE INC COM	29250N105		7/30/2008	7/25/2012	569		0	299	270	0	0	0	270
51	ENBRIDGE INC COM	29250N105		12/17/2008	7/25/2012	813		0	329	484	0	0	0	484
52	ENBRIDGE INC COM	29250N105		12/1/2010	11/28/2012	2,572		0	1,831	741	0	0	0	741
53	EXXON MOBIL CORP COM	30231G102		12/17/2008	7/25/2012	593		0	575	18	0	0	0	18
54	EXXON MOBIL CORP COM	30231G102		1/9/2009	7/25/2012	2,373		0	2,403	-30	0	0	0	-30
55	BRISTOL-MYERS SQUIBB CO	110122108		12/1/2010	11/28/2012	3,304		0	2,591	713	0	0	0	713
56	CAMECO CORP COM	13321L108		12/21/2010	9/17/2012	2,771		0	5,050	-2,279	0	0	0	-2,279
57	CANADIAN NATL RAILWAY CO	136375102		8/27/2009	11/28/2012	715		0	395	320	0	0	0	320
58	CATERPILLAR INC DEL	149123101		12/1/2010	7/25/2012	3,243		0	3,415	-172	0	0	0	-172
59	CATERPILLAR INC DEL	149123101		12/1/2010	11/28/2012	2 806		0	2,890	-84	0	0	0	-84
60	CENTURYLINK INC SHS	156700106		1/5/2010	7/25/2012	1,014		0	683	331	0	0	0	331
61	CENTURYLINK INC SHS	156700106		12/1/2010	7/25/2012	41		0	42	-1	0	0	0	-1
62	CENTURYLINK INC SHS	156700106		12/1/2010	11/28/2012	1,500		0	1,646	-146	0	0	0	-146
63	CHEVRON CORP	166764100		12/1/2010	7/25/2012	3,160		0	2,492	668	0	0	0	668
64	CHEVRON CORP	166764100		12/1/2010	11/28/2012	5,484		0	4,320	1,164	0	0	0	1,164
65	CHUBB CORP	171232101		12/17/2008	7/25/2012	833		0	599	234	0	0	0	234
66	CHUBB CORP	171232101		12/1/2010	7/25/2012	1,042		0	870	172	0	0	0	172
67	CHUBB CORP	171232101		12/1/2010	11/28/2012	2,372		0	1,798	574	0	0	0	574
68	CISCO SYSTEMS INC	17275RAH5		12/1/2010	7/25/2012	4,714		0	4,221	493	0	0	0	493
69	CISCO SYSTEMS INC	17275RAH5		12/1/2010	11/29/2012	2,341		0	2,106	235	0	0	0	235
70	CITIGROUP INC	172967FT3		11/17/2011	7/25/2012	2,101		0	1,914	187	0	0	0	187
71	CITIGROUP INC	172967FT3		11/17/2011	11/29/2012	3,379		0	2,872	507	0	0	0	507
72	COCA COLA COM	191216100		12/1/2010	7/25/2012	1,692		0	1,421	271	0	0	0	271
73	COCA COLA COM	191216100		12/1/2010	11/28/2012	2,176		0	1,875	301	0	0	0	301
74	COMCAST CRP NEW CL A SPL	20030N200		2/16/2011	7/25/2012	894		0	697	197	0	0	0	197
75	COMCAST CRP NEW CL A SPL	20030N200		2/16/2011	11/28/2012	2,101		0	1,417	684	0	0	0	684
76	CONOCOPHILLIPS	20825C104		12/1/2010	7/25/2012	745		0	671	74	0	0	0	74
77	CONOCOPHILLIPS	20825C104		12/1/2010	11/28/2012	2,278		0	1,918	360	0	0	0	360
78	CONSOL ENERGY INC COM	20854P109		12/1/2010	11/28/2012	544		0	750	-206	0	0	0	-206
79	CONSOL ENERGY INC COM	20854P109		12/17/2008	11/28/2012	320		0	328	-8	0	0	0	-8
80	CONSOL ENERGY INC COM	20854P109		7/29/2008	11/28/2012	799		0	2,022	-1,223	0	0	0	-1,223
81	CREDIT SUISSE FB USA INC	22541LAR4		3/25/2011	7/25/2012	2,153		0	2,106	47	0	0	0	47
82	CREDIT SUISSE FB USA INC	22541LAR4		3/25/2011	11/29/2012	3,238		0	3,137	101	0	0	0	101
83	DEERE CO	244199105		12/17/2008	7/25/2012	295		0	164	131	0	0	0	131
84	FEDERAL NATL MTG ASSOC	31398AUJ9		2/11/2011	7/25/2012	2,071		0	2,041	30	0	0	0	30

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	680
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						2,688,459	0	0	1,157,413	1,511,046	0	0	0	1,511,046
85	ACCO BRANDS CORP	00081T108		1/5/2012	7/30/2012	909		0	1,066	-157	0	0	0	-157
86	ACCO BRANDS CORP	00081T108		7/30/2008	7/30/2012	25		0	28	-3	0	0	0	-3
87	EXXON MOBIL CORP COM	30231G102		12/1/2010	7/25/2012	763		0	644	119	0	0	0	119
88	EXXON MOBIL CORP COM	30231G102		12/1/2010	11/28/2012	5,019		0	4,077	942	0	0	0	942
89	FEDERAL HOME LN MTG CORP	3134A4UK8		12/1/2010	7/25/2012	4,238		0	4,199	39	0	0	0	39
90	FEDERAL NATL MTG ASSOC	3135G0BA0		8/2/2012	11/29/2012	3,188		0	3,185	3	0	0	0	3
91	FEDERAL NATL MTG ASSOC	31398ADM1		12/1/2010	7/25/2012	3,658		0	3,391	267	0	0	0	267
92	FEDERAL NATL MTG ASSOC	31398ADM1		12/1/2010	11/29/2012	3,623		0	3 365	258	0	0	0	258
93	FEDERAL NATL MTG ASSOC	31398AUJ9		2/11/2011	6/12/2012	46,705		0	45,995	710	0	0	0	710
94	ACCO BRANDS CORP	00081T108		12/17/2008	7/30/2012	68		0	34	34	0	0	0	34
95	ACCO BRANDS CORP	00081T108		12/21/2010	7/30/2012	416		0	424	-8	0	0	0	-8
96	SOUTHERN COMPANY	842587107		12/1/2010	11/28/2012	1,922		0	1,729	193	0	0	0	193
97	3M COMPANY	88579Y101		12/1/2010	7/25/2012	264		0	260	4	0	0	0	4
98	3M COMPANY	88579Y101		6/30/2009	7/25/2012	1,233		0	841	392	0	0	0	392
99	3M COMPANY	88579Y101		12/1/2010	11/28/2012	1,819		0	1,733	86	0	0	0	86
100	TORONTO DOMINION BANK	891160509		7/27/2011	7/25/2012	995		0	1,061	-66	0	0	0	-66
101	TORONTO DOMINION BANK	891160509		7/27/2011	11/28/2012	1,066		0	1,061	5	0	0	0	5
102	TOTAL S.A SP ADR	89151E109		12/1/2010	7/25/2012	127		0	149	-22	0	0	0	-22
103	SCHLUMBERGER LTD	806857108		12/1/2010	7/25/2012	1,491		0	1,782	-291	0	0	0	-291
104	TOTAL S A SP ADR	89151E109		1/9/2009	7/25/2012	591		0	854	-263	0	0	0	-263
105	SCHLUMBERGER LTD	806857108		12/1/2010	11/28/2012	1,626		0	1,863	-237	0	0	0	-237
106	TOTAL S.A SP ADR	89151E109		12/17/2008	7/25/2012	253		0	360	-107	0	0	0	-107
107	TOTAL S A SP ADR	89151E109		8/22/2008	7/25/2012	845		0	1,534	-689	0	0	0	-689
108	SEMPRA ENERGY	816851109		10/6/2009	7/25/2012	408		0	306	102	0	0	0	102
109	TOTAL S.A SP ADR	89151E109		12/1/2010	11/28/2012	2,484		0	2,491	-7	0	0	0	-7
110	TRAVELERS COS INC	89417E109		12/1/2010	7/25/2012	2,817		0	2,536	281	0	0	0	281
111	TRAVELERS COS INC	89417E109		3/11/2008	7/25/2012	122		0	96	26	0	0	0	26
112	SEMPRA ENERGY	816851109		12/1/2010	7/25/2012	408		0	303	105	0	0	0	105
113	TRAVELERS COS INC	89417E109		12/1/2010	11/28/2012	3,541		0	2 756	785	0	0	0	785
114	US BANCORP (NEW)	902973304		11/21/2008	7/25/2012	100		0	96	4	0	0	0	4
115	US BANCORP (NEW)	902973304		10/29/2008	7/25/2012	1,431		0	1,303	128	0	0	0	128
116	US BANCORP (NEW)	902973304		12/1/2010	11/28/2012	648		0	486	162	0	0	0	162
117	SEMPRA ENERGY	816851109		12/1/2010	11/28/2012	1,684		0	1,264	420	0	0	0	420
118	US BANCORP (NEW)	902973304		12/17/2008	11/28/2012	324		0	257	67	0	0	0	67
119	US BANCORP (NEW)	902973304		11/21/2008	11/28/2012	1,651		0	1,631	20	0	0	0	20
120	UNILEVER NV NY REG SHS	904784709		12/1/2010	7/25/2012	1,833		0	1,667	166	0	0	0	166
121	UNILEVER NV NY REG SHS	904784709		12/17/2008	7/25/2012	64		0	51	13	0	0	0	13
122	SHELL INTERNATIONAL FIN	822582AJ1		3/25/2011	7/25/2012	3,555		0	3,082	473	0	0	0	473
123	SHELL INTERNATIONAL FIN	822582AJ1		3/25/2011	11/29/2012	1,157		0	1,026	131	0	0	0	131
124	SOUTHERN COMPANY	842587107		12/1/2010	7/25/2012	1,742		0	1,421	321	0	0	0	321
125	UNILEVER NV NY REG SHS	904784709		12/1/2010	11/28/2012	3,657		0	2,837	820	0	0	0	820
126	U S TREASURY BOND	912810FT0		3/3/2011	7/25/2012	5,638		0	3,966	1,672	0	0	0	1,672
127	U S TREASURY BOND	912810QA9		1/5/2012	2/24/2012	23,842		0	24,175	-333	0	0	0	-333
128	U S TREASURY BOND	912810QA9		3/3/2011	2/24/2012	24,925		0	18,902	6,023	0	0	0	6,023
129	U S TREASURY BOND	912810QD3		1/5/2012	2/27/2012	15,165		0	15,221	-56	0	0	0	-56
130	U S TREASURY BOND	912810QD3		2/11/2011	2/27/2012	17,692		0	13,265	4,427	0	0	0	4,427
131	U S TREASURY BOND	912810QU5		2/24/2012	7/25/2012	7,988		0	7,021	967	0	0	0	967
132	U S TREASURY BOND	912810QU5		2/24/2012	11/29/2012	9,644		0	9,026	618	0	0	0	618
133	U S TREASURY NOTE	912828LK4		2/11/2011	2/27/2012	22,048		0	21,385	663	0	0	0	663
134	U S TREASURY NOTE	912828LK4		2/11/2011	7/25/2012	2,090		0	2 031	59	0	0	0	59
135	U S TREASURY NOTE	912828MP2		1/5/2012	2/27/2012	23,184		0	23,033	151	0	0	0	151
136	U S TREASURY NOTE	912828MP2		3/3/2011	2/27/2012	12,751		0	11,181	1,570	0	0	0	1,570
137	U S TREASURY NOTE	912828MP2		12/21/2010	2/27/2012	8,114		0	7,205	909	0	0	0	909
138	U S TREASURY NOTE	912828MP2		12/1/2010	2/27/2012	6,955		0	6,350	605	0	0	0	605
139	U S TREASURY NOTE	912828ND8		12/1/2010	7/25/2012	4,745		0	4,178	567	0	0	0	567
140	U S TREASURY NOTE	912828ND8		12/1/2010	11/29/2012	1,170		0	1,043	127	0	0	0	127
141	ACCO BRANDS CORP	00081T108		12/1/2010	7/30/2012	595		0	602	-7	0	0	0	-7
142	AT&T INC	00206R102		12/17/2008	7/25/2012	527		0	427	100	0	0	0	100
143	AT&T INC	00206R102		8/21/2008	7/25/2012	2,282		0	2,081	201	0	0	0	201
144	AT&T INC	00206R102		12/1/2010	11/28/2012	1,143		0	965	178	0	0	0	178
145	AT&T INC	00206R102		12/17/2008	11/28/2012	1,211		0	1,025	186	0	0	0	186
146	ACCO BRANDS CORP	00081T108		1/5/2012	5/17/2012	2		0	2	0	0	0	0	0
147	FEDERAL NATL MTG ASSOC	31398AUJ9		2/11/2011	8/2/2012	3,106		0	3,060	46	0	0	0	46
148	FEDERAL NATL MTG ASSOC	31398AUJ9		1/5/2012	8/2/2012	44,512		0	44,426	86	0	0	0	86
149	FIRSTENERGY CORP	337932107		8/21/2008	7/25/2012	933		0	1,342	-409	0	0	0	-409
150	FIRSTENERGY CORP	337932107		1/9/2009	11/28/2012	382		0	453	-71	0	0	0	-71
151	FIRSTENERGY CORP	337932107		12/17/2008	11/28/2012	466		0	580	-114	0	0	0	-114
152	FIRSTENERGY CORP	337932107		8/21/2008	11/28/2012	466		0	777	-311	0	0	0	-311
153	FIRSTENERGY CORP	337932107		12/1/2010	11/28/2012	85		0	71	14	0	0	0	14
154	GENL DYNAMICS CORP COM	369550108		12/1/2010	11/28/2012	1,116		0	1,148	-32	0	0	0	-32
155	GENL DYNAMICS CORP COM	369550108		8/21/2008	11/28/2012	1,182		0	1,685	-503	0	0	0	-503
156	GENL DYNAMICS CORP COM	369550108		12/17/2008	11/28/2012	591		0	505	86	0	0	0	86
157	GENERAL ELECTRIC	369604103		1/9/2009	7/25/2012	761		0	741	20	0	0	0	20
158	GENERAL ELECTRIC	369604103		12/1/2010	7/25/2012	1,581		0	1,290	291	0	0	0	291
159	GENERAL ELECTRIC	369604103		12/1/2010	11/28/2012	3,209		0	2,481	728	0	0	0	728
160	GENERAL ELECTRIC COMPANY	369604AY9		12/1/2010	7/25/2012	3,066		0	3,052	14	0	0	0	14
161	GENERAL ELECTRIC COMPANY	369604AY9		12/1/2010	11/29/2012	2,014		0	2,011	3	0	0	0	3
162	GENERAL MILLS	370334104		3/31/2009	7/25/2012	529		0	353	176	0	0	0	176
163	GENERAL MILLS	370334104		12/1/2010	7/25/2012	265		0	250	15	0	0	0	15
164	GENERAL MILLS	370334104		12/1/2010	11/28/2012	1,261		0	1,108	153	0	0	0	153
165	GOLDMAN SACHS GROUP INC	38141GEE0		12/1/2010	7/25/2012	5,376		0	5,274	102	0	0	0	102
166	GOLDMAN SACHS GROUP INC	38141GEE0		12/1/2010	11/29/2012	5,554		0	5,248	306	0	0	0	306
167	HOME DEPOT INC	437076102		4/9/2010	7/25/2012	1,488		0	964	524	0	0	0	524
168	PEABODY ENERGY CORP COM	704549104		12/1/2010	11/28/2012	544		0	1,345	-801	0	0	0	-801

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	680
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						2,668,459	0	0	1,157,413	1,511,046	0	0	0	1,511,046
169	PEABODY ENERGY CORP COM	704549104		12/17/2008	11/28/2012	247		0	259	-12	0	0	0	-12
170	PEABODY ENERGY CORP COM	704549104		7/29/2008	11/28/2012	519		0	1,386	-867	0	0	0	-867
171	PEPSICO INC	713448BH0		3/3/2011	6/12/2012	20,956		0	19,338	1,618	0	0	0	1,618
172	PEPSICO INC	713448BH0		12/21/2010	6/12/2012	8,150		0	7,565	585	0	0	0	585
173	PEPSICO INC	713448BH0		12/1/2010	6/12/2012	3,493		0	3,301	192	0	0	0	192
174	PEPSICO INC	713448BH0		1/5/2012	6/12/2012	27,942		0	27,829	113	0	0	0	113
175	PFIZER INC	717081103		12/1/2010	7/25/2012	418		0	301	117	0	0	0	117
176	PFIZER INC	717081103		10/19/2009	7/25/2012	1,114		0	844	270	0	0	0	270
177	PFIZER INC	717081103		12/1/2010	11/28/2012	2,982		0	2,025	957	0	0	0	957
178	PHILIP MORRIS INTL INC	718172109		12/1/2010	7/25/2012	2,531		0	1,672	859	0	0	0	859
179	PHILIP MORRIS INTL INC	718172109		12/1/2010	11/28/2012	4,588		0	2,941	1,647	0	0	0	1,647
180	PHILLIPS 66 SHS	718546104		1/5/2012	5/24/2012	16		0	14	2	0	0	0	2
181	PHILLIPS 66 SHS	718546104		12/1/2010	11/28/2012	1,429		0	799	630	0	0	0	630
182	PRAXAIR INC	74005P104		12/1/2010	3/15/2012	6,069		0	5,132	937	0	0	0	937
183	PRAXAIR INC	74005P104		12/17/2008	3/15/2012	1,104		0	590	514	0	0	0	514
184	PRAXAIR INC	74005P104		7/29/2008	3/15/2012	552		0	470	82	0	0	0	82
185	PRAXAIR INC	74005P104		12/1/2010	11/28/2012	2,768		0	2,426	342	0	0	0	342
186	PROCTER & GAMBLE CO	742718109		8/21/2008	7/25/2012	1,668		0	1,738	-70	0	0	0	-70
187	PROCTER & GAMBLE CO	742718109		12/17/2008	7/25/2012	385		0	369	16	0	0	0	16
188	PROCTER & GAMBLE CO	742718109		12/1/2010	11/28/2012	2,082		0	1,869	213	0	0	0	213
189	PROCTER & GAMBLE CO	742718109		12/17/2008	11/28/2012	763		0	676	87	0	0	0	87
190	PRUDENTIAL FINANCIAL INC	744320102		6/10/2010	7/25/2012	775		0	972	-197	0	0	0	-197
191	PRUDENTIAL FINANCIAL INC	744320102		12/1/2010	11/28/2012	258		0	260	-2	0	0	0	-2
192	PRUDENTIAL FINANCIAL INC	744320102		7/3/2010	11/28/2012	1,186		0	1,360	-174	0	0	0	-174
193	PRUDENTIAL FINANCIAL INC	744320102		6/10/2010	11/28/2012	52		0	57	-5	0	0	0	-5
194	PUB SVC ENTERPRISE GRP	744573106		12/1/2010	7/25/2012	389		0	375	14	0	0	0	14
195	PUB SVC ENTERPRISE GRP	744573106		3/6/2009	7/25/2012	518		0	403	115	0	0	0	115
196	PUB SVC ENTERPRISE GRP	744573106		12/1/2010	11/28/2012	1,137		0	1,188	-51	0	0	0	-51
197	RAYTHEON CO DELAWARE NEW	755111507		8/21/2008	7/25/2012	1,710		0	1,889	-179	0	0	0	-179
198	RAYTHEON CO DELAWARE NEW	755111507		7/29/2008	7/25/2012	165		0	174	-9	0	0	0	-9
199	RAYTHEON CO DELAWARE NEW	755111507		12/1/2010	11/28/2012	1,014		0	850	164	0	0	0	164
200	RAYTHEON CO DELAWARE NEW	755111507		12/17/2008	11/28/2012	1,408		0	1,268	140	0	0	0	140
201	RAYTHEON CO DELAWARE NEW	755111507		8/21/2008	11/28/2012	507		0	548	-41	0	0	0	-41
202	RIO TINTO PLC SPNSRD ADR	767204100		12/17/2008	7/25/2012	685		0	302	383	0	0	0	383
203	RIO TINTO PLC SPNSRD ADR	767204100		7/30/2008	7/25/2012	214		0	497	-283	0	0	0	-283
204	RIO TINTO PLC SPNSRD ADR	767204100		12/1/2010	11/28/2012	1,371		0	1,927	-556	0	0	0	-556
205	RIO TINTO PLC SPNSRD ADR	767204100		12/17/2008	11/28/2012	189		0	75	114	0	0	0	114
206	VERIZON COMMUNICATNS COM	92343V104		12/1/2010	7/25/2012	1,755		0	1,304	451	0	0	0	451
207	VERIZON COMMUNICATNS COM	92343V104		12/1/2010	11/28/2012	4,823		0	3,617	1,206	0	0	0	1,206
208	VERIZON COMMUNICATIONS	92343VAY0		8/25/2011	7/25/2012	4,303		0	4,127	176	0	0	0	176
209	VERIZON COMMUNICATIONS	92343VAY0		8/25/2011	11/29/2012	2,136		0	2,058	78	0	0	0	78
210	VODAFONE GROP PLC SP ADR	92857W209		12/1/2010	7/25/2012	968		0	909	59	0	0	0	59
211	VODAFONE GROP PLC SP ADR	92857W209		12/17/2008	7/25/2012	664		0	487	177	0	0	0	177
212	VODAFONE GROP PLC SP ADR	92857W209		12/1/2010	11/28/2012	1,417		0	1,454	-37	0	0	0	-37
213	WAL-MART STORES INC	931142103		12/1/2010	7/25/2012	505		0	384	121	0	0	0	121
214	WAL-MART STORES INC	931142103		12/17/2008	7/25/2012	1,082		0	841	241	0	0	0	241
215	WAL-MART STORES INC	931142103		4/17/2007	7/25/2012	288		0	192	96	0	0	0	96
216	WAL-MART STORES INC	931142103		12/1/2010	11/28/2012	2,400		0	1,866	534	0	0	0	534
217	WELLS FARGO & CO NEW DEL	949746101		1/9/2009	7/25/2012	927		0	923	4	0	0	0	4
218	U S TREASURY NOTE	912828NT3		12/1/2010	7/25/2012	2,239		0	1,950	289	0	0	0	289
219	U S TREASURY NOTE	912828NT3		12/1/2010	11/29/2012	1,106		0	975	131	0	0	0	131
220	U S TREASURY NOTE	912828NZ9		12/1/2010	7/25/2012	4,120		0	3,942	178	0	0	0	178
221	U S TREASURY NOTE	912828NZ9		3/3/2011	9/10/2012	6,166		0	5,777	389	0	0	0	389
222	U S TREASURY NOTE	912828NZ9		12/21/2010	9/10/2012	11,304		0	10,669	635	0	0	0	635
223	U S TREASURY NOTE	912828NZ9		12/1/2010	9/10/2012	4,110		0	3,942	168	0	0	0	168
224	U S TREASURY NOTE	912828NZ9		1/5/2012	10/26/2012	2,049		0	2,039	10	0	0	0	10
225	U S TREASURY NOTE	912828NZ9		3/3/2011	10/26/2012	13,319		0	12,517	802	0	0	0	802
226	U S TREASURY NOTE	912828NZ9		1/5/2012	11/29/2012	2,052		0	2,038	14	0	0	0	14
227	U S TREASURY NOTE	912828PA2		8/2/2012	11/29/2012	2,119		0	2,118	1	0	0	0	1
228	U S TREASURY NOTE	912828QF0		5/27/2011	7/25/2012	3,182		0	3,035	147	0	0	0	147
229	U S TREASURY NOTE	912828QF0		5/27/2011	11/29/2012	2,109		0	2 021	88	0	0	0	88
230	U S TREASURY NOTE	912828RC6		8/25/2011	7/25/2012	2,147		0	1,980	167	0	0	0	167
231	U S TREASURY NOTE	912828RC6		8/25/2011	11/29/2012	5,301		0	4,951	350	0	0	0	350
232	U S TREASURY NOTE	912828RM4		11/17/2011	7/25/2012	2,046		0	2,011	35	0	0	0	35
233	U S TREASURY NOTE	912828RM4		11/17/2011	8/2/2012	11,241		0	11,061	180	0	0	0	180
234	U S TREASURY NOTE	912828RM4		11/17/2011	11/29/2012	3,062		0	3,015	47	0	0	0	47
235	U S TREASURY NOTE	912828SF8		2/27/2012	7/25/2012	6,345		0	6,044	301	0	0	0	301
236	U S TREASURY NOTE	912828SF8		2/27/2012	11/29/2012	2,087		0	2,014	73	0	0	0	73
237	U S TREASURY NOTE	912828SW1		6/12/2012	7/16/2012	26,011		0	25,987	24	0	0	0	24
238	U S TREASURY NOTE	912828SW1		6/12/2012	7/25/2012	3,002		0	2,998	4	0	0	0	4
239	U S TREASURY NOTE	912828SW1		6/12/2012	8/2/2012	31,017		0	30,984	33	0	0	0	33
240	UNITED TECHS CORP COM	913017109		12/1/2010	7/25/2012	2,449		0	2,642	-193	0	0	0	-193
241	UNITED TECHS CORP COM	913017109		5/5/2009	7/25/2012	144		0	103	41	0	0	0	41
242	UNITED TECHS CORP COM	913017109		12/1/2010	11/28/2012	3,753		0	3,653	100	0	0	0	100
243	V F CORPORATION	918204108		3/5/2009	7/25/2012	2,506		0	820	1,686	0	0	0	1,686
244	V F CORPORATION	918204108		12/1/2010	11/28/2012	4,692		0	2,458	2,234	0	0	0	2,234
245	V F CORPORATION	918204108		3/5/2009	11/28/2012	162		0	48	114	0	0	0	114
246	VERIZON COMMUNICATNS COM	92343V104		12/1/2010	3/14/2012	6,130		0	5,051	1,079	0	0	0	1,079
247	VERIZON COMMUNICATNS COM	92343V104		12/17/2008	3/14/2012	791		0	646	145	0	0	0	145
248	WELLS FARGO & CO NEW DEL	949746101		12/17/2008	7/25/2012	629		0	580	49	0	0	0	49
249	WELLS FARGO & CO NEW DEL	949746101		8/21/2008	7/25/2012	1,224		0	1,193	31	0	0	0	31
250	WELLS FARGO & CO NEW DEL	949746101		12/1/2010	11/28/2012	3,610		0	3,028	582	0	0	0	582
251	WELLS FARGO & CO NEW DEL	949746101		1/9/2009	11/28/2012	755		0	758	-3	0	0	0	-3
252	WEYERHAEUSER CO	962166104		12/1/2010	7/25/2012	435		0	327	108	0	0	0	108

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	680
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						2,668,459	0	0	1,157,413	1,511,046	0	0	0	1,511,046
253	WEYERHAEUSER CO	962166104		9/2/2010	7/25/2012	1,007		0	686	321	0	0	0	321
254	WEYERHAEUSER CO	962166104		1/9/2009	7/25/2012	46		0	84	-38	0	0	0	-38
255	WEYERHAEUSER CO	962166104		12/1/2010	11/28/2012	1,970		0	1,272	698	0	0	0	698
256	WYNDHAM WORLDWIDE CORP W	98310W108		2/27/2009	1/4/2012	592,341		0	58,581	533,760	0	0	0	533,760
257	WYNDHAM WORLDWIDE CORP W	98310W108		11/11/2008	1/4/2012	1,107,180		0	197,363	909,817	0	0	0	909,817
258	ACE LIMITED	H0023R105		10/6/2011	7/25/2012	1,369		0	1,154	215	0	0	0	215
259	ACE LIMITED	H0023R105		10/5/2011	7/25/2012	288		0	244	44	0	0	0	44
260	INTL BUSINESS MACHINES	459200101		7/29/2008	7/25/2012	191		0	128	63	0	0	0	63
261	INTL BUSINESS MACHINES	459200101		12/17/2008	7/25/2012	1,910		0	867	1,043	0	0	0	1,043
262	INTL BUSINESS MACHINES	459200101		12/1/2010	11/28/2012	3,071		0	2,315	756	0	0	0	756
263	IBM CORP	459200BA8		3/25/2011	7/25/2012	5 072		0	5,065	7	0	0	0	7
264	IBM CORP	459200BA8		1/5/2012	11/29/2012	26,000		0	26,000	0	0	0	0	0
265	IBM CORP	459200BA8		3/25/2011	11/29/2012	24,000		0	24,000	0	0	0	0	0
266	JPMORGAN CHASE & CO	46625H100		5/5/2009	7/25/2012	875		0	877	-2	0	0	0	-2
267	JPMORGAN CHASE & CO	46625H100		5/28/2009	7/25/2012	595		0	644	-49	0	0	0	-49
268	JPMORGAN CHASE & CO	46625H100		11/2/2008	7/25/2012	1,645		0	1,885	-240	0	0	0	-240
269	JPMORGAN CHASE & CO	46625H100		12/1/2010	7/25/2012	630		0	688	-58	0	0	0	-58
270	JPMORGAN CHASE & CO	46625H100		12/1/2010	11/28/2012	4,205		0	3,938	267	0	0	0	267
271	JPMORGAN CHASE & CO	46625HBV1		12/1/2010	7/25/2012	3,212		0	3,118	94	0	0	0	94
272	JPMORGAN CHASE & CO	46625HBV1		12/1/2010	11/29/2012	2,134		0	2,066	68	0	0	0	68
273	INTEL CORP	458140100		12/1/2010	11/28/2012	1,202		0	1,300	-98	0	0	0	-98
274	INTL BUSINESS MACHINES	459200101		12/1/2010	7/25/2012	573		0	434	139	0	0	0	139
275	JOHNSON AND JOHNSON COM	478160104		2/24/2009	7/25/2012	202		0	164	38	0	0	0	38
276	JOHNSON AND JOHNSON COM	478160104		12/1/2010	7/25/2012	1,282		0	1,182	100	0	0	0	100
277	JOHNSON AND JOHNSON COM	478160104		12/1/2010	11/28/2012	1 871		0	1,680	191	0	0	0	191
278	JOHNSON CONTROLS INC	478366107		3/14/2011	11/28/2012	1,737		0	2,558	-821	0	0	0	-821
279	KIMBERLY CLARK	494368103		12/1/2010	3/14/2012	5,521		0	4,785	736	0	0	0	736
280	KIMBERLY CLARK	494368103		12/17/2008	3/14/2012	799		0	563	236	0	0	0	236
281	KIMBERLY CLARK	494368103		12/1/2010	11/28/2012	2,408		0	1,763	645	0	0	0	645
282	LIMITED BRANDS INC	532716107		2/17/2011	7/25/2012	1,719		0	1,264	455	0	0	0	455
283	LIMITED BRANDS INC	532716107		2/17/2011	11/28/2012	2,633		0	1,730	903	0	0	0	903
284	LORILLARD INC	544147101		12/1/2010	11/28/2012	1,684		0	1,152	532	0	0	0	532
285	LORILLARD INC	544147101		3/5/2009	11/28/2012	1,203		0	572	631	0	0	0	631
286	MARATHON OIL CORP	565849106		3/22/2008	7/25/2012	678		0	943	-265	0	0	0	-265
287	MARATHON OIL CORP	565849106		2/28/2008	7/25/2012	101		0	130	-29	0	0	0	-29
288	MARATHON OIL CORP	565849106		12/17/2008	11/28/2012	311		0	163	148	0	0	0	148
289	MARATHON OIL CORP	565849106		3/22/2008	11/28/2012	1,118		0	1,257	-139	0	0	0	-139
290	MARATHON PETROLEUM CORP	56585A102		3/22/2008	7/25/2012	575		0	548	27	0	0	0	27
291	MARATHON PETROLEUM CORP	56585A102		2/28/2008	7/25/2012	398		0	394	4	0	0	0	4
292	MARATHON PETROLEUM CORP	56585A102		12/1/2010	11/28/2012	237		0	111	126	0	0	0	126
293	MARATHON PETROLEUM CORP	56585A102		12/17/2008	11/28/2012	473		0	187	286	0	0	0	286
294	MARATHON PETROLEUM CORP	56585A102		3/22/2008	11/28/2012	651		0	464	187	0	0	0	187
295	MCDONALDS CORP COM	580135101		12/1/2010	7/25/2012	2,286		0	2,068	218	0	0	0	218
296	MCDONALDS CORP COM	580135101		12/1/2010	11/28/2012	3,548		0	3,261	287	0	0	0	287
297	MEADWESTVACO CORP	583334107		12/1/2010	7/25/2012	798		0	642	156	0	0	0	156
298	MEADWESTVACO CORP	583334107		12/17/2008	7/25/2012	712		0	281	431	0	0	0	431
299	MEADWESTVACO CORP	583334107		7/30/2008	7/25/2012	313		0	271	42	0	0	0	42
300	MEADWESTVACO CORP	583334107		12/1/2010	11/28/2012	1,063		0	802	261	0	0	0	261
301	MERCK AND CO INC SHS	58933Y105		1/28/2010	7/25/2012	297		0	286	11	0	0	0	11
302	MERCK AND CO INC SHS	58933Y105		1/5/2010	7/25/2012	1,189		0	1,045	144	0	0	0	144
303	MERCK AND CO INC SHS	58933Y105		12/1/2010	11/28/2012	2,758		0	2,173	585	0	0	0	585
304	MERCK AND CO INC SHS	58933Y105		1/28/2010	11/28/2012	44		0	41	3	0	0	0	3
305	MICROSOFT CORP	594918104		12/1/2010	7/25/2012	233		0	209	24	0	0	0	24
306	MICROSOFT CORP	594918104		7/15/2010	7/25/2012	844		0	745	99	0	0	0	99
307	MICROSOFT CORP	594918104		12/1/2010	11/28/2012	1,861		0	1,780	81	0	0	0	81
308	NEXTERA ENERGY INC SHS	65339F101		12/17/2008	7/25/2012	276		0	191	85	0	0	0	85
309	NEXTERA ENERGY INC SHS	65339F101		5/10/2007	7/25/2012	1,309		0	1,206	103	0	0	0	103
310	NEXTERA ENERGY INC SHS	65339F101		12/1/2010	11/28/2012	1,750		0	1,328	422	0	0	0	422
311	NEXTERA ENERGY INC SHS	65339F101		12/17/2008	11/28/2012	606		0	430	176	0	0	0	176
312	NORTHEAST UTILITIES COM	664397106		12/1/2010	7/25/2012	551		0	443	108	0	0	0	108
313	NORTHEAST UTILITIES COM	664397106		12/17/2008	7/25/2012	551		0	317	234	0	0	0	234
314	NORTHEAST UTILITIES COM	664397106		12/1/2010	11/28/2012	1,142		0	950	192	0	0	0	192
315	NORTHROP GRUMMAN CORP	666807102		8/9/2008	7/25/2012	1,090		0	1,031	59	0	0	0	59
316	NORTHROP GRUMMAN CORP	666807102		12/17/2008	7/25/2012	128		0	76	52	0	0	0	52
317	NORTHROP GRUMMAN CORP	666807102		12/1/2010	11/28/2012	792		0	685	107	0	0	0	107
318	NORTHROP GRUMMAN CORP	666807102		12/17/2008	11/28/2012	858		0	494	364	0	0	0	364
319	OCCIDENTAL PETE CORP CAL	674599105		12/17/2008	7/25/2012	913		0	640	273	0	0	0	273
320	OCCIDENTAL PETE CORP CAL	674599105		7/29/2008	7/25/2012	581		0	525	56	0	0	0	56
321	OCCIDENTAL PETE CORP CAL	674599105		12/1/2010	11/28/2012	2,360		0	2,814	-454	0	0	0	-454
322	OCCIDENTAL PETE CORP CAL	674599105		12/17/2008	11/28/2012	304		0	233	71	0	0	0	71

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

											0	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1												
2	STEPHEN P HOLMES		18 KEECH-BRIAR LANE	POMPTON LAKES	NJ	07442		PRESIDENT	1 00	0		
3	BONNIE L HOLMES		18 KEECH-BRIAR LANE	POMPTON LAKES	NJ	07442		VP & SEC	1 00	0		

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	1,946
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	1,946

Merrill Lynch Wealth Management
Bank of America Corporation

Account Number: :

MERRILL LYNCH TRUST COMPANY,
A DIVISION OF BANK OF AMERICA, N.A
AGENT FOR THE
HOLMES FAMILY FOUNDATION INC
UAD 10/1/04
STEPHEN & BONNIE HOLMES TTEES

Net Portfolio Value: $3,532,188.54

Your Financial Advisor:
THE WALDELE GROUP
2 WORLD FINANCIAL CENTER 40TH
NEW YORK NY 10281-6100
1-800-338-2814

Trust Officer:
L ZANGARA-BOGLE
973-245-4505

TRUST MANAGEMENT ACCOUNT

Your Investment Manager - Private Investors / BLACKROCK EQTY DIV BAL

December 01, 2012 - December 31, 2012

ASSETS	*December 31*	*November 30*
Cash/Money Accounts	105,209.15	125,905 33
Fixed Income	1,317,110.44	1,332,270.62
Equities	2,097,661.46	2,247,967.93
Mutual Funds	-	-
Options	-	-
Other	-	-
Subtotal (Long Portfolio)	***3,519,981.05***	***3,706,143.88***
Estimated Accrued Interest	12,207.49	11,456.65
TOTAL ASSETS	$3,532,188.54	$3,717,600.53

LIABILITIES		
Debit Balance	-	-
Short Market Value	-	-
NET PORTFOLIO VALUE	$3,532,188.54	$3,717,600.53

CASH FLOW	*This Statement*	*Year to Date*
Opening Cash/Money Accounts	$125,905.33	
CREDITS		
Funds Received	-	-
Electronic Transfers	-	-
Other Credits	-	-
Subtotal	-	-
DEBITS		
Electronic Transfers	-	-
Other Debits	(201,604.02)	(512,686.68)
ML Trust Fees	(2,768.78)	(33,301.60)
Non ML Trust Fees	-	-
Bill Payment	-	-
Subtotal	*($204,372.80)*	*($545,988.28)*
Net Cash Flow	($204,372.80)	($545,988 28)
Dividends/Interest Income	14,842.62	113,325.16
Security Purchases/Debits	(72,572.16)	(2,193,449 88)
Security Sales/Credits	241,406.16	2,668,441.96
Closing Cash/Money Accounts	$105,209.15	
Securities You Transferred In/Out	-	-

Merrill Lynch Wealth Management makes available products and services offered by Merrill Lynch, Pierce, Fenner & Smith Incorporated (MLPF&S) and other subsidiaries of Bank of America Corporation. MLPF&S is a registered broker-dealer, Member Securities Investor Protection Corporation (SIPC) and a wholly owned subsidiary of Bank of America Corporation. Investment products: Are Not FDIC Insured | Are Not Bank Guaranteed | May Lose Value

HOLMES FAMILY FOUNDATION INC

Account Number.

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

GOVERNMENT AND AGENCY SECURITIES [1] Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ FEDERAL HOME LN MTG CORP	12/01/10	8,000	8,269.90	104.1310	8,330.48	60.58	49.83	390	4.68
NOTES 04.875% NOV 15 2013									
MOODY'S: AAA S&P: AA+ CUSIP: 3134A4UK8									
ORIGINAL UNIT/TOTAL COST: 111.2675/8,901.40									
Δ FEDERAL HOME LN MTG CORP	12/21/10	15,000	15,483 98	104 1310	15,619.65	135.67	93.44	732	4.68
ORIGINAL UNIT/TOTAL COST: 110.5486/16,582.29									
Δ FEDERAL HOME LN MTG CORP	02/11/11	11,000	11,331.98	104.1310	11,454 41	122.43	68.52	537	4.68
ORIGINAL UNIT/TOTAL COST: 109.3893/12,032.83									
Δ FEDERAL HOME LN MTG CORP	01/05/12	33,000	34,287.68	104.1310	34,363.23	75.55	205.56	1,609	4.68
ORIGINAL UNIT/TOTAL COST: 108.2495/35,722.35									
Subtotal		*67,000*	*69,373.54*		*69,767.77*	*394.23*	*417.35*	***3,268***	*4.68*
Δ U S. TREASURY NOTE	02/11/11	5,000	5,061.29	103.5390	5,176.95	115.66	40.02	119	2.29
2.375% AUG 31 2014 02.375% AUG 31 2014									
*MOODY'S: AAA S&P: *** CUSIP: 912828LK4*									
ORIGINAL UNIT/TOTAL COST: 102.5706/5,128.53									
Δ U S. TREASURY NOTE	01/05/12	23,000	23,759.81	103 5390	23,813.97	54.16	184.10	547	2.29
ORIGINAL UNIT/TOTAL COST: 105.2386/24,204.88									
Subtotal		*28,000*	*28,821.10*		***28,990.92***	*169.82*	*224.12*	***666***	*2.29*
Δ U.S. TREASURY NOTE	01/05/12	29,000	29,534.53	102.5000	**29,725.00**	190 47	91 62	**363**	1.21
1.250% SEP 30 2015 01.250% SEP 30 2015									
*MOODY'S: AAA S&P: *** CUSIP: 912828NZ9*									
ORIGINAL UNIT/TOTAL COST: 102.4925/29,722.84									
Δ FEDERAL NATL MTG ASSOC	08/02/12	53,000	56,190 96	106 2810	**56,328.93**	137 97	279.72	**1,259**	2 23
NOTES 02.375% APR 11 2016									
MOODY'S: AAA S&P: AA+ CUSIP: 3135G0BA0									
ORIGINAL UNIT/TOTAL COST: 106.7490/56,576.97									

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Merrill Lynch
Wealth Management
Bank of America Corporation

HOLMES FAMILY FOUNDATION INC   Account Number:

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

GOVERNMENT AND AGENCY SECURITIES [1] (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ U.S. TREASURY NOTE *2.000% APR 30 2016 02.000% APR 30 2016 MOODY'S: AAA S&P: *** CUSIP: 912828QF0 ORIGINAL UNIT/TOTAL COST. 101.5081/25,377.04*	05/27/11	25,000	25,258.91	105.2110	26,302.75	1,043 84	84 25	500	1.90
Δ U.S. TREASURY NOTE *ORIGINAL UNIT/TOTAL COST: 105.4690/27,421.96*	01/05/12	26,000	27,103.17	105.2110	27,354.86	251.69	87.62	520	1.90
Subtotal		*51,000*	*52,362.08*		***53,657.61***	*1,295.53*	*171.87*	***1,020***	*1.90*
Δ U.S. TREASURY NOTE *1.000% OCT 31 2016 01.000% OCT 31 2016 MOODY'S: AAA S&P: *** CUSIP: 912828RM4 ORIGINAL UNIT/TOTAL COST: 100.6445/16,103.12*	11/17/11	16,000	16,080 31	101.9060	16,304.96	224.65	26 96	160	.98
Δ U.S TREASURY NOTE *ORIGINAL UNIT/TOTAL COST: 100 7776/27,209.97*	01/05/12	27,000	27,167 98	101.9060	27,514.62	346.64	45.50	270	.98
Subtotal		*43,000*	*43,248.29*		***43,819.58***	*571.29*	*72.46*	***430***	*.98*
Δ FEDERAL NATL MTG ASSOC *NOTES 05 375% JUN 12 2017 MOODY'S: AAA S&P: AA+ CUSIP: 31398ADM1 ORIGINAL UNIT/TOTAL COST: 117.0917/11,709.17*	12/01/10	10,000	11,196.17	120 2480	12,024 80	828.63	28 37	538	4.46
Δ FEDERAL NATL MTG ASSOC *ORIGINAL UNIT/TOTAL COST: 114.5303/18,324.86*	12/21/10	16,000	17,646 39	120.2480	19,239.68	1,593.29	45.39	860	4.46
Δ FEDERAL NATL MTG ASSOC *ORIGINAL UNIT/TOTAL COST: 120.8518/33,838.51*	01/05/12	28,000	32,819 95	120.2480	33,669.44	849.49	79.43	1,505	4.46
Subtotal		*54,000*	*61,662.51*		***64,933.92***	*3,271.41*	*153.19*	***2,903***	*4.46*
Δ U.S. TREASURY NOTE *1.875% SEP 30 2017 01.875% SEP 30 2017 MOODY'S: AAA S&P: *** CUSIP: 912828PA2 ORIGINAL UNIT/TOTAL COST: 106.2660/30,817 14*	08/02/12	29,000	30,676.88	105.5940	30,622.26	(54.62)	137.43	544	1.77

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HOLMES FAMILY FOUNDATION INC

Account Number.

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

GOVERNMENT AND AGENCY SECURITIES [1] (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ U.S TREASURY NOTE *3.500% MAY 15 2020 03.500% MAY 15 2020* *MOODY'S: AAA S&P: *** CUSIP: 912828ND8* *ORIGINAL UNIT/TOTAL COST: 105.2855/2,105.71*	12/01/10	2,000	2,084.88	116 1020	2,322 04	237.16	8.90	70	3 01
Δ U.S. TREASURY NOTE *ORIGINAL UNIT/TOTAL COST: 101.9770/11,217.47*	12/21/10	11,000	11,176 17	116.1020	12,771 22	1,595.05	48 92	385	3.01
Δ U.S TREASURY NOTE *ORIGINAL UNIT/TOTAL COST: 100.4770/10,047.70*	03/03/11	10,000	10,039.41	116.1020	11,610.20	1,570.79	44.48	350	3 01
Δ U.S. TREASURY NOTE *ORIGINAL UNIT/TOTAL COST: 114.4379/28,609.49*	01/05/12	25,000	28,212.07	116.1020	29,025.50	813.43	111.19	875	3.01
Subtotal		*48,000*	*51,512.53*		***55,728.96***	*4,216.43*	*213.49*	***1,680***	*3.01*
U.S. TREASURY NOTE *2.625% AUG 15 2020 02.625% AUG 15 2020* *MOODY'S: AAA S&P: *** CUSIP: 912828NT3*	12/01/10	1,000	975.04	109 8130	1,098.13	123.09	9.84	27	2.39
U.S. TREASURY NOTE	12/21/10	11,000	10,377.43	109 8130	12,079.43	1,702 00	108.28	289	2.39
Δ U.S. TREASURY NOTE *ORIGINAL UNIT/TOTAL COST: 107.2113/13,937.47*	01/05/12	13,000	13,837.84	109 8130	14,275.69	437.85	127.97	342	2.39
Subtotal		*25,000*	*25,190.31*		***27,453.25***	*2,262.94*	*246.09*	***658***	*2.39*
U.S. TREASURY NOTE *2.125% AUG 15 2021 02.125% AUG 15 2021* *MOODY'S: AAA S&P: *** CUSIP: 912828RC6*	08/25/11	9,000	8,911.44	105.1250	9,461.25	549.81	71.72	192	2.02
Δ U S. TREASURY NOTE *ORIGINAL UNIT/TOTAL COST: 101.7582/13,228.57*	01/05/12	13,000	13,207.20	105 1250	13,666.25	459 05	103.59	277	2.02
Δ U.S. TREASURY NOTE *ORIGINAL UNIT/TOTAL COST: 104.6996/25,127.91*	10/26/12	24,000	25,107.66	105 1250	25,230.00	122.34	191.25	510	2.02
Subtotal		*46,000*	*47,226.30*		***48,357.50***	*1,131.20*	*366.56*	***979***	*2.02*

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Merrill Lynch
Wealth Management
Bank of America Corporation

HOLMES FAMILY FOUNDATION INC

Account Number:

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

GOVERNMENT AND AGENCY SECURITIES [1] (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ U.S. TREASURY NOTE *2.000% FEB 15 2022 02.000% FEB 15 2022* *MOODY'S: AAA S&P: *** CUSIP: 912828SF8* *ORIGINAL UNIT/TOTAL COST: 100.7543/72,543.10*	02/27/12	72,000	72,501.19	103.4140	**74,458.08**	1,956 89	540 00	**1,440**	1.93
U S. TREASURY BOND *4.500% FEB 15 2036 04.500% FEB 15 2036* *MOODY'S: AAA S&P: AAA< CUSIP: 912810FT0*	03/03/11	22,000	21,811.03	131 6090	28,953.98	7,142 95	371.25	990	3.41
Δ U.S. TREASURY BOND *ORIGINAL UNIT/TOTAL COST: 128.2503/29,497.59*	01/05/12	23,000	29,311.78	131 6090	30,270 07	958 29	388.13	1,035	3.41
Subtotal		*45,000*	*51,122.81*		***59,224.05***	*8,101.24*	*759.38*	***2,025***	*3.41*
Δ U.S. TREASURY BOND *3.125% FEB 15 2042 03.125% FEB 15 2042* *MOODY'S: AAA S&P: *** CUSIP: 912810QU5* *ORIGINAL UNIT/TOTAL COST: 100 2972/67,199.18*	02/24/12	67,000	67,195.75	104.5630	70,057.21	2,861.46	785.16	2,094	2.98
Δ U.S. TREASURY BOND *ORIGINAL UNIT/TOTAL COST: 106.2464/26,561.61*	09/10/12	25,000	26,551.31	104 5630	26,140.75	(410.56)	292.97	782	2.98
Subtotal		*92,000*	*93,747.06*		***96,197.96***	*2,450.90*	*1,078.13*	***2,876***	*2.98*
TOTAL		682,000	713,170.09		**739,265.79**	26,095.70	4,751.41	**20,111**	2.72

CORPORATE BONDS Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ GENERAL ELEC CAP CORP *GLB 02.800% JAN 08 2013* *MOODY'S: A1 S&P: AA+ CUSIP: 36962G4H4* *ORIGINAL UNIT/TOTAL COST: 102.0210/25,505.25*	01/05/12	25,000	25,009.91	100.0280	**25,007.00**	(2.91)	336.39	**700**	2.79

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HOLMES FAMILY FOUNDATION INC — Account Number:

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

CORPORATE BONDS (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ GENERAL ELECTRIC COMPANY *GLB 05.000% FEB 01 2013* *MOODY'S: AA3 S&P: AA+ CUSIP: 369604AY9* *ORIGINAL UNIT/TOTAL COST: 107.3080/10,730.80*	12/01/10	10,000	10,028.65	100 3810	10,038.10	9.45	208.33	500	4.98
Δ GENERAL ELECTRIC COMPANY *ORIGINAL UNIT/TOTAL COST: 106.9420/13,902.46*	12/21/10	13,000	13,036 37	100.3810	13,049.53	13 16	270.83	650	4.98
Subtotal		*23,000*	*23,065.02*		***23,087.63***	*22.61*	*479.16*	***1,150***	***4.98***
Δ JPMORGAN CHASE & CO *SUBORDINATED GLB 05.125% SEP 15 2014* *MOODY'S: A3 S&P: A- CUSIP: 46625HBV1* *ORIGINAL UNIT/TOTAL COST: 106.8150/10,681.50*	12/01/10	10,000	10,317.77	106 3540	10,635.40	317.63	150.90	513	4 81
Δ JPMORGAN CHASE & CO *ORIGINAL UNIT/TOTAL COST: 105.9560/14,833.84*	12/21/10	14,000	14,395 32	106 3540	14,889.56	494.24	211.26	718	4.81
Δ JPMORGAN CHASE & CO *ORIGINAL UNIT/TOTAL COST: 106.3077/4,252.31*	12/24/10	4,000	4,160.82✦	106 3540	4,254.16	93.34	60 36	205	4 81
Δ JPMORGAN CHASE & CO *ORIGINAL UNIT/TOTAL COST: 106.2420/21,248.40*	01/05/12	20,000	20,804 07	106.3540	21,270 80	466.73	301.81	1,025	4 81
Subtotal		*48,000*	*49,677.98*		***51,049.92***	*1,371.94*	*724.33*	***2,461***	*4.81*
Δ CREDIT SUISSE FB USA INC *BANK GUARANTEED GLB 04.875% JAN 15 2015* *MOODY'S: A1 S&P: A+ CUSIP: 22541LAR4* *ORIGINAL UNIT/TOTAL COST: 108.0440/19,447.92*	03/25/11	18,000	18,796.17	107.7780	19,400.04	603.87	404.62	878	4.52
Δ CREDIT SUISSE FB USA INC *ORIGINAL UNIT/TOTAL COST: 106.7414/5,337.07*	04/17/11	5,000	5,161.59✦	107.7780	5,388.90	227.31	112.40	244	4.52
Δ CREDIT SUISSE FB USA INC *ORIGINAL UNIT/TOTAL COST: 104.7050/15,705.75*	01/05/12	15,000	15,484.76	107.7780	16,166.70	681.94	337.19	732	4.52
Subtotal		*38,000*	*39,442.52*		***40,955.64***	*1,513.12*	*854.21*	***1,854***	*4.52*

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Merrill Lynch Wealth Management
Bank of America Corporation

HOLMES FAMILY FOUNDATION INC   Account Number:

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

CORPORATE BONDS (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ GOLDMAN SACHS GROUP INC	12/01/10	7,000	7,339 53	110.5390	7,737.73	398 20	172.69	375	4 83
GLB 05.350% JAN 15 2016									
MOODY'S: A3 S&P: A- CUSIP: 38141GEE0									
ORIGINAL UNIT/TOTAL COST: 107.8630/7,550.41									
Δ GOLDMAN SACHS GROUP INC	12/21/10	14,000	14,656.30	110.5390	15,475.46	819.16	345.37	749	4.83
ORIGINAL UNIT/TOTAL COST: 107.5160/15,052.24									
Δ GOLDMAN SACHS GROUP INC	12/24/10	1,000	1,022.86✦	110.5390	1,105.39	82.53	24.67	54	4.83
ORIGINAL UNIT/TOTAL COST: 106.3700/1,063.70									
Δ GOLDMAN SACHS GROUP INC	01/05/12	26,000	26,594.31	110 5390	28,740.14	2,145.83	641.41	1,391	4.83
ORIGINAL UNIT/TOTAL COST: 102.9560/26,768.56									
Subtotal		*48,000*	*49,613.00*		***53,058.72***	*3,445.72*	*1,184.14*	***2,569***	***4.83***
Δ VERIZON COMMUNICATIONS	08/25/11	25,000	25,707.67	106.4810	26,620.25	912.58	187.50	750	2.81
GLB 03.000% APR 01 2016									
MOODY'S: A3 S&P: A- CUSIP: 92343VAY0									
ORIGINAL UNIT/TOTAL COST: 103.9410/25,985.25									
Δ VERIZON COMMUNICATIONS	01/05/12	26,000	27,109.05	106 4810	27,685 06	576.01	195.00	780	2.81
ORIGINAL UNIT/TOTAL COST: 105.5030/27,430.78									
Subtotal		*51,000*	*52,816.72*		***54,305.31***	*1,488.59*	*382.50*	***1,530***	***2.81***
Δ CHEVRON CORP	12/03/12	56,000	56,552.38	100.6980	**56,390.88**	(161 50)	44.65	**619**	1 09
GLB 01.104% DEC 05 2017									
MOODY'S: AA1 S&P: AA CUSIP: 166764AA8									
PAR CALL DATE: 11/05/17 PAR CALL PRICE: 100.00									
ORIGINAL UNIT/TOTAL COST: 101.0000/56,560.00									
Δ AT&T INC	12/01/10	9,000	9,839.87	119 1290	10,721.61	881 74	206.25	495	4.61
GLB 05.500% FEB 01 2018									
MOODY'S: A2 S&P: A- CUSIP: 00206RAJ1									
ORIGINAL UNIT/TOTAL COST: 112.6890/10,142.01									

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HOLMES FAMILY FOUNDATION INC Account Number: '

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

CORPORATE BONDS (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ AT&T INC	12/21/10	13,000	14,031.61	119.1290	15,486.77	1,455.16	297.92	715	4.61
ORIGINAL UNIT/TOTAL COST: 110.6840/14,388.92									
Δ AT&T INC	01/05/12	23,000	26,322.27	119.1290	27,399.67	1,077.40	527.08	1,265	4.61
ORIGINAL UNIT/TOTAL COST: 117.0180/26,914.14									
Subtotal		*45,000*	*50,193.75*		***53,608.05***	*3,414.30*	*1,031.25*	***2,475***	***4.61***
Δ CISCO SYSTEMS INC	01/05/12	24,000	27,342.60	118.3820	**28,411.68**	1,069.08	448 80	**1,188**	4.18
GLB 04.950% FEB 15 2019									
MOODY'S: A1 S&P: A+ CUSIP· 17275RAE2									
ORIGINAL UNIT/TOTAL COST: 115.9600/27,830.40									
Δ SHELL INTERNATIONAL FIN	03/25/11	24,000	24,624.31	115.8500	27,804.00	3,179.69	283 80	1,032	3.71
COMPANY GUARNT GLB 04.300% SEP 22 2019									
MOODY'S: AA1 S&P: AA< CUSIP: 822582AJ1									
ORIGINAL UNIT/TOTAL COST: 103.1770/24,762.48									
Δ SHELL INTERNATIONAL FIN	01/05/12	24,000	27,397.77	115.8500	27,804.00	406 23	283.80	1,032	3 71
ORIGINAL UNIT/TOTAL COST. 116.0570/27,853.68									
Subtotal		*48,000*	*52,022.08*		***55,608.00***	*3,585.92*	*567.60*	***2,064***	***3.71***
Δ CISCO SYSTEMS INC	12/01/10	9,000	9,471.67	115.9570	10,436.13	964 46	184.67	401	3.83
04.450% JAN 15 2020									
MOODY'S: A1 S&P: A+ CUSIP: 17275RAH5									
ORIGINAL UNIT/TOTAL COST: 106.5480/9,589.32									
Δ CISCO SYSTEMS INC	12/21/10	13,000	13,457.24	115.9570	15,074.41	1,617.17	266.75	579	3.83
ORIGINAL UNIT/TOTAL COST: 104.3600/13,566.80									
Subtotal		*22,000*	*22,928.91*		***25,510.54***	*2,581.63*	*451.42*	***980***	***3.83***
CITIGROUP INC	11/17/11	12,000	11,486 16	111.5700	13,388.40	1,902.24	250.50	540	4.03
GLB 04.500% JAN 14 2022									
MOODY'S: BAA2 S&P: A- CUSIP: 172967FT3									
CITIGROUP INC	12/10/11	1,000	950.53✦	111.5700	1,115.70	165.17	20 88	45	4.03

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Merrill Lynch
Wealth Management
Bank of America Corporation

HOLMES FAMILY FOUNDATION INC

Account Number: _ _

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

CORPORATE BONDS (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
CITIGROUP INC	01/05/12	13,000	12,335.70	111 5700	14,504.10	2,168 40	271.38	585	4.03
Subtotal		*26,000*	*24,772.39*		***29,008.20***	*4,235.81*	*542.76*	***1,170***	*4.03*
Δ DEERE & COMPANY *02.600% JUN 08 2022* *MOODY'S: A2 S&P: A CUSIP: 244199BE4* *PAR CALL DATE: 03/08/22 PAR CALL PRICE: 100.00* *ORIGINAL UNIT/TOTAL COST: 100.4900/53,259.70*	06/12/12	53,000	53,247.16	101.2600	**53,667.80**	420 64	88.04	**1,378**	2.56
Δ ANHEUSER-BUSCH INBEV WOR *COMPANY GUARNT GLB 02.500% JUL 15 2022* *MOODY'S: A3 S&P: A< CUSIP: 03523TBP2* *ORIGINAL UNIT/TOTAL COST: 101.4000/28,392.00*	07/16/12	28,000	28,376.23	100.6260	**28,175.28**	(200.95)	320.83	**700**	2.48
TOTAL		535,000	555,060 65		**577,844.65**	22,784.00	7,456.08	**20,838**	3.61

PLEASE REFER TO NOTES BELOW FOR INFORMATION REGARDING CREDIT RATINGS.

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
ABBOTT LABS	ABT	12/01/10	65	46.9846	3,054 00	65.5000	4,257.50	1,203.50	37	.85
		12/21/10	90	48 1100	4,329.90	65.5000	5,895.00	1,565.10	51	.85
		01/05/12	164	56.4142	9,251 93	65.5000	10,742.00	1,490.07	92	.85
Subtotal			*319*		*16,635.83*		***20,894.50***	*4,258.67*	***180***	*.85*
ACE LIMITED	ACE	10/06/11	106	60 7007	6,434 28	79 8000	8,458 80	2,024 52	208	2.45
		01/05/12	104	68 8199	7,157.27	79.8000	8,299.20	1,141.93	204	2.45
Subtotal			*210*		*13,591.55*		***16,758.00***	*3,166.45*	***412***	*2.45*

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HOLMES FAMILY FOUNDATION INC Account Number:

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
AMER EXPRESS COMPANY	AXP	12/15/10	70	46.5598	3,259.19	57.4800	4,023.60	764.41	56	1.39
		12/21/10	70	43 3800	3,036 60	57.4800	4,023.60	987.00	56	1.39
		01/05/12	153	48.0535	7,352.19	57.4800	8,794.44	1,442.25	123	1.39
Subtotal			***293***		***13,647.98***		***16,841.64***	***3,193.66***	***235***	***1.39***
AT&T INC	T	12/01/10	336	28.3352	9,520.66	33.7100	11,326 56	1,805.90	605	5.33
		12/21/10	260	29.1953	7,590.78	33.7100	8,764 60	1,173.82	468	5 33
		01/05/12	484	30 3365	14,682 87	33.7100	16,315.64	1,632.77	872	5.33
Subtotal			***1,080***		***31,794.31***		***36,406.80***	***4,612.49***	***1,945***	***5.33***
BANK OF NOVA SCOTIA	BNS	12/01/10	139	53.2500	7,401.75	57 8800	8,045 32	643.57	320	3.97
		12/21/10	110	55.3420	6,087.62	57.8800	6,366.80	279.18	253	3 97
		01/05/12	208	50.5578	10,516.03	57.8800	12,039.04	1,523.01	479	3.97
Subtotal			***457***		***24,005.40***		***26,451.16***	***2,445.76***	***1,052***	***3.97***
BHP BILLITON LTD ADR	BHP	12/21/10	161	91.3044	14,700.01	78 4200	12,625.62	(2,074.39)	361	2 85
		12/24/10	15	86.6546	1,299.82✦	78.4200	1,176.30	(123.52)	34	2 85
		09/09/11	30	77.2200	2,316 60	78 4200	2,352 60	36.00	68	2.85
		01/05/12	338	73.1435	24,722 51	78.4200	26,505.96	1,783.45	758	2.85
Subtotal			***544***		***43,038.94***		***42,660.48***	***(378.46)***	***1,221***	***2.85***
BRISTOL-MYERS SQUIBB CO	BMY	12/01/10	227	25.5900	5,808.93	32 5900	7,397.93	1,589.00	318	4.29
		12/21/10	280	26.4452	7,404.68	32.5900	9,125.20	1,720.52	392	4.29
		09/09/11	40	29 2100	1,168.40	32.5900	1,303.60	135.20	56	4.29
		01/05/12	606	34.0045	20,606.73	32.5900	19,749.54	(857.19)	849	4.29
Subtotal			***1,153***		***34,988.74***		***37,576.27***	***2,587.53***	***1,615***	***4.29***
CANADIAN NATL RAILWAY CO	CNI	12/01/10	87	65 7691	5,721.92	91.0100	7,917 87	2,195.95	132	1.65
		12/21/10	70	66 5600	4,659.20	91 0100	6,370.70	1,711.50	106	1 65
		01/05/12	160	78.0463	12,487.41	91.0100	14,561.60	2,074.19	242	1.65
Subtotal			***317***		***22,868.53***		***28,850.17***	***5,981.64***	***480***	***1.65***

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Merrill Lynch
Wealth Management
Bank of America Corporation

HOLMES FAMILY FOUNDATION INC   Account Number

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
CATERPILLAR INC DEL	CAT	12/01/10	94	87.5100	8,225 94	89.6085	8,423.20	197.26	196	2.32
		12/21/10	120	94.4505	11,334.07	89.6085	10,753 02	(581.05)	250	2.32
		09/09/11	30	83.7200	2,511.60	89.6085	2,688.26	176.66	63	2.32
		01/05/12	248	94.4800	23,431.04	89.6085	22,222.91	(1,208 13)	516	2.32
Subtotal			*492*		*45,502.65*		***44,087.39***	*(1,415.26)*	***1,025***	*2.32*
CENTURYLINK INC SHS	CTL	12/01/10	132	42.1488	5,563.65	39.1200	5,163.84	(399.81)	383	7.41
		12/21/10	111	46.1237	5,119.74	39 1200	4,342.32	(777.42)	322	7.41
		01/05/12	244	36.6429	8,940.89	39 1200	9,545.28	604.39	708	7 41
Subtotal			*487*		*19,624.28*		***19,051.44***	*(572.84)*	***1,413***	*7.41*
CHEVRON CORP	CVX	12/01/10	86	83.0145	7,139.25	108 1400	9,300.04	2,160.79	310	3.32
		12/21/10	130	89.8146	11,675 90	108.1400	14,058 20	2,382.30	468	3.32
		09/09/11	20	95.8400	1,916.80	108 1400	2,162.80	246.00	72	3.32
		01/05/12	266	108.5583	28,876 53	108.1400	28,765.24	(111.29)	958	3.32
Subtotal			*502*		*49,608.48*		***54,286.28***	*4,677.80*	***1,808***	*3.32*
CHUBB CORP	CB	12/01/10	94	57.9245	5,444.91	75.3200	7,080.08	1,635.17	155	2.17
		12/21/10	100	59 0946	5,909.46	75.3200	7,532 00	1,622.54	164	2.17
		01/05/12	203	68.5858	13,922 92	75.3200	15,289.96	1,367.04	333	2.17
Subtotal			*397*		*25,277.29*		***29,902.04***	*4,624.75*	***652***	*2.17*
COCA COLA COM	KO	12/01/10	150	32.2623	4,839.35	36.2500	5,437 50	598.15	153	2.81
		12/21/10	180	32.6950	5,885.10	36.2500	6,525.00	639.90	184	2.81
		09/09/11	40	34.6600	1,386.40	36.2500	1,450.00	63.60	41	2.81
		01/05/12	372	34 8120	12,950.10	36.2500	13,485.00	534.90	380	2.81
Subtotal			*742*		*25,060.95*		***26,897.50***	*1,836.55*	***758***	*2.81*
COMCAST CRP NEW CL A SPL	CMCSK	02/16/11	306	23.9591	7,331.51	35.9200	10,991.52	3,660.01	199	1.80
		03/11/11	35	25.0657	877.30✦	35.9200	1,257.20	379 90	23	1.80
		01/05/12	279	24.2861	6,775.83	35 9200	10,021.68	3,245.85	182	1.80
Subtotal			*620*		*14,984.64*		***22,270.40***	*7,285.76*	***404***	*1.80*

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HOLMES FAMILY FOUNDATION INC

Account Number:

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
CONOCOPHILLIPS	COP	12/01/10	63	47.8996	3,017.68	57.9900	3,653.37	635.69	167	4.55
		12/21/10	80	51 5731	4,125.85	57.9900	4,639.20	513.35	212	4.55
		09/09/11	20	49 8770	997 54	57 9900	1,159.80	162.26	53	4.55
		01/05/12	176	56 1985	9,890.95	57.9900	10,206 24	315.29	465	4.55
Subtotal			***339***		***18,032.02***		***19,658.61***	***1,626.59***	***897***	***4.55***
CONSOL ENERGY INC COM	CNX	12/01/10	83	44 0353	3,654.93	32 1000	2,664.30	(990 63)	42	1.55
		12/21/10	80	45.2800	3,622.40	32.1000	2,568.00	(1,054.40)	40	1 55
		01/05/12	149	38.7722	5,777.06	32 1000	4,782 90	(994.16)	75	1.55
Subtotal			***312***		***13,054.39***		***10,015.20***	***(3,039.19)***	***157***	***1.55***
DEERE CO	DE	12/01/10	96	76.0600	7,301.76	86.4200	8,296 32	994.56	177	2.12
		12/21/10	110	84 0341	9,243.76	86.4200	9,506.20	262.44	203	2.12
		09/09/11	20	74.4900	1,489.80	86.4200	1,728.40	238.60	37	2.12
		01/05/12	223	80.6400	17,982 72	86.4200	19,271.66	1,288.94	411	2.12
Subtotal			***449***		***36,018.04***		***38,802.58***	***2,784.54***	***828***	***2.12***
DIAGEO PLC SPSD ADR NEW	DEO	12/01/10	79	72.0100	5,688.79	116 5800	9,209.82	3,521 03	220	2.37
		12/21/10	90	74 3400	6,690.60	116.5800	10,492.20	3,801.60	250	2.37
		09/09/11	20	75 9300	1,518 60	116 5800	2,331.60	813.00	56	2.37
		01/05/12	199	87.8200	17,476.18	116.5800	23,199.42	5,723.24	552	2.37
Subtotal			***388***		***31,374.17***		***45,233.04***	***13,858.87***	***1,078***	***2.37***
DOMINION RES INC NEW VA	D	12/01/10	146	41 9452	6,124.01	51.8000	7,562.80	1,438.79	309	4.07
		12/21/10	150	43.0346	6,455.19	51.8000	7,770.00	1,314.81	317	4.07
		09/09/11	30	46 9400	1,408.20	51.8000	1,554 00	145.80	64	4.07
		01/05/12	346	51.6525	17,871.77	51.8000	17,922.80	51.03	731	4.07
Subtotal			***672***		***31,859.17***		***34,809.60***	***2,950.43***	***1,421***	***4.07***
DOW CHEMICAL CO	DOW	06/06/11	239	35.1300	8,396.07	32.3294	7,726 73	(669.34)	306	3 95
		01/05/12	186	29.5800	5,501.88	32.3294	6,013.27	511.39	239	3.95
Subtotal			***425***		***13,897.95***		***13,740.00***	***(157.95)***	***545***	***3.95***

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Merrill Lynch
Wealth Management
Bank of America Corporation

HOLMES FAMILY FOUNDATION INC

Account Number:

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
DU PONT E I DE NEMOURS	DD	12/01/10	169	48.3845	8,176 99	44 9785	7,601.37	(575 62)	291	3 82
		12/21/10	200	49.9646	9,992.92	44.9785	8,995.70	(997.22)	344	3.82
		09/09/11	40	45 1000	1,804.00	44.9785	1,799.14	(4.86)	69	3.82
		01/05/12	443	46 3276	20,523.17	44.9785	19,925.48	(597.69)	762	3.82
Subtotal			*852*		*40,497.08*		*38,321.69*	*(2,175.39)*	*1,466*	*3.82*
ENBRIDGE INC COM	ENB	12/01/10	172	28.5419	4,909.22	43 3200	7,451.04	2,541.82	219	2 93
		12/21/10	180	27.4900	4,948.20	43.3200	7,797.60	2,849 40	229	2.93
		01/05/12	351	37.1517	13,040.25	43.3200	15,205 32	2,165 07	446	2.93
Subtotal			*703*		*22,897.67*		*30,453.96*	*7,556.29*	*894*	*2.93*
EQT CORP	EQT	12/01/10	77	41.3506	3,184.00	58.9800	4,541.46	1,357.46	68	1 49
		12/21/10	70	44.9600	3,147.20	58.9800	4,128.60	981.40	62	1.49
		01/05/12	160	55.3451	8,855.23	58.9800	9,436.80	581.57	141	1.49
Subtotal			*307*		*15,186.43*		*18,106.86*	*2,920.43*	*271*	*1.49*
EXXON MOBIL CORP COM	XOM	12/01/10	164	71.4600	11,719 44	86.5500	14,194.20	2,474.76	374	2.63
		12/21/10	170	72 4945	12,324.08	86.5500	14,713.50	2,389 42	388	2.63
		09/09/11	20	71.2500	1,425.00	86.5500	1,731.00	306.00	46	2.63
		01/05/12	326	85.2542	27,792.87	86.5500	28,215 30	422.43	744	2.63
Subtotal			*680*		*53,261.39*		*58,854.00*	*5,592.61*	*1,552*	*2.63*
FIFTH THIRD BANCORP	FITB	12/20/12	291	15.1919	4,420.87	15.2000	4,423.20	2.33	117	2.63
		12/21/12	769	15.1559	11,654.89	15.2000	11,688.80	33.91	308	2.63
Subtotal			*1,060*		*16,075.76*		*16,112.00*	*36.24*	*425*	*2.63*
FIRSTENERGY CORP	FE	12/01/10	118	35.3645	4,173.02	41.7600	4,927 68	754.66	260	5.26
		12/21/10	90	36 7800	3,310 20	41.7600	3,758.40	448 20	198	5.26
		01/05/12	140	42.1358	5,899.02	41 7600	5,846.40	(52.62)	308	5.26
Subtotal			*348*		*13,382.24*		*14,532.48*	*1,150.24*	*766*	*5.26*

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HOLMES FAMILY FOUNDATION INC

Account Number·

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
GENERAL ELECTRIC	GE	12/01/10	198	16.2645	3,220 39	20.9900	4,156.02	935.63	151	3.62
		12/14/10	170	17.8008	3,026.14	20.9900	3,568.30	542.16	130	3 62
		12/21/10	430	18.0400	7,757 20	20 9900	9,025.70	1,268.50	327	3.62
		09/09/11	90	15.1300	1,361.70	20.9900	1,889.10	527.40	69	3.62
		01/05/12	876	18.4661	16,176.39	20.9900	18,387.24	2,210 85	666	3.62
Subtotal			***1,764***		***31,541.82***		***37,026.36***	***5,484.54***	***1,343***	***3.62***
GENERAL MILLS	GIS	12/01/10	92	35.6953	3,283.97	40.4200	3,718.64	434.67	122	3.26
		12/21/10	100	35.9346	3,593.46	40.4200	4,042.00	448 54	132	3.26
		01/05/12	193	40.5358	7,823.41	40.4200	7,801.06	(22.35)	255	3.26
Subtotal			***385***		***14,700.84***		***15,561.70***	***860.86***	***509***	***3.26***
GENL DYNAMICS CORP COM	GD	12/01/10	83	67.4559	5,598.84	69.2700	5,749.41	150 57	170	2.94
		12/21/10	70	70 6100	4,942.70	69.2700	4,848.90	(93.80)	143	2.94
		01/05/12	128	67.6492	8,659.11	69 2700	8,866.56	207 45	262	2.94
Subtotal			***281***		***19,200.65***		***19,464.87***	***264.22***	***575***	***2.94***
HOME DEPOT INC	HD	12/01/10	132	31.6900	4,183.08	61.8500	8,164 20	3,981.12	154	1.87
		12/21/10	130	35.3150	4,590.95	61.8500	8,040 50	3,449.55	151	1.87
		01/05/12	268	42.6319	11,425.35	61 8500	16,575.80	5,150 45	311	1.87
Subtotal			***530***		***20,199.38***		***32,780.50***	***12,581.12***	***616***	***1.87***
HONEYWELL INTL INC DEL	HON	04/06/11	123	58 9714	7,253.49	63.4700	7,806.81	553 32	202	2 58
		04/29/11	28	60.7025	1,699.67✦	63 4700	1,777.16	77.49	46	2.58
		01/05/12	105	54.9900	5,773 95	63.4700	6,664.35	890.40	173	2.58
Subtotal			***256***		***14,727.11***		***16,248.32***	***1,521.21***	***421***	***2.58***
INTEL CORP	INTC	12/01/10	220	21.6100	4,754.20	20.6200	4,536.40	(217.80)	198	4 36
		12/21/10	200	21.2850	4,257.00	20.6200	4,124.00	(133.00)	180	4.36
		01/05/12	397	25.1860	9,998.88	20.6200	8,186.14	(1,812.74)	358	4 36
Subtotal			***817***		***19,010.08***		***16,846.54***	***(2,163.54)***	***736***	***4.36***

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Merrill Lynch
Wealth Management
Bank of America Corporation

HOLMES FAMILY FOUNDATION INC Account Number: :

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
INTL BUSINESS MACHINES	IBM	12/01/10	51	144 6400	7,376 64	191 5500	9,769.05	2,392.41	174	1.77
CORP IBM		12/21/10	50	145.5300	7,276.50	191.5500	9,577.50	2,301.00	170	1 77
		01/05/12	105	183 7810	19,297.01	191 5500	20,112.75	815.74	357	1.77
Subtotal			***206***		***33,950.15***		***39,459.30***	***5,509.15***	***701***	***1.77***
JOHNSON AND JOHNSON COM	JNJ	12/01/10	34	62.1600	2,113.44	70.1000	2,383.40	269.96	83	3.48
		12/21/10	50	62.5800	3,129 00	70.1000	3,505.00	376.00	122	3.48
		05/17/11	70	66.3774	4,646.42	70 1000	4,907.00	260.58	171	3.48
		01/05/12	163	65.0947	10,610.44	70.1000	11,426 30	815.86	398	3.48
		08/29/12	75	67 7272	5,079.54	70.1000	5,257.50	177.96	183	3.48
Subtotal			***392***		***25,578.84***		***27,479.20***	***1,900.36***	***957***	***3.48***
JOHNSON CONTROLS INC	JCI	03/14/11	121	40 5427	4,905.67	30.6700	3,711.07	(1,194.60)	92	2.47
		03/15/11	59	39.0515	2,304.04	30.6700	1,809.53	(494.51)	45	2.47
		04/06/11	27	41.9274	1,132.04✦	30.6700	828.09	(303 95)	21	2.47
		01/05/12	161	32.0942	5,167.17	30.6700	4,937.87	(229.30)	123	2.47
Subtotal			***368***		***13,508.92***		***11,286.56***	***(2,222.36)***	***281***	***2.47***
JPMORGAN CHASE & CO	JPM	12/01/10	389	38.1762	14,850.58	43.9691	17,103.98	2,253.40	467	2 72
		12/21/10	320	40.9445	13,102.27	43.9691	14,070.11	967 84	384	2.72
		09/09/11	70	32.3500	2,264.50	43 9691	3,077.84	813.34	84	2 72
		01/05/12	686	34.8620	23,915 34	43.9691	30,162.80	6,247.46	824	2.72
Subtotal			***1,465***		***54,132.69***		***64,414.73***	***10,282.04***	***1,759***	***2.72***
KIMBERLY CLARK	KMB	12/01/10	6	62.8950	377 37	84.4300	506.58	129.21	18	3.50
		12/21/10	80	63.0300	5,042.40	84.4300	6,754.40	1,712.00	237	3.50
		01/05/12	161	72.9900	11,751.39	84.4300	13,593.23	1,841.84	477	3.50
Subtotal			***247***		***17,171.16***		***20,854.21***	***3,683.05***	***732***	***3.50***

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HOLMES FAMILY FOUNDATION INC Account Number:

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
LIMITED BRANDS INC	LTD	02/17/11	148	33.2130	4,915.53	47.0600	6,964.88	2,049.35	148	2.12
		08/23/11	115	35.3194	4,061.74	47.0600	5,411.90	1,350.16	115	2.12
		01/05/12	270	39.4698	10,656.87	47.0600	12,706.20	2,049 33	270	2.12
Subtotal			***533***		***19,634.14***		***25,082.98***	***5,448.84***	***533***	***2.12***
LORILLARD INC	LO	12/01/10	56	82.2200	4,604 32	116.6700	6,533.52	1,929 20	348	5.31
		12/21/10	50	82.1700	4,108.50	116.6700	5,833.50	1,725.00	310	5.31
		01/05/12	104	112.9511	11,746.92	116.6700	12,133.68	386.76	645	5.31
Subtotal			***210***		***20,459.74***		***24,500.70***	***4,040.96***	***1,303***	***5.31***
MARATHON OIL CORP	MRO	12/17/08	5	16.2120	81.06	30.6600	153.30	72.24	4	2.21
		12/01/10	180	20.4272	3,676 91	30.6600	5,518 80	1,841.89	123	2.21
		12/21/10	130	21.7097	2,822.27	30.6600	3,985.80	1,163.53	89	2.21
		01/05/12	223	30.7057	6,847 39	30.6600	6,837.18	(10.21)	152	2.21
Subtotal			***538***		***13,427.63***		***16,495.08***	***3,067.45***	***368***	***2.21***
MARATHON PETROLEUM CORP	MPC	12/01/10	86	27.6359	2,376.69	63.0000	5,418.00	3,041.31	121	2.22
		12/21/10	65	29.3709	1,909.11	63.0000	4,095.00	2,185.89	91	2 22
		01/05/12	116	32.4700	3,766.52	63.0000	7,308 00	3,541.48	163	2.22
Subtotal			***267***		***8,052.32***		***16,821.00***	***8,768.68***	***375***	***2.22***
MCDONALDS CORP COM	MCD	12/01/10	96	79.4852	7,630.58	88.2100	8,468.16	837.58	296	3 49
		12/21/10	110	76.6846	8,435 31	88 2100	9,703.10	1,267.79	339	3.49
		09/09/11	30	84.5800	2,537.40	88.2100	2,646.30	108.90	93	3 49
		01/05/12	238	99.1484	23,597.32	88.2100	20,993.98	(2,603 34)	734	3.49
Subtotal			***474***		***42,200.61***		***41,811.54***	***(389.07)***	***1,462***	***3.49***
MEADWESTVACO CORP	MWV	12/01/10	147	22.8678	3,361.58	31.8700	4,684.89	1,323.31	147	3.13
		12/21/10	150	22.9435	3,441.53	31.8700	4,780.50	1,338.97	150	3.13
		01/05/12	323	26.4870	8,555.32	31.8700	10,294.01	1,738.69	323	3.13
Subtotal			***620***		***15,358.43***		***19,759.40***	***4,400.97***	***620***	***3.13***

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Merrill Lynch
Wealth Management
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HOLMES FAMILY FOUNDATION INC Account Number:

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
MERCK AND CO INC SHS	MRK	12/01/10	168	34 9900	5,878.32	40 9400	6,877.92	999 60	289	4.20
		12/21/10	160	36.3646	5,818 34	40.9400	6,550.40	732.06	276	4.20
		01/05/12	320	38.6446	12,366.30	40.9400	13,100.80	734.50	551	4.20
Subtotal			***648***		***24,062 96***		***26,529.12***	***2,466.16***	***1,116***	***4.20***
MICROSOFT CORP	MSFT	12/01/10	84	26 1200	2,194.08	26 7097	2,243.61	49.53	78	3.44
		12/21/10	120	28 0650	3,367.80	26.7097	3,205.16	(162.64)	111	3.44
		12/07/11	165	25.5656	4,218.34	26.7097	4,407.10	188.76	152	3.44
		01/05/12	386	27.4654	10,601.68	26.7097	10,309 94	(291 74)	356	3.44
Subtotal			***755***		***20,381.90***		***20,165.81***	***(216.09)***	***697***	***3.44***
NEXTERA ENERGY INC SHS	NEE	12/01/10	134	51.0191	6,836 57	69 1900	9,271.46	2,434 89	322	3.46
		12/21/10	120	51 3541	6,162.50	69.1900	8,302 80	2,140 30	288	3.46
		01/05/12	217	59.0741	12,819 10	69.1900	15,014.23	2,195.13	521	3.46
Subtotal			***471***		***25,818.17***		***32,588.49***	***6,770.32***	***1,131***	***3.46***
NORTHEAST UTILITIES COM	NU	12/01/10	116	31.5900	3,664.44	39.0800	4,533.28	868.84	160	3.51
		12/21/10	110	31.9441	3,513.86	39 0800	4,298.80	784.94	151	3.51
		01/05/12	235	34.8130	8,181.06	39.0800	9,183.80	1,002.74	323	3 51
Subtotal			***461***		***15,359.36***		***18,015.88***	***2,656.52***	***634***	***3.51***
NORTHROP GRUMMAN CORP	NOC	12/01/10	88	57.0276	5,018.43	67.5800	5,947.04	928.61	194	3.25
		12/21/10	60	58.4383	3,506.30	67.5800	4,054.80	548.50	132	3 25
		01/05/12	127	57.8484	7,346.75	67.5800	8,582 66	1,235.91	280	3.25
Subtotal			***275***		***15,871.48***		***18,584.50***	***2,713.02***	***606***	***3.25***
OCCIDENTAL PETE CORP CAL	OXY	12/01/10	99	90.7100	8,980.29	76 6100	7,584 39	(1,395.90)	214	2.81
		12/21/10	80	97.0900	7,767.20	76.6100	6,128.80	(1,638.40)	173	2 81
		01/05/12	189	95.9193	18,128.75	76 6100	14,479.29	(3,649.46)	409	2.81
Subtotal			***368***		***34,876.24***		***28,192.48***	***(6,683.76)***	***796***	***2.81***

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HOLMES FAMILY FOUNDATION INC

Account Number:

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
PEABODY ENERGY CORP COM	BTU	12/01/10	88	61.0789	5,374.95	26.6100	2,341.68	(3,033.27)	30	1.27
		12/21/10	70	63.7600	4,463.20	26.6100	1,862.70	(2,600.50)	24	1 27
		01/05/12	156	35.8746	5,596.45	26.6100	4,151.16	(1,445.29)	54	1.27
Subtotal			***314***		***15,434.60***		***8,355.54***	***(7,079.06)***	***108***	***1.27***
PFIZER INC	PFE	12/01/10	261	16.6745	4,352.07	25 0793	6,545.70	2,193 63	251	3.82
		12/21/10	270	17.3600	4,687.20	25 0793	6,771.41	2,084.21	260	3.82
		01/05/12	611	21 5550	13,170.11	25.0793	15,323.45	2,153.34	587	3 82
Subtotal			***1,142***		***22,209.38***		***28,640.56***	***6,431.18***	***1,098***	***3.82***
PHILIP MORRIS INTL INC	PM	12/01/10	113	57.6100	6,509.93	83.6400	9,451.32	2,941.39	385	4.06
		12/21/10	150	58 5142	8,777.13	83.6400	12,546.00	3,768.87	510	4 06
		09/09/11	20	67.2900	1,345.80	83.6400	1,672.80	327.00	68	4 06
		01/05/12	295	78 4731	23,149 59	83.6400	24,673.80	1,524.21	1,003	4.06
Subtotal			***578***		***39,782.45***		***48,343.92***	***8,561.47***	***1,966***	***4.06***
PHILLIPS 66 SHS	PSX	12/01/10	30	28.4700	854.10	53.1000	1,593.00	738.90	30	1.88
		12/21/10	40	30.6535	1,226.14	53.1000	2,124.00	897.86	40	1.88
		09/09/11	10	29.6450	296.45	53.1000	531.00	234.55	10	1.88
		01/05/12	88	33.4027	2,939.44	53.1000	4,672.80	1,733.36	88	1.88
Subtotal			***168***		***5,316.13***		***8,920.80***	***3,604.67***	***168***	***1.88***
PRAXAIR INC	PX	12/01/10	19	93.2573	1,771.89	109.4500	2,079.55	307.66	42	2.01
		12/21/10	70	95.9600	6,717.20	109.4500	7,661.50	944.30	154	2.01
		01/05/12	152	107.9484	16,408.16	109 4500	16,636 40	228.24	335	2.01
Subtotal			***241***		***24,897.25***		***26,377.45***	***1,480.20***	***531***	***2.01***
PROCTER & GAMBLE CO	PG	12/01/10	140	62.2445	8,714.24	67 8900	9,504.60	790.36	315	3 31
		12/21/10	130	65.0300	8,453.90	67.8900	8,825.70	371.80	293	3.31
		01/05/12	232	66.6041	15,452.17	67.8900	15,750.48	298.31	522	3.31
Subtotal			***502***		***32,620.31***		***34,080.78***	***1,460.47***	***1,130***	***3.31***

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Wealth Management
Bank of America Corporation

HOLMES FAMILY FOUNDATION INC   Account Number:

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
PRUDENTIAL FINANCIAL INC	PRU	12/01/10	65	51.9700	3,378.05	53.3300	3,466.45	88.40	104	3.00
		12/21/10	50	59.4700	2,973.50	53.3300	2,666.50	(307.00)	80	3.00
		01/05/12	92	50.9800	4,690 16	53.3300	4,906.36	216.20	148	3.00
		08/29/12	175	54.5978	9,554.62	53.3300	9,332.75	(221.87)	280	3.00
Subtotal			*382*		*20,596.33*		*20,372.06*	*(224.27)*	*612*	*3.00*
PUB SVC ENTERPRISE GRP	PEG	12/01/10	110	31.2146	3,433.61	30 6000	3,366.00	(67.61)	157	4.64
		12/21/10	110	31.2600	3,438.60	30.6000	3,366.00	(72.60)	157	4 64
		01/05/12	233	31 5800	7,358.14	30.6000	7,129.80	(228 34)	331	4.64
Subtotal			*453*		*14,230.35*		*13,861.80*	*(368.55)*	*645*	*4.64*
RAYTHEON CO DELAWARE NEW	RTN	12/01/10	192	47.1346	9,049.85	57.5600	11,051.52	2,001.67	384	3.47
		12/21/10	140	44.9452	6,292 34	57 5600	8,058.40	1,766.06	280	3 47
		01/05/12	269	48.2202	12,971.26	57.5600	15,483.64	2,512.38	538	3.47
Subtotal			*601*		*28,313.45*		*34,593.56*	*6,280.11*	*1,202*	*3.47*
RIO TINTO PLC SPNSRD ADR	RIO	12/01/10	91	66.4038	6,042.75	58.0900	5,286 19	(756 56)	151	2.84
		12/21/10	90	70.8800	6,379.20	58.0900	5,228.10	(1,151.10)	149	2.84
		01/05/12	178	51.5342	9,173.09	58.0900	10,340.02	1,166.93	295	2.84
Subtotal			*359*		*21,595.04*		*20,854.31*	*(740.73)*	*595*	*2.84*
SCHLUMBERGER LTD	SLB	12/01/10	38	80 9400	3,075.72	69.2986	2,633 35	(442 37)	42	1.58
		12/21/10	70	82.3900	5,767.30	69.2986	4,850.90	(916.40)	77	1.58
		12/24/10	7	77.0714	539.50✦	69.2986	485.09	(54.41)	8	1.58
		09/09/11	20	72.3500	1,447 00	69.2986	1,385.97	(61.03)	22	1.58
		01/05/12	136	67.9200	9,237.12	69.2986	9,424.61	187.49	150	1.58
Subtotal			*271*		*20,066.64*		*18,779.92*	*(1,286.72)*	*299*	*1.58*
SEMPRA ENERGY	SRE	12/01/10	49	50.5100	2,474.99	70.9400	3,476.06	1,001.07	118	3.38
		12/21/10	60	52 0800	3,124.80	70.9400	4,256.40	1,131.60	144	3.38
		01/05/12	123	55.1100	6,778.53	70.9400	8,725.62	1,947.09	296	3.38
Subtotal			*232*		*12,378.32*		*16,458.08*	*4,079.76*	*558*	*3.38*

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HOLMES FAMILY FOUNDATION INC Account Number: ·

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
SOUTHERN COMPANY	SO	12/01/10	120	38.3552	4,602.63	42.8100	5,137.20	534.57	236	4 57
		12/21/10	140	38.3952	5,375.34	42 8100	5,993.40	618 06	275	4.57
		09/09/11	30	40.6800	1,220 40	42.8100	1,284.30	63 90	59	4.57
		01/05/12	300	44.7700	13,431.00	42 8100	12,843.00	(588.00)	588	4.57
Subtotal			*590*		*24,629.37*		***25,257.90***	*628.53*	***1,158***	***4.57***
TORONTO DOMINION BANK	TD	07/27/11	92	81.5675	7,504.21	84.3300	7,758.36	254.15	286	3 68
		08/19/11	12	85 0791	1,020.95✦	84 3300	1,011.96	(8.99)	38	3.68
		01/05/12	84	74.6600	6,271.44	84.3300	7,083 72	812.28	261	3.68
		08/30/12	70	81.3708	5,695 96	84 3300	5,903.10	207.14	218	3.68
Subtotal			*258*		*20,492.56*		***21,757.14***	*1,264.58*	***803***	***3.68***
TOTAL S A. SP ADR	TOT	12/01/10	137	49.7600	6,817.12	52.0100	7,125.37	308.25	344	4.81
		12/21/10	130	53.4342	6,946 45	52.0100	6,761.30	(185.15)	326	4.81
		09/09/11	30	44.7000	1,341.00	52.0100	1,560.30	219.30	76	4.81
		01/05/12	257	51.3298	13,191.78	52.0100	13,366.57	174.79	645	4.81
Subtotal			*554*		*28,296.35*		***28,813.54***	*517.19*	***1,391***	***4.81***
TRAVELERS COS INC	TRV	12/01/10	134	55.0600	7,378.04	71.8200	9,623.88	2,245.84	247	2.56
		12/21/10	160	55.5046	8,880.74	71.8200	11,491.20	2,610 46	295	2.56
		09/09/11	30	48 1600	1,444.80	71.8200	2,154 60	709.80	56	2 56
		01/05/12	349	58.2261	20,320.91	71.8200	25,065.18	4,744.27	643	2 56
Subtotal			*673*		*38,024.49*		***48,334.86***	*10,310.37*	***1,241***	***2.56***
UNILEVER NV NY REG SHS	UN	12/01/10	206	29.1846	6,012 03	38.3000	7,889.80	1,877.77	215	2.72
		12/21/10	250	31.3800	7,845.00	38.3000	9,575.00	1,730.00	261	2.72
		09/09/11	50	31.3500	1,567.50	38.3000	1,915 00	347.50	53	2.72
		01/05/12	525	34.3410	18,029.03	38.3000	20,107.50	2,078 47	548	2.72
Subtotal			*1,031*		*33,453.56*		***39,487.30***	*6,033.74*	***1,077***	***2.72***

Merrill Lynch
Wealth Management
Bank of America Corporation

HOLMES FAMILY FOUNDATION INC

Account Number:

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
UNITED TECHS CORP COM	UTX	12/01/10	99	77.6545	7,687.80	82.0100	8,118.99	431 19	212	2.60
		12/21/10	120	79.1890	9,502.69	82.0100	9,841.20	338.51	257	2 60
		09/09/11	20	70.6500	1,413 00	82.0100	1,640.20	227 20	43	2.60
		01/05/12	270	74.0830	20,002.41	82.0100	22,142.70	2,140.29	578	2 60
Subtotal			*509*		*38,605.90*		***41,743.09***	*3,137.19*	***1,090***	***2.60***
US BANCORP (NEW)	USB	12/01/10	290	24.2646	7,036.74	31.9400	9,262.60	2,225.86	227	2 44
		12/21/10	200	26.7446	5,348.92	31.9400	6,388.00	1,039.08	156	2.44
		01/05/12	395	27.7376	10,956.39	31.9400	12,616 30	1,659.91	309	2.44
Subtotal			*885*		*23,342.05*		***28,266.90***	*4,924.85*	***692***	***2.44***
V F CORPORATION	VFC	12/01/10	51	84.7000	4,319.70	150.9700	7,699.47	3,379.77	178	2 30
		12/21/10	60	89.4800	5,368.80	150.9700	9,058.20	3,689.40	209	2.30
		01/05/12	126	132.7500	16,726.50	150.9700	19,022.22	2,295.72	439	2.30
Subtotal			*237*		*26,415.00*		***35,779.89***	*9,364.89*	***826***	***2.30***
VERIZON COMMUNICATNS COM	VZ	12/01/10	174	32.5275	5,659.79	43.2700	7,528.98	1,869.19	359	4.76
		12/21/10	340	34.8562	11,851.11	43.2700	14,711.80	2,860.69	701	4.76
		09/09/11	40	35.1200	1,404.80	43.2700	1,730.80	326.00	83	4.76
		01/05/12	710	38.8825	27,606.58	43.2700	30,721.70	3,115.12	1,463	4.76
Subtotal			*1,264*		*46,522.28*		***54,693.28***	*8,171.00*	***2,606***	***4.76***
VODAFONE GROP PLC SP ADR	VOD	12/01/10	129	25.9063	3,341 92	25.1900	3,249.51	(92.41)	194	5.95
		12/21/10	160	26.5363	4,245.81	25.1900	4,030.40	(215.41)	240	5.95
		01/05/12	350	27.4322	9,601.27	25.1900	8,816.50	(784.77)	525	5.95
Subtotal			*639*		*17,189.00*		***16,096.41***	*(1,092.59)*	***959***	***5.95***
WAL-MART STORES INC	WMT	12/01/10	79	54.8100	4,329 99	68.2300	5,390.17	1,060.18	126	2.33
		12/21/10	90	53.8000	4,842.00	68.2300	6,140.70	1,298.70	144	2.33
		01/05/12	184	58.7729	10,814 23	68.2300	12,554.32	1,740.09	293	2.33
Subtotal			*353*		*19,986.22*		***24,085.19***	*4,098.97*	***563***	***2.33***

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HOLMES FAMILY FOUNDATION INC Account Number:

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
WELLS FARGO & CO NEW DEL	WFC	12/01/10	430	27.4699	11,812.06	34.1800	14,697.40	2,885 34	379	2 57
		12/21/10	340	30 7345	10,449.76	34.1800	11,621 20	1,171.44	300	2.57
		09/09/11	70	23.6600	1,656 20	34.1800	2,392.60	736.40	62	2.57
		01/05/12	685	28 5720	19,571.82	34.1800	23,413.30	3,841.48	603	2.57
Subtotal			***1,525***		***43,489.84***		***52,124.50***	***8,634.66***	***1,344***	***2.57***
WEYERHAEUSER CO	WY	12/01/10	247	17.1253	4,229.95	27.8200	6,871.54	2,641 59	168	2 44
		12/21/10	240	18.5745	4,457.90	27.8200	6,676.80	2,218.90	164	2.44
		01/05/12	504	18.7299	9,439.87	27.8200	14,021.28	4,581.41	343	2.44
Subtotal			***991***		***18,127.72***		***27,569.62***	***9,441.90***	***675***	***2.44***
3M COMPANY	MMM	12/01/10	57	86.6100	4,936.77	92.8500	5,292.45	355.68	135	2.54
		12/21/10	60	86 5800	5,194.80	92.8500	5,571.00	376.20	142	2 54
		01/05/12	125	83.1600	10,395.00	92.8500	11,606.25	1,211.25	295	2.54
Subtotal			***242***		***20,526.57***		***22,469.70***	***1,943.13***	***572***	***2.54***
TOTAL					1,861,931.66		2,097,661.46	235,729 80	65,680	3.13
TOTAL PRINCIPAL INVESTMENTS					3,130,162.40		3,414,771.90	284,609.50	106,629	3.12

Notes

Δ Debt Instruments purchased at a premium show amortization θ Debt Instruments purchased at a discount show accretion

[1] Some agency securities are not backed by the full faith and credit of the United States government.

< Derived from Moody's and/or S & P ratings for other debt securities of this issuer and provided by a third party vendor

✦Cost basis has been adjusted by the deferred loss amount from a previous "Wash Sale" and the acquisition date has been adjusted to include the holding period of the lot closed by that previous "Wash Sale".

For Credit Ratings: S&P and Moody's provide credit ratings on the credit quality of certain bonds and preferred stocks. For a credit enhanced security, Moody's and S&P publish and provide third party vendors the higher of the rating on the credit enhancer (guarantor) or the stand alone rating on the underlying security.

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HOLMES FAMILY FOUNDATION INC   Account Number

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS December 01, 2012 - December 31, 2012

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	1,132.15	1,132 15		1,132.15		
BIF MONEY FUND	104,077.00	104,077.00	1.0000	104,077.00	42	.04
TOTAL		105,209 15		105,209.15	42	.04
TOTAL INCOME INVESTMENTS		105,209.15		105,209.15	41	.04

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	3,235,371.55	3,519,981.05	284,609 50	12,207.49	106,671	3.03

YOUR TRUST MANAGEMENT ACCOUNT TRANSACTIONS

DIVIDENDS/INTEREST INCOME TRANSACTIONS

Date	Transaction Type	Quantity	Description	Income Cash	Principal Cash	Income Year To Date
12/06	Accrued Int		CHEVRON CORP GLB 01.104% DEC 05 2017 BUY ACCRUED INT EXCD J.P. MORGAN SECURIT C CUSIP NUM: 166764AA8	(1.72)		
	Subtotal (Tax-Exempt Interest)			*(1.72)*		*(176.05)*
12/04	Accrued Int		AT&T INC GLB 05.500% FEB 01 2018 INCOME ON SALE EXCD PERSHING LLC CUSIP NUM: 00206RAJ1	37 58		
12/04	Accrued Int		GENERAL ELECTRIC COMPANY GLB	34.17		

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