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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 KEYSTONE NAZARETH CHARITABLE FOUNDATION		A Employer identification number 42-1607170	
Number and street (or P O box number if mail is not delivered to street address) 90 HIGHLAND AVENUE		B Telephone number (see instructions) (610) 366-9934	
City or town, state, and ZIP code BETHLEHEM, PA 18017		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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 ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 13,494,856		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	57,997	57,997	57,997	
	4 Dividends and interest from securities.	406,894	406,894	406,894	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-20,579			
	b Gross sales price for all assets on line 6a _____ 2,410,253				
	7 Capital gain net income (from Part IV , line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	444,312	464,891	464,891	
	13 Compensation of officers, directors, trustees, etc	14,900	14,900	14,900	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,000	2,000	2,000	
	c Other professional fees (attach schedule)	47,478	47,478	47,478	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	8,010			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,440			4,440
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	76,828	64,378	64,378	4,440
	25 Contributions, gifts, grants paid	614,000			614,000
	26 Total expenses and disbursements. Add lines 24 and 25	690,828	64,378	64,378	618,440
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-246,516			
	b Net investment income (if negative, enter -0-)		400,513		
	c Adjusted net income (if negative, enter -0-)			400,513	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	398,116	434,482	434,482
	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)	12,746,998	12,472,126	13,056,767
	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)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	11,617	3,607	3,607
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	13,156,731	12,910,215	13,494,856
	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	13,156,731	12,910,215	
	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)	13,156,731	12,910,215	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	13,156,731	12,910,215	

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	13,156,731
2	Enter amount from Part I, line 27a	2	-246,516
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	12,910,215
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	12,910,215

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)
1 a	SEE ATTACHED LIST	D	2003-10-31	2012-12-31
b	SEE ATTACHED LIST	P	2011-06-30	2012-12-31
c	SEE ATTACHED LIST	P	2012-06-30	2012-12-31
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 916,731	0	970,874	-54,143
b 901,888	0	859,276	42,612
c 582,508	0	591,555	-9,047
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))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a 0	0	0	-54,143
b 0	0	0	42,612
c 0	0	0	-9,047
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	-20,578
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	-9,047

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	567,754	12,160,212	0 046689
2010	481,152	11,111,342	0 043303
2009	509,544	10,886,482	0 046805
2008	1,194,317	23,976,312	0 049812
2007	1,211,896	22,994,536	0 052704

2	Total of line 1, column (d).	2	0 239313
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 047863
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	13,183,967
5	Multiply line 4 by line 3.	5	631,024
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,005
7	Add lines 5 and 6.	7	635,029
8	Enter qualifying distributions from Part XII, line 4. 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	8	618,440

Part VIExcise 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	8,010
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	8,010
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	8,010
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	11,617	
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	11,617
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	3,607
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 3,607	Refunded ☐	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		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)?			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?	2		No
	If "Yes," attach a detailed description of the activities.			
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		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either - By language in the governing instrument, or - By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ _____			
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		No
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

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 ▶NATIONAL PENN INVESTORS TRUST Telephone no ▶(610) 366-9939 Located at ▶1620 POND ROAD ALLENTOWN PA ZIP +4 ▶18104			
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		
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)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	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		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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
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

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

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.

0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	12,888,790
b	Average of monthly cash balances.	1b	495,948
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	13,384,738
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	13,384,738
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	200,771
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,183,967
6	Minimum investment return. Enter 5% of line 5.	6	659,198

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	659,198
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	8,010
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	8,010
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	651,188
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	651,188
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	651,188

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	618,440
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	618,440
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	618,440
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				651,188
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			591,804	
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 ▶ \$ 618,440				
a Applied to 2011, but not more than line 2a			591,804	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				26,636
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.				624,552
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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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

BOARD OF DIRECTORS KEYSTONE NAZARET
90 HIGHLAND AVENUE
BETHLEHEM, PA 18017
(610) 861-5002

b

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

WRITTEN

c

Any submission deadlines

NO

d

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

NO

Form 990-PF (2012)

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

Form **990-PF** (2012)

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	57,997	
4	Dividends and interest from securities. . . .			14	406,894	
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					-20,579
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). .				464,891	-20,579
13	Total. Add line 12, columns (b), (d), and (e).				13 464,891	444,312

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

[illegible]

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.

*****	2013-05-10	*****
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
	SCOTT R FLEMING	SCOTT R FLEMING			
	Firm's name ☐	PALMER AND COMPANY		Firm's EIN ☐	
		40 SOUTH 4TH STREET			
	Firm's address ☐	EASTON, PA 18042		Phone no (610) 258-0401	

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
JEFFREY P FEATHER	CHAIRMAN 2 00	4,700	0	0
90 HIGHLAND AVE BETHLEHEM, PA 18017				
MICHELE A LINSKY	SEC 2 00	0	0	0
90 HIGHLAND AVE BETHLEHEM, PA 18017				
SCOTT V FAINOR	DIRECTOR 2 00	3,400	0	0
90 HIGHLAND AVE BETHLEHEM, PA 18017				
R CHARLES STEHLY	DIRECTOR 2 00	3,400	0	0
90 HIGHLAND AVE BETHLEHEM, PA 18017				
FATHER DANIEL GAMBET	DIRECTOR 2 00	3,400	0	0
90 HIGHLAND AVE BETHLEHEM, PA 18017				

TY 2012 Accounting Fees Schedule

Name: KEYSTONE NAZARETH CHARITABLE FOUNDATION

EIN: 42-1607170

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PALMER AND COMPANY TAX PREPARATION	2,000			

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: KEYSTONE NAZARETH CHARITABLE FOUNDATION

EIN: 42-1607170

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
SEE ATTACHED LIST					2,410,253	2,430,832			-20,579	

**TY 2012 Investments Corporate
Stock Schedule****Name:** KEYSTONE NAZARETH CHARITABLE FOUNDATION**EIN:** 42-1607170

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITY INVESTMENTS	10,845,851	11,368,748
FIXED INCOME INVESTMENTS	1,069,510	1,106,838
US GOVERNMENT	556,765	581,181

TY 2012 Other Expenses Schedule**Name:** KEYSTONE NAZARETH CHARITABLE FOUNDATION**EIN:** 42-1607170

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	3,955			3,955
REGISTRATION FEES	345			345
MISC	140			140

TY 2012 Other Professional Fees Schedule**Name:** KEYSTONE NAZARETH CHARITABLE FOUNDATION**EIN:** 42-1607170

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KEYSTONE NAZARETH BANK TRUSTEE FEES	47,478			

TY 2012 Taxes Schedule

Name: KEYSTONE NAZARETH CHARITABLE FOUNDATION

EIN: 42-1607170

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX	8,010			

The Keystone Nazareth Charitable Foundation
ID# 42-1607170
Summary of Stock Sales
December 31, 2012

Date	Security	Proceeds	Cost/Basis	Gain/Loss
(A) LONG TERM CAPITAL GAIN - DONATED				
1/3/2012	25000 SHARES OF NATIONAL PENN BANCSHARES INC COM	218,245 80	242,718 45	(24,472 65)
1/10/2012	25000 SHARES OF NATIONAL PENN BANCSHARES INC COM	224,495 68	242,718 45	(18,222 77)
6/29/2012	50000 SHARES OF NATIONAL PENN BANCSHARES INC COM	473,989 36	485,436 89	(11,447 53)
LONG TERM CAPITAL GAIN - DONATED		916,730 84	970,873 79	(54,142 95)
(B) SHORT TERM CAPITAL GAINS (LOSS) - PURCHASED				
1/6/2012	50 SHARES OF INTEGRA LIFESCIENCES HOLDING COM	1,227 07	2,376 50	(1,149 43)
1/17/2012	754 686335 UNITS OF FHLMC POOL # C03565 DTD 12/01/2010 4% 12/01/2040	754 69	748 08	6 61
1/17/2012	905 623665 UNITS OF FHLMC POOL # C03565 DTD 12/01/2010 4% 12/01/2040	905 62	948 64	(43 02)
1/17/2012	56 12 UNITS OF GNMA POOL #688435 DTD 05/01/2008 5% 05/15/2038	56 12	59 66	(3 54)
1/20/2012	50 SHARES OF INTEGRA LIFESCIENCES HOLDING COM	1,284 47	2,376 50	(1,092 03)
1/20/2012	50 SHARES OF SIMPSON MFG CO INC COM	1,640 46	1,473 09	167 37
1/25/2012	80 SHARES OF AEROPOSTALE INC COM	1,328 56	1,957 60	(629 04)
1/25/2012	10 SHARES OF AEROPOSTALE INC COM	166 07	126 70	39 37
1/25/2012	30 SHARES OF AEROPOSTALE INC COM	498 21	511 20	(12 99)
1/25/2012	100 SHARES OF ROSS STORES COM	5,218 39	3,281 00	1,937 39
1/25/2012	40 SHARES OF ROSS STORES COM	2,087 35	1,468 00	619 35
1/25/2012	30 SHARES OF ROSS STORES COM	1,565 52	1,562 10	3 42
1/25/2012	460 SHARES OF FLOWERS FOODS INC COM	9,096 19	10,496 79	(1,400 60)
1/25/2012	40 SHARES OF FLOWERS FOODS INC COM	790 97	840 80	(49 83)
1/25/2012	35 SHARES OF FLOWERS FOODS INC COM	692 10	696 85	(4 75)
1/25/2012	110 SHARES OF CHURCH AND DWIGHT CO INC COM	5,044 30	4,957 37	86 93
1/25/2012	40 SHARES OF CHURCH AND DWIGHT CO INC COM	1,834 29	1,832 80	1 49
1/25/2012	25 SHARES OF HORMEL FOODS CORP COM	734 83	628 38	106 45
1/25/2012	50 SHARES OF HORMEL FOODS CORP COM	1,469 65	1,391 00	78 65
1/25/2012	40 SHARES OF HORMEL FOODS CORP COM	1,175 73	1,181 20	(5 47)
1/25/2012	710 SHARES OF FAIRCHILD SEMICONDUCTOR INTL INC COM	10,423 32	14,223 43	(3,800 11)
1/25/2012	25 SHARES OF FAIRCHILD SEMICONDUCTOR INTL INC COM	367 01	332 25	34 76
1/25/2012	205 SHARES OF FAIRCHILD SEMICONDUCTOR INTL INC COM	3,009 55	2,800 61	208 94
1/25/2012	65 SHARES OF FAIRCHILD SEMICONDUCTOR INTL INC COM	954 25	934 05	20 20
1/25/2012	353 275858 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	353 28	377 56	(24 28)
1/25/2012	419 724142 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	419 72	443 34	(23 62)
1/25/2012	842 06 UNITS OF FNMA POOL # 745275 DTD 01/01/2006 5% 02/01/2036	842 06	895 74	(53 68)
1/25/2012	959 25 UNITS OF FNMA POOL # 888129 DTD 01/01/2007 5 5% 02/01/2037	959 25	1,027 30	(68 05)
1/25/2012	619 91 UNITS OF FNMA POOL #MA0583 DTD 11/01/2010 4% 12/01/2040	619 91	647 13	(27 22)
1/25/2012	1481 25 UNITS OF FNMA POOL #AD6392 DTD 05/01/2010 4 5% 05/01/2025	1,481 25	1,555 31	(74 06)
2/8/2012	115 SHARES OF DARDEN RESTAURANTS INC COM	5,620 73	5,468 25	152 48
2/8/2012	135 SHARES OF WISCONSIN ENERGY CORP COM	4,622 26	4,596 75	25 51
2/8/2012	70 SHARES OF ALTERA CORPORATION COM	2,826 51	2,543 80	282 71
2/8/2012	120 SHARES OF ALTERA CORPORATION COM	4,845 43	4,798 80	46 63
2/8/2012	205 SHARES OF AT&T INC COM	6,148 34	5,982 06	166 28
2/8/2012	170 SHARES OF AT&T INC COM	5,098 62	5,118 70	(20 08)
2/14/2012	20 SHARES OF APPLE INC COM	10,074 25	7,438 00	2,636 25
2/14/2012	20 SHARES OF APPLE INC COM	10,074 24	8,445 00	1,629 24
2/15/2012	886 767301 UNITS OF FHLMC POOL # C03565 DTD 12/01/2010 4% 12/01/2040	886 77	928 89	(42 12)
2/15/2012	1525 77 UNITS OF GNMA POOL #688435 DTD 05/01/2008 5% 05/15/2038	1,525 77	1,622 08	(96 31)
2/23/2012	25000 UNITS OF WACHOVIA CORP DTD 07/31/2006 5 7% 08/01/2013	26,636 50	27,408 00	(771 50)
2/24/2012	25 SHARES OF STRAYER EDUCATION INC COM	2,793 73	3,233 50	(439 77)
2/27/2012	327 417711 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	327 42	349 93	(22 51)
2/27/2012	389 002289 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	389 00	410 88	(21 88)
2/27/2012	751 31 UNITS OF FNMA POOL # 745275 DTD 01/01/2006 5% 02/01/2036	751 31	799 21	(47 90)
2/27/2012	888 49 UNITS OF FNMA POOL # 888129 DTD 01/01/2007 5 5% 02/01/2037	888 49	951 52	(63 03)
2/27/2012	762 52 UNITS OF FNMA POOL #MA0583 DTD 11/01/2010 4% 12/01/2040	762 52	796 00	(33 48)

2/27/2012	1098 49 UNITS OF FNMA POOL #AD6392 DTD 05/01/2010 4 5% 05/01/2025	1,098 49	1,153 41	(54 92)
2/27/2012	5000 UNITS OF ORACLE CORP DTD 07/08/2009 3 75% 07/08/2014	5,382 15	5,330 35	51 80
2/27/2012	10000 UNITS OF ORACLE CORP DTD 07/08/2009 3 75% 07/08/2014	10,764 30	10,815 20	(50 90)
3/7/2012	15 SHARES OF TYLER TECHNOLOGIES INC COM	558 96	356 51	202 45
3/7/2012	25 SHARES OF SOURCEFIRE INC COM	1,123 97	689 14	434 83
3/7/2012	150 SHARES OF II-VI INC COM	3,342 73	3,726 00	(383 27)
3/8/2012	10 SHARES OF TYLER TECHNOLOGIES INC COM	372 72	237 67	135 05
3/15/2012	1105 287308 UNITS OF FHLMC POOL # C03565 DTD 12/01/2010 4% 12/01/2040	1,105 29	1,157 79	(52 50)
3/15/2012	53 31 UNITS OF GNMA POOL #688435 DTD 05/01/2008 5% 05/15/2038	53 31	56 68	(3 37)
3/23/2012	15 SHARES OF AT&T INC COM	472 04	437 71	34 33
3/23/2012	5 SHARES OF ALTERA CORPORATION COM	193 59	181 70	11 89
3/23/2012	50 SHARES OF AMGEN INC COM	3,331 44	3,410 50	(79 06)
3/23/2012	60 SHARES OF BALL CORP	2,457 56	2,267 40	190 16
3/23/2012	30 SHARES OF BAXTER INTL INC COM	1,777 16	1,804 85	(27 69)
3/23/2012	35 SHARES OF CHEVRON CORPORATION COM	3,724 28	3,741 15	(16 87)
3/23/2012	20 SHARES OF COLGATE PALMOLIVE CO COM	1,917 96	1,894 36	23 60
3/23/2012	35 SHARES OF DANAHER CORP COM	1,898 36	1,848 70	49 66
3/23/2012	20 SHARES OF DIAMOND OFFSHORE DRILLING COM	1,386 17	1,435 87	(49 70)
3/23/2012	75 SHARES OF DISCOVER FINANCIAL SERVICES COM	2,531 20	2,089 50	441 70
3/23/2012	30 SHARES OF EXXON MOBIL CORPORATION COM	2,568 85	2,615 40	(46 55)
3/23/2012	45 SHARES OF GENERAL MILLS INC COM	1,745 51	1,809 90	(64 39)
3/23/2012	15 SHARES OF INTEL CORP COM	417 44	402 41	15 03
3/23/2012	50 SHARES OF JOHNSON & JOHNSON COM	3,223 45	3,338 81	(115 36)
3/23/2012	15 SHARES OF LABORATORY CRP OF AMER HLDGS COM	1,334 67	1,369 05	(34 38)
3/23/2012	70 SHARES OF MCCORMICK & COMPANY INC NON VTG SHS COM	3,646 24	3,590 30	55 94
3/23/2012	65 SHARES OF MCGRAW HILL COS INC COM	3,055 59	3,030 30	25 29
3/23/2012	25 SHARES OF MCKESSON HBCO INC COM	2,162 96	1,914 75	248 21
3/23/2012	65 SHARES OF PROGRESSIVE CORP OHIO COM	1,474 83	1,328 60	146 23
3/23/2012	35 SHARES OF QUALCOMM INC COM	2,325 00	2,051 35	273 65
3/23/2012	80 SHARES OF TXJ COMPANIES INC COM	3,084 75	2,686 40	398 35
3/23/2012	20 SHARES OF V F CORPORATION COM	2,930 54	2,642 20	288 34
3/23/2012	15 SHARES OF INTERNATIONAL BUS MACHS CORP COM	3,082 44	2,880 00	202 44
3/23/2012	10 SHARES OF AGCO CORP COM	487 69	526 49	(38 80)
3/23/2012	15 SHARES OF AMERICAN FINCL GROUP INC COM	571 63	560 40	11 23
3/23/2012	15 SHARES OF AMETEK INC COM	715 63	691 35	24 28
3/23/2012	10 SHARES OF APTARGROUP INC COM	540 99	517 80	23 19
3/23/2012	20 SHARES OF AVISTA CORP COM	498 99	496 80	2 19
3/23/2012	15 SHARES OF BOB EVANS FARMS COM	556 63	543 75	12 88
3/23/2012	15 SHARES OF BROADRIDGE FINL SOL LLC COM	363 45	359 40	4 05
3/23/2012	10 SHARES OF COMMERCE BANCSHARES INC COM	397 99	402 60	(4 61)
3/23/2012	10 SHARES OF COPART INC COM	526 29	484 10	42 19
3/23/2012	10 SHARES OF DRESSER-RAND GROUP INC	491 39	556 03	(64 64)
3/23/2012	35 SHARES OF FULTON FINANCIAL CORP COM	359 44	336 77	22 67
3/23/2012	15 SHARES OF ARTHUR J GALLAGHER & CO COM	528 59	503 40	25 19
3/23/2012	5 SHARES OF HUBBELL INC CL B COM	387 99	352 20	35 79
3/23/2012	20 SHARES OF MEDICIS PHARMACEUTICAL - CL A	751 18	640 60	110 58
3/23/2012	15 SHARES OF PROTECTIVE LIFE CORP COM	440 24	388 05	52 19
3/23/2012	15 SHARES OF ROLLINS INC COM	309 89	342 60	(32 71)
3/23/2012	5 SHARES OF TECHNE CORP COM	340 74	355 40	(14 66)
3/23/2012	5 SHARES OF TUPPERWARE BRANDS CORP COM	314 54	357 26	(42 72)
3/23/2012	15 SHARES OF VALSPAR CORPORATION COM	726 58	630 60	95 98
3/23/2012	20 SHARES OF VECTREN CORPORATION COM	576 18	573 00	3 18
3/23/2012	10 SHARES OF WADDELL & REED FINANCIAL INC CL A COM	322 29	390 52	(68 23)
3/23/2012	5 SHARES OF WATSCO INC COM	362 59	344 70	17 89
3/23/2012	15 SHARES OF JOHN WILEY & SONS INC COM	709 93	795 84	(85 91)
3/23/2012	10 SHARES OF WORLD FUEL SERVICES CORP COM	409 99	454 00	(44 01)
3/23/2012	536 576 SHARES OF HENDERSON INTERNATIONAL OPPORTUNITIES FUND - I	11,091 01	10,205 68	885 33
3/26/2012	414 338197 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	414 34	442 82	(28 48)
3/26/2012	492 271803 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	492 27	519 97	(27 70)
3/26/2012	812 75 UNITS OF FNMA POOL # 745275 DTD 01/01/2006 5% 02/01/2036	812 75	864 56	(51 81)
3/26/2012	715 59 UNITS OF FNMA POOL #MA0583 DTD 11/01/2010 4% 12/01/2040	715 59	747 01	(31 42)
4/10/2012	150 SHARES OF DRESSER-RAND GROUP INC	7,010 93	8,340 39	(1,329 46)
4/10/2012	10 SHARES OF DRESSER-RAND GROUP INC	467 40	422 30	45 10
4/10/2012	15 SHARES OF DRESSER-RAND GROUP INC	701 09	800 10	(99 01)
4/10/2012	200 SHARES OF AMERIGROUP CORP COM	12,468 70	13,723 82	(1,255 12)
4/10/2012	5 SHARES OF TECHNE CORP COM	334 56	355 40	(20 84)
4/10/2012	35 SHARES OF AVISTA CORP COM	874 13	797 30	76 83
4/10/2012	25 SHARES OF AVISTA CORP COM	624 37	621 00	3 37
4/10/2012	10 SHARES OF PANERA BREAD COMPANY CL A COM	1,578 97	1,477 50	101 47
4/11/2012	10000 UNITS OF US TREASURY NOTE DTD 02/15/2011 3 625% 02/15/2021	11,481 25	11,548 44	(67 19)
4/13/2012	115 SHARES OF HEWLETT-PACKARD COMPANY COM	2,817 67	3,709 90	(892 23)
4/13/2012	95 SHARES OF HEWLETT-PACKARD COMPANY COM	2,327 65	2,721 75	(394 10)
4/13/2012	115 SHARES OF DARDEN RESTAURANTS INC COM	5,733 33	5,310 60	422 73
4/13/2012	35 SHARES OF V F CORPORATION COM	5,173 66	3,870 30	1,303 36
4/13/2012	15 SHARES OF V F CORPORATION COM	2,217 28	1,981 65	235 63
4/13/2012	105 SHARES OF WALGREEN CO COM	3,458 93	3,865 05	(406 12)
4/13/2012	50 SHARES OF ALTERA CORPORATION COM	1,884 32	1,817 00	67 32

4/16/2012	1095 23458 UNITS OF FHLMC POOL # C03565 DTD 12/01/2010 4% 12/01/2040	1,095 23	1,147 26	(52 03)
4/25/2012	486 099355 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	486 10	519 52	(33 42)
4/25/2012	577 530645 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	577 53	610 02	(32 49)
4/25/2012	840 31 UNITS OF FNMA POOL # 745275 DTD 01/01/2006 5% 02/01/2036	840 31	893 88	(53 57)
4/25/2012	725 79 UNITS OF FNMA POOL #MA0583 DTD 11/01/2010 4% 12/01/2040	725 79	757 66	(31 87)
5/15/2012	654 632748 UNITS OF FHLMC POOL # C03565 DTD 12/01/2010 4% 12/01/2040	654 63	685 73	(31 10)
5/23/2012	10000 UNITS OF FHLB NOTE DTD 06/22/2007 5 5% 08/13/2014	11,113 60	11,194 58	(80 98)
5/25/2012	388 25 UNITS OF FNMA POOL #MA0583 DTD 11/01/2010 4% 12/01/2040	388 25	405 30	(17 05)
5/25/2012	851 2 UNITS OF FNMA POOL # AE0113 DTD 06/01/2010 4% 07/01/2040	851 20	899 88	(48 68)
5/25/2012	364 290022 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	364 29	389 34	(25 05)
5/25/2012	432 809978 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	432 81	457 15	(24 34)
5/29/2012	45 SHARES OF BALL CORP	1,811 73	1,700 55	111 18
6/15/2012	531 229108 UNITS OF FHLMC POOL # C03565 DTD 12/01/2010 4% 12/01/2040	531 23	556 46	(25 23)
6/20/2012	5000 UNITS OF BANK OF NY MELLON DTD 05/12/2009 4 3% 05/15/2014	5,338 50	5,388 40	(49 90)
6/20/2012	10000 UNITS OF FNMA DTD 09/17/2004 4 625% 10/15/2014	10,952 70	11,132 90	(180 20)
6/20/2012	5000 UNITS OF FNMA DTD 09/17/2004 4 625% 10/15/2014	5,476 35	5,518 70	(42 35)
6/25/2012	307 551085 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	307 55	328 70	(21 15)
6/25/2012	365 398915 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	365 40	385 95	(20 55)
6/25/2012	1259 81 UNITS OF FNMA POOL #AC8512 DTD 12/01/2009 4 5% 12/01/2039	1,259 81	1,353 31	(93 50)
6/25/2012	383 81 UNITS OF FNMA POOL #MA0583 DTD 11/01/2010 4% 12/01/2040	383 81	400 66	(16 85)
6/25/2012	783 86 UNITS OF FNMA POOL # AE0113 DTD 06/01/2010 4% 07/01/2040	783 86	828 69	(44 83)
7/12/2012	5000 UNITS OF ALLSTATE LIFE GL DTD 04/24/2008 5 375% 04/30/2013	5,186 25	5,296 35	(110 10)
7/16/2012	1261 44 UNITS OF FHLMC DTD 5/1/2009 FG POOL #G08344 4 5% 05/01/2039	1,261 44	1,350 92	(89 48)
7/16/2012	672 720021 UNITS OF FHLMC POOL # C03565 DTD 12/01/2010 4% 12/01/2040	672 72	704 67	(31 95)
7/25/2012	401 418263 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	401 42	429 02	(27 60)
7/25/2012	476 921737 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	476 92	503 74	(26 82)
7/25/2012	1401 62 UNITS OF FNMA POOL #AC8512 DTD 12/01/2009 4 5% 12/01/2039	1,401 62	1,505 65	(104 03)
7/25/2012	646 46 UNITS OF FNMA POOL #MA0583 DTD 11/01/2010 4% 12/01/2040	646 46	674 84	(28 38)
7/25/2012	841 82 UNITS OF FNMA POOL # AE0113 DTD 06/01/2010 4% 07/01/2040	841 82	889 96	(48 14)
7/25/2012	100 SHARES OF HEALTHSTREAM INC	2,653 77	2,383 00	270 77
7/26/2012	25 SHARES OF HEALTHSTREAM INC	689 75	595 75	94 00
7/26/2012	25 SHARES OF HEALTHSTREAM INC	689 75	578 25	111 50
8/3/2012	25 SHARES OF HIBBETT SPORTS INC COM	1,526 84	1,389 25	137 59
8/3/2012	25 SHARES OF HIBBETT SPORTS INC COM	1,526 83	1,478 25	48 58
8/15/2012	1528 92 UNITS OF FHLMC DTD 5/1/2009 FG POOL #G08344 4 5% 05/01/2039	1,528 92	1,637 38	(108 46)
8/15/2012	1292 73 UNITS OF FHLMC POOL FGG08368 DTD 10/01/2009 4 5% 10/01/2039	1,292 73	1,394 13	(101 40)
8/22/2012	25 SHARES OF STRATASYS INC COM	1,676 74	572 26	1,104 48
8/22/2012	25 SHARES OF STRATASYS INC COM	1,676 74	1,396 25	280 49
8/27/2012	10 SHARES OF APPLE INC COM	6,761 83	5,762 00	999 83
8/27/2012	5 SHARES OF APPLE INC COM	3,380 92	3,018 35	362 57
8/27/2012	70 SHARES OF TJX COMPANIES INC COM	3,197 59	2,350 60	846 99
8/27/2012	105 SHARES OF TJX COMPANIES INC COM	4,796 37	4,436 25	360 12
8/27/2012	15 SHARES OF TJX COMPANIES INC COM	685 20	663 45	21 75
8/27/2012	65 SHARES OF MCGRAW HILL COS INC COM	3,228 31	3,030 30	198 01
8/27/2012	75 SHARES OF MCGRAW HILL COS INC COM	3,724 98	3,315 00	409 98
8/27/2012	15 SHARES OF MCGRAW HILL COS INC COM	744 99	691 80	53 19
8/27/2012	40 SHARES OF AMGEN INC COM	3,385 12	2,728 40	656 72
8/27/2012	60 SHARES OF AMGEN INC COM	5,077 68	4,225 20	852 48
8/27/2012	15 SHARES OF AMGEN INC COM	1,269 42	1,163 10	106 32
8/27/2012	35 SHARES OF DANAHER CORP COM	1,870 64	1,848 70	21 94
8/27/2012	45 SHARES OF DANAHER CORP COM	2,405 12	2,343 15	61 97
8/27/2012	5 SHARES OF DANAHER CORP COM	267 23	254 80	12 43
8/27/2012	55 SHARES OF UNITED TECHNOLOGIES CORP COM	4,433 01	4,271 30	161 71
8/27/2012	140 SHARES OF FEDERATED INVESTORS INC CL B FUNDS	2,960 96	2,640 40	320 56
8/27/2012	105 SHARES OF FEDERATED INVESTORS INC CL B FUNDS	2,220 72	2,135 70	85 02
8/27/2012	15 SHARES OF FEDERATED INVESTORS INC CL B FUNDS	317 25	307 20	10 05
8/27/2012	60 SHARES OF PROGRESSIVE CORP OHIO COM	1,192 31	1,226 40	(34 09)
8/27/2012	85 SHARES OF PROGRESSIVE CORP OHIO COM	1,689 11	1,887 85	(198 74)
8/27/2012	15 SHARES OF PROGRESSIVE CORP OHIO COM	298 08	297 45	0 63
8/27/2012	120 SHARES OF AT&T INC COM	4,423 28	3,501 70	921 58
8/27/2012	90 SHARES OF AT&T INC COM	3,317 46	3,111 30	206 16
8/27/2012	15 SHARES OF AT&T INC COM	552 91	530 10	22 81
8/27/2012	75 SHARES OF WISCONSIN ENERGY CORP COM	2,872 46	2,889 75	(17 29)
8/27/2012	15 SHARES OF WISCONSIN ENERGY CORP COM	574 49	611 85	(37 36)
8/27/2012	10 SHARES OF ENGILITY HOLDINGS INC COM	175 19	163 30	11 89
8/27/2012	1 666 SHARES OF ENGILITY HOLDINGS INC COM	29 19	28 38	0 81
8/27/2012	1453 99 UNITS OF FNMA POOL #AC8512 DTD 12/01/2009 4 5% 12/01/2039	1,453 99	1,561 90	(107 91)
8/27/2012	1035 86 UNITS OF FNMA POOL # AE0113 DTD 06/01/2010 4% 07/01/2040	1,035 86	1,095 10	(59 24)
8/29/2012	5 SHARES OF AMETEK INC COM	17 21	17 31	(0 10)
9/4/2012	30 SHARES OF MEDICIS PHARMACEUTICAL - CL A	1,305 30	960 90	344 40
9/4/2012	30 SHARES OF MEDICIS PHARMACEUTICAL - CL A	1,305 31	1,079 10	226 21
9/4/2012	40 SHARES OF MEDICIS PHARMACEUTICAL - CL A	1,740 41	1,349 20	391 21
9/5/2012	260 SHARES OF AGCO CORP COM	10,880 11	13,688 71	(2,808 60)
9/5/2012	15 SHARES OF AGCO CORP COM	627 70	628 80	(1 10)
9/5/2012	5 SHARES OF AGCO CORP COM	209 23	207 70	1 53
9/5/2012	15 SHARES OF ADTRAN INC COM	300 67	529 80	(229 13)
9/5/2012	190 SHARES OF ADTRAN INC COM	3,808 40	6,714 03	(2,905 63)

9/5/2012	35 SHARES OF ADTRAN INC COM	701 55	1,056 30	(354 75)
9/5/2012	25 SHARES OF ADTRAN INC COM	501 11	536 25	(35 14)
9/17/2012	1563 27 UNITS OF FHLMC DTD 5/1/2009 FG POOL #G08344 4 5% 05/01/2039	1,563 27	1,674 16	(110 89)
9/17/2012	1565 74 UNITS OF FHLMC POOL FGG08368 DTD 10/01/2009 4 5% 10/01/2039	1,565 74	1,688 55	(122 81)
9/19/2012	10000 UNITS OF FHLMC NOTE DTD 10/21/2005 4 75% 11/17/2015	11,339 50	11,529 40	(189 90)
9/25/2012	2240 69 UNITS OF FNMA NOTE DTD 06/01/2011 4 5% 06/01/2041	2,240 69	2,426 25	(185 56)
9/25/2012	1407 98 UNITS OF FNMA POOL #AC8512 DTD 12/01/2009 4 5% 12/01/2039	1,407 98	1,512 48	(104 50)
9/25/2012	1373 1 UNITS OF FNMA POOL # AE0113 DTD 06/01/2010 4% 07/01/2040	1,373 10	1,451 62	(78 52)
9/25/2012	1960 3 UNITS OF FNMA NOTE DTD 07/01/2010 4 5% 08/01/2040	1,960 30	2,121 41	(161 11)
10/15/2012	1381 55 UNITS OF FHLMC DTD 5/1/2009 FG POOL #G08344 4 5% 05/01/2039	1,381 55	1,479 55	(98 00)
10/15/2012	1186 02 UNITS OF FHLMC POOL FGG08368 DTD 10/01/2009 4 5% 10/01/2039	1,186 02	1,279 05	(93 03)
10/15/2012	1173 73 UNITS OF FHLMC POOL # FG A95825 DTD 12/01/2010 4% 12/01/2040	1,173 73	1,260 29	(86 56)
10/15/2012	25 SHARES OF QUALITY SYSTEMS INC COM	446 95	590 25	(143 30)
10/25/2012	1749 38 UNITS OF FNMA NOTE DTD 06/01/2011 4 5% 06/01/2041	1,749 38	1,894 25	(144 87)
10/25/2012	1252 4 UNITS OF FNMA POOL #AC8512 DTD 12/01/2009 4 5% 12/01/2039	1,252 40	1,345 35	(92 95)
10/25/2012	1089 88 UNITS OF FNMA POOL # AE0113 DTD 06/01/2010 4% 07/01/2040	1,089 88	1,152 21	(62 33)
10/25/2012	1474 27 UNITS OF FNMA NOTE DTD 07/01/2010 4 5% 08/01/2040	1,474 27	1,595 44	(121 17)
10/26/2012	50 SHARES OF PROS HOLDINGS INC COM	923 45	937 00	(13 55)
11/15/2012	1419 09 UNITS OF FHLMC DTD 5/1/2009 FG POOL #G08344 4 5% 05/01/2039	1,419 09	1,519 76	(100 67)
11/15/2012	1577 58 UNITS OF FHLMC POOL FGG08368 DTD 10/01/2009 4 5% 10/01/2039	1,577 58	1,701 32	(123 74)
11/15/2012	1337 83 UNITS OF FHLMC POOL # FG A95825 DTD 12/01/2010 4% 12/01/2040	1,337 83	1,436 50	(98 67)
11/26/2012	60 SHARES OF MCCORMICK & COMPANY INC NON VTG SHS COM	3,908 80	3,077 40	831 40
11/26/2012	90 SHARES OF MCCORMICK & COMPANY INC NON VTG SHS COM	5,863 20	5,051 70	811 50
11/26/2012	15 SHARES OF MCCORMICK & COMPANY INC NON VTG SHS COM	977 20	898 05	79 15
11/26/2012	110 SHARES OF PARKER-HANNIFIN CORP COM	8,957 34	9,558 41	(601 07)
11/26/2012	1932 31 UNITS OF FNMA NOTE DTD 06/01/2011 4 5% 06/01/2041	1,932 31	2,092 33	(160 02)
11/26/2012	1733 86 UNITS OF FNMA POOL #AC8512 DTD 12/01/2009 4 5% 12/01/2039	1,733 86	1,862 55	(128 69)
11/26/2012	1312 69 UNITS OF FNMA POOL # AE0113 DTD 06/01/2010 4% 07/01/2040	1,312 69	1,387 76	(75 07)
11/26/2012	1782 18 UNITS OF FNMA NOTE DTD 07/01/2010 4 5% 08/01/2040	1,782 18	1,928 65	(146 47)
11/28/2012	765 SHARES OF QLOGIC CORP COM	6,919 96	13,140 41	(6,220 45)
11/28/2012	55 SHARES OF QLOGIC CORP COM	497 51	792 55	(295 04)
11/28/2012	45 SHARES OF QLOGIC CORP COM	407 06	563 40	(156 34)
11/28/2012	750 SHARES OF SKYWORKS SOLUTIONS INC COM	16,083 77	19,500 38	(3,416 61)
11/28/2012	500 SHARES OF PROTECTIVE LIFE CORP COM	13,335 85	10,841 55	2,494 30
11/28/2012	40 SHARES OF PROTECTIVE LIFE CORP COM	1,066 87	1,034 80	32 07
11/28/2012	25 SHARES OF PROTECTIVE LIFE CORP COM	666 79	683 25	(16 46)
11/28/2012	30 SHARES OF PROTECTIVE LIFE CORP COM	800 15	835 80	(35 65)
12/17/2012	1406 26 UNITS OF FHLMC DTD 5/1/2009 FG POOL #G08344 4 5% 05/01/2039	1,406 26	1,506 02	(99 76)
12/17/2012	1022 94 UNITS OF FHLMC POOL FGG08368 DTD 10/01/2009 4 5% 10/01/2039	1,022 94	1,103 18	(80 24)
12/17/2012	1110 15 UNITS OF FHLMC POOL # FG A95825 DTD 12/01/2010 4% 12/01/2040	1,110 15	1,192 02	(81 87)
12/17/2012	10000 UNITS OF US TREASURY NOTE DTD 05/16/2011 3 125% 05/15/2021	11,335 94	11,066 02	269 92
12/26/2012	1838 35 UNITS OF FNMA NOTE DTD 06/01/2011 4 5% 06/01/2041	1,838 35	1,990 59	(152 24)
12/26/2012	1438 73 UNITS OF FNMA POOL #AC8512 DTD 12/01/2009 4 5% 12/01/2039	1,438 73	1,545 51	(106 78)
12/26/2012	1209 1 UNITS OF FNMA POOL # AE0113 DTD 06/01/2010 4% 07/01/2040	1,209 10	1,278 25	(69 15)
12/26/2012	1621 UNITS OF FNMA NOTE DTD 07/01/2010 4 5% 08/01/2040	1,621 00	1,754 23	(133 23)

SHORT TERM CAPITAL GAINS (LOSS)

582,507 87 591,555 35 (9,047 48)

(C) LONG TERM CAPITAL GAINS (LOSS) - PURCHASED

1/17/2012	852 47 UNITS OF FHLMC POOL # G03432 DTD 10/01/2007 5 5% 11/01/2037	852 47	916 94	(64 47)
1/17/2012	797 3 UNITS OF FHLMC POOL # G03927 DTD 02/01/2008 5 5% 01/01/2038	797 30	857 60	(60 30)
1/17/2012	1022 63 UNITS OF FHLMC POOL # G12522 DTD 01/01/2007 5% 02/01/2022	1,022 63	1,097 09	(74 46)
1/25/2012	135 SHARES OF AEROPOSTALE INC COM	2,241 94	2,341 49	(99 55)
1/25/2012	105 SHARES OF AEROPOSTALE INC COM	1,743 74	1,831 20	(87 46)
1/25/2012	70 SHARES OF AEROPOSTALE INC COM	1,162 48	2,066 40	(903 92)
1/25/2012	10 SHARES OF AEROPOSTALE INC COM	166 07	246 80	(80 73)
1/25/2012	50 SHARES OF AEROPOSTALE INC COM	830 35	1,239 50	(409 15)
1/25/2012	10 SHARES OF ROSS STORES COM	521 84	321 25	200 59
1/25/2012	15 SHARES OF ROSS STORES COM	782 76	477 45	305 31
1/25/2012	50 SHARES OF HORMEL FOODS CORP COM	1,469 66	1,284 75	184 91
1/25/2012	996 15 UNITS OF FNMA POOL # 725424 DTD 04/01/2004 5 5% 04/01/2034	996 15	1,074 60	(78 45)
1/25/2012	1033 76 UNITS OF FNMA POOL # 735580 DTD 05/01/2005 5% 06/01/2035	1,033 76	1,094 82	(61 06)
1/25/2012	452 63 UNITS OF FNMA POOL # 889579 DTD 05/01/2008 6% 05/01/2038	452 63	492 94	(40 31)
1/25/2012	536 86 UNITS OF FNMA POOL # AB1387 DTD 07/01/10 4 5% 08/01/2040	536 86	549 95	(13 09)
2/8/2012	130 SHARES OF DARDEN RESTAURANTS INC COM	6,353 88	6,096 98	256 90
2/8/2012	205 SHARES OF DARDEN RESTAURANTS INC COM	10,019 57	9,689 94	329 63
2/8/2012	135 SHARES OF WISCONSIN ENERGY CORP COM	4,622 25	4,068 89	553 36
2/8/2012	135 SHARES OF WISCONSIN ENERGY CORP COM	4,622 26	4,068 88	553 38
2/8/2012	245 SHARES OF ALTERA CORPORATION COM	9,892 76	9,270 41	622 35
2/8/2012	250 SHARES OF AT&T INC COM	7,497 98	7,384 98	113 00
2/14/2012	10 SHARES OF APPLE INC COM	5,037 12	3,395 20	1,641 92
2/15/2012	760 58 UNITS OF FHLMC POOL # G03432 DTD 10/01/2007 5 5% 11/01/2037	760 58	818 10	(57 52)
2/15/2012	727 17 UNITS OF FHLMC POOL # G03927 DTD 02/01/2008 5 5% 01/01/2038	727 17	782 16	(54 99)
2/15/2012	610 79 UNITS OF FHLMC POOL # G12522 DTD 01/01/2007 5% 02/01/2022	610 79	655 26	(44 47)
2/15/2012	738 972699 UNITS OF FHLMC POOL # C03565 DTD 12/01/2010 4% 12/01/2040	738 97	732 51	6 46
2/27/2012	795 32 UNITS OF FNMA POOL # 725424 DTD 04/01/2004 5 5% 04/01/2034	795 32	857 95	(62 63)

2/27/2012	831 76 UNITS OF FNMA POOL # 735580 DTD 05/01/2005 5% 06/01/2035	831 76	880 89	(49 13)
2/27/2012	443 UNITS OF FNMA POOL # 889579 DTD 05/01/2008 6% 05/01/2038	443 00	482 45	(39 45)
2/27/2012	284 95 UNITS OF FNMA POOL # AB1387 DTD 07/01/10 4 5% 08/01/2040	284 95	291 90	(6 95)
2/27/2012	10000 UNITS OF ORACLE CORP DTD 07/08/2009 3 75% 07/08/2014	10,764 30	10,423 90	340 40
2/27/2012	10000 UNITS OF ORACLE CORP DTD 07/08/2009 3 75% 07/08/2014	10,764 30	10,554 00	210 30
3/15/2012	870 37 UNITS OF FHLMC POOL # G03432 DTD 10/01/2007 5 5% 11/01/2037	870 37	936 19	(65 82)
3/15/2012	845 58 UNITS OF FHLMC POOL # G03927 DTD 02/01/2008 5 5% 01/01/2038	845 58	909 53	(63 95)
3/15/2012	812 27 UNITS OF FHLMC POOL # G12522 DTD 01/01/2007 5% 02/01/2022	812 27	871 41	(59 14)
3/15/2012	921 072692 UNITS OF FHLMC POOL # C03565 DTD 12/01/2010 4% 12/01/2040	921 07	913 01	8 06
3/23/2012	5 SHARES OF APPLE INC COM	2,984 49	1,697 60	1,286 89
3/23/2012	30 SHARES OF DARDEN RESTAURANTS INC COM	1,521 87	1,406 99	114 88
3/23/2012	75 SHARES OF FEDERATED INVESTORS INC CL B FUNDS	1,707 72	2,022 73	(315 01)
3/23/2012	55 SHARES OF HEWLETT-PACKARD COMPANY COM	1,286 43	2,734 05	(1,447 62)
3/23/2012	110 SHARES OF MICROSOFT CORP COM	3,504 54	3,470 50	34 04
3/23/2012	85 SHARES OF ORACLE CORP COM	2,426 71	2,732 74	(306 03)
3/23/2012	35 SHARES OF UNITED TECHNOLOGIES CORP COM	2,864 34	2,848 65	15 69
3/23/2012	85 SHARES OF WALGREEN CO COM	2,852 55	3,490 09	(637 54)
3/23/2012	25 SHARES OF WISCONSIN ENERGY CORP COM	860 73	751 17	109 56
3/23/2012	10 SHARES OF BMC SOFTWARE INC COM	390 49	480 90	(90 41)
3/23/2012	10 SHARES OF CUBIC CORP COM	476 09	479 50	(3 41)
3/23/2012	10 SHARES OF FACTSET RESEARCH SYSTEMS INC COM	984 88	969 10	15 78
3/23/2012	10 SHARES OF HARRIS CORPORATION COM	440 09	503 60	(63 51)
3/23/2012	10 SHARES OF J2 GLOBAL INC	300 89	294 80	6 09
3/23/2012	5 SHARES OF L-3 COMMUNICATIONS HOLDINGS COM	346 14	453 55	(107 41)
3/23/2012	10 SHARES OF WESTERN DIGITAL CORP COM	424 89	404 30	20 59
3/23/2012	563 924 SHARES OF ARTISAN INTERNATIONAL FD-INV #661	12,817 99	12,530 39	287 60
3/23/2012	736 796 SHARES OF GOLDMAN SACHS SATELLITE STRATEGIES	5,887 00	5,872 26	14 74
3/26/2012	871 85 UNITS OF FNMA POOL # 725424 DTD 04/01/2004 5 5% 04/01/2034	871 85	940 51	(68 66)
3/26/2012	949 61 UNITS OF FNMA POOL # 735580 DTD 05/01/2005 5% 06/01/2035	949 61	1,005 70	(56 09)
3/26/2012	1046 71 UNITS OF FNMA POOL # 888129 DTD 01/01/2007 5 5% 02/01/2037	1,046 71	1,120 96	(74 25)
3/26/2012	517 03 UNITS OF FNMA POOL # 889579 DTD 05/01/2008 6% 05/01/2038	517 03	563 08	(46 05)
3/26/2012	609 68 UNITS OF FNMA POOL # AB1387 DTD 07/01/10 4 5% 08/01/2040	609 68	624 54	(14 86)
3/26/2012	1272 35 UNITS OF FNMA POOL #AD6392 DTD 05/01/2010 4 5% 05/01/2025	1,272 35	1,335 97	(63 62)
4/10/2012	25 SHARES OF TECHNE CORP COM	1,672 80	1,712 57	(39 77)
4/10/2012	30 SHARES OF TECHNE CORP COM	2,007 35	1,636 50	370 85
4/10/2012	20 SHARES OF TECHNE CORP COM	1,338 24	1,272 80	65 44
4/10/2012	10 SHARES OF TECHNE CORP COM	669 11	665 60	3 51
4/10/2012	20 SHARES OF TECHNE CORP COM	1,338 24	1,343 00	(4 76)
4/10/2012	510 SHARES OF AVISTA CORP COM	12,737 22	11,522 28	1,214 94
4/10/2012	75 SHARES OF AVISTA CORP COM	1,873 12	1,710 00	163 12
4/10/2012	115 SHARES OF AVISTA CORP COM	2,872 11	2,662 24	209 87
4/10/2012	10 SHARES OF PANERA BREAD COMPANY CL A COM	1,578 97	1,022 00	556 97
4/10/2012	15 SHARES OF PANERA BREAD COMPANY CL A COM	2,368 44	1,465 50	902 94
4/10/2012	40 SHARES OF ROSS STORES COM	2,295 33	1,081 20	1,214 13
4/10/2012	35 SHARES OF ROSS STORES COM	2,008 42	1,114 05	894 37
4/11/2012	30000 UNITS OF US TREASURY NOTE DTD 02/15/2011 3 625% 02/15/2021	34,443 75	30,384 37	4,059 38
4/13/2012	350 SHARES OF HEWLETT-PACKARD COMPANY COM	8,575 54	10,793 30	(2,217 76)
4/13/2012	315 SHARES OF HEWLETT-PACKARD COMPANY COM	7,717 99	10,391 85	(2,673 86)
4/13/2012	155 SHARES OF HEWLETT-PACKARD COMPANY COM	3,797 74	7,705 05	(3,907 31)
4/13/2012	150 SHARES OF HEWLETT-PACKARD COMPANY COM	3,675 23	6,307 49	(2,632 26)
4/13/2012	190 SHARES OF HEWLETT-PACKARD COMPANY COM	4,655 30	8,939 48	(4,284 18)
4/13/2012	45 SHARES OF DARDEN RESTAURANTS INC COM	2,243 48	2,020 95	222 53
4/13/2012	15 SHARES OF DARDEN RESTAURANTS INC COM	747 82	703 50	44 32
4/13/2012	50 SHARES OF V F CORPORATION COM	7,390 94	4,329 50	3,061 44
4/13/2012	275 SHARES OF WALGREEN CO COM	9,059 09	10,771 75	(1,712 66)
4/13/2012	235 SHARES OF WALGREEN CO COM	7,741 41	9,649 08	(1,907 67)
4/13/2012	160 SHARES OF ALTERA CORPORATION COM	6,029 81	5,703 98	325 83
4/16/2012	1044 7 UNITS OF FHLMC POOL # G03432 DTD 10/01/2007 5 5% 11/01/2037	1,044 70	1,123 70	(79 00)
4/16/2012	1096 11 UNITS OF FHLMC POOL # G03927 DTD 02/01/2008 5 5% 01/01/2038	1,096 11	1,179 00	(82 89)
4/16/2012	984 71 UNITS OF FHLMC POOL # G12522 DTD 01/01/2007 5% 02/01/2022	984 71	1,056 41	(71 70)
4/16/2012	912 69542 UNITS OF FHLMC POOL # C03565 DTD 12/01/2010 4% 12/01/2040	912 70	904 71	7 99
4/16/2012	1284 05 UNITS OF GNMA POOL #688435 DTD 05/01/2008 5% 05/15/2038	1,284 05	1,365 11	(81 06)
4/25/2012	909 91 UNITS OF FNMA POOL # 725424 DTD 04/01/2004 5 5% 04/01/2034	909 91	981 57	(71 66)
4/25/2012	957 01 UNITS OF FNMA POOL # 735580 DTD 05/01/2005 5% 06/01/2035	957 01	1,013 53	(56 52)
4/25/2012	979 79 UNITS OF FNMA POOL # 888129 DTD 01/01/2007 5 5% 02/01/2037	979 79	1,049 29	(69 50)
4/25/2012	546 93 UNITS OF FNMA POOL # 889579 DTD 05/01/2008 6% 05/01/2038	546 93	595 64	(48 71)
4/25/2012	727 54 UNITS OF FNMA POOL # AB1387 DTD 07/01/10 4 5% 08/01/2040	727 54	745 27	(17 73)
4/25/2012	982 35 UNITS OF FNMA POOL #AD6392 DTD 05/01/2010 4 5% 05/01/2025	982 35	1,031 47	(49 12)
5/9/2012	241 SHARES OF ICONIX BRAND GROUP INC COM	3,635 00	5,167 23	(1,532 23)
5/9/2012	84 SHARES OF ICONIX BRAND GROUP INC COM	1,269 76	1,801 03	(531 27)
5/15/2012	1052 02 UNITS OF FHLMC POOL # G03432 DTD 10/01/2007 5 5% 11/01/2037	1,052 02	1,131 58	(79 56)
5/15/2012	1059 03 UNITS OF FHLMC POOL # G03927 DTD 02/01/2008 5 5% 01/01/2038	1,059 03	1,139 12	(80 09)
5/15/2012	1013 52 UNITS OF FHLMC POOL # G12522 DTD 01/01/2007 5% 02/01/2022	1,013 52	1,087 32	(73 80)
5/15/2012	545 527252 UNITS OF FHLMC POOL # C03565 DTD 12/01/2010 4% 12/01/2040	545 53	540 75	4 78
5/15/2012	1294 48 UNITS OF GNMA POOL #688435 DTD 05/01/2008 5% 05/15/2038	1,294 48	1,376 19	(81 71)
5/23/2012	5000 UNITS OF FHLB NOTE DTD 06/22/2007 5 5% 08/13/2014	5,556 80	5,702 70	(145 90)
5/23/2012	15000 UNITS OF FHLB NOTE DTD 06/22/2007 5 5% 08/13/2014	16,670 40	17,098 50	(428 10)

5/23/2012	10000 UNITS OF FHLB NOTE DTD 06/22/2007 5 5% 08/13/2014	11,113 60	11,298 20	(184 60)
5/25/2012	809 22 UNITS OF FNMA POOL # 745275 DTD 01/01/2006 5% 02/01/2036	809 22	860 81	(51 59)
5/25/2012	1086 17 UNITS OF FNMA POOL # 888129 DTD 01/01/2007 5 5% 02/01/2037	1,086 17	1,163 22	(77 05)
5/25/2012	597 52 UNITS OF FNMA POOL # 889579 DTD 05/01/2008 6% 05/01/2038	597 52	650 74	(53 22)
5/25/2012	476 06 UNITS OF FNMA POOL # AB1387 DTD 07/01/10 4 5% 08/01/2040	476 06	487 66	(11 60)
5/25/2012	1149 57 UNITS OF FNMA POOL #AD6392 DTD 05/01/2010 4 5% 05/01/2025	1,149 57	1,207 05	(57 48)
5/25/2012	877 82 UNITS OF FNMA POOL # 725424 DTD 04/01/2004 5 5% 04/01/2034	877 82	946 95	(69 13)
5/25/2012	863 67 UNITS OF FNMA POOL # 735580 DTD 05/01/2005 5% 06/01/2035	863 67	914 68	(51 01)
5/29/2012	440 SHARES OF ALTERA CORPORATION COM	15,269 15	7,565 32	7,703 83
5/29/2012	390 SHARES OF ALTERA CORPORATION COM	13,534 02	7,113 60	6,420 42
5/29/2012	265 SHARES OF ALTERA CORPORATION COM	9,196 20	6,569 35	2,626 85
5/29/2012	40 SHARES OF ALTERA CORPORATION COM	1,388 10	1,426 00	(37 90)
5/29/2012	285 SHARES OF BALL CORP	11,474 26	10,209 50	1,264 76
6/7/2012	25 SHARES OF ADVISORY BOARD CO/THE COM	2,371 91	1,287 55	1,084 36
6/7/2012	100 SHARES OF PEGASYSTEMS INC COM	3,172 01	3,808 00	(635 99)
6/15/2012	1187 89 UNITS OF FHLMC POOL # G03432 DTD 10/01/2007 5 5% 11/01/2037	1,187 89	1,277 72	(89 83)
6/15/2012	1201 1 UNITS OF FHLMC POOL # G03927 DTD 02/01/2008 5 5% 01/01/2038	1,201 10	1,291 93	(90 83)
6/15/2012	714 52 UNITS OF FHLMC POOL # G12522 DTD 01/01/2007 5% 02/01/2022	714 52	766 55	(52 03)
6/15/2012	442 690892 UNITS OF FHLMC POOL # C03565 DTD 12/01/2010 4% 12/01/2040	442 69	438 82	3 87
6/15/2012	52 94 UNITS OF GNMA POOL #688435 DTD 05/01/2008 5% 05/15/2038	52 94	56 28	(3 34)
6/20/2012	30000 UNITS OF BANK OF NY MELLON DTD 05/12/2009 4 3% 05/15/2014	32,031 00	32,258 10	(227 10)
6/20/2012	5000 UNITS OF FNMA DTD 09/17/2004 4 625% 10/15/2014	5,476 35	5,536 70	(60 35)
6/20/2012	10000 UNITS OF FNMA DTD 09/17/2004 4 625% 10/15/2014	10,952 70	11,053 90	(101 20)
6/20/2012	5000 UNITS OF FNMA DTD 09/17/2004 4 625% 10/15/2014	5,476 35	5,505 05	(28 70)
6/25/2012	870 55 UNITS OF FNMA POOL # 725424 DTD 04/01/2004 5 5% 04/01/2034	870 55	939 11	(68 56)
6/25/2012	924 93 UNITS OF FNMA POOL # 735580 DTD 05/01/2005 5% 06/01/2035	924 93	979 56	(54 63)
6/25/2012	915 58 UNITS OF FNMA POOL # 745275 DTD 01/01/2006 5% 02/01/2036	915 58	973 95	(58 37)
6/25/2012	1264 71 UNITS OF FNMA POOL # 888129 DTD 01/01/2007 5 5% 02/01/2037	1,264 71	1,354 43	(89 72)
6/25/2012	697 21 UNITS OF FNMA POOL # 889579 DTD 05/01/2008 6% 05/01/2038	697 21	759 31	(62 10)
6/25/2012	397 05 UNITS OF FNMA POOL # AB1387 DTD 07/01/10 4 5% 08/01/2040	397 05	406 73	(9 68)
6/25/2012	1245 08 UNITS OF FNMA POOL #AD6392 DTD 05/01/2010 4 5% 05/01/2025	1,245 08	1,307 33	(62 25)
6/27/2012	25 SHARES OF MORNINGSTAR INC COM	1,431 14	1,444 85	(13 71)
7/5/2012	25 SHARES OF CORE LABORATORIES N V COM	2,900 50	2,556 25	344 25
7/12/2012	5000 UNITS OF ALLSTATE LIFE GL DTD 04/24/2008 5 375% 04/30/2013	5,186 25	5,107 00	79 25
7/12/2012	5000 UNITS OF ALLSTATE LIFE GL DTD 04/24/2008 5 375% 04/30/2013	5,186 25	5,494 50	(308 25)
7/12/2012	10000 UNITS OF ALLSTATE LIFE GL DTD 04/24/2008 5 375% 04/30/2013	10,372 50	10,868 60	(496 10)
7/12/2012	15000 UNITS OF ALLSTATE LIFE GL DTD 04/24/2008 5 375% 04/30/2013	15,558 75	16,296 00	(737 25)
7/16/2012	1119 83 UNITS OF FHLMC POOL # G03432 DTD 10/01/2007 5 5% 11/01/2037	1,119 83	1,204 52	(84 69)
7/16/2012	1111 36 UNITS OF FHLMC POOL # G03927 DTD 02/01/2008 5 5% 01/01/2038	1,111 36	1,195 41	(84 05)
7/16/2012	802 36 UNITS OF FHLMC POOL # G12522 DTD 01/01/2007 5% 02/01/2022	802 36	860 78	(58 42)
7/16/2012	560 599979 UNITS OF FHLMC POOL # C03565 DTD 12/01/2010 4% 12/01/2040	560 60	555 70	4 90
7/16/2012	1537 94 UNITS OF GNMA POOL #688435 DTD 05/01/2008 5% 05/15/2038	1,537 94	1,635 02	(97 08)
7/17/2012	833 SHARES OF ENGLITY HOLDINGS INC COM	13 54	18 33	(4 79)
7/19/2012	100 SHARES OF STRATASYS INC COM	5,733 77	3,660 11	2,073 66
7/25/2012	855 34 UNITS OF FNMA POOL # 725424 DTD 04/01/2004 5 5% 04/01/2034	855 34	922 70	(67 36)
7/25/2012	887 68 UNITS OF FNMA POOL # 735580 DTD 05/01/2005 5% 06/01/2035	887 68	940 11	(52 43)
7/25/2012	874 41 UNITS OF FNMA POOL # 745275 DTD 01/01/2006 5% 02/01/2036	874 41	930 15	(55 74)
7/25/2012	1290 95 UNITS OF FNMA POOL # 888129 DTD 01/01/2007 5 5% 02/01/2037	1,290 95	1,382 53	(91 58)
7/25/2012	662 21 UNITS OF FNMA POOL # 889579 DTD 05/01/2008 6% 05/01/2038	662 21	721 19	(58 98)
7/25/2012	500 39 UNITS OF FNMA POOL # AB1387 DTD 07/01/10 4 5% 08/01/2040	500 39	512 59	(12 20)
7/25/2012	636 07 UNITS OF FNMA POOL #AD6392 DTD 05/01/2010 4 5% 05/01/2025	636 07	667 87	(31 80)
8/1/2012	25 SHARES OF COSTAR GROUP INC COM	2,002 21	1,571 75	430 46
8/15/2012	1114 99 UNITS OF FHLMC POOL # G03432 DTD 10/01/2007 5 5% 11/01/2037	1,114 99	1,199 31	(84 32)
8/15/2012	1016 45 UNITS OF FHLMC POOL # G03927 DTD 02/01/2008 5 5% 01/01/2038	1,016 45	1,093 32	(76 87)
8/15/2012	605 03 UNITS OF FHLMC POOL # G12522 DTD 01/01/2007 5% 02/01/2022	605 03	649 08	(44 05)
8/15/2012	705 613609 UNITS OF FHLMC POOL # C03565 DTD 12/01/2010 4% 12/01/2040	705 61	699 44	6 17
8/15/2012	846 736391 UNITS OF FHLMC POOL # C03565 DTD 12/01/2010 4% 12/01/2040	846 74	886 96	(40 22)
8/15/2012	2131 35 UNITS OF GNMA POOL #688435 DTD 05/01/2008 5% 05/15/2038	2,131 35	2,265 89	(134 54)
8/16/2012	25 SHARES OF ZIPCAR INC COM	200 52	543 89	(343 37)
8/20/2012	75 SHARES OF ZIPCAR INC COM	596 28	1,631 66	(1,035 38)
8/27/2012	15 SHARES OF APPLE INC COM	10,142 75	5,092 80	5,049 95
8/27/2012	195 SHARES OF AMGEN INC COM	16,502 46	11,382 15	5,120 31
8/27/2012	5 SHARES OF AMGEN INC COM	423 14	284 95	138 19
8/27/2012	165 SHARES OF AMGEN INC COM	13,963 62	9,996 56	3,967 06
8/27/2012	500 SHARES OF DANAHER CORP COM	26,723 45	13,887 08	12,836 37
8/27/2012	375 SHARES OF DANAHER CORP COM	20,042 59	10,541 25	9,501 34
8/27/2012	125 SHARES OF UNITED TECHNOLOGIES CORP COM	10,075 03	9,842 48	232 55
8/27/2012	105 SHARES OF UNITED TECHNOLOGIES CORP COM	8,463 02	8,545 94	(82 92)
8/27/2012	1010 SHARES OF FEDERATED INVESTORS INC CL B FUNDS	21,361 22	25,393 82	(4,032 60)
8/27/2012	315 SHARES OF FEDERATED INVESTORS INC CL B FUNDS	6,662 16	7,503 30	(841 14)
8/27/2012	250 SHARES OF FEDERATED INVESTORS INC CL B FUNDS	5,287 44	6,577 48	(1,290 04)
8/27/2012	220 SHARES OF FEDERATED INVESTORS INC CL B FUNDS	4,652 93	5,933 36	(1,280 43)
8/27/2012	155 SHARES OF FEDERATED INVESTORS INC CL B FUNDS	3,278 21	3,027 15	251 06
8/27/2012	1145 SHARES OF PROGRESSIVE CORP OHIO COM	22,753 27	22,411 54	341 73
8/27/2012	200 SHARES OF PROGRESSIVE CORP OHIO COM	3,974 37	4,007 98	(33 61)
8/27/2012	255 SHARES OF PROGRESSIVE CORP OHIO COM	5,067 32	5,069 37	(2 05)
8/27/2012	120 SHARES OF PROGRESSIVE CORP OHIO COM	2,384 62	2,217 60	167 02

8/27/2012	140 SHARES OF AT&T INC COM	5,160 50	4,046 00	1,114 50
8/27/2012	310 SHARES OF WISCONSIN ENERGY CORP COM	11,872 83	9,314 48	2,558 35
8/27/2012	6 667 SHARES OF ENLILITY HOLDINGS INC COM	116 80	112 03	4 77
8/27/2012	6 667 SHARES OF ENLILITY HOLDINGS INC COM	116 81	113 30	3 51
8/27/2012	833 SHARES OF ENLILITY HOLDINGS INC COM	14 59	14 91	(0 32)
8/27/2012	4 167 SHARES OF ENLILITY HOLDINGS INC COM	73 01	71 37	1 64
8/27/2012	5 SHARES OF ENLILITY HOLDINGS INC COM	87 60	95 01	(7 41)
8/27/2012	532 240015 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	532 24	568 83	(36 59)
8/27/2012	632 349985 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	632 35	667 92	(35 57)
8/27/2012	805 39 UNITS OF FNMA POOL # 725424 DTD 04/01/2004 5 5% 04/01/2034	805 39	868 81	(63 42)
8/27/2012	874 82 UNITS OF FNMA POOL # 735580 DTD 05/01/2005 5% 06/01/2035	874 82	926 49	(51 67)
8/27/2012	831 72 UNITS OF FNMA POOL # 745275 DTD 01/01/2006 5% 02/01/2036	831 72	884 74	(53 02)
8/27/2012	1283 09 UNITS OF FNMA POOL # 888129 DTD 01/01/2007 5 5% 02/01/2037	1,283 09	1,374 11	(91 02)
8/27/2012	680 66 UNITS OF FNMA POOL # 889579 DTD 05/01/2008 6% 05/01/2038	680 66	741 28	(60 62)
8/27/2012	702 43 UNITS OF FNMA POOL # AB1387 DTD 07/01/10 4 5% 08/01/2040	702 43	719 55	(17 12)
8/27/2012	604 16 UNITS OF FNMA POOL #MA0583 DTD 11/01/2010 4% 12/01/2040	604 16	630 69	(26 53)
8/27/2012	801 51 UNITS OF FNMA POOL #AD6392 DTD 05/01/2010 4 5% 05/01/2025	801 51	841 59	(40 08)
9/4/2012	180 SHARES OF MEDICIS PHARMACEUTICAL - CL A	7,831 84	5,436 53	2,395 31
9/4/2012	5 SHARES OF MEDICIS PHARMACEUTICAL - CL A	217 55	143 75	73 80
9/4/2012	35 SHARES OF MEDICIS PHARMACEUTICAL - CL A	1,522 86	949 20	573 66
9/4/2012	50 SHARES OF MEDICIS PHARMACEUTICAL - CL A	2,175 51	1,275 50	900 01
9/4/2012	365 SHARES OF MEDICIS PHARMACEUTICAL - CL A	15,881 23	9,504 96	6,376 27
9/5/2012	105 SHARES OF ADTRAN INC COM	2,104 65	2,284 17	(179 52)
9/5/2012	25 SHARES OF ADTRAN INC COM	501 10	681 25	(180 15)
9/5/2012	25 SHARES OF ADTRAN INC COM	501 11	909 25	(408 14)
9/5/2012	30 SHARES OF ADTRAN INC COM	601 33	1,233 75	(632 42)
9/5/2012	20 SHARES OF ADTRAN INC COM	400 88	597 20	(196 32)
9/17/2012	1062 34 UNITS OF FHLMO POOL # G03432 DTD 10/01/2007 5 5% 11/01/2037	1,062 34	1,142 68	(80 34)
9/17/2012	1032 78 UNITS OF FHLMO POOL # G03927 DTD 02/01/2008 5 5% 01/01/2038	1,032 78	1,110 88	(78 10)
9/17/2012	655 40 UNITS OF FHLMO POOL # G12522 DTD 01/01/2007 5% 02/01/2022	655 40	703 12	(47 72)
9/17/2012	810 790878 UNITS OF FHLMO POOL # C03565 DTD 12/01/2010 4% 12/01/2040	810 79	803 70	7 09
9/17/2012	972 949122 UNITS OF FHLMO POOL # C03565 DTD 12/01/2010 4% 12/01/2040	972 95	1,019 16	(46 21)
9/17/2012	1755 53 UNITS OF GNMA POOL #688435 DTD 05/01/2008 5% 05/15/2038	1,755 53	1,866 35	(110 82)
9/17/2012	75 SHARES OF ZPCAR INC COM	595 56	1,624 41	(1,028 85)
9/17/2012	50 SHARES OF CARBO CERAMICS INC COM	3,567 34	7,068 00	(3,500 66)
9/19/2012	5000 UNITS OF FHLMO NOTE DTD 10/21/2005 4 75% 11/17/2015	5,669 75	5,517 50	152 25
9/19/2012	15000 UNITS OF FHLMO NOTE DTD 10/21/2005 4 75% 11/17/2015	17,009 25	16,533 00	476 25
9/19/2012	10000 UNITS OF FHLMO NOTE DTD 10/21/2005 4 75% 11/17/2015	11,339 50	11,085 00	254 50
9/25/2012	487 575527 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	487 58	521 10	(33 52)
9/25/2012	579 284473 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	579 28	611 87	(32 59)
9/25/2012	924 28 UNITS OF FNMA POOL # 725424 DTD 04/01/2004 5 5% 04/01/2034	924 28	997 07	(72 79)
9/25/2012	923 81 UNITS OF FNMA POOL # 735580 DTD 05/01/2005 5% 06/01/2035	923 81	978 37	(54 56)
9/25/2012	914 8 UNITS OF FNMA POOL # 745275 DTD 01/01/2006 5% 02/01/2036	914 80	973 12	(58 32)
9/25/2012	1185 56 UNITS OF FNMA POOL # 888129 DTD 01/01/2007 5 5% 02/01/2037	1,185 56	1,269 66	(84 10)
9/25/2012	635 55 UNITS OF FNMA POOL # 889579 DTD 05/01/2008 6% 05/01/2038	635 55	692 15	(56 60)
9/25/2012	823 39 UNITS OF FNMA POOL # AB1387 DTD 07/01/10 4 5% 08/01/2040	823 39	843 46	(20 07)
9/25/2012	697 63 UNITS OF FNMA POOL #MA0583 DTD 11/01/2010 4% 12/01/2040	697 63	728 26	(30 63)
9/25/2012	950 18 UNITS OF FNMA POOL #AD6392 DTD 05/01/2010 4 5% 05/01/2025	950 18	997 69	(47 51)
10/11/2012	150 SHARES OF QUALITY SYSTEMS INC COM	2,741 06	6,249 75	(3,508 69)
10/12/2012	25 SHARES OF NVE CORP COM	1,468 78	1,400 17	68 61
10/12/2012	50 SHARES OF QUALITY SYSTEMS INC COM	889 30	2,083 25	(1,193 95)
10/15/2012	849 44 UNITS OF FHLMO POOL # G03432 DTD 10/01/2007 5 5% 11/01/2037	849 44	913 68	(64 24)
10/15/2012	921 02 UNITS OF FHLMO POOL # G03927 DTD 02/01/2008 5 5% 01/01/2038	921 02	990 67	(69 65)
10/15/2012	972 28 UNITS OF FHLMO POOL # G12522 DTD 01/01/2007 5% 02/01/2022	972 28	1,043 08	(70 80)
10/15/2012	663 65452 UNITS OF FHLMO POOL # C03565 DTD 12/01/2010 4% 12/01/2040	663 65	657 85	5 80
10/15/2012	796 38548 UNITS OF FHLMO POOL # C03565 DTD 12/01/2010 4% 12/01/2040	796 39	834 21	(37 82)
10/15/2012	904 84 UNITS OF GNMA POOL #688435 DTD 05/01/2008 5% 05/15/2038	904 84	961 96	(57 12)
10/25/2012	384 174928 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	384 17	410 59	(26 42)
10/25/2012	456 435072 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	456 44	482 11	(25 67)
10/25/2012	821 47 UNITS OF FNMA POOL # 725424 DTD 04/01/2004 5 5% 04/01/2034	821 47	886 16	(64 69)
10/25/2012	855 85 UNITS OF FNMA POOL # 735580 DTD 05/01/2005 5% 06/01/2035	855 85	906 40	(50 55)
10/25/2012	804 82 UNITS OF FNMA POOL # 745275 DTD 01/01/2006 5% 02/01/2036	804 82	856 13	(51 31)
10/25/2012	947 91 UNITS OF FNMA POOL # 888129 DTD 01/01/2007 5 5% 02/01/2037	947 91	1,015 15	(67 24)
10/25/2012	533 76 UNITS OF FNMA POOL # 889579 DTD 05/01/2008 6% 05/01/2038	533 76	581 30	(47 54)
10/25/2012	539 47 UNITS OF FNMA POOL # AB1387 DTD 07/01/10 4 5% 08/01/2040	539 47	552 62	(13 15)
10/25/2012	663 11 UNITS OF FNMA POOL #MA0583 DTD 11/01/2010 4% 12/01/2040	663 11	692 22	(29 11)
10/25/2012	826 23 UNITS OF FNMA POOL #AD6392 DTD 05/01/2010 4 5% 05/01/2025	826 23	867 54	(41 31)
10/26/2012	25 SHARES OF COSTAR GROUP INC COM	2,076 93	1,571 75	505 18
10/26/2012	25 SHARES OF TECHNE CORP COM	1,673 43	1,793 50	(120 07)
11/15/2012	1040 75 UNITS OF FHLMO POOL # G03432 DTD 10/01/2007 5 5% 11/01/2037	1,040 75	1,119 46	(78 71)
11/15/2012	1048 18 UNITS OF FHLMO POOL # G03927 DTD 02/01/2008 5 5% 01/01/2038	1,048 18	1,127 45	(79 27)
11/15/2012	1068 75 UNITS OF FHLMO POOL # G12522 DTD 01/01/2007 5% 02/01/2022	1,068 75	1,146 57	(77 82)
11/15/2012	583 549978 UNITS OF FHLMO POOL # C03565 DTD 12/01/2010 4% 12/01/2040	583 55	578 44	5 11
11/15/2012	700 260022 UNITS OF FHLMO POOL # C03565 DTD 12/01/2010 4% 12/01/2040	700 26	733 53	(33 27)
11/15/2012	2041 37 UNITS OF GNMA POOL #688435 DTD 05/01/2008 5% 05/15/2038	2,041 37	2,170 23	(128 86)
11/26/2012	130 SHARES OF MCCORMICK & COMPANY INC NON VTG SHS COM	8,469 06	6,082 70	2,386 36
11/26/2012	497 552256 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	497 55	531 76	(34 21)

11/26/2012	591 137744 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	591 14	624 39	(33 25)
11/26/2012	922 84 UNITS OF FNMA POOL # 725424 DTD 04/01/2004 5 5% 04/01/2034	922 84	995 51	(72 67)
11/26/2012	963 07 UNITS OF FNMA POOL # 735580 DTD 05/01/2005 5% 06/01/2035	963 07	1,019 95	(56 88)
11/26/2012	928 14 UNITS OF FNMA POOL # 745275 DTD 01/01/2006 5% 02/01/2036	928 14	987 31	(59 17)
11/26/2012	1195 5 UNITS OF FNMA POOL # 888129 DTD 01/01/2007 5 5% 02/01/2037	1,195 50	1,280 31	(84 81)
11/26/2012	637 04 UNITS OF FNMA POOL # 889579 DTD 05/01/2008 6% 05/01/2038	637 04	693 78	(56 74)
11/26/2012	635 21 UNITS OF FNMA POOL # AB1387 DTD 07/01/10 4 5% 08/01/2040	635 21	650 69	(15 48)
11/26/2012	708 01 UNITS OF FNMA POOL #MA0583 DTD 11/01/2010 4% 12/01/2040	708 01	739 10	(31 09)
11/26/2012	550 04 UNITS OF FNMA POOL #AD6392 DTD 05/01/2010 4 5% 05/01/2025	550 04	577 54	(27 50)
12/17/2012	2632 93 UNITS OF GNMA POOL #688435 DTD 05/01/2008 5% 05/15/2038	2,632 93	2,799 13	(166 20)
12/17/2012	849 72 UNITS OF FHLMC POOL # G03432 DTD 10/01/2007 5 5% 11/01/2037	849 72	913 98	(64 26)
12/17/2012	922 98 UNITS OF FHLMC POOL # G03927 DTD 02/01/2008 5 5% 01/01/2038	922 98	992 78	(69 80)
12/17/2012	748 78 UNITS OF FHLMC POOL # G12522 DTD 01/01/2007 5% 02/01/2022	748 78	803 30	(54 52)
12/17/2012	670 75452 UNITS OF FHLMC POOL # C03565 DTD 12/01/2010 4% 12/01/2040	670 75	664 89	5 86
12/17/2012	804 90548 UNITS OF FHLMC POOL # C03565 DTD 12/01/2010 4% 12/01/2040	804 91	843 13	(38 22)
12/17/2012	30000 UNITS OF US TREASURY NOTE DTD 05/16/2011 3 125% 05/15/2021	34,007 81	30,309 38	3,698 43
12/18/2012	LTCG GOLDMAN SACHS SATELLITE STRATEGIES	1,360 76	-	1,360 76
12/20/2012	200 SHARES OF COMSCORE INC COM	2,697 39	5,909 26	(3,211 87)
12/26/2012	492 182281 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	492 18	526 02	(33 84)
12/26/2012	584 757719 UNITS OF FNMA POOL #AL0065 DTD 03/01/2011 4 5% 04/01/2041	584 76	617 65	(32 89)
12/26/2012	820 48 UNITS OF FNMA POOL # 725424 DTD 04/01/2004 5 5% 04/01/2034	820 48	885 09	(64 61)
12/26/2012	746 22 UNITS OF FNMA POOL # 735580 DTD 05/01/2005 5% 06/01/2035	746 22	790 29	(44 07)
12/26/2012	789 66 UNITS OF FNMA POOL # 745275 DTD 01/01/2006 5% 02/01/2036	789 66	840 00	(50 34)
12/26/2012	1097 54 UNITS OF FNMA POOL # 888129 DTD 01/01/2007 5 5% 02/01/2037	1,097 54	1,175 40	(77 86)
12/26/2012	588 02 UNITS OF FNMA POOL # 889579 DTD 05/01/2008 6% 05/01/2038	588 02	640 39	(52 37)
12/26/2012	659 79 UNITS OF FNMA POOL # AB1387 DTD 07/01/10 4 5% 08/01/2040	659 79	675 87	(16 08)
12/26/2012	702 2 UNITS OF FNMA POOL #MA0583 DTD 11/01/2010 4% 12/01/2040	702 20	733 03	(30 83)
12/26/2012	858 49 UNITS OF FNMA POOL #AD6392 DTD 05/01/2010 4 5% 05/01/2025	858 49	901 41	(42 92)

LONG TERM CAPITAL GAINS (LOSS)

901,888 30	859,276 61	42,611 69
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The Keystone Nazareth Charitable Foundation

ID#: 42-1607170

Part XV, Supplementary Information(3)

December 31, 2012

Charitable Contribution To	<u>Amount</u>
ALLENTOWN PUBLIC LIBRARY	1,500 00
ALLENTOWN RESCUE MISSION	5,000 00
ALLENTOWN SYMPHONY ASSOCIATION	10,000 00
ALLENTOWN YMCA/YWCA	15,000 00
AMERICAN HEART ASSOCIATION	10,200 00
ANIMALS IN DISTRESS	100 00
ARTSQUEST	17,500 00
BACH CHOIR OF BETHLEHEM	7,500 00
BAUM SCHOOL OF ART	5,300 00
BETHLEHEM AREA EDUCATION FOUNDATION	2,500 00
BETHLEHEM AREA SCHOOL DISTRICT	15,000 00
BETHLEHEM ROTARY CLUB FOUNDATION	2,500 00
BOYS & GIRLS CLUB OF ALLENTOWN	2,000 00
BOYS & GIRLS CLUB OF BETHLEHEM	7,000 00
BOYS & GIRLS CLUB OF EASTON	3,500 00
BURN PREVENTION FOUNDATION	3,000 00
CANCER SUPPORT COMMUNITY	12,500 00
CASA GUADALUPE CENTER	6,000 00
CATHOLIC SENIOR HOUSING & HEALTH CARE SVCS	5,000 00
CEDAR CREST COLLEGE	7,500 00
CENTER FOR ANIMAL HEALTH & WELFARE	1,300 00
CENTRAL MORAVIAN CHURCH	5,000 00
CETRONIA AMBULANCE	10,000 00
CHILDREN'S HOME OF EASTON	6,000 00
CITY OF BETHLEHEM MOUNTED PATROL UNIT	5,000 00
CIVIC THEATRE OF ALLENTOWN	1,000 00
COMMUNITIES IN SCHOOLS OF THE LEHIGH VALLEY	3,000 00
COMMUNITY BIKE WORKS	2,000 00
COMMUNITY MUSIC SCHOOL	1,500 00
COURTNEY DIACONT SCHOLARSHIP FUND	500 00
DESALES UNIVERSITY	22,000 00
DEWEY FIRE COMPANY - HELLERTOWN	100 00
EMBRACE YOUR DREAMS	2,000 00
EXECUTIVE SERVICE CORPS OF THE LEHIGH VALLEY	2,500 00
FAMILY ANSWERS	2,500 00
FIRST PRESBYTERIAN CHURCH	5,000 00
GIRL SCOUTS - EASTERN PA	5,000 00
GOOD SHEPHERD	15,000 00
GRACE MONTESSORI SCHOOL	2,000 00
HABITAT FOR HUMANITY OF THE LEHIGH VALLEY INC	5,000 00
HAWK MOUNTAIN SANCTUARY ASSOCIATION	10,100 00
HELLERTOWN AREA LIBRARY	2,300 00
HISPANIC CENTER OF BETHLEHEM	5,000 00
HISTORIC BETHLEHEM PARTNERSHIP	25,000 00
HOLY FAMILY MANOR	50 00
INSTITUTE FOR JEWISH-CHRISTIAN UNDERSTANDING	100 00
JUDITH'S READING ROOM	5,000 00
LEHIGH COUNTY CONFERENCE OF CHURCHES	100 00
LEHIGH COUNTY HISTORICAL SOCIETY	5,000 00
LEHIGH COUNTY SENIOR CITIZENS CENTER	1,100 00
LEHIGH LITTLE LEAGUE	5,000 00
LEHIGH UNIVERSITY	5,000 00

LEHIGH VALLEY AQUATICS	250 00
LEHIGH VALLEY ARTS COUNCIL	1,000 00
LEHIGH VALLEY COMMUNITY FOUNDATION	250 00
LEHIGH VALLEY HOSPITAL & HEALTH NETWORK	18,500 00
LEHIGH VALLEY ZOO	2,000 00
LIFEPATH, INC	100 00
MAKE A WISH FOUNDATION	1,000 00
MEALS ON WHEELS OF LEHIGH COUNTY	3,000 00
MEALS ON WHEELS OF NORTHAMPTON COUNTY	3,000 00
MILLER KEYSTONE BLOOD CENTER	5,000 00
MINSI TRAILS COUNCIL - BSA	5,500 00
MIRACLE LEAGUE OF LEHIGH VALLEY	500 00
MOSSER VILLAGE FAMILY CENTER	1,000 00
NANCY RUN FIRE COMPANY	5,000 00
NATIONAL MUSEUM OF INDUSTRIAL HISTORY	1,000 00
NAZARETH YMCA	5,000 00
NEW BETHANY MINISTRIES	11,000 00
NORTHEAST MINISTRIES	2,500 00
NORTHAMPTON COMMUNITY COLLEGE	51,000 00
NORTHAMPTON COUNTY HISTORICAL	2,500 00
PENN STATE UNIVERSITY-LEHIGH VALLEY	10,000 00
PENNSYLVANIA YOUTH THEATRE	1,000 00
PERSONALIZED BOOKS GIVEN TO CHILDREN INC	2,000 00
PHOENIX SOCIETY FOR BURN SURVIVORS	100 00
PINEBROOK SERVICES FOR CHILDREN AND YOUTH	5,000 00
PRIORITY ONE	1,000 00
REPERTORY DANCE THEATRE	1,000 00
SACRED HEART HOSPITAL	17,500 00
SALISBURY CHEERLEADING	200 00
SALISBURY FOOTBALL BOOSTER CLUB	1,500 00
SALISBURY HIGH SCHOOL	1,000 00
SALISBURY MIDDLE SCHOOL	1,000 00
SALISBURY YOUTH ASSOCIATION	1,000 00
SALVATION ARMY	5,250 00
SE-WY-CO VFC	100 00
SOUTHERN LEHIGH PUBLIC LIBRARY	1,000 00
ST FRANCIS CENTER FOR RENEWAL	200 00
ST LUKE'S HOSPITAL	57,500 00
ST THERESA SCHOOL	1,200 00
STATE THEATRE	11,000 00
STEPHEN'S PLACE INC	2,500 00
THIRD STREET ALLIANCE	3,000 00
TOUCHSTONE THEATRE	2,000 00
VALLEY YOUTH HOUSE	100 00
VIA OF THE LEHIGH VALLEY	5,000 00
VICTORY HOUSE OF LEHIGH VALLEY	5,500 00
WESLEY UNITED METHODIST CHURCH	5,500 00
WILDLANDS CONSERVANCY	2,000 00
WILLIAM SUGRA MEMORIAL FUND	3,500 00
WLVT 39 PBS EDUCATION PROGRAM	29,500 00
YMCA & YWCA OF BETHLEHEM	19,000 00

614,000 00
