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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation
THE STONE FOUNDATION INC

A Employer identification number
39-1597843

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

B Telephone number (see instructions)
(920) 922-7000

City or town, state, and ZIP code
FOND DU LAC, WI 54935

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)* ▶$ 36,133,969

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))*

	Line	Description	(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)	445,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	15,271	15,271		
	4	Dividends and interest from securities	594,297	594,297		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a 8,496,250				
	7	Capital gain net income (from Part IV, line 2)		407,097		
	8	Net short-term capital gain			341,281	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,054,568	1,016,665	341,281	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	2,706			2,706
	b	Accounting fees (attach schedule)	4,825			4,825
	c	Other professional fees (attach schedule)	71,041	71,041		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,439	1,439		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	708	206		502
	24	**Total operating and administrative expenses.** Add lines 13 through 23	80,719	72,686		8,033
	25	Contributions, gifts, grants paid	1,551,300			1,551,300
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,632,019	72,686		1,559,333
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-577,451			
	b	**Net investment income** (if negative, enter -0-)		943,979		
	c	**Adjusted net income** (if negative, enter -0-)			341,281	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing	50,000	50,000	50,000
	2 Savings and temporary cash investments	7,597,975	3,160,674	3,160,674
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	12,094,180	16,156,166	31,272,683
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,413,928	1,618,889	1,650,612
	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)	21,156,083	20,985,729	36,133,969
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	21,156,083	20,985,729	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	21,156,083	20,985,729	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	21,156,083	20,985,729	

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	21,156,083
2	Enter amount from Part I, line 27a	2	-577,451
3	Other increases not included in line 2 (itemize) ▶	3	407,097
4	Add lines 1, 2, and 3	4	20,985,729
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	20,985,729

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	407,097
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	341,281

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,327,380	31,188,790	0 04256
2010	1,147,455	28,505,352	0 04025
2009	1,254,701	22,964,604	0 05464
2008	1,364,822	26,472,043	0 05156
2007	1,073,165	27,133,735	0 03955

2	**Total** of line 1, column (d)	2	0 22856
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 04571
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	36,075,700
5	Multiply line 4 by line 3	5	1,649,092
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,440
7	Add lines 5 and 6	7	1,658,532
8	Enter qualifying distributions from Part XII, line 4	8	1,559,333

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1			
	Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	18,880
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	18,880
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	18,880
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 10,234		
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	10,234
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached		8	137
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	8,783
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶WI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	Yes	

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

Website address ▶N/A

14 The books are in care of ▶DALE G BROOKS Telephone no ▶(920) 251-5022

Located at ▶1920 SAINT CLAIR AVE ST PAUL MN ZIP+4 ▶55105

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		No

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	**1a**	32,871,639
b	Average of monthly cash balances	**1b**	3,753,437
c	Fair market value of all other assets (see instructions)	**1c**	0
d	**Total** (add lines 1a, b, and c)	**1d**	36,625,076
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) **1e** 0		
2	Acquisition indebtedness applicable to line 1 assets	**2**	
3	Subtract line 2 from line 1d	**3**	36,625,076
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	**4**	549,376
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	**5**	36,075,700
6	**Minimum investment return.** Enter 5% of line 5	**6**	1,803,785

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**	1,803,785
2a	Tax on investment income for 2012 from Part VI, line 5 **2a** 18,880		
b	Income tax for 2012 (This does not include the tax from Part VI) **2b**		
c	Add lines 2a and 2b	**2c**	18,880
3	Distributable amount before adjustments Subtract line 2c from line 1	**3**	1,784,905
4	Recoveries of amounts treated as qualifying distributions	**4**	
5	Add lines 3 and 4	**5**	1,784,905
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**	1,784,905

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**	1,559,333
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**	1,559,333
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**	1,559,333

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				1,784,905
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			1,541,732	
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,559,333				
a Applied to 2011, but not more than line 2a			1,541,732	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				17,601
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,767,304
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

ERIC STONE OR DALE BROOKS
PO BOX 988
FOND DU LAC, WI 549360988
(920) 921-7700

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

ORGANIZATION REQUESTING DONATION501C3 STATUS, EIN NUMBERADDRESSPHONE, EMAILSOLICITOR'S NAMEPHONE, EMAILDATE BY WHICH COMTRIBUTION IS NEEDEDNATURE OR ORGANIZATIONPURPOSE FOR CONTRIBUTIONAMOUNT REQUESTEDSIGNATURE, DATE, POSITION

c Any submission deadlines

ANYTIME

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

AS DETERMINED

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,551,300
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	15,271	
4 Dividends and interest from securities. . . .			14	594,297	
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					
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). .				609,568	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 609,568

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2013-05-13 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Blaine C Priebusch	Blaine C Priebusch			P00353675

Firm's name ▶ Erickson & Associates SC

Firm's EIN ▶

Firm's address ▶ 255 S Main St, Fond du Lac, WI 549355025

Phone no (920) 921-4189

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
JAMES R CHATTERTON W7153 ROGERSVILLE RD FOND DU LAC, WI 54937	DIRECTOR 0 00	0		
MICHAEL L BURCH W4821 MEIKLEJOHN DR FOND DU LAC, WI 54935	DIRECTOR 0 00	0		
DALE G BROOKS 1920 SAINT CLAIR AVE ST PAUL, MN 55105	VP/A-TRES/DIR 0 00	0		
ERIC P STONE N7224 WINNEBAGO DR FOND DU LAC, WI 54935	V PRES/DIR 0 00	0		
S ADAM STONE N7159 WINNEBAGO DR FOND DU LAC, WI 54935	V PRES/DIR 0 00	0		
BARBARA S STONE W2845 PRESERVE LN EDEN, WI 53019	SEC/DIR 0 00	0		
PETER E STONE W2845 PRESERVE LN EDEN, WI 53019	PRES/TRES/DIR 0 00	0		

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CHARITY CLUB INC PO BOX 342 FOND DU LAC, WI 54936	NO RELATIONSHIP	PUBL	OPERATIONS	2,500
OSHKOSH AREA COMMUNITY FOUNDATION C 230 OHIO STREET STE 100 OSHKOSH, WI 54902	NO RELATIONSHIP	PUBL	OMRO SPECIAL PROJECT	10,000
CENTRAL WI COMMUNNITY ACTION COUNCI PO BOX 430 WISCONSIN DELLS, WI 53965	NO RELATIONSHIP	PUBL	DODGE COUNTY FOOD PANTRY	8,250
FOND DU LAC HUMANE SOCIETY INC 652 TRIANGLE ROAD FOND DU LAC, WI 54935	NO RELATIONSHIP	PUBL	CAPITAL CAMPAIGN	25,000
CHILDRENS MUSEUM OF FOND DU LAC INC 51 SHEBOYGAN STREET FOND DU LAC, WI 54935	NO RELATIONSHIP	PUBL	NEW FACILITIES	100,000
BLUE LINE HOCKEY CLUB INCORPORATED 550 FOND DU LAC AVENUE FOND DU LAC, WI 54935	NO RELATIONSHIP	PUBL	RAFFLE PRIZE FUNDRAISER	2,000
MILWAUKEE IRON INC 857 ASHLEY AVE PORT WASHINGTON, WI 53074	NO RELATIONSHIP	PUBL	WHEELCHAIR RUGBY	250
KETTLE MORAINE LUTHERAN H S FEDERAT 3399 DIVISION ROAD JACKSON, WI 53037	NO RELATIONSHIP	EDUC	PERFORMING ARTS CENTER	50,000
SCHOOL DISTRICT OF OMRO 455 FOX TRAIL OMRO, WI 54963	NO RELATIONSHIP	EDUC	BAND UNIFORMS	5,000
VILLAGE OF BROWNSVILLE 514 RAILROAD STREET PO BOX 308 BROWNSVILLE, WI 53006	NO RELATIONSHIP	PUBL	BASEBALL SCOREBOARD	2,800
BEAVER DAM YOUTH SPORTS ACTIVITIES PO BOX 866 BEAVER DAM, WI 53916	NO RELATIONSHIP	PUBL	WATERWORKS PARK PROJECT	5,000
BEAVER DAM COMMUNITY THEATRE INC PO BOX 216 BEAVER DAM, WI 53916	NO RELATIONSHIP	PUBL	BUILDING RECONSTRUCTION	10,000
FOND DU LAC ARTS COUNCIL INC 51 SHEBOYGAN STREET FOND DU LAC, WI 54935	NO RELATIONSHIP	PUBL	THELMA SADOLF CENTER FOR THE ARTS	250,000
FOND DU LAC SCHOOL DISTRICT 72 W NINTH STREET FOND DU LAC, WI 54935	NO RELATIONSHIP	EDUC	FRUTH FIELD CONCESSION STAND	500,000
FRIENDS OF TAYLOR PARK AND POOL INC 1042 HOLY TREE LANE FOND DU LAC, WI 54935	NO RELATIONSHIP	PUBL	CONTINUE COMMUNITY POOL OPERATIONS	5,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
LAKELAND COLLEGE PO BOX 359 SHEBOYGAN, WI 53082	NO RELATIONSHIP	EDUC	SCHOLARSHIPS	1,000
BEAVER DAM AGRI-BUSINESS ASSOCIATIO W8542 LAUREL HILL RD FOX LAKE, WI 53933	NO RELATIONSHIP	PUBL	AGRICULTURAL PROGRAMS	20,000
BIG BROTHERS BIG SISTERS OF FDL CTY 448 S MILITARY RD FOND DU LAC, WI 54935	NO RELATIONSHIP	PUBL	FURNACE REPLACEMENT	5,500
SHEBOYGAN COUNTY YMCA 812 BROUGHTON DR SHEBOYGAN, WI 53081	NO RELATIONSHIP	PUBL	RENOVATION	50,000
SOCIETY OF ST VINCENT DE PAUL OF FD 330 N PETERS AVENUE FOND DU LAC, WI 54935	NO RELATIONSHIP	REL/PUBL	NEW THRIFT STORE	50,000
FOND DU LAC ADULT LITERACY SERVICES 32 SHEBOYGAN STREET FOND DU LAC, WI 54935	NO RELATIONSHIP	PUBL	ADULT LITERACY	5,000
CITY OF OMRO 205 S WEBSTER AVE PO BOX 399 OMRO, WI 54963	NO RELATIONSHIP	PUBL	DEPARTMENT K-9 OFFICER FUND	2,500
PROVINCE OF ST JOSEPH OF CAPUCHIN O 301 CHURCH STREET MT CALVARY, WI 53057	NO RELATIONSHIP	EDUC	VOCATIONS, EDUCATION ST LAWRENCE SEMINARY	1,500
FOND DU LAC CTY HISTORICAL SOCIETY 336 OLD PIONEER RD PO BOX 1284 FOND DU LAC, WI 54936	NO RELATIONSHIP	PUBL	HISTORICAL EDUCATION PROGRAMS & PRESERVATION	1,500
CEDAR GROVE-BELGIUM AREA SCHOOL DIS 321 N SECOND STREET CEDAR GROVE, WI 53013	NO RELATIONSHIP	EDUC	HIGH SCHOOL BASEBALL EQUIPMENT	3,500
GENERAL COUNCIL OF THE ASSEMBLIES O 2313 N 31ST STREET SHEBOYGAN, WI 53083	NO RELATIONSHIP	PUBL	SAMARITAN'S HAND DRUG & ALCOHOL RECOVERY PROGRAM	5,000
ADVOCAP INC 19 W 1ST STREET FOND DU LAC, WI 54935	NO RELATIONSHIP	PUBL	CRITICAL NEED GRANTS	100,000
LUTHERAN HOMES HEALTH SERVICES FDN 244 N MACY STREET FOND DU LAC, WI 54935	NO RELATIONSHIP	FDN	CAPITAL CAMPAIGN	135,000
THE SALVATION ARMY 237 N MACY STREET FOND DU LAC, WI 54935	NO RELATIONSHIP	PUBL	BACK TO SCHOOL	1,000
AMERICAN NATIONAL RED CROSS 272 N MAIN STREET FOND DU LAC, WI 54935	NO RELATIONSHIP	PUBL	OPERATIONS	15,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SOUTH SHORE CHORALE INC 953 WINDSOR AVENUE FOND DU LAC, WI 54935	NO RELATIONSHIP	PUBL	MUSIC SUPPORT	1,000
WYOCENA COMMUNITY HELPING HANDS PAN PO BOX 913 WYOCENA, WI 53969	NO RELATIONSHIP	PUBL	FOOD PANTRY OPERATIONS	4,250
CENTRAL WI COMMUNITY ACTION COUNCIL PO BOX 430 WISCONSIN DELLS, WI 53965	NO RELATIONSHIP	PUBL	WAUSHARA CTY FOOD PANTRY	4,250
THE SLINGER COMMUNITY FOOD PANTRY I 6555 AURORA ROAD WEST BEND, WI 53090	NO RELATIONSHIP	PUBL	FOOD PANTRY OPERATIONS	1,750
RANDOM LAKE AREA INTERFAITH FOOD PA PO BOX 266 ADELL, WI 53001	NO RELATIONSHIP	REL/PUBL	FOOD PANTRY OPERATIONS	4,250
RANDOLPH EVANGELICAL FREE CHURCH 702 N HIGH STREET RANDOLPH, WI 53956	NO RELATIONSHIP	REL/PUBL	FOOD PANTRY OPERATIONS	1,750
PLYMOUTH FOOD PANTRY INC 2225 EASTERN AVENUE PLYMOUTH, WI 53073	NO RELATIONSHIP	PUBL	FOOD PANTRY OPERATIONS	8,250
FULL SHELF FOOD PANTRY INC W4871 HIGHWAY A FREDONIA, WI 53021	NO RELATIONSHIP	PUBL	FOOD PANTRY OPERATIONS	8,250
CENTRAL WI COMMUNITY ACTION COUNCIL PO BOX 430 WISCONSIN DELLS, WI 53965	NO RELATIONSHIP	PUBL	CARE & SHARE FOOD PANTRY MARQUETTE CTY	8,250
FIRST PRESBYTERIAN CHURCH 121 W FLORENCE STREET CAMBRIA, WI 53923	NO RELATIONSHIP	REL/PUBL	BREAD BASKET COMMUNITY FOOD PANTRY	1,750
ST MATTHEWS CHURCH ADOPT A FAMILY 419 MILL STREET PO BOX 740 CAMPBELLSPORT, WI 53010	NO RELATIONSHIP	REL/PUBL	FOOD PANTRY OPERATIONS	1,750
TRINITY METHODIST CHURCH 300 CHURCH STREET LOMIRA, WI 53048	NO RELATIONSHIP	REL/PUBL	FOOD PANTRY OPERATIONS	4,250
OMRO COMMUNITY FOOD PANTRY 310 N WEBSTER STREET OMRO, WI 54963	NO RELATIONSHIP	PUBL	FOOD PANTRY OPERATIONS	4,250
CHRISTIAN LIFE FELLOWSHIP CHURCH 113 N CLARK STREET MAYVILLE, WI 53050	NO RELATIONSHIP	REL/PUBL	MAYVILLE FOOD PANTRY OPERATIONS	8,250
BROKEN BREAD FOOD PROGRAM-ST PAULS 51 W DIVISION STREET FOND DU LAC, WI 54935	NO RELATIONSHIP	REL/PUBL	FOOD PANTRY OPERATIONS	41,250

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
YOUTH FOR CHRIST USA INC - FOND DU 303 E 9TH STREET FOND DU LAC, WI 54935	NO RELATIONSHIP	REL	GEN SUPPORT YOUTH OUTREACH & MENTORING	2,500
AMERICAN CANCER SOCIETY INC 250 WILLIAMS STREET ATLANTA, GA 30303	NO RELATIONSHIP	PUBL	SUPPORT-RELAY FOR LIFE	2,500
YOUNG MENS CHRISTIAN ASSN OF FOND D 90 W SECOND STREET FOND DU LAC, WI 54935	NO RELATIONSHIP	PUBL	CONTINUED SUPPORT	25,000
HABITAT FOR HUMANITY INTERNATIONAL 150 S BROOKE STREET FOND DU LAC, WI 54935	NO RELATIONSHIP	PUBL	BUILDING SUPPORT	2,500
FAMILY RESOURCE CENTER OF FDL CTY 104 S MAIN STREET SUITE 302 FOND DU LAC, WI 54935	NO RELATIONSHIP	PUBL	IMPROVE LIVES OF CHILDREN & FAMILIES	2,000
ST MARYS SPRINGS ACADEMY 114 AMORY STREET FOND DU LAC, WI 54935	NO RELATIONSHIP	EDUC	SUCCESSION PLANNING	10,000
BOYS GIRLS CLUB OF WEST BEND 925 N SILVERBROOK DRIVE WEST BEND, WI 54090	NO RELATIONSHIP	PUBL	PROGRAMS SUPPORT	2,500
BOYS GIRLS CLUB OF SHEBOYGAN COUNTY 319 CEDAR STREET SHEBOYGAN FALLS, WI 53085	NO RELATIONSHIP	PUBL	PROGRAMS SUPPORT	2,500
BOYS GIRLS CLUB OF FOND DU LAC INC PO BOX 562 FOND DU LAC, WI 54936	NO RELATIONSHIP	PUBL	AFTERSCHOOL PROGRAMS	2,500
FOND DU LAC BMX CLUB INC PO BOX 1662 FOND DU LAC, WI 54936	NO RELATIONSHIP	PUBL	TRACK MAINTENANCE	1,000
MARIAN UNIVERSITY INC 45 S NATIONAL AVENUE FOND DU LAC, WI 54935	NO RELATIONSHIP	EDUC	ANNUAL FUND GIFT	5,000
UNIVERSITY OF WI - FOND DU LAC FDN 400 UNIVERSITY DRIVE FOND DU LAC, WI 54935	NO RELATIONSHIP	FDN	EDUCATION	2,000
FOND DU LAC SYMPHONIC BAND LTD PO BOX 1483 FOND DU LAC, WI 54936	NO RELATIONSHIP	PUBL	SPONSOR SUMMER MUSIC FESTIVAL	1,500
CHURCH HEALTH SERVICES INC 308 ONEIDA STREET BEAVER DAM, WI 53916	NO RELATIONSHIP	PUBL	HEALTH CARE NEEDS OF MEDICALLY UNDERSERVED	2,500
MORAINE PARK FOUNDATION INC 235 N NATIONAL AVENUE PO BOX 1940 FOND DU LAC, WI 54936	NO RELATIONSHIP	FDN	SCHOLARSHIPS	10,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FOND DU LAC WOMENS FUND C/O FDL AREA FDN 384 N MAIN STREET FOND DU LAC, WI 54935	NO RELATIONSHIP	FDN	SPONSOR LUNCHEON FUNDRAISER	1,500
Total . . . . ▶ **3a**				1,551,300

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491133019283

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
THE STONE FOUNDATION INC	39-1597843

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization
THE STONE FOUNDATION INC

Employer identification number
39-1597843

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PETER E STONE W2845 PRESERVE LN EDEN, WI 53019	$ 445,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
THE STONE FOUNDATION INC

Employer identification number
39-1597843

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

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

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

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

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

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

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

Name of organization
THE STONE FOUNDATION INC

Employer identification number
39-1597843

Part III ***Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

TY 2012 Accounting Fees Schedule

Name: THE STONE FOUNDATION INC
EIN: 39-1597843
Software ID: 12000229
Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ERICKSON & ASSOC SC-2011 AUDIT	3,400	0	0	3,400
ERICKSON & ASSOC SC-2011 990PF PREP	1,425	0	0	1,425

TY 2012 Investments Corporate Stock Schedule

Name: THE STONE FOUNDATION INC

EIN: 39-1597843

Software ID: 12000229

Software Version: 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SCH-MORGAN STANLEY-COMMON STOCKS	4,817,504	4,908,251
SCH-RAYMOND JAMES-COMMON STOCKS	8,278,218	22,861,710
SCH-NATL EXCH BK & TR-COMMON STOCKS	3,060,444	3,502,722

TY 2012 Investments - Other Schedule

Name: THE STONE FOUNDATION INC

EIN: 39-1597843

Software ID: 12000229

Software Version: 2012v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SCH-NATL EXCH BK & TR-PRIME EQ PER TR FD	AT COST	1,618,889	1,650,612

TY 2012 Legal Fees Schedule

Name: THE STONE FOUNDATION INC

EIN: 39-1597843

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RUDER WARE LL SC	2,706	0	0	2,706

TY 2012 Other Expenses Schedule

Name: THE STONE FOUNDATION INC

EIN: 39-1597843

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WIRE TRANSFER	20	20		
PRINTING	117			117
GUIDESTAR SUBSCRIPTION	375			375
FOREIGN CONVERSION EXPENSE	186	186		
FILING FEE-DEPT OF FIN INSTITUTIONS	10			10

TY 2012 Other Increases Schedule

Name: THE STONE FOUNDATION INC

EIN: 39-1597843

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
NET REALIZED GAINS ON INVESTMENTS	407,097

TY 2012 Other Professional Fees Schedule

Name: THE STONE FOUNDATION INC
EIN: 39-1597843
Software ID: 12000229
Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NEB-TRUSTEE FEES	36,787	36,787	0	0
NEB-TRUST ACCOUNTING FEE	245	245	0	0
MORGAN STANLEY INVEST FEES	3,898	3,898	0	0
BERNSTEIN GLOBAL INVEST FEES	30,111	30,111	0	0

TY 2012 Substantial Contributors Schedule

Name: THE STONE FOUNDATION INC

EIN: 39-1597843

Software ID: 12000229

Software Version: 2012v2.0

Name	Address
PETER E STONE	W2845 PRESERVE LN EDEN, WI 53019
AMERICAN BANK	676 W JOHNSON STREET FOND DU LAC, WI 54935
NATIONAL EXCHANGE BANK TRUST	130 S MAIN STREET FOND DU LAC, WI 54935

TY 2012 Taxes Schedule

Name: THE STONE FOUNDATION INC

EIN: 39-1597843

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	1,439	1,439		

STONE FDN REV NEBAT TRUSTEE MDP-420048019 87-6260249

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
3000. MARATHON PETE CORP COM	08/22/2011	08/15/2012	148,142.68	100,683.30	47,459.38
Totals			148,143.00	100,683.00	47,459.00
			148,142.68	100,683.30	47459.38

JSA 2F0971 1.000

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
2400. AMGEN INC COM	06/01/2010	09/06/2012	203,447.04	134,410.40	69,036.64
4400. COMPUTER SCIENCES CORP COM	05/17/2011	10/01/2012	139,967.90	195,207.98	-55,240.08
.739 DUKE ENERGY CORP NEW COM NEW	08/04/2008	07/31/2012	49.80	35.19	14.61
1250. EXELIS INC COM	05/04/2010	09/20/2012	12,837.84	15,733.83	-2,895.99
1250. EXELIS INC COM	05/04/2010	10/01/2012	13,087.96	15,308.97	-2,221.01
1250. ITT CORP NEW COM NEW	05/04/2010	08/03/2012	25,374.81	25,579.60	-204.79
1500. MARATHON PETE CORP COM	06/01/2010	08/15/2012	74,071.33	25,624.39	48,446.94
12000. NOKIA CORP SPONSORED ADR	06/01/2010	09/20/2012	33,840.43	182,041.70	-148,201.27
1000. WAL MART STORES INC COM	03/03/2010	09/05/2012	73,634.45	53,379.80	20,254.65
2500. XYLEM INC COM	05/04/2010	08/03/2012	59,840.16	76,952.50	-17,112.34
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			636,152.00	724,274.00	-88,123.00
Totals			636,152.00	724,274.00	-88,123.00
			636151.72	724,274.36	<88,122.64>

JSA 2F0970 1.000

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

BLACKROCK LIQUIDITY FUND TEMPFUND #	9.80	
HERLEY INDS INC DEL COM	3,639.20	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		3,649.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS (ROUNDED)		3,649.00

STATEMENT 7

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM NON-COVERED								
01/04/2012	01/13/2012	150	***LYONDELLBASELL INDU-CL A	38.52	34.23	5,778.48	5,134 63	643.85
01/06/2012	01/24/2012	125	WATSON PHARMACEUTICALS INC	56.00	63.26	7,000.13	7,907.30	-907.17
01/04/2012	01/31/2012	50	MARATHON PETROLEUM CORP	38.08	33.38	1,903.80	1,668.90	234.90
01/04/2012	01/31/2012	250	MARATHON PETROLEUM CORP	38.08	33.38	9,519.00	8,344.50	1,174.50
01/04/2012	02/02/2012	125	***LYONDELLBASELL INDU-CL A	43.31	34.40	5,413.55	4,299.39	1,114.16
01/04/2012	02/03/2012	250	***INGERSOLL-RAND PLC	36.94	31.99	9,234 98	7,996.58	1,238.40
01/04/2012	02/06/2012	125	FMC TECHNOLOGIES INC	53 35	52.23	6,668.91	6,528.25	140.66
01/04/2012	02/06/2012	600	LOWE'S COS INC	27.14	26.28	16,284.84	15,765 06	519.78
01/04/2012	02/06/2012	125	PEPSICO INC	66 31	66.43	8,288.78	8,303 94	-15 16
01/04/2012	02/06/2012	100	STARBUCKS CORP	48.23	46.43	4,823.05	4,642.98	180.07
01/04/2012	02/06/2012	50	VF CORP	132.77	134.90	6,638.60	6,744.98	-106.38
01/04/2012	02/08/2012	500	GENERAL MOTORS CO	25.81	21.14	12,905.10	10,569.05	2,336.05
01/04/2012	02/09/2012	175	***ACCENTURE PLC-CL A	57.43	52.81	10,050 15	9,241.37	808.78
01/04/2012	02/10/2012	300	JOHNSON CONTROLS INC	32.97	32 59	9,891 15	9,776.34	114.81
01/04/2012	02/10/2012	300	JOHNSON CONTROLS INC	32.97	32.59	9,891.15	9,776.34	114.81
01/04/2012	02/10/2012	250	MARATHON PETROLEUM CORP	44.04	33.38	11,009.65	8,344.50	2,665.15
01/05/2012	02/14/2012	75	GOODRICH CORP	125.51	123.56	9,413.43	9,267 33	146.10
01/04/2012	02/15/2012	50	VF CORP	143 45	134.90	7,172.55	6,744.97	427.58
01/04/2012	02/16/2012	75	***ACCENTURE PLC-CL A	58.04	52.81	4,352.75	3,960.58	392.17
01/04/2012	02/17/2012	550	DELL INC	18.13	14.99	9,969.47	8,244.83	1,724 64
01/04/2012	02/21/2012	175	DOW CHEMICAL	34.68	29.94	6,069.32	5,240.32	829.00
01/04/2012	02/22/2012	700	CMS ENERGY CORP	21.53	21.97	15,067.50	15,376.41	-308.91
01/04/2012	02/23/2012	100	MONSANTO CO	77.69	72.05	7,768.67	7,205.48	563.19
01/04/2012	02/23/2012	100	***POTASH CORP OF SASKATCHEWAN	46.55	42.73	4,654.52	4,272.63	381.89
01/04/2012	02/28/2012	25	APPLE INC	533.76	413.72	13,343.97	10,343.02	3,000.95
01/04/2012	02/28/2012	100	GENERAL MOTORS CO	26.24	21.14	2,623.92	2,113.81	510.11
01/04/2012	02/28/2012	300	GENERAL MOTORS CO	26.24	21.14	7,871.76	6,341.43	1,530.33
01/04/2012	03/06/2012	25	APPLE INC	529.77	413.72	13,244.15	10,343.01	2,901.14
01/04/2012	03/06/2012	103	JPMORGAN CHASE & CO	39.31	34.94	4,049.31	3,598.54	450.77
01/04/2012	03/07/2012	150	***TRANSOCEAN LTD	52.85	40.46	7,928 10	6,069.38	1,858 72
01/04/2012	03/09/2012	450	CBRE GROUP INC	18.72	16.03	8,424.00	7,214.22	1,209.78
01/04/2012	03/09/2012	50	GOLDMAN SACHS GROUP INC	117.59	94.46	5,879 73	4,723.24	1,156.49
01/09/2012	03/20/2012	100	GOLDMAN SACHS GROUP INC	126.74	94.84	12,674.42	9,483.97	3,190 45
01/04/2012	03/20/2012	150	MOODY'S CORP	41.68	34.83	6,251.91	5,223.86	1,028.05
01/04/2012	03/20/2012	150	UNITEDHEALTH GROUP INC	55 07	52.00	8,260.10	7,799.87	460.23
01/04/2012	03/21/2012	125	DOW CHEMICAL	35.04	29.94	4,379.99	3,743.09	636.90
01/04/2012	03/22/2012	550	TRAVELERS COS INC/THE	58 19	58.28	32,002.85	32,053.23	-50.38
01/04/2012	03/26/2012	125	DTE ENERGY COMPANY	55 35	53.73	6,918.40	6,716.28	202.12
01/09/2012	03/26/2012	425	METLIFE INC	38.33	33.27	16,289.66	14,138.18	2,151.48
01/04/2012	03/27/2012	150	BROADCOM CORP-CL A	39.19	29.31	5,878.95	4,395.86	1,483.09
01/04/2012	03/29/2012	350	DOW CHEMICAL	33.99	29.94	11,896.50	10,480.65	1,415.85
01/04/2012	04/03/2012	225	ILLUMINA INC	51.62	32.18	11,615.31	7,240.86	4,374.45
01/04/2012	04/09/2012	50	GOLDMAN SACHS GROUP INC	116.94	94 46	5,846.90	4,723.24	1,123.66
01/04/2012	04/11/2012	200	UNITED PARCEL SERVICE-CL B	78.97	74.03	15,794 84	14,806.34	988 50
01/04/2012	04/17/2012	325	GAMESTOP CORP	22.11	24.05	7,187.31	7,816.74	-629 43
01/04/2012	04/19/2012	75	PERRIGO INC	106 05	96.31	7,953.56	7,222.98	730 58

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
01/04/2012	04/19/2012	125	STARBUCKS CORP	59.26	46.43	7,407.80	5,803.73	1,604.07
01/04/2012	04/20/2012	50	FLOWSERVE CORPORATION	112.00	103.92	5,600.16	5,196.00	404.16
01/09/2012	04/23/2012	100	BORGWARNER INC	79.95	65.17	7,995.13	6,517.12	1,478 01
01/11/2012	04/23/2012	425	***NEXEN INC	19.03	17 75	8,086.94	7,542.52	544.42
01/04/2012	04/25/2012	1,100	***MARVELL TECHNOLOGY GROUP LT	14 83	13.94	16,308.38	15,338.95	969.43
01/04/2012	04/25/2012	225	***POTASH CORP OF SASKATCHEWAN	44.10	42.73	9,922.50	9,613 42	309.08
01/04/2012	04/26/2012	250	BROADCOM CORP-CL A	36.25	29.31	9,063.63	7,326.43	1,737.20
01/04/2012	05/02/2012	750	CONSTELLATION BRANDS INC-A	21.51	20.67	16,133.93	15,499.88	634.05
01/04/2012	05/02/2012	1,000	MORGAN STANLEY	16.94	15.82	16,935.60	15,816.90	1,118.70
01/04/2012	05/08/2012	450	UNITED PARCEL SERVICE-CL B	77.54	74.03	34,894.71	33,314.27	1,580.44
01/06/2012	05/08/2012	125	VERTEX PHARMACEUTICALS INC	61.11	34.15	7,638.76	4,268.51	3,370.25
01/04/2012	05/11/2012	600	EXPRESS SCRIPTS HOLDING CO	55.80	46 74	33,478.08	28,046.82	5,431.26
02/29/2012	05/14/2012	150	NORTHROP GRUMMAN CORP	60.20	60.06	9,029.31	9,008.51	20.80
03/08/2012	05/14/2012	125	NORTHROP GRUMMAN CORP	60.20	60.42	7,524.43	7,552.86	-28.43
01/04/2012	05/17/2012	250	GILEAD SCIENCES INC	50.82	41.88	12,705.00	10,470 05	2,234.95
01/04/2012	05/17/2012	175	ILLUMINA INC	43.81	32.18	7,666.75	5,631.78	2,034.97
01/04/2012	05/21/2012	800	QUALCOMM INC	57.08	55.97	45,664.00	44,772.88	891.12
01/04/2012	05/22/2012	125	***TRANSOCEAN LTD	43.91	40.46	5,488.75	5,057.81	430.94
01/04/2012	05/23/2012	125	***POTASH CORP OF SASKATCHEWAN	39.03	42.73	4,878.75	5,340.79	-462.04
01/06/2012	05/23/2012	100	***POTASH CORP OF SASKATCHEWAN	39.03	41 96	3,903.00	4,195.94	-292.94
01/23/2012	05/23/2012	100	***POTASH CORP OF SASKATCHEWAN	39.03	45.58	3,903.00	4,558.34	-655.34
01/04/2012	05/24/2012	1,400	CORNING INC	12 78	13.22	17,892.28	18,510.80	-618.52
01/04/2012	05/30/2012	375	MONSANTO CO	76 50	72.05	28,887.50	27,020.55	1,866.95
01/04/2012	05/31/2012	1,150	JPMORGAN CHASE & CO	33.13	34.94	38,103.64	40,177.90	-2,074.26
01/13/2012	06/01/2012	225	FREEPORT-MCMORAN COPPER	32.33	41.78	7,274.93	9,400.21	-2,125.28
01/18/2012	06/01/2012	125	FREEPORT-MCMORAN COPPER	32.33	43.93	4,041.62	5,491.03	-1,449.41
01/23/2012	06/01/2012	100	FREEPORT-MCMORAN COPPER	32.33	43.80	3,233.30	4,379.56	-1,146.26
02/17/2012	06/01/2012	100	FREEPORT-MCMORAN COPPER	32.33	42.84	3,233.30	4,284.44	-1,051.14
01/04/2012	06/04/2012	1,272 .786	AB DISCOVERY VALUE FUND CL ADV	15.36	15.62	19,550.00	19,880.92	-330.92
01/04/2012	06/04/2012	3,330 .816	AB DISCOVERY GROWTH FND CL ADV	6.62	6.55	22,050.00	21,816.84	233.16
01/04/2012	06/06/2012	450	CENTURYLINK INC	37 41	37.16	16,835.94	16,723.76	112 18
01/04/2012	06/07/2012	350	ANADARKO PETROLEUM CORP	63.59	79.27	22,255.91	27,744.15	-5,488.24
01/04/2012	06/07/2012	250	SCHLUMBERGER LTD	65.38	69.94	16,343.90	17,485 88	-1,141 98
01/04/2012	06/08/2012	170	AMAZON COM INC	218.18	178.50	37,090.60	30,344.86	6,745.74
06/01/2012	06/08/2012	150	YUM! BRANDS INC	64.22	67.18	9,633.50	10,076.49	-442.99
01/04/2012	06/12/2012	900	COMCAST CORP-CLASS A	29.99	24.66	26,995.32	22,196.07	4,799.25
01/04/2012	06/12/2012	400	DIRECTV-CLASS A	43.20	43.89	17,280.08	17,555.56	-275.48
01/04/2012	06/13/2012	175	FLOWSERVE CORPORATION	105.40	103.92	18,444.95	18,185.98	258.97
01/04/2012	06/13/2012	775	JOHNSON & JOHNSON	64.17	65.47	49,732.29	50,738.55	-1,006.26
01/04/2012	06/14/2012	375	BOEING CO/THE	71.81	73.99	26,928.68	27,745.35	-816.67
01/04/2012	06/14/2012	75	PERRIGO INC	110.80	96.31	8,310.00	7,222.98	1,087.02
02/24/2012	06/14/2012	75	PERRIGO INC	110.80	96 30	8,310.00	7,222.16	1,087.84
01/04/2012	06/15/2012	850	MARATHON OIL CORP	24.75	30.93	21,036 91	26,294.67	-5,257.76
01/04/2012	06/18/2012	450	BROADCOM CORP-CL A	34.50	29.31	15,526 80	13,187.56	2,339.24
01/04/2012	06/18/2012	1,300	EMC CORP/MASS	24.57	21.83	31,939 57	28,382 25	3,557.32
01/04/2012	06/18/2012	55	GOOGLE INC-CL A	568.28	669.00	31,255.47	36,795.19	-5,539 72
01/04/2012	06/18/2012	900	GENERAL ELECTRIC CO	19.66	18.47	17,694 99	16,618 86	1,076 13

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
01/09/2012	06/19/2012	1,600	ORACLE CORP	28.09	26.83	44,944.00	42,933.28	2,010.72
01/04/2012	06/20/2012	200	QUALCOMM INC	56.94	55.97	11,387.02	11,193.22	193.80
01/09/2012	06/21/2012	25	GOLDMAN SACHS GROUP INC	94.69	94.84	2,367.32	2,370.99	-3.67
01/19/2012	06/21/2012	50	GOLDMAN SACHS GROUP INC	94.69	107.33	4,734.65	5,366.56	-631.91
02/07/2012	06/21/2012	50	GOLDMAN SACHS GROUP INC	94.69	116.45	4,734.64	5,822.70	-1,088.06
01/04/2012	06/26/2012	547	JPMORGAN CHASE & CO	35.75	34.94	19,557.60	19,110.71	446.89
03/23/2012	06/26/2012	353	JPMORGAN CHASE & CO	35.75	44.80	12,621.27	15,815.85	-3,194.58
01/04/2012	06/27/2012	150	DTE ENERGY COMPANY	58.67	53.73	8,800.73	8,059.53	741.20
01/04/2012	06/27/2012	350	DEVON ENERGY CORPORATION	55.98	65.27	19,592.51	22,844.12	-3,251.61
02/22/2012	07/02/2012	200	EDISON INTERNATIONAL	46.12	41.72	9,224.00	8,344.00	880.00
01/04/2012	07/12/2012	200	***BP PLC-SPONS ADR	40.19	44.49	8,038.00	8,898.56	-860.56
01/04/2012	07/13/2012	550	MARATHON PETROLEUM CORP	44.72	33.38	24,596.55	18,357.90	6,238.65
01/04/2012	07/13/2012	200	PVH CORP	75.75	73.21	15,150.62	14,641.92	508.70
01/09/2012	07/18/2012	100	BORGWARNER INC	64.87	65.17	6,486.50	6,517.12	-30.62
03/12/2012	07/18/2012	75	BORGWARNER INC	64.87	82.65	4,864.88	6,198.95	-1,334.07
01/04/2012	07/19/2012	700	FORD MOTOR CO	9.35	11.43	6,546.12	7,998.20	-1,452.08
01/04/2012	07/20/2012	60	APPLE INC	606.93	413.72	36,415.61	24,823.24	11,592.37
01/04/2012	07/24/2012	400	DOLLAR GENERAL CORP	52.52	41.44	21,007.20	16,575.20	4,432.00
01/04/2012	07/25/2012	375	FMC TECHNOLOGIES INC	42.24	52.23	15,840.41	19,584.75	-3,744.34
01/04/2012	07/25/2012	300	LAM RESEARCH CORP	34.53	36.41	10,359.99	10,922.07	-562.08
02/08/2012	07/25/2012	100	LAM RESEARCH CORP	34.53	43.76	3,453.33	4,376.39	-923.06
01/05/2012	07/25/2012	150	WELLS FARGO & COMPANY	33.09	29.08	4,963.85	4,362.35	601.50
01/04/2012	07/26/2012	550	CBRE GROUP INC	15.37	16.03	8,450.97	8,817.38	-366.41
02/13/2012	07/26/2012	300	CBRE GROUP INC	15.37	17.92	4,609.62	5,375.13	-765.51
01/04/2012	07/26/2012	700	***COVIDIEN PLC	53.88	44.97	37,712.78	31,480.19	6,232.59
01/04/2012	07/27/2012	450	TRW AUTOMOTIVE HOLDINGS CORP	34.63	33.63	15,582.06	15,134.22	447.84
01/06/2012	07/27/2012	150	VERTEX PHARMACEUTICALS INC	49.88	34.15	7,481.49	5,122.22	2,359.27
01/04/2012	07/27/2012	71.335	BERNSTEIN INTERNATIONAL PORTFOLIO	12.59	12.75	898.11	909.52	-11.41
06/12/2012	07/30/2012	200	AMERICAN EXPRESS CO	58.35	56.17	11,670.00	11,233.54	436.46
01/04/2012	07/30/2012	75	NOBLE ENERGY INC	89.21	97.27	6,690.51	7,295.61	-605.10
01/04/2012	07/30/2012	50	NOBLE ENERGY INC	89.21	97.27	4,460.34	4,863.74	-403.40
01/04/2012	07/31/2012	600	DELTA AIR LINES INC	9.66	8.02	5,794.02	4,813.56	980.46
01/04/2012	08/02/2012	450	LEAR CORP	36.56	41.22	16,450.43	18,550.22	-2,099.79
01/04/2012	08/03/2012	150	CENTURYLINK INC	41.84	37.16	6,275.37	5,574.58	700.79
03/06/2012	08/03/2012	400	LIBERTY INTERACTIVE CORP-A	18.97	18.53	7,588.00	7,411.60	176.40
01/04/2012	08/03/2012	800	***MARVELL TECHNOLOGY GROUP LT	11.29	13.94	9,029.52	11,155.60	-2,126.08
01/20/2012	08/03/2012	300	***MARVELL TECHNOLOGY GROUP LT	11.29	15.36	3,386.07	4,609.41	-1,223.34
01/04/2012	08/06/2012	225	ROCKWELL AUTOMATION INC	69.56	76.16	15,651.70	17,136.16	-1,484.46
01/04/2012	08/09/2012	800	GENERAL MILLS INC	38.53	40.41	30,825.20	32,331.44	-1,506.24
01/04/2012	08/10/2012	375	ALLERGAN INC	85.44	88.09	32,038.54	33,032.89	-994.35
01/09/2012	08/13/2012	175	STRYKER CORP	53.13	51.76	9,297.17	9,058.00	239.17
01/11/2012	08/13/2012	100	STRYKER CORP	53.13	52.65	5,312.67	5,265.35	47.32
01/12/2012	08/13/2012	75	STRYKER CORP	53.13	52.39	3,984.51	3,929.33	55.18
01/27/2012	08/13/2012	75	STRYKER CORP	53.13	54.78	3,984.50	4,108.43	-123.93
01/04/2012	08/14/2012	400	CENTERPOINT ENERGY INC	20.55	19.89	8,220.00	7,957.72	262.28
02/16/2012	08/14/2012	250	CENTERPOINT ENERGY INC	20.55	18.75	5,137.50	4,687.50	450.00
06/07/2012	08/14/2012	350	HALLIBURTON CO	35.10	28.25	12,284.06	9,886.10	2,397.96
01/04/2012	08/15/2012	200	THE WALT DISNEY CO.	49.80	38.64	9,959.74	7,727.78	2,231.96

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
01/10/2012	08/15/2012	200	MCGRAW-HILL COMPANIES INC	49.05	46.44	9,809.08	9,287.66	521.42
05/17/2012	08/16/2012	125	AMGEN INC	83.02	71.38	10,377.51	8,922.50	1,455.01
01/04/2012	08/16/2012	250	GILEAD SCIENCES INC	57.12	41.88	14,279.13	10,470.05	3,809.08
07/16/2012	08/17/2012	275	CBS CORP-CLASS B NON VOTING	35.87	31.30	9,864.61	8,607.61	1,257.00
01/04/2012	08/17/2012	100	DANAHER CORP	53.39	48.32	5,339.22	4,831.68	507.54
01/26/2012	08/17/2012	150	EMERSON ELECTRIC CO	52.16	51.96	7,823.49	7,794.51	28.98
02/07/2012	08/17/2012	150	EMERSON ELECTRIC CO	52.16	51.92	7,823.49	7,788.44	35.05
01/05/2012	08/17/2012	175	HERSHEY CO/THE	72.13	60 92	12,622.75	10,661.37	1,961.38
02/14/2012	08/17/2012	100	HERSHEY CO/THE	72.13	60 45	7,213.00	6,044.72	1,168.28
02/24/2012	08/17/2012	100	HERSHEY CO/THE	72.13	60 97	7,213.00	6,097.49	1,115.51
01/04/2012	08/17/2012	50	VISA INC - CLASS A SHRS	128.98	100.67	6,448.78	5,033.39	1,415.39
01/04/2012	08/20/2012	50	EOG RESOURCES INC	109.61	101.25	5,480.44	5,062 68	417.76
02/10/2012	08/21/2012	100	INFORMATICA CORPORATION	31.02	46.44	3,102.33	4,643.63	-1,541.30
06/27/2012	08/21/2012	350	INFORMATICA CORPORATION	31.02	42.70	10,858.16	14,945.00	-4,086.84
01/04/2012	08/21/2012	250	TIME WARNER CABLE	89.46	64.72	22,363.75	16,180.73	6,183.02
01/04/2012	08/23/2012	600	CENTURYLINK INC	41.56	37.16	24,936 48	22,298.34	2,638.14
01/04/2012	08/24/2012	100	DANAHER CORP	53.36	48.32	5,335.90	4,831.68	504.22
01/04/2012	08/24/2012	100	VISA INC - CLASS A SHRS	126.76	100.67	12,676.35	10,066.78	2,609 57
03/07/2012	08/24/2012	50	VISA INC - CLASS A SHRS	126 76	115.34	6,338.18	5,767.14	571.04
01/04/2012	08/27/2012	500	APPLIED MATERIALS INC	11.70	10 68	5,850.00	5,338.85	511.15
01/04/2012	08/27/2012	50	EOG RESOURCES INC	109.17	101 25	5,458.46	5,062.67	395.79
01/23/2012	08/27/2012	250	LAS VEGAS SANDS CORP	42.13	47.50	10,531.30	11,874.00	-1,342.70
03/06/2012	08/27/2012	100	MCKESSON CORP	87.68	82.38	8,767.50	8,238 31	529.19
03/22/2012	08/27/2012	50	MCKESSON CORP	87.68	86.39	4,383 75	4,319.62	64.13
05/09/2012	08/27/2012	25	MCKESSON CORP	87.68	89.23	2,191 88	2,230.75	-38.87
01/04/2012	08/27/2012	475	NEWELL RUBBERMAID INC	17.35	16.26	8,239 97	7,724.02	515.95
07/13/2012	08/28/2012	250	DOLLAR TREE INC	48.61	52.64	12,152.35	13,159.58	-1,007.23
01/04/2012	08/29/2012	1,400	GANNETT CO	15.06	13.79	21,084.00	19,301.38	1,782.62
06/13/2012	08/29/2012	500	KIMBERLY-CLARK CORP	83.61	81.59	41,806.35	40,797.45	1,008.90
07/09/2012	08/31/2012	350	ANSYS INC	69.40	58.52	24,288.99	20,481.06	3,807.93
06/22/2012	08/31/2012	500	AMEREN CORPORATION	32.69	33.03	16,345.00	16,514.60	-169 60
01/04/2012	08/31/2012	1,200	***ASTRAZENECA PLC-SPONS ADR	46.62	47.29	55,939.32	56,746.92	-807.60
02/16/2012	08/31/2012	100	***ASTRAZENECA PLC-SPONS ADR	46.62	45.19	4,661.61	4,519 14	142.47
08/30/2012	08/31/2012	500	***ASTRAZENECA PLC-SPONS ADR	46.62	46.98	23,308.05	23,491.80	-183.75
01/04/2012	08/31/2012	5,129 .263	AB DISCOVERY VALUE FUND CL ADV	17.04	15.62	87,402.64	80,119 08	7,283.56
01/09/2012	08/31/2012	900	ALTRIA GROUP INC	34.45	28.60	31,008 96	25,739.19	5,269.77
05/21/2012	08/31/2012	500	ALTRIA GROUP INC	34.45	31.79	17,227.20	15,895.00	1,332.20
07/26/2012	08/31/2012	300	ALTRIA GROUP INC	34.45	35.60	10,336.32	10,679.55	-343.23
08/17/2012	08/31/2012	400	ALTRIA GROUP INC	34.45	35.34	13,781.76	14,134.44	-352.68
01/04/2012	08/31/2012	11,936 .360	AB DISCOVERY GROWTH FND CL ADV	7.34	6.55	87,612.88	78,183.16	9,429.72
01/04/2012	08/31/2012	500	AT&T INC	36.71	30.55	18,353.65	15,275.45	3,078.20
07/19/2012	08/31/2012	250	AT&T INC	36.71	35.48	9,176.83	8,869.65	307.18
06/29/2012	08/31/2012	325	ABBOTT LABORATORIES	65 59	63.90	21,315.13	20,767.50	547.63
01/04/2012	08/31/2012	46,685 .341	AB REAL ASSET STRATEGY CLASS 1	11 13	10.71	519,607.85	500,000.00	19,607.85
04/13/2012	08/31/2012	902 .841	AB REAL ASSET STRATEGY CLASS 1	11.13	10.91	10,048.62	9,850.00	198.62

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/12/2012	08/31/2012	200	AMERICAN EXPRESS CO	57.82	56.17	11,564.00	11,233.54	330.46
05/17/2012	08/31/2012	125	AMGEN INC	83.82	71.38	10,477.50	8,922.50	1,555.00
01/04/2012	08/31/2012	190	APPLE INC	664.26	413.72	126,209.40	78,606.91	47,602 49
08/23/2012	08/31/2012	10	APPLE INC	664.26	667.93	6,642.60	6,679.29	-36 69
01/04/2012	08/31/2012	2,000	APPLIED MATERIALS INC	11.63	10.68	23,264.20	21,355.40	1,908.80
01/31/2012	08/31/2012	800	APPLIED MATERIALS INC	11.63	12.27	9,305.68	9,817.44	-511.76
07/17/2012	08/31/2012	500	APPLIED MATERIALS INC	11.63	10.34	5,816 05	5,168.75	647.30
01/09/2012	08/31/2012	275	APOLLO GROUP INC-CL A	26.84	56.55	7,379.90	15,551.99	-8,172.09
03/13/2012	08/31/2012	100	APOLLO GROUP INC-CL A	26.84	42.19	2,683.60	4,218.95	-1,535.35
08/07/2012	08/31/2012	40	AUTOZONE INC	360 52	364.97	14,420.80	14,598.73	-177.93
07/31/2012	08/31/2012	300	BMC SOFTWARE INC	41.49	39.68	12,447.99	11,904 51	543.48
01/04/2012	08/31/2012	1,200	***BP PLC-SPONS ADR	41.96	44.49	50,357.04	53,391 36	-3,034.32
04/05/2012	08/31/2012	100	***BP PLC-SPONS ADR	41 96	43 43	4,196.42	4,343.43	-147.01
06/05/2012	08/31/2012	300	BIOGEN IDEC INC	146.10	132.25	43,829.49	39,675.84	4,153.65
07/17/2012	08/31/2012	175	BERKSHIRE HATHAWAY INC-CL B	84.09	84.51	14,715.05	14,789.53	-74.48
08/21/2012	08/31/2012	75	BERKSHIRE HATHAWAY INC-CL B	84.09	85.72	6,306.45	6,428.85	-122.40
07/30/2012	08/31/2012	200	BECTON DICKINSON & CO	75.94	76 04	15,187.00	15,207.90	-20.90
01/04/2012	08/31/2012	400	CITRIX SYSTEMS INC	77.09	61.65	30,836.40	24,660.04	6,176.36
06/22/2012	08/31/2012	500	CONSOLIDATED EDISON INC	60.50	61.52	30,251.00	30,760.35	-509.35
04/10/2012	08/31/2012	200	COGNIZANT TECH SOLUTIONS-A	63.99	75.32	12,798.54	15,064.16	-2,265.62
04/23/2012	08/31/2012	100	COGNIZANT TECH SOLUTIONS-A	63.99	71.68	6,399.27	7,167.59	-768 32
04/24/2012	08/31/2012	125	COGNIZANT TECH SOLUTIONS-A	63.99	72.21	7,999.09	9,026.50	-1,027.41
08/21/2012	08/31/2012	125	COGNIZANT TECH SOLUTIONS-A	63.99	65.02	7,999.09	8,127.48	-128 39
04/26/2012	08/31/2012	75	COACH INC	57.31	72.53	4,298.17	5,439.60	-1,141.43
04/30/2012	08/31/2012	125	COACH INC	57 31	73.14	7,163.61	9,142.93	-1,979.32
05/23/2012	08/31/2012	250	COACH INC	57.31	67.77	14,327 23	16,941.88	-2,614.65
08/08/2012	08/31/2012	100	CHEVRON CORP	112.16	100.20	11,216.44	10,019 74	1,196.70
08/17/2012	08/31/2012	125	CHEVRON CORP	112 16	112.91	14,020.55	14,113 98	-93.43
01/04/2012	08/31/2012	600	COMCAST CORP-CLASS A	33 60	24.66	20,157.00	14,797 38	5,359.62
06/05/2012	08/31/2012	50	CHIPOTLE MEXICAN GRILL-CL A	289 67	402.14	14,483.50	20,107 19	-5,623.69
07/20/2012	08/31/2012	45	CHIPOTLE MEXICAN GRILL-CL A	289 67	318.24	13,035.15	14,320.98	-1,285.83
01/04/2012	08/31/2012	475	CIT GROUP INC	37.77	34.92	17,939.04	16,589.00	1,350.04
01/10/2012	08/31/2012	225	CIT GROUP INC	37.77	36.99	8,497.44	8,323.54	173.90
01/30/2012	08/31/2012	200	CIT GROUP INC	37.77	38.00	7,553.28	7,599.06	-45.78
02/01/2012	08/31/2012	200	CIT GROUP INC	37.77	39 02	7,553.28	7,803.28	-250.00
01/04/2012	08/31/2012	2,400	CITIGROUP INC	29.77	28.21	71,448.00	67,698.48	3,749.52
01/04/2012	08/31/2012	600	CISCO SYSTEMS INC	19.06	18.47	11,436.00	11,080.62	355.38
02/07/2012	08/31/2012	325	CISCO SYSTEMS INC	19.06	20.26	6,194.50	6,582.88	-388.38
02/10/2012	08/31/2012	325	CISCO SYSTEMS INC	19.06	20 00	6,194.50	6,501.07	-306.57
02/13/2012	08/31/2012	250	CISCO SYSTEMS INC	19.06	20.03	4,765.00	5,008.10	-243.10
02/16/2012	08/31/2012	350	CISCO SYSTEMS INC	19.06	20.15	6,671.00	7,052.36	-381.36
08/15/2012	08/31/2012	250	CLOROX COMPANY	72.40	72.07	18,100.58	18,017.45	83.13
08/17/2012	08/31/2012	100	CLOROX COMPANY	72.40	72.22	7,240.23	7,221.90	18.33
01/04/2012	08/31/2012	1,300	DELTA AIR LINES INC	8.71	8.02	11,323.00	10,429.38	893.62
01/04/2012	08/31/2012	750	DANAHER CORP	53.29	48.32	39,968.48	36,237.60	3,730.88
01/04/2012	08/31/2012	900	THE WALT DISNEY CO.	49.55	38.64	44,592.75	34,775.01	9,817.74
02/24/2012	08/31/2012	100	THE WALT DISNEY CO.	49.55	41.49	4,954.75	4,148.99	805.76
01/04/2012	08/31/2012	225	EOG RESOURCES INC	108.22	101.25	24,350.24	22,782.04	1,568.20
08/24/2012	08/31/2012	325	EBAY INC	47.41	47.21	15,409.26	15,344.49	64.77

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/08/2012	08/31/2012	475	EXXON MOBIL CORP	87.41	80.16	41,517.62	38,074.01	3,443.61
08/17/2012	08/31/2012	75	EXXON MOBIL CORP	87.41	88.43	6,555.41	6,632.47	-77.06
08/14/2012	08/31/2012	600	EATON CORP	44.72	45.69	26,830.02	27,416.46	-586.44
03/28/2012	08/31/2012	150	EMERSON ELECTRIC CO	50.78	51.34	7,617.26	7,701.71	-84.45
03/30/2012	08/31/2012	150	EMERSON ELECTRIC CO	50.78	52.19	7,617.25	7,828.65	-211.40
04/26/2012	08/31/2012	300	EMERSON ELECTRIC CO	50.78	51.76	15,234.51	15,529.08	-294.57
06/22/2012	08/31/2012	400	ENTERGY CORP	67.96	66.68	27,183.00	26,673.44	509.56
04/20/2012	08/31/2012	50	F5 NETWORKS INC	97.38	133.20	4,869.00	6,659.76	-1,790.76
05/24/2012	08/31/2012	125	F5 NETWORKS INC	97.38	110.90	12,172.50	13,862.50	-1,690.00
06/05/2012	08/31/2012	125	FAMILY DOLLAR STORES	64.05	67.98	8,006.00	8,497.39	-491.39
01/04/2012	08/31/2012	70	GOOGLE INC-CL A	684.82	669.00	47,937.40	46,830.24	1,107.16
08/17/2012	08/31/2012	10	GOOGLE INC-CL A	684.82	674.01	6,848.20	6,740.07	108.13
01/04/2012	08/31/2012	1,200	GENERAL MOTORS CO	21.29	21.14	25,550.16	25,365.72	184.44
05/30/2012	08/31/2012	300	GENERAL MOTORS CO	21.29	22.40	6,387.54	6,720.00	-332.46
01/04/2012	08/31/2012	1,100	GENERAL ELECTRIC CO	20.66	18.47	22,728.31	20,311.94	2,416.37
08/16/2012	08/31/2012	300	GENERAL ELECTRIC CO	20.66	20.95	6,198.63	6,285.84	-87.21
01/04/2012	08/31/2012	400	GILEAD SCIENCES INC	57.63	41.88	23,051.00	16,752.08	6,298.92
01/04/2012	08/31/2012	425	HEALTH NET INC	23.21	30.87	9,865.48	13,120.86	-3,255.38
06/07/2012	08/31/2012	600	HALLIBURTON CO	32.89	28.25	19,732.14	16,947.60	2,784.54
08/30/2012	08/31/2012	200	HALLIBURTON CO	32.89	32.81	6,577.38	6,561.74	15.64
08/29/2012	08/31/2012	200	INTERCONTINENTALEXCHANGE INC	136.08	137.26	27,215.00	27,452.64	-237.64
02/16/2012	08/31/2012	150	HARLEY DAVIDSON INC	41.97	45.69	6,294.89	6,852.89	-558.00
07/13/2012	08/31/2012	275	HARLEY DAVIDSON INC	41.97	44.01	11,540.62	12,102.39	-561.77
01/04/2012	08/31/2012	2,300	HEWLETT-PACKARD CO	16.91	26.59	38,891.85	61,145.96	-22,254.11
03/02/2012	08/31/2012	300	HEWLETT-PACKARD CO	16.91	25.42	5,072.85	7,624.68	-2,551.83
03/23/2012	08/31/2012	200	HEWLETT-PACKARD CO	16.91	23.21	3,381.90	4,641.58	-1,259.68
05/30/2012	08/31/2012	325	HOME DEPOT INC	56.66	49.60	18,414.05	16,121.04	2,293.01
07/27/2012	08/31/2012	100	HOME DEPOT INC	56.66	53.42	5,665.86	5,342.00	323.86
08/17/2012	08/31/2012	275	HOME DEPOT INC	56.66	56.92	15,581.11	15,651.68	-70.57
07/20/2012	08/31/2012	175	IDEXX LABS CORP	94.83	89.67	16,594.71	15,692.08	902.63
08/09/2012	08/31/2012	150	IDEXX LABS CORP	94.83	89.49	14,224.03	13,423.05	800.98
05/31/2012	08/31/2012	160	INTL BUSINESS MACHINES CORP	194.71	194.30	31,153.78	31,088.00	65.78
08/16/2012	08/31/2012	65	INTL BUSINESS MACHINES CORP	194.71	199.72	12,656.22	12,982.01	-325.79
01/04/2012	08/31/2012	500	INTUIT INC	58.29	52.40	29,144.00	26,198.05	2,945.95
03/23/2012	08/31/2012	300	JPMORGAN CHASE & CO	37.08	44.80	11,124.99	13,441.23	-2,316.24
01/04/2012	08/31/2012	325	JOHNSON & JOHNSON	67.31	65.47	21,876.76	21,277.45	599.31
02/08/2012	08/31/2012	100	JOHNSON & JOHNSON	67.31	65.26	6,731.31	6,525.85	205.46
08/29/2012	08/31/2012	225	JOHNSON & JOHNSON	67.31	67.47	15,145.45	15,181.85	-36.40
08/02/2012	08/31/2012	275	KRAFT FOODS INC-A	41.54	39.06	11,424.79	10,740.65	684.14
08/21/2012	08/31/2012	150	KRAFT FOODS INC-A	41.54	41.07	6,231.71	6,160.50	71.21
01/04/2012	08/31/2012	1,500	KROGER CO	22.34	24.32	33,510.75	36,481.05	-2,970.30
02/03/2012	08/31/2012	200	KROGER CO	22.34	24.04	4,468.10	4,808.00	-339.90
02/07/2012	08/31/2012	300	KROGER CO	22.34	23.89	6,702.15	7,167.39	-465.24
02/28/2012	08/31/2012	200	KROGER CO	22.34	23.83	4,468.10	4,765.85	-297.75
03/20/2012	08/31/2012	75	LAS VEGAS SANDS CORP	42.13	57.29	3,159.86	4,296.64	-1,136.78
06/05/2012	08/31/2012	275	LAS VEGAS SANDS CORP	42.13	44.07	11,586.13	12,119.50	-533.37
01/04/2012	08/31/2012	275	LORILLARD INC	126.47	112.16	34,779.25	30,843.95	3,935.30
01/04/2012	08/31/2012	375	***LYONDELLBASELL INDU-CL A	48.91	34.18	18,340.50	12,819.32	5,521.18
01/26/2012	08/31/2012	1,400	MGM RESORTS INTERNATIONAL	9.97	13.15	13,954.08	18,412.38	-4,458.30

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/21/2012	08/31/2012	300	MGM RESORTS INTERNATIONAL	9.97	14.22	2,990 16	4,264.68	-1,274 52
02/28/2012	08/31/2012	400	MGM RESORTS INTERNATIONAL	9.97	13.55	3,986.88	5,420.00	-1,433.12
04/03/2012	08/31/2012	400	MGM RESORTS INTERNATIONAL	9.97	13.87	3,986.88	5,547.08	-1,560.20
05/09/2012	08/31/2012	50	MCKESSON CORP	86.69	89.23	4,334.34	4,461.50	-127.16
05/31/2012	08/31/2012	250	MCKESSON CORP	86.69	87.59	21,671.67	21,897.50	-225.83
01/04/2012	08/31/2012	325	MOODY'S CORP	39.52	34.83	12,843.51	11,318.35	1,525.16
07/24/2012	08/31/2012	900	MACY'S INC	40.33	34.28	36,293.04	30,852.00	5,441.04
08/06/2012	08/31/2012	300	MERCK & CO. INC.	43.07	44.55	12,921.00	13,363.62	-442 62
06/15/2012	08/31/2012	325	MCDONALD'S CORP	89.38	90.45	29,047.75	29,396.12	-348 37
01/04/2012	08/31/2012	2,200	MICRON TECHNOLOGY INC	6.24	6.80	13,722.94	14,970.78	-1,247.84
06/28/2012	08/31/2012	400	MICROSOFT CORP	30.76	29.55	12,305 72	11,818.52	487.20
08/16/2012	08/31/2012	300	MICROSOFT CORP	30.76	30.45	9,229.29	9,136.02	93.27
02/14/2012	08/31/2012	75	NATIONAL - OILWELL INC	78.84	83.52	5,912.84	6,264.09	-351.25
02/16/2012	08/31/2012	75	NATIONAL - OILWELL INC	78.84	83.85	5,912.83	6,289.03	-376.20
03/28/2012	08/31/2012	175	NATIONAL - OILWELL INC	78 84	77.65	13,796.62	13,588.63	207.99
06/21/2012	08/31/2012	125	NATIONAL - OILWELL INC	78.84	66 34	9,854.72	8,293.03	1,561.69
01/04/2012	08/31/2012	300	NOBLE ENERGY INC	87.97	97.27	26,390.01	29,182.44	-2,792.43
01/04/2012	08/31/2012	950	NV ENERGY INC	17.48	16.15	16,610.37	15,340.79	1,269.58
07/25/2012	08/31/2012	850	NV ENERGY INC	17.48	17.79	14,861.91	15,122.69	-260.78
08/24/2012	08/31/2012	13	NVR INC	829.15	821.35	10,778.95	10,677.58	101.37
06/05/2012	08/31/2012	45	PRICELINE COM INC	605.01	621.02	27,225.55	27,946.04	-720 49
05/21/2012	08/31/2012	175	PHILIP MORRIS INTERNATIONAL	90.64	84.21	15,861.81	14,736.75	1,125.06
08/15/2012	08/31/2012	75	PHILIP MORRIS INTERNATIONAL	90.64	92.69	6,797.92	6,951.57	-153.65
08/28/2012	08/31/2012	200	PHILIP MORRIS INTERNATIONAL	90.64	91.02	18,127.78	18,203.34	-75.56
06/05/2012	08/31/2012	175	O'REILLY AUTOMOTIVE INC	84.75	95.42	14,830.50	16,697.89	-1,867.39
07/26/2012	08/31/2012	200	PEPSICO INC	72.34	71 20	14,468.00	14,240 72	227.28
08/16/2012	08/31/2012	75	PEPSICO INC	72 34	72 89	5,425.50	5,466 62	-41.12
01/04/2012	08/31/2012	3,400	PFIZER INC	23.84	21.78	81,046.48	74,045.88	7,000.60
01/24/2012	08/31/2012	200	PFIZER INC	23.84	21.64	4,767.44	4,327.97	439.47
02/08/2012	08/31/2012	200	PFIZER INC	23.84	20.96	4,767.44	4,191.42	576.02
01/04/2012	08/31/2012	180	PRECISION CASTPARTS CORP	161.02	168.27	28,983.60	30,289.25	-1,305.65
01/30/2012	08/31/2012	45	PRECISION CASTPARTS CORP	161.02	164.99	7,245.90	7,424.42	-178.52
08/23/2012	08/31/2012	75	PRECISION CASTPARTS CORP	161.02	161.70	12,076.50	12,127.15	-50.65
05/21/2012	08/31/2012	150	PROCTER & GAMBLE CO	67.01	63.24	10,052.00	9,486.00	566.00
05/22/2012	08/31/2012	300	REYNOLDS AMERICAN INC	46.22	41.41	13,865 01	12,423.00	1,442.01
01/04/2012	08/31/2012	550	SCHLUMBERGER LTD	72.47	69.94	39,860 21	38,468.92	1,391.29
02/07/2012	08/31/2012	100	SCHLUMBERGER LTD	72.47	78.39	7,247.31	7,839.21	-591 90
06/06/2012	08/31/2012	250	SHERWIN-WILLIAMS CO/THE	143 29	127.05	35,822.00	31,762.85	4,059.15
01/04/2012	08/31/2012	425	STARBUCKS CORP	49.60	46.43	21,078.09	19,732.66	1,345.43
06/05/2012	08/31/2012	125	STARBUCKS CORP	49.60	52.05	6,199.44	6,506.83	-307.39
03/14/2012	08/31/2012	250	TIBCO SOFTWARE INC	29.62	29.87	7,404.58	7,466.53	-61.95
04/10/2012	08/31/2012	175	TIBCO SOFTWARE INC	29.62	32 47	5,183.20	5,682.34	-499.14
05/24/2012	08/31/2012	275	TIBCO SOFTWARE INC	29.62	29 58	8,145.03	8,134.50	10.53
08/24/2012	08/31/2012	250	TIBCO SOFTWARE INC	29.62	29.20	7,404.58	7,301.00	103.58
01/04/2012	08/31/2012	475	***TRANSOCEAN LTD	48.93	40.46	23,240.52	19,219.69	4,020.83
07/24/2012	08/31/2012	475	TIME WARNER INC	41.69	37.57	19,803.47	17,844.23	1,959.24
08/20/2012	08/31/2012	175	TIME WARNER INC	41.69	42.75	7,296.01	7,481.88	-185.87
01/04/2012	08/31/2012	350	TIME WARNER CABLE	88.72	64.72	31,053.51	22,653.01	8,400.50
01/04/2012	08/31/2012	950	TYSON FOODS INC-CL A	15.68	20.26	14,894 48	19,245.48	-4,351.00

STONE FOUNDATION (Account: 888-65066)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
01/04/2012	08/31/2012	600	UNITEDHEALTH GROUP INC	54.36	52.00	32,613.12	31,199 46	1,413.66
04/13/2012	08/31/2012	125	UNITEDHEALTH GROUP INC	54 36	58.18	6,794.40	7,272.46	-478.06
06/12/2012	08/31/2012	800	US BANCORP	33.35	30.48	26,676.64	24,382.96	2,293.68
08/20/2012	08/31/2012	400	US BANCORP	33.35	33.08	13,338 32	13,230.92	107.40
06/25/2012	08/31/2012	225	UNION PACIFIC CORP	121.49	113.57	27,334.60	25,553.70	1,780.90
08/23/2012	08/31/2012	125	UNION PACIFIC CORP	121.49	123.55	15,185.89	15,443.14	-257.25
08/22/2012	08/31/2012	175	UNITED TECHNOLOGIES CORP	79.68	79.45	13,944.00	13,904.59	39 41
01/04/2012	08/31/2012	650	VIACOM INC-CLASS B	50.11	45.79	32,570.01	29,766 62	2,803.39
07/18/2012	08/31/2012	375	VERIZON COMMUNICATIONS INC	42.77	45.82	16,037.25	17,182 69	-1,145.44
08/17/2012	08/31/2012	125	VERIZON COMMUNICATIONS INC	42.77	44.10	5,345.75	5,512.39	-166.64
06/26/2012	08/31/2012	275	VISA INC - CLASS A SHRS	127.68	123.04	35,112.77	33,835.70	1,277.07
01/05/2012	08/31/2012	200	WELLS FARGO & COMPANY	34.03	29.08	6,805.94	5,816.46	989.48
02/13/2012	08/31/2012	450	WELLS FARGO & COMPANY	34.03	30.66	15,313.37	13,799.12	1,514.25
03/08/2012	08/31/2012	280	WELLS FARGO & COMPANY	34.03	31.25	9,528.31	8,749.05	779.26
03/21/2012	08/31/2012	870	WELLS FARGO & COMPANY	34 03	34.23	29,605.84	29,783.49	-177.65
01/04/2012	08/31/2012	700	WELLPOINT INC	59 97	68.10	41,975.71	47,670.28	-5,694.57
02/09/2012	08/31/2012	100	WELLPOINT INC	59.97	64.96	5,996.53	6,495.99	-499.46
05/17/2012	08/31/2012	150	WELLPOINT INC	59.97	65.91	8,994.80	9,886.50	-891.70
05/21/2012	08/31/2012	250	WAL-MART STORES INC	72.64	62.92	18,160.60	15,729.80	2,430.80
08/16/2012	08/31/2012	175	WAL-MART STORES INC	72.64	72.11	12,712.42	12,619 71	92.71
07/30/2012	08/31/2012	750	WALGREEN CO	35.83	36.10	26,875.50	27,074.55	-199.05
07/24/2012	08/31/2012	425	WISCONSIN ENERGY CORP	38.02	40 50	16,158.50	17,212.50	-1,054.00
07/05/2012	08/31/2012	550	XCEL ENERGY INC	27.81	28.63	15,293.52	15,746.61	-453.09
01/04/2012	08/31/2012	7,929 .516	BERNSTEIN EMERGING MARKETS PORTFOLIO	25.54	25.22	200,494.64	200,000.00	494.64
01/04/2012	08/31/2012	86,203 .175	BERNSTEIN INTERNATIONAL PORTFOLIO	12.92	12.75	1,113,745 02	1,099,090.48	14,654.54
05/18/2012	08/31/2012	4 .195	BERNSTEIN INTERNATIONAL PORTFOLIO	12 92	11.92	54.20	50.00	4.20
06/28/2012	08/31/2012	159 .274	BERNSTEIN INTERNATIONAL PORTFOLIO	12.92	12.10	2,057.82	1,927.21	130.61
			SUBTOTAL FOR SHORT-TERM NON-COVERED			7,211,386.87	6,974,227.11	237,159 76
TOTAL						7,211,386.87	6,974,227.11	237,159.76

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L		237,159.76
SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B)	0.00	
SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	237,159.76	
SHORT TERM TOTAL		237,159.76
LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B)	0.00	

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE STONE FOUNDATION INC
C/O PETER E STONE &
BARBARA S STONE
130 S. MAIN STREET
FOND DU LAC WI 54935-4210

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number. 26-4310632

Taxpayer ID Number: 39-1597843
Account Number 694 019271 722

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
EATON CORPORATION	CUSIP: 278058102		Symbol (Box 1d):					
	3,635.000	11/30/12	12/03/12	$187,765.93	$189,330.79	$0.00	($1,564.86)	$0.00
ORACLE CORP	CUSIP: 68389X105		Symbol (Box 1d): ORCL					
	1,081.000	11/30/12	12/18/12	$34,720.45	$33,861.92	$0.00	$858.53	$0.00
PARKER HANNIFIN CORP	CUSIP: 701094104		Symbol (Box 1d): PH					
	443.000	11/30/12	12/26/12	$37,658.05	$36,639.64	$0.00	$1,018.41	$0.00
SANOFI ADR	CUSIP: 80105N105		Symbol (Box 1d): SNY					
	670.000	11/30/12	12/18/12	$31,814.70	$30,136.40	$0.00	$1,678.30	$0.00
Total Short Term Covered Securities				**$291,959.13**	**$289,968.75**	**$0.00**	**$1,990.38**	**$0.00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2)	$291,959.13			
Total Cost or Other Basis (Box 3)		$289,968.75		
Total Wash Sale Loss Disallowed (Box 5)			$0.00	
Total Fed Tax Withheld (Box 4)				$0.00

IMPORTANT TAX INFORMATION – PLEASE RETAIN FOR YOUR RECORDS

National Exchange Bank & Trust

STATEMENT OF ASSETS
PERIOD ENDED 12/31/12

THE STONE FOUNDATION REVOCABLE
TRUST DATED 7/15/03, NATIONAL
EXCHANGE BANK AND TRUST, TRUSTEE

ACCOUNT NO. 42-0048-01-9

UNITS		TAX COST	MARKET 12/31/12	% YIELD MARKET	ESTIMATED INCOME
MONEY MARKET FUNDS					
981,477.660	BLACKROCK LIQUIDITY FUND TEMPFUND # 24	981,477.66	981,477.66	0.11	1,031
TOTAL MONEY MARKET FUNDS		981,477.66	981,477.66	0.11	1,031
EQUITY FUNDS					
EQUITY COMMON TRUST FUNDS					
92,953	PRIME EQUITY PERSONAL TRUST COMMON TRUST FUND	1,618,888.75	1,650,612.32	1.12	18,551
TOTAL EQUITY COMMON TRUST FUNDS		1,618,888.75	1,650,612.32	1.12	18,551
TOTAL EQUITY FUNDS		1,618,888.75	1,650,612.32	1.12	18,551
COMMON STOCKS					
10,000	AEROPOSTALE COM	194,643.75	130,100.00	0.00	0
15,000	APPLIED MATLS INC COM	170,398.50	171,600.00	3.15	5,400
2,800	ASTRAZENECA PLC SPONSORED ADR	140,781.11	132,356.00	6.03	7,980
4,000	BARRICK GOLD CORP COM	92,842.64	140,040.00	2.29	3,200
5,500	BRISTOL MYERS SQUIBB CO COM	130,449.82	179,245.00	4.30	7,700
4,500	CATO CORP NEW CL A	65,380.91	123,435.00	3.65	4,500
1,700	CHEVRON TEXACO CORP COM	102,499.32	183,838.00	3.33	6,120
10,700	CISCO SYSTEMS INC COM	183,090.41	210,248.58	2.85	5,992

National Exchange Bank & Trust

STATEMENT OF ASSETS
PERIOD ENDED 12/31/12

THE STONE FOUNDATION REVOCABLE
TRUST DATED 7/15/03, NATIONAL
EXCHANGE BANK AND TRUST, TRUSTEE

ACCOUNT NO. 42-0048-01-9

UNITS		TAX COST	MARKET 12/31/12	% YIELD MARKET	ESTIMATED INCOME
2,873	DUKE ENERGY CORP NEW COM NEW	133,682.55	183,297.40	4.80	8,791
9,000	FEDERATED INVS INC PA CL B	164,126.25	182,070.00	4.75	8,640
3,000	HARRIS CORP DEL COM	135,584.33	146,880.00	3.02	4,440
6,000	INTEL CORP COM	116,207.70	123,720.00	4.36	5,400
1,800	JOHNSON & JOHNSON COM	103,042.92	126,180.00	3.48	4,392
2,000	KIMBERLY CLARK CORP COM	131,155.33	168,860.00	3.51	5,920
3,200	LEXMARK INTL INC NEW CL A	176,299.21	74,208.00	5.17	3,840
1,000	LILLY ELI & CO COM	34,607.70	49,320.00	3.97	1,960
5,000	MARATHON OIL CORP COM	93,340.31	153,300.00	2.22	3,400
5,000	MICROSOFT CORP COM	140,993.36	133,548.50	3.44	4,600
3,000	NEWMONT MINING CORP HLDG CO COM	114,781.32	139,320.00	3.01	4,200
2,000	PEPSICO INC COM	104,607.60	136,860.00	3.14	4,300
6,500	PFIZER INC COM	154,033.00	163,015.45	3.83	6,240
2,000	STRYKER CORP COM	81,337.20	109,640.00	1.93	2,120
3,000	SYMANTEC CORP COM	50,497.50	56,460.00	0.00	0
3,000	TIDEWATER INC COM	99,619.36	134,040.00	2.24	3,000
6,000	VODAFONE GROUP PLC NEW SPONSORED ADR NEW	146,442.17	151,140.00	5.95	9,000
	TOTAL COMMON STOCKS	3,060,444.27	3,502,721.93	3.46	121,135
	TOTAL ASSETS (EXCLUDING CASH)	5,660,810.68	6,134,811.91	2.29	140,717

National Exchange
Bank & Trust

STATEMENT OF ASSETS
PERIOD ENDED 12/31/12

THE STONE FOUNDATION REVOCABLE
TRUST DATED 7/15/03, NATIONAL
EXCHANGE BANK AND TRUST, TRUSTEE

ACCOUNT NO. 42-0048-01-9

UNITS	TAX COST	MARKET 12/31/12	% YIELD MARKET	ESTIMATED INCOME
CASH				
CASH	.00	.00	0.00	0
TOTAL CASH	.00	.00	0.00	0
TOTAL ACCOUNT VALUE	5,660,810.68	6,134,811.91	2.29	140,717

Cash & Cash Alternatives

Cash / Client Interest Program

Description	(Symbol)	Value	Est Income Yield	Est. Annual Income
CASH		$4,624.25		
Cash / Client Interest Program Total		**$4,624.25**		$0.00
Cash & Cash Alternatives Total		**$4,624.25**		**$0.00**

Equities

Stocks

Description (Symbol)	Quantity	Date Acquired	Unit Cost	Total Cost Basis	Price	Value	Est Income Yield	Est. Annual Income	Gain or (Loss) Pct.	Gain or (Loss)
APPLE INCORPORATED (AAPL)	25,000.000	10/30/2009	11.775	294,375.00	$532.172	**$13,304,300.00**	1.99%	$265,000.00		
BANK OF AMERICA CORPORATION (BAC)	30,825.000		$42.466	$1,309,028.51	$11.610	**$357,878.25**	0.34%	$1,233.00	(72.66)%	$(951,150.26)
LOT 1	20,575.000	07/11/2007	$48.629	$1,000,533.33	$11.610	$238,875.75	0.34%	$823.00	(76.13)%	$(761,657.58)
LOT 2	10,250.000	06/10/2008	$30.097	$308,495.18	$11.610	$119,002.50	0.34%	$410.00	(61.42)%	$(189,492.68)
CATERPILLAR INCORPORATED DEL (CAT)	8,300.000	12/22/2006	$60.428	$501,556.40	$89.608	**$743,746.40**	2.32%	$17,264.00	48.29%	$242,190.00
CITIGROUP INCORPORATED COM NEW (C)	1,600.000	11/20/2007	$312.303	$499,684.00	$39.560	**$63,296.00**	0.10%	$64.00	(87.33)%	$(436,388.00)
JPMORGAN CHASE & COMPANY (JPM)	105,600.000		$27.078	$2,859,416.00	$43.969	**$4,643,126.40**	2.73%	$126,720.00	62.38%	$1,783,710.40
LOT 1	39,600.000	08/30/1999	$31.540	$1,248,979.50	$43.969	$1,741,172.40	2.73%	$47,520.00	39.41%	$492,192.90
LOT 2	13,200.000	09/24/1999	$26.336	$347,629.50	$43.969	$580,390.80	2.73%	$15,840.00	66.96%	$232,761.30
LOT 3	52,800.000	12/13/1999	$23.917	$1,262,807.00	$43.969	$2,321,563.20	2.73%	$63,360.00	83.84%	$1,058,756.20
3M COMPANY (MMM)	7,250.000	06/01/2006	$69.529	$504,082.73	$92.850	**$673,162.50**	2.54%	$17,110.00	33.54%	$169,079.77

Equities (continued)

Stocks (continued)

Description (Symbol)	Quantity	Date Acquired	Unit Cost	Total Cost Basis	Price	Value	Est Income Yield	Est Annual Income	Gain or (Loss) Pct.	Gain or (Loss)
WELLS FARGO & COMPANY NEW (WFC)	90,000.000			2,310,075.60	$34.180	$3,076,200.00	2.57%	$79,200.00		
Stocks Total				8,278,217.64		$22,861,709.55	2.22%	$506,591.00		
Equities Total						$22,861,709.55	2.22%	$506,591.00		

Holdings

Fiduciary Services Active Assets Account
694-019271-722

THE STONE FOUNDATION INC
C/O PETER E STONE &
Nickname: STONE/CORNERSTONE LCC

This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information.
The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Expanded Disclosures. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date.
Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest. If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures.
New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Expanded Disclosures for additional information.

CASH, DEPOSITS AND MONEY MARKET FUNDS

Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis. However, Global Currency Deposits may include both settled and unsettled positions Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions. In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available.

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	$342.50			
MORGAN STANLEY BANK N.A. #	187,895.93	94.00	—	0.050

	Percentage of Assets %	Market Value	Estimated Annual Income / *Accrued Interest*
CASH, DEPOSITS AND MONEY MARKET FUNDS	3.7%	$188,238.43	$94.00 $0.00

 # Bank Deposits are at either: (1) Morgan Stanley Bank, N A , and Morgan Stanley Private Bank, National Association, or (2) Citibank, N.A., each a national bank, FDIC member and an affiliate of Morgan Stanley Smith Barney LLC.

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
3M COMPANY (MMM)	11/30/12	1,378.000	$90 911	$125,274.94	$127,947.30	$2,672.36 ST		
	12/26/12	260.000	93.543	24,321.26	24,141 00	(180.26) ST		
	Total	1,638.000		149,596.20	**152,088.30**	2,492.10 ST	3,865.68	2.54

Share Price. $92.850; Next Dividend Payable 03/2013

CONTINUED

Holdings

Fiduciary Services Active Assets Account
694-019271-722

THE STONE FOUNDATION INC
C/O PETER E STONE &
Nickname: STONE/CORNERSTONE LCC

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ACE LTD (ACE)	11/30/12	2,047.000	79.223	162,168.66	**163,350.60**	1,181 94 ST	4,012.12	2 45
Share Price: $79.800; Next Dividend Payable 03/2013								
APACHE CORP (APA)	11/30/12	1,494.000	77.239	115,395.51	**117,279.00**	1,883.49 ST	1,015.92	0 86
Share Price: $78.500; Next Dividend Payable 02/2013								
APPLE INC (AAPL)	11/30/12	341.000	586.919	200,139.38	181,470.95	(18,668.43) ST		
	12/26/12	50.000	517 676	25,883.82	26,608 64	724 82 ST		
	Total	391 000		226,023.20	**208,079.60**	(17,943.61) ST	4,144.60	1 99
Share Price: $532.173; Next Dividend Payable 02/2013								
CAPITAL ONE FINANCIAL CORP (COF)	11/30/12	2,557.000	58.055	148,446.38	**148,127.01**	(319.37) ST	511.40	0 34
Share Price: $57.930; Next Dividend Payable 02/2013								
CHEVRON CORP (CVX)	11/30/12	1,767.000	106 253	187,749 40	**191,083.38**	3,333.98 ST	6,361.20	3.32
Share Price. $108.140; Next Dividend Payable 03/2013								
CITIGROUP INC NEW (C)	11/30/12	6,461.000	35 214	227,515.72	**255,597.16**	28,081.44 ST	258.44	0 10
Share Price. $39 560; Next Dividend Payable 02/2013								
EATON CORP PLC SHS (ETN)	12/3/12	3,635.000	51.655	187,765.93	**196,944.30**	9,178.37 ST	5,525.20	2 80
Share Price: $54.180								
EBAY INC (EBAY)	11/30/12	2,739.000	52.600	144,070 03	**139,682.70**	(4,387.33) ST	—	—
Share Price: $50.998								
GENL DYNAMICS CORP (GD)	11/30/12	2,307.000	66.470	153,345.14	**159,805.89**	6,460 75 ST	4,706.28	2 94
Share Price: $69.270; Next Dividend Payable 03/2013								
GOOGLE INC-CL A (GOOG)	11/30/12	289 000	690.278	199,490.46	**204,432.82**	4,942.36 ST	—	—
Share Price: $707.380								
HASBRO INC (HAS)	11/30/12	3,380.000	38.857	131,337.67	**121,342.00**	(9,995 67) ST	4,867.20	4 01
Share Price. $35 900; Next Dividend Payable 03/2013								
HESS CORPORATION (HES)	11/30/12	3,425.000	50.369	172,513 83	**181,388.00**	8,874.17 ST D	1,370.00	0 75
Share Price: $52.960; Next Dividend Payable 03/2013								
INTEL CORP (INTC)	11/30/12	4,454.000	19 660	87,564.75	91,841.48	4,276.73 ST		
	12/13/12	1,665.000	20 793	34,620.84	34,332.30	(288.54) ST		
	Total	6,119.000		122,185.59	**126,173.78**	3,988.19 ST	5,507.10	4.36
Share Price: $20.620; Next Dividend Payable 03/2013								

CONTINUED

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THE STONE FOUNDATION INC
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
INTL BUSINESS MACHINES CORP (IBM)	11/30/12	647.000	191 531	123,920 56	**123,932.85**	12.29 ST	2,199.80	1.77
Share Price: $191.550; Next Dividend Payable 03/2013								
JOHNSON & JOHNSON (JNJ)	12/18/12	1,428 000	70.758	101,042.00	**100,102.80**	(939.20) ST	3,484.32	3.48
Share Price: $70.100, Next Dividend Payable 03/2013								
MATTEL INC (MAT)	11/30/12	5,240.000	37.435	196,160.45	**191,888.80**	(4,271.65) ST	6,497.60	3.38
Share Price: $36.620; Next Dividend Payable 03/2013								
MERCK & CO INC NEW COM (MRK)	11/30/12	3,634.000	44.566	161,953.93	**148,775.96**	(13,177.97) ST	6,250.48	4.20
Share Price: $40.940; Next Dividend Payable 01/08/13								
MICROSOFT CORP (MSFT)	11/30/12	6,716.000	26.790	179,920.97	**179,382.34**	(538.63) ST	6,178.72	3 44
Share Price: $26.710; Next Dividend Payable 03/2013								
MORGAN STANLEY (MS)	11/30/12	9,430.000	16.997	160,277.94	**180,301.60**	20,023 66 ST	1,886.00	1.04
Share Price: $19.120; Next Dividend Payable 02/2013								
ORACLE CORP (ORCL)	11/30/12	4,702 000	31 915	150,064.80	**156,670.64**	6,605.84 ST	1,128.48	0.72
Share Price: $33.320; Next Dividend Payable 03/2013								
PARKER HANNIFIN CORP (PH)	11/30/12	1,649.000	82.708	136,385 49	**140,263.94**	3,878 45 ST	2,704.36	1 92
Share Price. $85 060; Next Dividend Payable 03/2013								
QUALCOMM INC (QCOM)	11/30/12	1,578.000	63.447	100,119.37	97,614 45	(2,504.92) ST		
	12/10/12	390.000	63.935	24,934.77	24,125.24	(809 53) ST		
	Total	1,968 000		125,054.14	**121,739.69**	(3,314 45) ST	1,968.00	1.61
Share Price· $61.860, Next Dividend Payable 03/2013								
ROYAL DUTCH SHELL PLC (RDS'A)	11/30/12	2,272.000	67 316	152,941.72	**156,654.40**	3,712.68 ST	6,643 33	4.24
Share Price: $68.950								
SANOFI ADR (SNY)	11/30/12	3,569.000	44.980	160,532 55	**169,099.22**	8,566.67 ST	5,107.24	3 02
Share Price: $47.380								
STATE STREET CORP (STT)	11/30/12	2,264.000	44.723	101,252.65	**106,430.64**	5,177 99 ST	2,173.44	2 04
Share Price: $47.010; Next Dividend Payable 01/15/13								
STRYKER CORP (SYK)	11/30/12	3,246.000	54.095	175,592.69	**177,945.72**	2,353 03 ST	3,440.76	1 93
Share Price: $54.820; Next Dividend Payable 01/31/13								
TEVA PHARMACEUTICALS ADR (TEVA)	11/30/12	4,649.000	40.222	186,993.94	**173,593.66**	(13,400 28) ST	3,737.80	2.15
Share Price: $37.340; Next Dividend Payable 03/2013								

CONTINUED

Holdings

Fiduciary Services Active Assets Account
694-019271-722

THE STONE FOUNDATION INC
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
WAL MART STORES INC (WMT)	11/30/12	2,583.000	71 738	185 299.25	176,238.09	(9,061.16) ST	4,106.97	2.33
Share Price: $68 230; Next Dividend Payable 03/2013								
WESTERN DIGITAL CORPORATION (WDC)	11/30/12	5,645.000	34.102	192,507.48	239,856.05	47,348.57 ST	5,645.00	2.35
Share Price: $42 490; Next Dividend Payable 03/2013								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
STOCKS	96.3%	$4,817,504.28	$4,908,250.94	$90,746.65 ST	$105,297.44 $0.00	2.14%

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
TOTAL MARKET VALUE	100.0%	$4,817,504.28	$5,096,489.37	$90,746.65 ST	$105,391.44 $0.00	2.07%

TOTAL VALUE (includes accrued interest) $5,096,489.37

D - Periodic payments on this security consist of interest and option premium. The cost basis for this tax lot is reduced by the option premium received. The interest portion is reported on Form 1099-INT. Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.