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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

, and ending

Name of foundation G & D PETERSON FOUNDATION		A Employer identification number 41-1866420
Number and street (or P.O. box number if mail is not delivered to street address) C/O BARRY NEWMAN, 50 S SIXTH STREET		B Telephone number 612-343-2187
City or town, state, and ZIP code MINNEAPOLIS, MN 55402		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) \$ 456,032. (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 ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		10,318.	10,318.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		16,273.			
b Gross sales price for all assets on line 6a		187,422.			
7 Capital gain net income (from Part IV, line 2)			16,273.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		26,591.	26,591.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 2		2,998.	0.		0.
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes STMT 3		569.	125.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		3,048.	3,023.		25.
24 Total operating and administrative expenses. Add lines 13 through 23		6,615.	3,148.		25.
25 Contributions, gifts, grants paid		59,680.			59,680.
26 Total expenses and disbursements. Add lines 24 and 25		66,295.	3,148.		59,705.
27 Subtract line 26 from line 12		<39,704.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			23,443.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			28,849.	25,702.	25,702.
	2 Savings and temporary cash investments			626.	3,219.	3,219.
	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					
	7 Other notes and loans receivable ▶					
	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					
	b Investments - corporate stock STMT 5			433,499.	394,348.	427,111.
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other					
	14 Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers)			462,974.	423,269.	456,032.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	27 Capital stock, trust principal, or current funds			462,974.	423,269.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			0.	0.	
	30 Total net assets or fund balances			462,974.	423,269.	
31 Total liabilities and net assets/fund balances			462,974.	423,269.		

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	462,974.
2 Enter amount from Part I, line 27a	2	<39,704.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	423,270.
5 Decreases not included in line 2 (itemize) ▶ PRIOR YEAR BASIS ADJUSTMENT	5	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	423,269.

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 PUBLICALLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b PUBLICALLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 78,380.		76,303.	2,077.
b 108,284.		94,846.	13,438.
c 758.			758.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (j), if any	
a			2,077.
b			13,438.
c			758.
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	16,273.
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) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	64,925.	518,828.	.125138
2010	70,430.	543,086.	.129685
2009	94,118.	534,239.	.176172
2008	99,060.	791,395.	.125171
2007	97,525.	993,812.	.098132

2 Total of line 1, column (d)	2	.654298
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	.130860
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	462,150.
5 Multiply line 4 by line 3	5	60,477.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	234.
7 Add lines 5 and 6	7	60,711.
8 Enter qualifying distributions from Part XII, line 4	8	59,705.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	469.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	469.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	469.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	840.
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	840.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	371.
11	Enter the amount of line 10 to be credited to 2013 estimated tax ☐ 371. Refunded ☐	11	0.

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BARRY NEWMAN Located at ► 50 SOUTH SIXTH STREET, MINNEAPOLIS MN Telephone no ► 612-343-2187 ZIP+4 ► 55402			
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 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ►		
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) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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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)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

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

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
GERALD PETERSON	TRUSTEE			
21750 FENWAY CT				
FOREST LAKE, MN 55025	1.00	0.	0.	0.
DONNA PETERSON	TRUSTEE			
21750 FENWAY CT				
FOREST LAKE, MN 55025	1.00	0.	0.	0.
BARRY NEWMAN	TRUSTEE			
50 SOUTH SIXTH STREET				
MINNEAPOLIS, MN 55402	1.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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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	455,562.
b	Average of monthly cash balances	1b	13,626.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	469,188.
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	0.
3	Subtract line 2 from line 1d	3	469,188.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,038.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	462,150.
6	Minimum investment return. Enter 5% of line 5	6	23,108.

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	23,108.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	469.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	469.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	22,639.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	22,639.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	22,639.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	59,705.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	59,705.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	59,705.

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				22,639.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	50,049.			
b From 2008	60,420.			
c From 2009	67,570.			
d From 2010	44,266.			
e From 2011	39,786.			
f Total of lines 3a through e	262,091.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	59,705.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				22,639.
e Remaining amount distributed out of corpus	37,066.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	299,157.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	50,049.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	249,108.			
10 Analysis of line 9				
a Excess from 2008	60,420.			
b Excess from 2009	67,570.			
c Excess from 2010	44,266.			
d Excess from 2011	39,786.			
e Excess from 2012	37,066.			

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				
CENTURY JUNIOR HIGH 21395 GOODVIEW AVE N FOREST LAKE, MN 55025	N/A	PUBLIC	FIELD TRIP FUND	400.
ECUMEN FOUNDATION 3530 LEXINGTON AVE N SHOREVIEW, MN 55126	N/A	PUBLIC	GENERAL OPERATING	1,080.
FAITH LUTHERAN CHURCH 886 NORTH SHORE DRIVE FOREST LAKE, MN 55025	N/A	PUBLIC	GENERAL FUND	22,000.
HAMLINE UNIVERSITY 1536 HEWITT AVE ST PAUL, MN 55104	N/A	PUBLIC	PETERSON FAMILY SCHOLARSHIP	30,000.
LIHUE LUTHERAN CHURCH 4602 HOOMANA RD LIHUE, HI 96766	N/A	PUBLIC	GENERAL OPERATING	1,000.
Total	SEE CONTINUATION SHEET(S)			59,680.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
LYMPHOMA RESEARCH FOUNDATION 115 BROADWAY, SUITE 1301 NEW YORK, NY 10006	N/A	PUBLIC	GENERAL OPERATING	500.
ORDWAY CENTER FOR THE PERFORMING ARTS 345 WASHINGTON ST ST PAUL, MN 55102	N/A	PUBLIC	GENERAL OPERATING	1,000.
PARMLY SENIOR HOUSING & SERVICES 28210 OLD TOWNE RD CHISAGO CITY, MN 55013	N/A	PUBLIC	GENERAL OPERATING	1,000.
ST. PAUL AREA SYNOD OF THE ELCA 105 UNIVERSITY AVE ST PAUL, MN 55103	N/A	PUBLIC	GENERAL OPERATING	2,200.
TWIN CITIES PUBLIC TELEVISION 172 E 4TH ST ST PAUL, MN 55101	N/A	PUBLIC	GENERAL OPERATING	500.
Total from continuation sheets				5,200.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BERNSTEIN DIVIDENDS	11,072.	758.	10,314.
BERNSTEIN INTEREST	4.	0.	4.
TOTAL TO FM 990-PF, PART I, LN 4	11,076.	758.	10,318.

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DORSEY & WHITNEY, LLP	2,998.	0.		0.
TO FM 990-PF, PG 1, LN 16A	2,998.	0.		0.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	125.	125.		0.
EXCISE TAXES PAID	444.	0.		0.
TO FORM 990-PF, PG 1, LN 18	569.	125.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	25.	0.		25.
INVESTMENT FEES	3,023.	3,023.		0.
TO FORM 990-PF, PG 1, LN 23	3,048.	3,023.		25.

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SANFORD C. BERNSTEIN	394,348.	427,111.
TOTAL TO FORM 990-PF, PART II, LINE 10B	394,348.	427,111.



Holdings - Attachment to Form 990-PF, Part II, Line 10b

Account: G & D PETERSON FAMILY FOUNDATION (888-48134)

As of December 31, 2012

This report contains data for all accounts that were open as of the period ending date criteria.

Quantity	Holding	Total Cost	Market Value
7,941 264	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1)	\$ 99,823	\$ 111,892
1,874.833	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I(1)	\$ 12,509	\$ 18,298
2,675 256	BERNSTEIN INTERNATIONAL PORTFOLIO(1)	\$ 33,554	\$ 37,213
284 969	BERNSTEIN EMERGING MARKETS PORTFOLIO(1)	\$ 6,193	\$ 8,056
7.000	APPLE INC	\$ 1,861	\$ 3,731
191.640	AB DISCOVERY VALUE FUND CL ADV	\$ 3,085	\$ 3,325
130.000	PFIZER INC	\$ 2,063	\$ 3,260
426.929	AB DISCOVERY GROWTH FND CL ADV	\$ 2,989	\$ 3,193
55 000	ASTRAZENECA PLC-SPONS ADR	\$ 2,430	\$ 2,600
65.000	CITIGROUP INC	\$ 2,659	\$ 2,571
75.000	WELLS FARGO & COMPANY	\$ 2,507	\$ 2,564
80.000	ALTRIA GROUP INC	\$ 2,312	\$ 2,515
38 000	WELLPOINT INC	\$ 2,607	\$ 2,315
85.000	KROGER CO	\$ 2,007	\$ 2,212
3 000	GOOGLE INC-CL A	\$ 1,506	\$ 2,128
11 000	INTL BUSINESS MACHINES CORP	\$ 2,187	\$ 2,107
11 000	PRECISION CASTPARTS CORP	\$ 1,795	\$ 2,084
24.000	PHILIP MORRIS INTERNATIONAL	\$ 2,096	\$ 2,007
45.000	BP PLC-SPONS ADR	\$ 1,797	\$ 1,874
21.000	EXXON MOBIL CORP	\$ 1,683	\$ 1,818
25 000	JOHNSON & JOHNSON	\$ 1,539	\$ 1,753
25 000	SCHLUMBERGER LTD	\$ 1,849	\$ 1,732
13 000	UNION PACIFIC CORP	\$ 1,524	\$ 1,634
21.000	COGNIZANT TECH SOLUTIONS-A	\$ 1,553	\$ 1,555
40 000	CIT GROUP INC	\$ 1,467	\$ 1,546
10 000	SHERWIN-WILLIAMS CO/THE	\$ 1,250	\$ 1,538
10 000	VISA INC - CLASS A SHRS	\$ 1,229	\$ 1,516
23.000	CITRIX SYSTEMS INC	\$ 1,514	\$ 1,512
105 000	HEWLETT-PACKARD CO	\$ 3,310	\$ 1,496
12 000	INTERCONTINENTALEXCHANGE INC	\$ 1,609	\$ 1,486
10 000	BIOGEN IDEC INC	\$ 1,451	\$ 1,467
25 000	DANAHER CORP	\$ 1,146	\$ 1,398
35.000	MACY'S INC	\$ 1,199	\$ 1,366
25 000	UNITEDHEALTH GROUP INC	\$ 1,207	\$ 1,356
25 000	EATON CORP PLC	\$ 1,113	\$ 1,355
21.000	HOME DEPOT INC	\$ 1,115	\$ 1,299
19 000	DIAMOND OFFSHORE DRILLING	\$ 1,240	\$ 1,291
110 000	MGM RESORTS INTERNATIONAL	\$ 1,433	\$ 1,280
30.000	TJX COMPANIES INC	\$ 1,333	\$ 1,274
5 000	AMAZON.COM INC	\$ 1,122	\$ 1,256
25 000	THE WALT DISNEY CO.	\$ 867	\$ 1,245
30 000	MEDTRONIC INC	\$ 1,292	\$ 1,231
105 000	APPLIED MATERIALS INC	\$ 1,218	\$ 1,201

21 000	LYONDELLBASELL INDU-CL A	\$ 790	\$ 1,199
25 000	TIME WARNER INC	\$ 981	\$ 1,196
17 000	WAL-MART STORES INC	\$ 1,125	\$ 1,160
55 000	GENERAL ELECTRIC CO	\$ 1,031	\$ 1,154
12 000	IDEXX LABS CORP	\$ 1,075	\$ 1,114
21 000	VIACOM INC-CLASS B	\$ 916	\$ 1,108
85 000	FORD MOTOR CO	\$ 924	\$ 1,101
55 000	CISCO SYSTEMS INC	\$ 1,093	\$ 1,081
20 000	STARBUCKS CORP	\$ 792	\$ 1,072
30 000	KINDER MORGAN INC	\$ 1,056	\$ 1,060
9 000	LORILLARD INC	\$ 1,016	\$ 1,050
15 000	NATIONAL - OILWELL INC	\$ 1,202	\$ 1,025
10.000	NOBLE ENERGY INC	\$ 772	\$ 1,017
13.000	BECTON DICKINSON & CO	\$ 995	\$ 1,016
15 000	ANSYS INC	\$ 878	\$ 1,010
85 000	BANK OF AMERICA CORP	\$ 902	\$ 987
2 000	INTUITIVE SURGICAL INC	\$ 1,061	\$ 981
9 000	CHEVRON CORP	\$ 965	\$ 973
10.000	TIME WARNER CABLE	\$ 495	\$ 972
10 000	MCKESSON CORP	\$ 867	\$ 970
25 000	DISCOVER FINANCIAL SERVICES	\$ 1,037	\$ 964
30 000	US BANCORP	\$ 940	\$ 958
16.000	INTUIT INC	\$ 805	\$ 952
25 000	COMCAST CORP-CLASS A	\$ 621	\$ 935
10 000	BERKSHIRE HATHAWAY INC-CL B	\$ 849	\$ 897
40.000	TIBCO SOFTWARE INC	\$ 1,200	\$ 880
30 000	BB&T CORP	\$ 1,009	\$ 873
25 000	FIDELITY NATIONAL INFORMATION	\$ 836	\$ 870
20.000	VERIZON COMMUNICATIONS INC	\$ 908	\$ 865
25.000	AT&T INC	\$ 863	\$ 843
35 000	FIDELITY NATIONAL FINANCIAL IN	\$ 739	\$ 824
20 000	MERCK & CO. INC.	\$ 895	\$ 819
45 000	NV ENERGY INC	\$ 752	\$ 816
7 000	LIBERTY MEDIA CORP - LIBER-A	\$ 783	\$ 812
15.000	EBAY INC	\$ 708	\$ 765
15 000	HARLEY DAVIDSON INC	\$ 576	\$ 732
40 000	PULTE GROUP INC	\$ 598	\$ 726
8 000	MCDONALD'S CORP	\$ 724	\$ 706
7.000	ULTA SALON COSMETICS & FRAGRAN	\$ 678	\$ 688
15 000	KRAFT FOODS GROUP INC-W/I	\$ 646	\$ 682
7 000	F5 NETWORKS INC	\$ 835	\$ 680
35.000	TYSON FOODS INC-CL A	\$ 618	\$ 679
25 000	MICROSOFT CORP	\$ 773	\$ 668
105 000	MICRON TECHNOLOGY INC	\$ 579	\$ 667
15 000	JPMORGAN CHASE & CO	\$ 667	\$ 660
8.000	PARTNERRE LTD	\$ 638	\$ 644
15 000	REYNOLDS AMERICAN INC	\$ 621	\$ 621
11 000	COACH INC	\$ 824	\$ 611
2.000	CHIPOTLE MEXICAN GRILL-CL A	\$ 636	\$ 595
12 000	HARRIS CORP	\$ 618	\$ 588
5 000	LINKEDIN CORP - A	\$ 492	\$ 574
7 000	UNITED TECHNOLOGIES CORP	\$ 556	\$ 574
15 000	MARSH & MCLENNAN COS INC	\$ 516	\$ 517
10 000	DIRECTV	\$ 491	\$ 502
40.000	DELTA AIR LINES INC	\$ 371	\$ 475

6 000	FISERV INC	\$	472	\$	474
5.000	AMGEN INC	\$	357	\$	432
6 000	PETSMART	\$	417	\$	410
6 000	PROCTER & GAMBLE CO	\$	379	\$	407
3.000	AFFILIATED MANAGERS GROUP INC	\$	384	\$	390
15 000	HEALTH NET INC	\$	432	\$	365
3 000	EOG RESOURCES INC	\$	318	\$	362
5 000	VERTEX PHARMACEUTICALS INC	\$	202	\$	210
8,145 379	OVERLAY A PORTFOLIO CLASS 1	\$	84,615	\$	85,445
4,087 271	OVERLAY B PORTFOLIO CLASS 1	\$	42,193	\$	43,938
NET PORTFOLIO VALUE		\$	394,348	\$	427,890

Capital Gains Report

G & D PETERSON FAMILY FOUNDATION (Account: 888-48134)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM NON-COVERED								
03/07/2011	01/03/2012	15	METLIFE INC	32.24	45.90	483.64	688.44	-204.80
03/18/2011	01/03/2012	5	METLIFE INC	32.24	44.23	161.22	221.16	-59.94
04/14/2011	01/03/2012	5	METLIFE INC	32.24	44.20	161.21	221.01	-59.80
04/25/2011	01/03/2012	3	METLIFE INC	32.24	44.17	96.73	132.50	-35.77
02/14/2011	01/06/2012	3	BORGWARNER INC	65.43	79.29	196.30	237.86	-41.56
03/01/2011	01/06/2012	1	BORGWARNER INC	65.43	76.31	65.43	76.31	-10.88
01/31/2011	01/06/2012	10	LIMITED BRANDS INC	39.00	28.99	390.00	289.87	100.13
06/28/2011	01/06/2012	5	LIMITED BRANDS INC	39.00	38.05	195.00	190.26	4.74
05/24/2011	01/09/2012	10	***LYONDELLBASELL INDU-CL A	34.46	39.54	344.56	395.37	-50.81
05/24/2011	01/09/2012	1	***LYONDELLBASELL INDU-CL A	34.46	39.64	34.46	39.64	-5.18
10/28/2011	01/09/2012	7	PEPSICO INC	65.39	63.06	457.74	441.44	16.30
05/17/2011	01/11/2012	3	CELGENE CORP	77.95	59.91	212.95	179.74	33.21
01/24/2011	01/11/2012	2	ROCKWELL AUTOMATION INC	77.95	74.55	155.89	149.10	6.79
02/01/2011	01/11/2012	1	ROCKWELL AUTOMATION INC	77.95	81.67	77.95	81.67	-3.72
08/26/2011	01/12/2012	4	CONOCOPHILLIPS	70.79	65.01	283.17	260.06	23.11
10/04/2011	01/12/2012	5	CONOCOPHILLIPS	70.79	59.65	353.97	298.27	55.70
04/25/2011	01/19/2012	3	PROCTER & GAMBLE CO	66.14	63.10	198.42	189.30	9.12
05/26/2011	01/23/2012	5	FMC TECHNOLOGIES INC	52.31	43.73	261.56	218.65	42.91
01/11/2012	01/24/2012	8	WATSON PHARMACEUTICALS INC	56.00	63.25	448.01	506.03	-58.02
05/17/2011	01/27/2012	3	CELGENE CORP	73.05	59.91	219.14	179.74	39.40
05/02/2011	01/27/2012	15	TYSON FOODS INC-CL A	18.68	19.86	280.17	297.87	-17.70
05/24/2011	01/31/2012	5	***LYONDELLBASELL INDU-CL A	42.90	39.63	214.48	198.17	16.31
02/25/2011	01/31/2012	3	LOWE'S COS INC	26.85	25.40	80.55	76.19	4.36
04/25/2011	01/31/2012	3	PROCTER & GAMBLE CO	62.88	63.10	188.65	189.30	-0.65
08/19/2011	02/03/2012	19	CMS ENERGY CORP	22.03	18.92	418.57	359.51	59.06
10/10/2011	02/03/2012	16	CMS ENERGY CORP	22.03	20.16	352.48	322.54	29.94
08/04/2011	02/06/2012	3	VF CORP	132.77	110.65	398.32	331.96	66.36
05/16/2011	02/07/2012	2	GOODRICH CORP	125.36	90.39	250.71	180.79	69.92
06/08/2011	02/08/2012	5	GENERAL MOTORS CO	25.81	28.91	129.05	144.54	-15.49
12/08/2011	02/08/2012	4	ILLUMINA INC	52.10	29.14	208.39	116.58	91.81
02/22/2011	02/09/2012	5	***ACCENTURE PLC-CL A	57.43	52.80	287.15	263.98	23.17
04/25/2011	02/09/2012	1	***ACCENTURE PLC-CL A	57.43	56.45	57.43	56.45	0.98
06/23/2011	02/09/2012	5	JOHNSON CONTROLS INC	33.15	38.59	165.75	192.93	-27.18
05/16/2011	02/14/2012	4	GOODRICH CORP	125.51	90.39	251.02	180.78	70.24
05/24/2011	02/14/2012	4	***LYONDELLBASELL INDU-CL A	44.96	39.63	179.84	158.54	21.30
03/01/2011	02/14/2012	5	MARATHON PETROLEUM CORP	44.04	40.05	220.18	200.26	19.92
04/25/2011	02/15/2012	4	***ACCENTURE PLC-CL A	58.08	56.45	232.33	225.82	6.51
08/04/2011	02/15/2012	2	VF CORP	143.45	110.65	286.90	221.30	65.60
10/04/2011	02/16/2012	8	ESTEE LAUDER COMPANIES-CL A	55.60	42.95	444.77	343.64	101.13
09/13/2011	02/17/2012	20	DELL INC	18.13	14.34	362.53	286.81	75.72
03/14/2011	02/23/2012	3	MONSANTO CO	77.69	66.64	233.06	199.92	33.14
06/08/2011	02/28/2012	10	GENERAL MOTORS CO	26.24	28.91	262.39	289.09	-26.70
08/04/2011	03/09/2012	20	CBRE GROUP INC	18.72	19.89	374.40	397.80	-23.40
10/24/2011	03/09/2012	19	***SEAGATE TECHNOLOGY	28.37	15.56	539.06	295.65	243.41
05/17/2011	03/09/2012	2	***TRANSOCEAN LTD	53.97	67.80	107.95	135.61	-27.66
09/16/2011	03/19/2012	15	CBRE GROUP INC	20.85	15.14	312.70	227.03	85.67

Capital Gains Report

G & D PETERSON FAMILY FOUNDATION (Account: 888-48134)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
12/16/2011	03/20/2012	3	GOLDMAN SACHS GROUP INC	126.74	92.94	380.23	278.82	101.41
03/29/2011	03/20/2012	10	MOODY'S CORP	41.68	33.35	416.79	333.46	83.33
09/02/2011	03/21/2012	4	LAS VEGAS SANDS CORP	57.72	45.31	230.90	181.23	49.67
06/21/2011	03/21/2012	5	UNITEDHEALTH GROUP INC	54.12	51.97	270.61	259.85	10.76
08/08/2011	03/21/2012	5	UNITEDHEALTH GROUP INC	54.12	42.64	270.61	213.21	57.40
04/25/2011	03/26/2012	7	METLIFE INC	38.33	44.16	268.30	309.15	-40.85
08/10/2011	03/26/2012	5	METLIFE INC	38.33	32.63	191.64	163.15	28.49
10/06/2011	03/26/2012	10	METLIFE INC	38.33	29.53	383.29	295.29	88.00
12/08/2011	04/03/2012	9	ILLUMINA INC	51.76	29.14	465.85	262.30	203.55
12/09/2011	04/04/2012	2	SALESFORCE.COM INC	154.72	121.81	309.44	243.63	65.81
04/25/2011	04/10/2012	20	GAMESTOP CORP	21.41	26.43	428.12	528.57	-100.45
05/16/2011	04/11/2012	10	GENERAL MILLS INC	38.56	39.56	385.61	395.61	-10.00
06/06/2011	04/11/2012	5	GENERAL MILLS INC	38.56	37.98	192.80	189.91	2.89
01/12/2012	04/17/2012	20	***NEXEN INC	19.05	17.81	380.93	356.20	24.73
11/07/2011	04/19/2012	3	PERRIGO INC	106.05	88.32	318.14	264.96	53.18
11/18/2011	04/19/2012	2	PERRIGO INC	106.05	91.28	212.10	182.57	29.53
12/07/2011	05/04/2012	30	MORGAN STANLEY	16.00	16.71	479.99	501.30	-21.31
12/16/2011	05/04/2012	15	MORGAN STANLEY	16.00	15.31	239.99	229.61	10.38
11/02/2011	05/07/2012	3	BOEING CO/THE	76.00	64.42	228.00	193.26	34.74
11/03/2011	05/07/2012	3	BOEING CO/THE	76.00	65.63	228.00	196.89	31.11
11/09/2011	05/07/2012	4	BOEING CO/THE	76.00	65.25	304.00	261.00	43.00
11/15/2011	05/07/2012	3	BOEING CO/THE	76.00	67.73	228.00	203.19	24.81
11/25/2011	05/07/2012	3	BOEING CO/THE	76.00	62.98	227.99	188.95	39.04
01/09/2012	05/07/2012	3	BOEING CO/THE	76.00	74.68	228.00	224.04	3.96
02/10/2012	05/07/2012	3	BOEING CO/THE	76.00	74.84	227.99	224.53	3.46
01/10/2012	05/08/2012	4	VERTEX PHARMACEUTICALS INC	61.11	35.99	244.44	143.98	100.46
05/17/2011	05/11/2012	5	EXPRESS SCRIPTS HOLDING CO	55.93	60.06	279.64	300.28	-20.64
01/09/2012	05/11/2012	7	EXPRESS SCRIPTS HOLDING CO	55.93	49.67	391.49	347.69	43.80
08/11/2011	05/15/2012	10	CONSTELLATION BRANDS INC-A	19.20	18.25	192.00	182.53	9.47
12/22/2011	05/17/2012	7	ILLUMINA INC	43.81	28.78	306.67	201.44	105.23
06/07/2011	05/21/2012	5	ANADARKO PETROLEUM CORP	63.75	75.46	318.75	377.31	-58.56
06/14/2011	05/21/2012	1	ANADARKO PETROLEUM CORP	63.75	73.44	63.75	73.44	-9.69
07/14/2011	05/21/2012	6	ANADARKO PETROLEUM CORP	63.75	76.73	382.51	460.37	-77.86
08/05/2011	05/21/2012	3	ANADARKO PETROLEUM CORP	63.75	76.73	191.25	214.26	-23.01
09/28/2011	05/21/2012	10	MARATHON OIL CORP	24.33	22.98	243.27	229.84	13.43
01/06/2012	05/23/2012	5	***POTASH CORP OF SASKATCHEWAN	39.03	41.96	195.15	209.80	-14.65
01/12/2012	05/23/2012	5	***POTASH CORP OF SASKATCHEWAN	39.03	42.19	195.15	210.94	-15.79
08/15/2011	05/29/2012	15	CORNING INC	13.03	15.01	195.45	225.13	-29.68
08/23/2011	05/29/2012	30	CORNING INC	13.03	14.21	390.90	426.44	-35.54
01/13/2012	06/01/2012	5	FREEMPORT-MCMORAN COPPER	32.33	41.78	161.67	208.89	-47.22
01/20/2012	06/01/2012	10	FREEMPORT-MCMORAN COPPER	32.33	43.75	323.33	437.53	-114.20
02/06/2012	06/01/2012	10	FREEMPORT-MCMORAN COPPER	32.33	45.96	323.33	459.60	-136.27
08/11/2011	06/06/2012	10	CENTURYLINK INC	37.41	34.10	374.13	340.98	33.15
06/22/2011	06/12/2012	5	DIRECTV-CLASS A	43.20	47.73	216.00	238.66	-22.66
03/21/2012	06/12/2012	4	DIRECTV-CLASS A	43.20	48.11	172.80	192.43	-19.63
08/26/2011	06/14/2012	5	DTE ENERGY COMPANY	59.15	49.17	295.74	245.86	49.88
12/16/2011	06/14/2012	2	PERRIGO INC	110.80	98.23	221.60	196.46	25.14
02/22/2012	06/14/2012	4	PERRIGO INC	110.80	94.76	443.20	379.06	64.14
12/19/2011	06/18/2012	20	GENERAL ELECTRIC CO	19.66	16.94	393.22	338.77	54.45

Capital Gains Report

G & D PETERSON FAMILY FOUNDATION (Account: 888-48134)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
07/15/2011	06/20/2012	5	QUALCOMM INC	56.94	54.86	284.67	274.28	10.39
07/22/2011	06/20/2012	5	QUALCOMM INC	56.94	57.25	284.68	286.25	-1.57
11/21/2011	06/20/2012	5	QUALCOMM INC	56.94	54.10	284.67	270.50	14.17
02/07/2012	06/21/2012	3	GOLDMAN SACHS GROUP INC	94.69	116.45	284.08	349.36	-65.28
02/16/2012	06/21/2012	2	GOLDMAN SACHS GROUP INC	94.69	113.19	189.39	226.38	-36.99
09/06/2011	06/29/2012	8	JPMORGAN CHASE & CO	35.99	33.41	287.96	267.27	20.69
03/23/2012	06/29/2012	1	JPMORGAN CHASE & CO	35.99	44.80	35.99	44.80	-8.81
02/23/2012	07/02/2012	8	EDISON INTERNATIONAL	46.12	41.98	368.96	335.84	33.12
06/12/2012	07/09/2012	11	AMERICAN EXPRESS CO	58.24	56.17	640.69	617.85	22.84
08/11/2011	07/09/2012	19	BP PLC-SPONS ADR	39.51	39.65	750.69	753.39	-2.70
08/11/2011	07/09/2012	15	CENTURYLINK INC	39.39	34.10	590.90	511.47	79.43
08/04/2011	07/09/2012	6	FMC TECHNOLOGIES INC	40.94	41.25	245.66	247.52	-1.86
09/08/2011	07/09/2012	4	FMC TECHNOLOGIES INC	40.94	43.99	163.78	175.98	-12.20
11/11/2011	07/09/2012	4	FMC TECHNOLOGIES INC	40.94	47.63	163.77	190.52	-26.75
08/08/2011	07/09/2012	4	GILEAD SCIENCES INC	51.28	36.85	205.13	147.42	57.71
05/31/2012	07/09/2012	3	INTL BUSINESS MACHINES CORP	189.67	194.30	569.02	582.90	-13.88
05/21/2012	07/09/2012	4	KIMBERLY-CLARK CORP	84.19	78.44	336.76	313.76	23.00
01/30/2012	07/09/2012	20	MGM RESORTS INTERNATIONAL	10.46	13.06	209.20	261.11	-51.91
08/01/2011	07/09/2012	13	MARATHON PETROLEUM CORP	44.23	44.76	574.93	581.85	-6.92
08/08/2011	07/09/2012	5	MARATHON PETROLEUM CORP	44.23	34.12	221.13	170.61	50.52
09/08/2011	07/09/2012	5	MARATHON PETROLEUM CORP	44.23	37.43	221.12	187.14	33.98
11/01/2011	07/09/2012	15	NEWELL RUBBERMAID INC	18.02	14.82	270.34	222.24	48.10
08/16/2011	07/09/2012	3	ROCKWELL AUTOMATION INC	64.87	63.27	194.61	189.81	4.80
11/11/2011	07/09/2012	3	ROCKWELL AUTOMATION INC	64.87	74.86	194.61	224.57	-29.96
07/15/2011	07/09/2012	6	TRANSOCEAN LTD	44.24	62.38	265.45	374.28	-108.83
08/04/2011	07/09/2012	2	VISA INC - CLASS A SHRS	123.48	85.67	246.95	171.35	75.60
11/14/2011	07/09/2012	9	WELLS FARGO & COMPANY	33.10	25.10	297.90	225.88	72.02
02/10/2012	07/09/2012	11	WELLS FARGO & COMPANY	33.10	30.23	364.09	332.50	31.59
11/16/2011	07/11/2012	15	CBRE GROUP INC	15.49	16.13	232.29	241.91	-9.62
02/17/2012	07/11/2012	15	CBRE GROUP INC	15.49	19.10	232.28	286.49	-54.21
06/01/2012	07/11/2012	6	YUM! BRANDS INC	62.30	67.18	373.80	403.06	-29.26
10/21/2011	07/13/2012	3	PVH CORP	75.75	69.82	227.26	209.45	17.81
10/25/2011	07/13/2012	4	PVH CORP	75.75	72.49	303.01	289.98	13.03
12/21/2011	07/13/2012	3	PVH CORP	75.75	66.00	227.26	198.00	29.26
07/27/2011	07/20/2012	9	COVIDIEN PLC	53.38	52.18	480.38	469.62	10.76
10/20/2011	07/20/2012	4	COVIDIEN PLC	53.38	44.44	213.50	177.77	35.73
11/02/2011	07/20/2012	4	COVIDIEN PLC	53.38	45.50	213.50	182.00	31.50
11/18/2011	07/20/2012	5	COVIDIEN PLC	53.38	46.21	266.88	231.06	35.82
01/05/2012	07/20/2012	5	COVIDIEN PLC	53.38	45.16	266.88	225.81	41.07
01/10/2012	07/20/2012	7	VERTEX PHARMACEUTICALS INC	51.84	35.99	362.89	251.96	110.93
09/09/2011	07/24/2012	5	DOLLAR GENERAL CORP	52.52	34.65	262.59	173.23	89.36
09/12/2011	07/24/2012	7	DOLLAR GENERAL CORP	52.52	35.04	367.63	245.30	122.33
11/25/2011	07/24/2012	5	DOLLAR GENERAL CORP	52.52	38.48	262.59	192.41	70.18
10/12/2011	07/27/2012	10	TRW AUTOMOTIVE HOLDINGS CORP	34.63	39.08	346.27	390.82	-44.55
11/28/2011	07/30/2012	10	CIT GROUP INC	35.76	31.76	357.55	317.62	39.93
05/21/2012	07/30/2012	50	CONAGRA FOODS INC	24.50	25.13	1,225.16	1,256.50	-31.34
10/31/2011	07/30/2012	10	LAM RESEARCH CORP	34.14	42.99	341.40	429.86	-88.46
09/23/2011	07/31/2012	15	MARVELL TECHNOLOGY GROUP LT	11.34	14.69	170.13	220.37	-50.24
10/20/2011	07/31/2012	15	MARVELL TECHNOLOGY GROUP LT	11.34	13.32	170.13	199.73	-29.60

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10/31/2011	07/31/2012	15	***MARVELL TECHNOLOGY GROUP LT	11 34	14 07	170 14	210 99	-40 85
11/14/2011	07/31/2012	15	***MARVELL TECHNOLOGY GROUP LT	11 34	14 80	170 13	221 96	-51 83
10/04/2011	08/02/2012	6	***LYONDELLBASELL INDU-CL A	43 99	23 72	263 97	121 64	142 33
09/29/2011	08/03/2012	2	ALLERGEN INC	86 32	85 29	172 64	170 58	2 06
03/12/2012	08/03/2012	20	LIBERTY INTERACTIVE CORP-A	18 97	18 68	379 40	373 67	5 73
10/18/2011	08/03/2012	40	MICRON TECHNOLOGY INC	6 30	5 68	252 00	227 02	24 98
08/16/2011	08/08/2012	7	GENERAL MILLS INC	38 50	36 59	269 50	256 14	13 36
11/02/2011	08/08/2012	13	GENERAL MILLS INC	38 50	38 51	500 51	500 58	-0 07
11/23/2011	08/08/2012	5	GENERAL MILLS INC	38 50	38 05	192 50	190 23	2 27
01/09/2012	08/13/2012	7	STRYKER CORP	53 13	51 72	371 89	362 04	9 85
01/10/2012	08/13/2012	6	STRYKER CORP	53 13	52 14	318 76	312 84	5 92
01/12/2012	08/13/2012	4	STRYKER CORP	53 13	52 39	212 51	209 56	2 95
02/01/2012	08/13/2012	4	STRYKER CORP	53 13	55 64	212 50	222 58	-10 08
10/25/2011	08/14/2012	17	CENTERPOINT ENERGY INC	20 55	21 12	349 35	359 05	-9 70
02/21/2012	08/14/2012	13	CENTERPOINT ENERGY INC	20 55	19 03	267 15	247 35	19 80
06/21/2012	08/14/2012	20	HALLIBURTON CO	35 10	28 57	701 95	571 34	130 61
05/17/2012	08/16/2012	7	AMGEN INC	83 02	71 38	581 14	499 66	81 48
01/30/2012	08/17/2012	11	EMERSON ELECTRIC CO	52 16	51 41	573 72	565 52	8 20
02/02/2012	08/17/2012	4	EMERSON ELECTRIC CO	52 16	51 86	208 63	207 43	1 20
12/16/2011	08/17/2012	5	HERSHEY CO/TH	72 13	59 35	360 65	296 73	63 92
12/22/2011	08/17/2012	3	HERSHEY CO/TH	72 13	61 02	216 39	183 07	33 32
02/14/2012	08/17/2012	4	HERSHEY CO/TH	72 13	60 45	288 52	241 79	46 73
02/21/2012	08/17/2012	5	HERSHEY CO/TH	72 13	60 62	360 65	303 09	57 56
09/22/2011	08/21/2012	20	GANNETT CO	15 57	8 47	311 49	169 42	142 07
11/23/2011	08/21/2012	30	GANNETT CO	15 57	10 42	467 23	312 75	154 48
02/13/2012	08/21/2012	5	INFORMATICA CORPORATION	31 02	46 80	155 12	234 02	-78 90
06/14/2012	08/21/2012	15	INFORMATICA CORPORATION	31 02	41 04	465 35	615 60	-150 25
09/12/2011	08/23/2012	10	CENTURYLINK INC	41 56	33 16	415 61	331 57	84 04
10/11/2011	08/23/2012	10	CENTURYLINK INC	41 56	33 45	415 61	334 48	81 13
05/21/2012	08/24/2012	18	KIMBERLY-CLARK CORP	83 70	78 44	1,506 54	1,411 92	94 62
01/25/2012	08/24/2012	11	LAS VEGAS SANDS CORP	42 59	48 96	468 45	538 60	-70 15
11/01/2011	08/24/2012	20	NEWELL RUBBERMAID INC	17 64	14 82	352 88	296 31	56 57
03/29/2012	08/24/2012	2	VISA INC - CLASS A SHRS	126 76	117 78	253 52	235 56	17 96
03/06/2012	08/28/2012	4	MCKESSON CORP	87 46	82 38	349 84	329 53	20 31
03/29/2012	08/28/2012	3	MCKESSON CORP	87 46	88 19	262 38	264 56	-2 18
05/08/2012	08/28/2012	1	MCKESSON CORP	87 46	89 30	87 46	89 30	-1 84
05/08/2012	08/28/2012	3	MCKESSON CORP	87 46	89 30	262 38	267 90	-5 52
07/11/2012	08/30/2012	11	DOLLAR TREE INC	48 20	51 68	530 23	568 49	-38 26
06/15/2012	08/31/2012	3	MCDONALD'S CORP	89 60	90 45	268 80	271 35	-2 55
06/15/2012	09/06/2012	1	CHIPOTLE MEXICAN GRILL-CL A	301 35	398 29	301 35	398 29	-96 94
07/12/2012	09/20/2012	5	FAMILY DOLLAR STORES	64 06	68 82	320 30	344 09	-23 79
02/14/2012	09/20/2012	4	NATIONAL - OILWELL INC	80 61	83 52	322 43	334 08	-11 65
07/18/2012	09/20/2012	25	XCEL ENERGY INC	27 43	29 07	685 77	726 79	-41 02
08/03/2012	09/21/2012	20	CONSOLIDATED EDISON INC	59 23	64 36	1,184 68	1,287 23	-102 55
06/21/2012	09/21/2012	25	HALLIBURTON CO	35 94	28 57	898 39	714 18	184 21
07/26/2012	09/24/2012	7	PEPSICO INC	70 64	71 20	494 51	498 43	-3 92
08/16/2012	09/24/2012	4	PEPSICO INC	70 64	72 89	282 58	291 55	-8 97
08/29/2012	10/01/2012	30	EDISON INTERNATIONAL	46 01	43 68	1,380 43	1,310 46	69 97
03/13/2012	10/03/2012	6	GILEAD SCIENCES INC	70 08	46 27	420 49	277 63	142 86

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06/18/2012	10/05/2012	39 AB	DISCOVERY VALUE FUND CL ADV	17.59	16.02	700.00	637.52	62.48
06/18/2012	10/05/2012	795						
06/18/2012	10/05/2012	80 AB	DISCOVERY GROWTH FND CL ADV	7.48	7.00	600.00	561.50	38.50
06/18/2012	10/05/2012	214						
08/23/2012	10/05/2012	2	BIOGEN IDEC INC	152.63	145.07	305.26	290.15	15.11
05/30/2012	10/05/2012	4	HOME DEPOT INC	63.10	49.60	252.40	198.41	53.99
08/02/2012	10/05/2012	10	MONDELEZ INTERNATIONAL-W/I	27.79	25.55	277.91	255.54	22.37
08/21/2012	10/05/2012	5	MONDELEZ INTERNATIONAL-W/I	27.79	26.87	138.95	134.36	4.59
06/27/2012	10/05/2012	2	VISA INC - CLASS A SHRS	139.94	122.91	279.88	245.82	34.06
06/12/2012	10/15/2012	15	US BANCORP	33.50	30.48	502.53	457.18	45.35
06/28/2012	10/23/2012	20	MICROSOFT CORP	28.03	29.55	560.64	590.93	-30.29
09/12/2012	10/23/2012	5	MICROSOFT CORP	28.03	30.91	140.16	154.56	-14.40
08/22/2012	10/23/2012	3	UNITED TECHNOLOGIES CORP	77.59	79.46	232.77	238.37	-5.60
11/16/2011	10/26/2012	30	GENERAL MOTORS CO	23.30	23.01	698.91	690.36	8.55
05/30/2012	10/26/2012	10	GENERAL MOTORS CO	23.30	22.40	232.97	224.00	8.97
06/19/2012	10/31/2012	2	PRICELINE COM INC	571.55	679.17	1,143.11	1,358.35	-215.24
06/12/2012	11/01/2012	7	AMERICAN EXPRESS CO	56.91	56.17	398.36	393.17	5.19
12/19/2011	11/01/2012	13	APOLLO GROUP INC-CL A	20.20	50.42	262.59	655.41	-392.82
03/16/2012	11/01/2012	5	APOLLO GROUP INC-CL A	20.20	42.62	101.00	213.08	-112.08
06/29/2012	11/08/2012	14	ABBOTT LABORATORIES	64.06	63.90	896.86	894.60	2.26
08/06/2012	11/08/2012	2	AUTOZONE INC	381.89	362.89	763.78	725.79	37.99
06/15/2012	11/08/2012	3	MCDONALD'S CORP	86.20	90.45	258.60	271.35	-12.75
08/27/2012	11/08/2012	20	WALGREEN CO	33.18	35.70	663.65	714.05	-50.40
07/31/2012	11/09/2012	15	ENTERGY CORP	64.92	72.77	973.83	1,091.57	-117.74
02/24/2012	11/13/2012	4	EMERSON ELECTRIC CO	50.23	50.94	200.92	203.77	-2.85
03/16/2012	11/13/2012	4	EMERSON ELECTRIC CO	50.23	52.40	200.91	209.61	-8.70
03/28/2012	11/13/2012	2	EMERSON ELECTRIC CO	50.23	51.34	100.46	102.69	-2.23
03/28/2012	11/20/2012	5	EMERSON ELECTRIC CO	48.40	51.34	241.99	256.72	-14.73
04/25/2012	11/20/2012	10	EMERSON ELECTRIC CO	48.40	51.19	483.98	511.93	-27.95
08/30/2012	11/20/2012	10	EMERSON ELECTRIC CO	48.40	50.78	483.98	507.77	-23.79
06/14/2012	12/03/2012	14	LAS VEGAS SANDS CORP	47.03	45.42	658.40	635.94	22.46
04/13/2012	12/12/2012	4	COACH INC	56.46	74.22	225.83	296.89	-71.06
12/23/2011	12/12/2012	25	CISCO SYSTEMS INC	19.79	18.27	494.68	37.93	456.75
06/15/2012	12/21/2012	1	CHIPOTLE MEXICAN GRILL-CL A	287.09	398.29	287.09	398.29	-111.20
08/15/2012	12/21/2012	10	CLOROX COMPANY	74.42	72.07	744.19	720.70	23.49
08/23/2012	12/21/2012	4	CLOROX COMPANY	74.42	71.97	297.68	287.90	9.78
06/27/2012	12/21/2012	4	O'REILLY AUTOMOTIVE INC	90.20	82.53	360.79	330.12	30.67
07/02/2012	12/21/2012	3	O'REILLY AUTOMOTIVE INC	90.20	84.96	270.60	254.88	15.72
08/27/2012	12/21/2012	10	WALGREEN CO	36.39	35.70	363.85	357.03	6.82
08/15/2012	12/26/2012	20	AMEREN CORPORATION	30.87	34.60	617.39	691.96	-74.57
08/14/2012	12/26/2012	10	BMC SOFTWARE INC	40.52	41.22	405.18	412.21	-7.03
SUBTOTAL FOR SHORT-TERM NON-COVERED								
						78,379.95	76,302.50	2,077.45
LONG-TERM NON-COVERED								
11/22/2010	01/05/2012	10	LIMITED BRANDS INC	39.28	33.05	392.80	330.55	62.25
05/19/2010	01/12/2012	25	MARATHON OIL CORP	30.44	19.65	761.06	491.17	269.89

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12/22/2009	01/19/2012	10	JOHNSON CONTROLS INC	32.50	27.73	325.04	277.35	47.69
05/27/2010	01/20/2012	8	OVERLAY A PORTFOLIO	10.37	10.26	87.01	86.09	0.92
		391	CLASS 1					
11/11/2009	01/27/2012	5	BROADCOM CORP-CL A	35.18	26.86	175.93	134.32	41.61
05/04/2010	01/27/2012	5	BROADCOM CORP-CL A	35.18	33.41	175.92	167.06	8.86
12/13/2010	01/31/2012	12	LOWE'S COS INC	26.85	25.07	322.20	300.83	21.37
01/26/2011	01/31/2012	15	LOWE'S COS INC	26.85	25.90	402.75	388.46	14.29
05/19/2010	01/31/2012	15	MARATHON PETROLEUM CORP	38.08	25.43	571.14	381.50	189.64
11/19/2010	02/01/2012	2	ALLERGAN INC	88.03	68.51	176.06	137.02	39.04
12/30/2010	02/01/2012	1	ALLERGAN INC	88.03	68.83	88.03	68.83	19.20
11/10/2010	02/01/2012	5	STARBUCKS CORP	48.21	30.43	241.04	152.17	88.87
03/19/2010	02/02/2012	5	**INGERSOLL-RAND PLC	36.27	34.84	181.35	174.21	7.14
04/05/2010	02/02/2012	10	**INGERSOLL-RAND PLC	36.27	35.20	362.71	351.98	10.73
05/27/2009	02/03/2012	1	APPLE INC	458.48	133.68	458.48	133.68	324.80
08/18/2010	02/07/2012	1	GOODRICH CORP	125.36	73.75	125.36	73.75	51.61
11/18/2010	02/08/2012	10	GENERAL MOTORS CO	25.81	34.00	258.10	339.99	-81.89
12/22/2009	02/09/2012	5	JOHNSON CONTROLS INC	33.15	27.73	165.76	138.67	27.09
12/29/2009	02/09/2012	10	JOHNSON CONTROLS INC	33.15	28.03	331.51	280.30	51.21
12/29/2009	02/09/2012	5	JOHNSON CONTROLS INC	33.15	28.03	165.75	140.15	25.60
05/19/2010	02/09/2012	5	MARATHON PETROLEUM CORP	44.90	25.43	224.49	127.17	97.32
06/18/2010	02/14/2012	2	MARATHON PETROLEUM CORP	44.04	33.04	88.07	66.09	21.98
10/25/2010	02/21/2012	2	CITRIX SYSTEMS INC	73.64	60.88	147.29	121.76	25.53
12/14/2010	02/21/2012	3	CITRIX SYSTEMS INC	73.64	68.78	220.93	206.35	14.58
06/01/2010	02/21/2012	10	DOW CHEMICAL	34.68	26.34	346.82	263.43	83.39
02/17/2011	02/23/2012	3	MONSANTO CO	77.69	73.85	233.06	221.54	11.52
05/27/2009	02/28/2012	1	APPLE INC	533.76	133.69	533.76	133.69	400.07
10/07/2010	03/06/2012	10	CENTURYLINK INC	38.38	40.05	383.84	400.51	-16.67
10/22/2010	03/14/2012	4	GOLDMAN SACHS GROUP INC	120.43	158.18	481.73	632.73	-151.00
10/22/2010	03/20/2012	1	GOLDMAN SACHS GROUP INC	126.74	158.18	126.75	158.18	-31.43
05/27/2009	03/20/2012	12	TRAVELERS COS INC/THE	59.34	40.48	712.07	485.78	226.29
07/28/2010	03/20/2012	4	TRAVELERS COS INC/THE	59.34	50.61	237.36	202.43	34.93
01/31/2011	03/20/2012	6	TRAVELERS COS INC/THE	59.34	56.20	356.04	337.20	18.84
03/07/2011	03/20/2012	8	TRAVELERS COS INC/THE	59.34	59.03	474.71	472.24	2.47
03/09/2011	03/26/2012	5	DTE ENERGY COMPANY	55.35	49.05	276.74	245.24	31.50
03/21/2011	03/26/2012	5	DTE ENERGY COMPANY	55.35	47.64	276.73	238.21	38.52
08/30/2010	03/28/2012	10	DOW CHEMICAL	34.23	24.58	342.26	245.85	96.41
09/01/2010	03/28/2012	10	DOW CHEMICAL	34.23	25.59	342.26	255.90	86.36
12/29/2010	03/28/2012	2	DOW CHEMICAL	34.23	34.32	68.45	68.64	-0.19
01/03/2011	03/28/2012	2	DOW CHEMICAL	34.23	34.93	68.45	69.86	-1.41
12/03/2009	04/04/2012	10	CONSTELLATION BRANDS INC-A	24.66	16.59	246.58	165.89	80.69
01/24/2011	04/09/2012	1	GOLDMAN SACHS GROUP INC	116.94	166.41	116.94	166.41	-49.47
03/01/2011	04/09/2012	1	GOLDMAN SACHS GROUP INC	116.94	163.10	116.94	163.10	-46.16
08/13/2010	04/12/2012	4	UNITED PARCEL SERVICE-CL B	79.33	64.58	317.31	258.34	58.97
09/07/2010	04/12/2012	5	UNITED PARCEL SERVICE-CL B	79.33	66.99	396.64	334.95	61.69
05/27/2010	04/18/2012	6	OVERLAY A PORTFOLIO	10.69	10.26	74.02	71.04	2.98
		924	CLASS 1					
11/24/2010	04/19/2012	2	FLOWERVE CORP	111.66	107.05	223.32	214.11	9.21
12/10/2010	04/19/2012	2	FLOWERVE CORP	111.66	115.53	223.31	231.07	-7.76
11/10/2010	04/19/2012	5	STARBUCKS CORP	59.26	30.43	296.31	152.17	144.14

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03/01/2011	04/20/2012	2	BORGWARNER INC	80.69	76.31	161.38	152.62	8.76
03/07/2011	04/20/2012	1	BORGWARNER INC	80.69	76.34	80.69	76.34	4.35
05/27/2009	04/24/2012	1	APPLE INC	558.18	133.68	558.18	133.68	424.50
12/16/2010	04/25/2012	3	***POTASH CORP OF SASKATCHEWAN	44.10	46.35	132.30	139.04	-6.74
12/20/2010	04/25/2012	6	***POTASH CORP OF SASKATCHEWAN	44.10	46.50	264.60	279.01	-14.41
03/07/2011	04/25/2012	3	***POTASH CORP OF SASKATCHEWAN	44.10	58.98	132.30	176.94	-44.64
05/04/2010	04/26/2012	15	BROADCOM CORP-CL A	36.25	32.60	543.82	489.05	54.77
10/28/2010	04/26/2012	15	***MARVELL TECHNOLOGY GROUP LT	15.09	19.08	226.41	286.24	-59.83
11/01/2010	04/26/2012	10	***MARVELL TECHNOLOGY GROUP LT	15.09	19.42	150.94	194.24	-43.30
09/07/2010	05/08/2012	2	UNITED PARCEL SERVICE-CL B	77.54	66.99	155.09	133.98	21.11
10/18/2010	05/08/2012	4	UNITED PARCEL SERVICE-CL B	77.54	69.50	310.17	277.99	32.18
10/22/2010	05/08/2012	5	UNITED PARCEL SERVICE-CL B	77.54	69.74	387.72	348.70	39.02
11/09/2010	05/08/2012	5	UNITED PARCEL SERVICE-CL B	77.54	69.44	387.72	347.19	40.53
03/29/2011	05/08/2012	5	UNITED PARCEL SERVICE-CL B	77.54	73.65	387.72	368.23	19.49
06/01/2010	05/11/2012	6	EXPRESS SCRIPTS HOLDING CO	55.93	50.92	335.57	305.55	30.02
01/25/2011	05/11/2012	3	EXPRESS SCRIPTS HOLDING CO	55.93	57.79	167.78	173.36	-5.58
03/07/2011	05/11/2012	4	EXPRESS SCRIPTS HOLDING CO	55.93	54.64	223.71	218.55	5.16
04/25/2011	05/11/2012	5	EXPRESS SCRIPTS HOLDING CO	55.93	55.56	277.81	277.81	1.83
12/07/2010	05/14/2012	8	NORTHROP GRUMMAN CORP	60.20	58.13	481.56	465.00	16.56
12/20/2010	05/14/2012	5	NORTHROP GRUMMAN CORP	60.20	58.17	300.98	290.83	10.15
12/03/2009	05/15/2012	20	CONSTELLATION BRANDS INC-A	19.20	16.59	384.01	331.79	52.22
05/27/2009	05/17/2012	4	GILEAD SCIENCES INC	50.82	41.86	203.28	167.44	35.84
04/05/2010	05/17/2012	10	GILEAD SCIENCES INC	50.82	45.94	508.20	459.40	48.80
05/19/2010	05/21/2012	15	MARATHON OIL CORP	24.33	19.65	364.91	294.70	70.21
06/18/2010	05/21/2012	5	MARATHON OIL CORP	24.33	20.42	121.63	102.10	19.53
03/01/2011	05/21/2012	10	MARATHON OIL CORP	24.33	30.94	243.27	309.39	-66.12
05/06/2011	05/23/2012	8	***POTASH CORP OF SASKATCHEWAN	39.03	53.47	312.24	427.76	-115.52
09/30/2009	05/29/2012	20	CORNING INC	13.03	15.28	260.60	305.54	-44.94
04/07/2011	05/30/2012	12	MONSANTO CO	76.79	68.44	921.44	821.33	100.11
05/23/2011	05/30/2012	5	MONSANTO CO	76.79	66.95	383.93	334.76	49.17
06/26/2009	05/31/2012	10	JPMORGAN CHASE & CO	33.13	34.10	331.34	341.03	-9.69
12/14/2009	05/31/2012	15	JPMORGAN CHASE & CO	33.13	41.74	497.00	626.13	-129.13
12/22/2009	05/31/2012	10	JPMORGAN CHASE & CO	33.13	41.94	331.34	419.40	-88.06
06/16/2010	05/31/2012	5	JPMORGAN CHASE & CO	33.13	38.68	165.67	193.38	-27.71
06/18/2010	05/31/2012	5	JPMORGAN CHASE & CO	33.13	38.86	165.67	194.31	-28.64
07/21/2010	05/31/2012	5	JPMORGAN CHASE & CO	33.13	39.32	165.67	196.58	-30.91
08/30/2010	05/31/2012	10	JPMORGAN CHASE & CO	33.13	36.28	331.33	362.79	-31.46
10/11/2010	06/06/2012	10	CENTURYLINK INC	37.41	39.69	374.13	396.94	-22.81
07/16/2010	06/08/2012	1	AMAZON.COM INC	218.18	119.23	218.18	119.23	98.95
12/10/2010	06/08/2012	4	AMAZON.COM INC	218.18	175.25	872.72	700.99	171.73
01/31/2011	06/08/2012	2	AMAZON.COM INC	218.18	169.43	436.36	338.86	97.50
03/17/2011	06/08/2012	1	AMAZON.COM INC	218.18	165.11	218.18	165.11	53.07
05/10/2010	06/08/2012	5	THE WALT DISNEY CO.	45.77	35.26	228.87	176.30	52.57
05/12/2010	06/08/2012	5	THE WALT DISNEY CO.	45.77	35.51	228.86	177.56	51.30
03/23/2010	06/12/2012	9	COMCAST CORP-CLASS A	29.99	17.99	269.95	161.94	108.01
05/04/2010	06/12/2012	24	COMCAST CORP-CLASS A	29.99	19.85	719.88	476.41	243.47
06/02/2010	06/12/2012	1	COMCAST CORP-CLASS A	29.99	18.34	30.00	18.34	11.66
02/22/2011	06/12/2012	10	COMCAST CORP-CLASS A	29.99	25.27	299.95	252.70	47.25
03/30/2011	06/12/2012	5	COMCAST CORP-CLASS A	29.99	24.70	149.97	123.49	26.48

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Proceeds	Total Cost	Gain or Loss
01/20/2011	06/12/2012	4	DIRECTV-CLASS A	43.20	41.99	172.80	167.96	4.84
06/03/2011	06/12/2012	5	DIRECTV-CLASS A	43.20	49.14	216.00	245.72	-29.72
05/27/2009	06/15/2012	13	SCHLUMBERGER LTD	66.21	54.59	860.71	709.70	151.01
09/16/2009	06/15/2012	5	SCHLUMBERGER LTD	66.21	62.00	331.04	310.02	21.02
02/26/2010	06/15/2012	5	SCHLUMBERGER LTD	66.21	61.07	331.04	305.33	25.71
05/27/2009	06/18/2012	2	APPLE INC	583.14	133.68	1,166.29	267.37	898.92
05/04/2010	06/18/2012	5	BROADCOM CORP-CL A	34.50	32.60	172.52	163.01	9.51
02/16/2011	06/18/2012	5	BROADCOM CORP-CL A	34.50	42.74	172.52	213.70	-41.18
03/30/2011	06/18/2012	5	BROADCOM CORP-CL A	34.50	40.47	172.52	202.37	-29.85
05/17/2011	06/18/2012	10	BROADCOM CORP-CL A	34.50	33.33	345.04	333.26	11.78
12/29/2009	06/18/2012	20	EMC CORP/MASS	24.57	17.52	491.38	350.45	140.93
03/01/2010	06/18/2012	15	EMC CORP/MASS	24.57	17.66	368.53	264.87	103.66
04/12/2010	06/18/2012	15	EMC CORP/MASS	24.57	19.18	368.53	287.76	80.77
06/07/2010	06/18/2012	10	EMC CORP/MASS	24.57	18.30	245.69	183.02	62.67
05/27/2009	06/18/2012	3	GOOGLE INC-CL A	568.28	409.25	1,704.84	1,227.74	477.10
01/31/2011	06/18/2012	25	GENERAL ELECTRIC CO	19.66	20.21	491.53	505.16	-13.63
04/25/2011	06/18/2012	15	GENERAL ELECTRIC CO	19.66	20.06	294.92	300.92	-6.00
03/17/2011	06/19/2012	2	FLOWERVE CORPORATION	110.22	120.78	220.44	241.56	-21.12
04/14/2011	06/19/2012	2	FLOWERVE CORPORATION	110.22	127.05	220.44	254.10	-33.66
04/29/2011	06/19/2012	2	FLOWERVE CORPORATION	110.22	126.88	220.44	253.77	-33.33
05/17/2011	06/19/2012	2	FLOWERVE CORPORATION	110.22	119.20	220.43	238.40	-17.97
09/21/2010	06/19/2012	5	ORACLE CORP	28.09	27.03	140.45	135.17	5.28
09/23/2010	06/19/2012	10	ORACLE CORP	28.09	27.35	280.90	273.52	7.38
09/29/2010	06/19/2012	10	ORACLE CORP	28.09	27.14	280.90	271.38	9.52
10/25/2010	06/19/2012	15	ORACLE CORP	28.09	29.09	421.35	436.30	-14.95
11/10/2010	06/19/2012	10	ORACLE CORP	28.09	28.65	280.90	286.55	-5.65
12/07/2010	06/19/2012	10	ORACLE CORP	28.09	29.11	280.90	291.07	-10.17
12/14/2010	06/19/2012	10	ORACLE CORP	28.09	30.60	280.90	306.00	-25.10
03/10/2011	06/19/2012	10	ORACLE CORP	28.09	31.91	280.90	319.15	-38.25
01/27/2011	06/20/2012	8	QUALCOMM INC	56.94	54.96	455.48	439.68	15.80
02/11/2011	06/20/2012	5	QUALCOMM INC	56.94	57.28	284.68	286.40	-1.72
02/15/2011	06/20/2012	4	QUALCOMM INC	56.94	58.71	227.74	234.85	-7.11
02/25/2011	06/20/2012	3	QUALCOMM INC	56.94	58.80	170.81	176.39	-5.58
03/21/2011	06/20/2012	5	QUALCOMM INC	56.94	53.74	284.68	268.69	15.99
03/24/2011	06/20/2012	5	QUALCOMM INC	56.94	52.84	284.67	264.21	20.46
04/14/2011	06/20/2012	5	QUALCOMM INC	56.94	52.29	284.68	261.47	23.21
03/01/2011	06/21/2012	1	GOLDMAN SACHS GROUP INC	94.69	163.09	94.69	163.09	-68.40
06/22/2010	06/22/2012	2	JOHNSON & JOHNSON	66.60	59.88	133.20	119.77	13.43
06/24/2010	06/22/2012	7	JOHNSON & JOHNSON	66.60	59.51	466.20	416.55	49.65
06/30/2010	06/22/2012	6	JOHNSON & JOHNSON	66.60	59.22	399.60	355.31	44.29
02/28/2011	06/27/2012	5	DEVON ENERGY CORPORATION	55.98	91.01	279.90	455.04	-175.14
05/05/2011	06/27/2012	5	DEVON ENERGY CORPORATION	55.98	84.32	279.89	421.60	-141.71
05/27/2009	06/27/2012	10	PFIZER INC	22.60	14.87	226.05	148.74	77.31
09/16/2010	06/29/2012	5	JPMORGAN CHASE & CO	35.99	40.75	179.97	203.73	-23.76
10/15/2010	06/29/2012	5	JPMORGAN CHASE & CO	35.99	37.34	179.97	186.69	-6.72
11/09/2010	06/29/2012	5	JPMORGAN CHASE & CO	35.99	40.48	179.98	202.38	-22.40
12/07/2010	06/29/2012	5	JPMORGAN CHASE & CO	35.99	39.72	179.97	198.60	-18.63
03/29/2011	06/29/2012	5	JPMORGAN CHASE & CO	35.99	45.93	179.98	229.64	-49.66
05/27/2009	07/09/2012	319	ALLIANCEBERNSTEIN GLOBAL	9.09	6.14	2,900.00	1,958.86	941.14

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
05/27/2009	07/09/2012	032	REAL ESTATE INVT FD II CL I					
05/12/2010	07/09/2012	2	APPLE INC	611.49	133.68	1,222.97	267.37	955.60
05/26/2011	07/09/2012	5	THE WALT DISNEY CO	47.89	35.51	239.44	177.56	61.88
10/01/2010	07/09/2012	5	FMC TECHNOLOGIES INC	40.94	43.73	204.72	218.64	-13.92
06/30/2010	07/09/2012	35	GANNETT CO	14.59	12.44	510.67	435.48	75.19
11/22/2010	07/09/2012	5	JOHNSON & JOHNSON	67.73	59.22	338.67	296.09	42.58
05/27/2009	07/09/2012	15	KROGER CO	22.38	23.09	335.64	346.28	-10.64
02/01/2011	07/09/2012	25	PFIZER INC	22.61	14.87	565.27	371.84	193.43
03/17/2011	07/09/2012	2	ROCKWELL AUTOMATION INC	64.87	81.67	129.74	163.34	-33.60
05/17/2011	07/09/2012	2	ROCKWELL AUTOMATION INC	64.87	86.89	129.74	173.78	-44.04
05/17/2011	07/09/2012	5	TRANSOCEAN LTD	44.24	67.81	221.21	339.04	-117.83
05/27/2009	07/09/2012	3	TIME WARNER CABLE	81.25	32.96	243.75	98.87	144.88
04/22/2010	07/09/2012	10	WELLS FARGO & COMPANY	33.10	33.50	330.99	334.99	-4.00
03/08/2011	07/09/2012	7	WELLPOINT INC	61.94	68.56	433.55	479.90	-46.35
05/27/2010	07/09/2012	168	OVERLAY A PORTFOLIO	10.06	10.26	1,700.00	1,733.80	-33.80
05/27/2010	07/09/2012	986	CLASS 1					
05/27/2010	07/09/2012	181	OVERLAY B PORTFOLIO	10.76	10.29	1,950.00	1,864.83	85.17
05/27/2009	07/09/2012	227	CLASS 1					
05/27/2009	07/09/2012	690	BERNSTEIN INTERMEDIATE	14.12	12.23	9,750.00	8,444.94	1,305.06
03/07/2011	07/18/2012	510	DURATION PORTFOLIO					
03/24/2011	07/18/2012	2	BORGWARNER INC	64.87	76.33	129.73	152.67	-22.94
06/22/2011	07/18/2012	4	BORGWARNER INC	64.87	75.57	259.46	302.28	-42.82
04/29/2010	07/19/2012	3	BORGWARNER INC	64.87	75.75	194.60	227.25	-32.65
05/18/2011	07/20/2012	30	FORD MOTOR CO	9.35	13.58	280.55	407.33	-126.78
05/24/2011	07/20/2012	8	COVIDIEN PLC	53.38	57.00	427.00	455.98	-28.98
05/27/2009	07/26/2012	10	MCGRAW-HILL COMPANIES INC	47.19	42.03	471.95	420.32	51.63
09/17/2009	07/26/2012	10	DANAHER CORP	52.11	30.54	521.09	305.45	215.64
06/07/2011	07/27/2012	5	DANAHER CORP	52.11	34.19	260.54	170.97	89.57
05/27/2010	07/27/2012	8	TRW AUTOMOTIVE HOLDINGS CORP	34.63	53.82	277.01	430.58	-153.57
05/27/2010	07/27/2012	9	OVERLAY A PORTFOLIO	10.12	10.26	98.51	99.87	-1.36
05/27/2009	07/27/2012	734	CLASS 1					
05/27/2009	07/27/2012	10	BERNSTEIN INTERMEDIATE	14.16	12.23	141.80	122.47	19.33
05/10/2011	07/30/2012	014	DURATION PORTFOLIO					
12/20/2010	07/31/2012	10	LAM RESEARCH CORP	34.14	48.21	341.40	482.15	-140.75
03/02/2010	07/31/2012	20	MARVELL TECHNOLOGY GROUP LT	11.34	18.90	226.85	377.94	-151.09
04/06/2010	07/31/2012	4	NOBLE ENERGY INC	89.34	73.74	357.37	294.98	62.39
04/06/2010	07/31/2012	4	NOBLE ENERGY INC	89.34	76.19	357.37	304.77	52.60
05/04/2010	08/01/2012	1	NOBLE ENERGY INC	89.34	76.19	89.34	76.19	13.15
06/07/2010	08/01/2012	2	EOG RESOURCES INC	99.96	109.42	199.92	218.84	-18.92
12/30/2010	08/03/2012	2	EOG RESOURCES INC	99.96	105.40	199.92	210.81	-10.89
02/02/2011	08/03/2012	3	ALLERGAN INC	86.32	68.83	172.65	137.67	34.98
02/14/2011	08/03/2012	3	ALLERGAN INC	86.32	71.03	258.97	213.10	45.87
03/16/2011	08/03/2012	3	ALLERGAN INC	86.32	74.01	258.97	222.02	36.95
03/24/2011	08/03/2012	3	ALLERGAN INC	86.32	69.38	258.96	208.15	50.81
06/14/2011	08/03/2012	3	ALLERGAN INC	86.32	69.77	258.97	209.30	49.67
07/28/2010	08/14/2012	3	PRECISION CASTPARTS CORP	156.27	152.70	468.82	458.09	10.73
05/20/2011	08/14/2012	8	LEAR CORP	39.98	38.06	319.84	304.45	15.39
05/27/2009	08/16/2012	15	LEAR CORP	39.98	50.09	359.82	450.85	-91.03
05/27/2009	08/16/2012	15	PFIZER INC	23.93	14.87	359.00	223.10	135.90

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
12/15/2010	08/16/2012	5	VIACOM INC-CLASS B	49.87	38.74	249.35	193.68	55.67
09/17/2009	08/17/2012	5	DANAHER CORP	53.25	34.19	266.25	170.97	95.28
08/04/2011	08/17/2012	3	VISA INC - CLASS A SHRS	128.98	85.68	386.93	257.03	129.90
06/22/2009	08/20/2012	7	TIME WARNER CABLE	89.47	30.39	626.27	212.71	413.56
09/17/2009	08/24/2012	5	DANAHER CORP	53.36	34.19	266.80	170.97	95.83
08/04/2011	08/24/2012	2	VISA INC - CLASS A SHRS	126.76	85.68	253.53	171.36	82.17
09/24/2010	08/27/2012	2	EOG RESOURCES INC	109.17	92.09	218.34	184.19	34.15
09/28/2010	08/27/2012	2	EOG RESOURCES INC	109.17	90.92	218.34	181.85	36.49
08/08/2011	08/28/2012	8	GILEAD SCIENCES INC	57.84	36.86	462.69	294.85	167.84
07/07/2009	08/28/2012	5	HEWLETT-PACKARD CO	16.95	37.15	84.73	185.73	-101.00
01/06/2010	08/28/2012	5	HEWLETT-PACKARD CO	16.95	52.53	84.74	262.64	-177.90
03/29/2010	08/28/2012	5	HEWLETT-PACKARD CO	16.95	53.06	84.73	265.32	-180.59
06/16/2011	09/12/2012	7	MOODY'S CORP	43.55	38.93	304.84	272.54	32.30
06/17/2011	09/12/2012	5	MOODY'S CORP	43.55	36.07	217.74	180.33	37.41
10/07/2010	09/13/2012	2	EOG RESOURCES INC	115.24	98.34	230.47	196.68	33.79
09/14/2009	09/13/2012	1	NVR INC	860.67	647.42	860.67	647.42	213.25
07/20/2011	09/14/2012	35	APPLIED MATERIALS INC	11.87	12.70	415.54	444.58	-29.04
12/16/2010	09/14/2012	5	INTUIT INC	60.27	48.75	301.34	243.75	57.59
11/30/2010	09/14/2012	5	STARBUCKS CORP	50.77	30.79	253.83	153.95	99.88
02/28/2011	09/27/2012	9	CITIGROUP INC	33.15	44.54	298.36	400.90	-102.54
03/09/2011	09/27/2012	9	CITIGROUP INC	33.15	46.36	298.36	417.23	-118.87
03/22/2011	09/27/2012	10	CITIGROUP INC	33.15	44.26	331.51	442.60	-111.09
03/30/2011	09/27/2012	5	CITIGROUP INC	33.15	44.97	165.76	224.86	-59.10
06/21/2011	09/27/2012	15	GENERAL MOTORS CO	23.29	29.85	349.30	447.75	-98.45
09/22/2011	09/27/2012	10	GENERAL MOTORS CO	23.29	20.34	232.87	203.39	29.48
08/15/2011	09/27/2012	5	GILEAD SCIENCES INC	66.68	37.13	333.40	185.64	147.76
08/16/2011	09/27/2012	3	GILEAD SCIENCES INC	66.68	38.58	200.04	115.73	84.31
08/16/2011	10/03/2012	2	GILEAD SCIENCES INC	70.08	38.57	140.17	77.15	63.02
05/27/2009	10/05/2012	130	ALLIANCEBERNSTEIN GLOBAL	9.56	6.14	1,250.00	802.82	447.18
05/14/2010	10/05/2012	753	REAL ESTATE INVT FD II CL I	47.19	42.23	235.95	211.17	24.78
04/21/2011	10/05/2012	5	ASTRAZENECA PLC-SPONS ADR	37.85	30.66	189.23	153.30	35.93
05/27/2009	10/05/2012	1	AT&T INC	655.79	133.69	655.79	133.69	522.10
09/14/2011	10/05/2012	6	BP PLC-SPONS ADR	42.28	38.22	253.68	229.32	24.36
03/31/2011	10/05/2012	5	CITIGROUP INC	34.95	44.19	174.73	220.94	-46.21
04/20/2011	10/05/2012	2	CITIGROUP INC	34.95	47.50	69.89	95.01	-25.12
09/17/2009	10/05/2012	5	DANAHER CORP	56.48	34.19	282.39	170.97	111.42
05/12/2010	10/05/2012	5	THE WALT DISNEY CO.	53.04	35.51	265.22	177.56	87.66
06/30/2010	10/05/2012	5	JOHNSON & JOHNSON	69.64	59.22	348.20	296.09	52.11
08/09/2011	10/05/2012	3	LORILLARD INC	118.40	100.18	355.21	300.53	54.68
05/27/2009	10/05/2012	20	PFIZER INC	25.47	14.87	509.40	297.47	211.93
03/29/2010	10/05/2012	5	SCHLUMBERGER LTD	71.59	63.21	357.97	316.05	41.92
06/22/2009	10/05/2012	4	TIME WARNER CABLE	99.20	30.39	396.80	121.55	275.25
08/08/2011	10/05/2012	5	UNITEDHEALTH GROUP INC	56.86	42.64	284.31	213.20	71.11
08/10/2011	10/05/2012	3	UNITEDHEALTH GROUP INC	56.86	42.10	170.58	126.29	44.29
12/15/2010	10/05/2012	4	VIACOM INC-CLASS B	56.12	38.73	224.48	154.94	69.54
05/27/2010	10/05/2012	530	OVERLAY A PORTFOLIO	10.46	10.26	5,550.00	5,443.88	106.12
		.593	CLASS 1					
05/27/2010	10/05/2012	190	OVERLAY B PORTFOLIO	11.01	10.29	2,100.00	1,962.67	137.33

Capital Gains Report

G & D PETERSON FAMILY FOUNDATION (Account: 888-48134)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
05/27/2009	10/05/2012	736	CLASS 1					
		327	BERNSTEIN INTERMEDIATE	14.20	12.23	4,650.00	4,004.90	645.10
05/27/2009	10/05/2012	465	DURATION PORTFOLIO					
		82	BERNSTEIN EMERGING MARKETS	26.87	21.24	2,200.00	1,756.81	443.19
05/27/2009	10/05/2012	703	PORTFOLIO					
		189	BERNSTEIN INTERNATIONAL	13.47	12.38	2,550.00	2,343.66	206.34
04/05/2011	10/23/2012	310	PORTFOLIO					
		5	THE WALT DISNEY CO.	50.86	42.64	254.28	213.22	41.06
07/15/2011	10/23/2012	5	THE WALT DISNEY CO.	50.86	39.38	254.28	196.92	57.36
08/04/2011	11/07/2012	6	TRANSOCEAN LTD	47.90	55.01	287.43	330.08	-42.65
11/04/2011	11/07/2012	11	TRANSOCEAN LTD	47.90	49.66	526.95	546.26	-19.31
05/27/2010	11/07/2012	8	OVERLAY A PORTFOLIO	10.16	10.26	85.20	86.04	-0.84
05/27/2009	11/07/2012	386	CLASS 1					
		9	BERNSTEIN INTERMEDIATE	14.28	12.23	136.58	116.97	19.61
05/02/2011	11/12/2012	564	DURATION PORTFOLIO					
		10	TYSON FOODS INC-CL A	16.88	19.86	168.84	198.58	-29.74
06/29/2011	11/12/2012	10	TYSON FOODS INC-CL A	16.88	19.35	168.84	193.55	-24.71
01/11/2011	11/13/2012	4	INTUIT INC	59.63	47.59	238.52	190.37	48.15
05/14/2010	11/19/2012	10	ASTRAZENECA PLC-SPONS ADR	44.76	42.23	447.63	422.35	25.28
01/25/2011	12/10/2012	3	EKG RESOURCES INC	117.08	99.78	351.23	299.35	51.88
08/18/2011	12/18/2012	25	NV ENERGY INC	18.47	14.17	461.72	354.32	107.40
SUBTOTAL FOR LONG-TERM NON-COVERED								
						108,284.03	94,845.99	13,438.04
TOTAL						186,663.98	171,148.49	15,515.49

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L 15,515.49

SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B)

SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B) 0.00

SHORT TERM TOTAL 2,077.45

LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B) 0.00

LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B) 13,438.04

LONG TERM TOTAL 13,438.04