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
LAY FAMILY FOUNDATION
A CORPORATION C/O TOD MOSES CPA

A Employer identification number
43-1510405

Number and street (or P O box number if mail is not delivered to street address)
10135 MANCHESTER ROAD
ROOM/SUITE 206

Room/suite

B Telephone number (see instructions)
(314) 965-9775

City or town, state, and ZIP code
WARSON WOODS, MO 63122

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)* ▶$ 16,452,921

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,591	1,591		
	4	Dividends and interest from securities	217,379	217,379		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	151,946			
	b	Gross sales price for all assets on line 6a 3,872,647				
	7	Capital gain net income (from Part IV, line 2)		8,173		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	4,272,726	4,272,726		
	12	**Total.** Add lines 1 through 11	4,643,642	4,499,869		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	6,666	6,666		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	4,679	4,679		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	72,013	72,013		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	83,358	83,358		0
	25	Contributions, gifts, grants paid	965,518			965,518
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,048,876	83,358		965,518
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	3,594,766			
	b	**Net investment income** (if negative, enter -0-)		4,416,511		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	308,246	398,848	398,848
	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) ▶ 285,250 Less allowance for doubtful accounts ▶	285,250	285,250	285,250
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	17,936	15,638	15,638
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	8,656,705	8,027,643	8,895,142
	c	Investments—corporate bonds (attach schedule)	1,468,009	1,397,689	1,517,111
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5,094,260	5,340,932	5,340,932
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	15,830,406	15,466,000	16,452,921
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	300,500	300,500	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	18,434,301	18,434,301	
	29	Retained earnings, accumulated income, endowment, or other funds	-2,904,395	-3,268,801	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	15,830,406	15,466,000	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	15,830,406	15,466,000	

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	15,830,406
2	Enter amount from Part I, line 27a	2	3,594,766
3	Other increases not included in line 2 (itemize) ▶	3	88,283
4	Add lines 1, 2, and 3	4	19,513,455
5	Decreases not included in line 2 (itemize) ▶	5	4,047,455
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,466,000

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	8,173
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	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,351,493	17,384,760	0 077740
2010	2,120,747	17,799,019	0 119150
2009	1,093,772	17,309,645	0 063189
2008	975,337	21,418,562	0 045537
2007	113,998	23,945,559	0 004761

2	**Total** of line 1, column (d).	2	0 310377
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 062075
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	16,482,642
5	Multiply line 4 by line 3.	5	1,023,160
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	44,165
7	Add lines 5 and 6.	7	1,067,325
8	Enter qualifying distributions from Part XII, line 4.	8	965,518

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	88,330
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	88,330
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	88,330
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	15,638		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	65,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	80,638
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	7,692
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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	Yes	
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 ▶TOD M MOSES CPA Telephone no ▶(314) 965-9775

Located at ▶10135 MANCHESTER RD SUITE 206 WARSON WOODS MO ZIP +4 ▶63122

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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		
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		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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
LOUIS J GARR JR 7250 MARYLAND AVENUE ST LOUIS, MO 63130	PRESIDENT 3 00	0	0	0
JOHN E DOOLING JR 1896 DOUGHERTY TERRACE MANCHESTER, MO 63021	CHAIRMAN 1 00	0	0	0
CHARLES B LUBER 307 SAGE LANE BENTON, KY 42025	CEO 3 00	0	0	0

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

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

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

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

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

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

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
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	10,998,583
b	Average of monthly cash balances	1b	394,132
c	Fair market value of all other assets (see instructions)	1c	5,340,932
d	**Total** (add lines 1a, b, and c)	1d	16,733,647
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	16,733,647
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	251,005
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,482,642
6	**Minimum investment return.** Enter 5% of line 5	6	824,132

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	824,132
2a	Tax on investment income for 2012 from Part VI, line 5	2a	88,330		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	88,330
3	Distributable amount before adjustments Subtract line 2c from line 1			3	735,802
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	735,802
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	735,802

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	965,518
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	965,518
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	965,518

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					735,802
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.					
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.					
c From 2009.					
d From 2010.	583,116				
e From 2011.	486,851				
f **Total** of lines 3a through e.		1,069,967			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 965,518					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2012 distributable amount.					735,802
e Remaining amount distributed out of corpus		229,716			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,299,683			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		1,299,683			
10 Analysis of line 9					
a Excess from 2008. . . .					
b Excess from 2009. . . .					
c Excess from 2010. . . .	583,116				
d Excess from 2011. . . .	486,851				
e Excess from 2012. . . .	229,716				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				965,518
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	1,591	
4 Dividends and interest from securities. . . .			14	217,379	
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.			14	6,180	
8 Gain or (loss) from sales of assets other than inventory			14	8,173	143,773
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a ANTONIA-EDENS LP			16	225,147	
b ANTONIA-BRADLEY LP			16	4,047,455	
c ANTONIA-BRADLEY PER LP			16	-6,056	
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				4,499,869	143,773

13 Total. Add line 12, columns (b), (d), and (e). 13 4,643,642

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	**1a(1)**		No
(2) Other assets	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
(4) Reimbursement arrangements	**1b(4)**		No
(5) Loans or loan guarantees	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2013-10-28	******
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
TOD M MOSES	TOD M MOSES	2013-10-29		

Firm's name ▶	TOD M MOSES CPA PC	Firm's EIN ▶
Firm's address ▶	10135 MANCHESTER ROAD SUITE 206 WARSON WOODS, MO 63122	Phone no (314) 965-9775

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SCULPTURE PARK 221 N GRAND BLVD ST LOUIS, MO 63108		PUBLIC	LAY CENTER FOR EDU/ARTS ENDOWMENT	7,350
ST JOSEPH'S ACADAMY 1207 SOUTH LINDBERGH ST LOUIS, MO 63131		PUBLIC	GENERAL SUPPORT	1,400
STL SCIENCE CENTER 5050 OAKLAND AVE ST LOUIS, MO 63110		PUBLIC	SCIENCE EDUCATION	1,250
ST LOUIS UNIVERSITY 221 N GRAND BLVD ST LOUIS, MO 63108		PUBLIC	GENERAL SUPPORT	6,400
UNIV OF CT FDN 2390 ALUMI DRIVE STORRS, CT 06269		PUBLIC	GENERAL SCHOLARSHIP	6,400
PADUCAH JUNIOR COLLEGE PO BOX 7380 PADUCAH, KY 42002		PUBLIC	MIDDLE COLLEGE PROGRAM	51,750
OUR LADY OF LOURDES PARIS 7148 FORSYTH BLVD ST LOUIS, MO 63105		PUBLIC	GENERAL SUPPORT	1,000
KIDS IN MOTION 711 GRAND AVENUE HANNIBAL, MO 63401		PUBLIC	START-UP FUNDS FOR SUMMER PROGRAM	21,000
TWIN PIKE FAMILY YMCA 614 KELLY LANE LOUISIANA, MO 63353		PUBLIC	AFTER SCHOOL PROGRAM	14,480
SKILLED CRAFT CENTER PO BOX 7380 PACUCAH, KY 42002		PUBLIC	WEST KY COMMUNITY & TECHNICAL COLLEG	200,000
STL U-DR ALDRIDGE PROJEC 3700 WEST PINE MALL ST LOUIS, MO 63108		PUBLIC	AMPHIBIAN POND SELECTION PROJECT	22,572
PIKE COUNTY COMMUNITY CAR 14516 HIGHWAY UU BOWLING GREEN, MO 63334		PUBLIC	BACK TO SCHOOL FAIR DONATION	1,000
TODAY AND TOMORROW ED FOU 20 ARCHBISHOP MAY DRIVE ST LOUIS, MO 63119		PUBLIC	SCHOLARSHIP FUND	618,916
BLESSED TERESA OF CALCUTTA CATHOLIC 150 NORTH ELIZABETH AVE FERGUSON, MO 63135		PUBLIC	GENERAL SCHOLARSHIP	12,000
Total . . . . ▶ **3a**				965,518

TY 2012 Accounting Fees Schedule

Name: LAY FAMILY FOUNDATION
A CORPORATION C/O TOD MOSES CPA

EIN: 43-1510405

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TOD M MOSES, C P A , PC	6,666	6,666		

TY 2012 Compensation Explanation

Name: LAY FAMILY FOUNDATION
A CORPORATION C/O TOD MOSES CPA

EIN: 43-1510405

Person Name	Explanation
LOUIS J GARR JR	
JOHN E DOOLING JR	
CHARLES B LUBER	

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: LAY FAMILY FOUNDATION
A CORPORATION C/O TOD MOSES CPA
EIN: 43-1510405

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
100-FORD MOTOR CO	2012-09	PURCHASE	2012-12		1,257	1,037			220	
10-CHIPOTLE MEXICAN GRILL-CL A	2012-07	PURCHASE	2012-12		2,871	3,862			-991	
35-OCEANEERING INTL INC	2012-05	PURCHASE	2012-12		1,879	1,667			212	
5-OCEANEERING INTL INC	2012-05	PURCHASE	2012-12		268	243			25	
25-COACH INC	2012-04	PURCHASE	2012-12		1,495	1,818			-323	
35-COACH INC	2012-04	PURCHASE	2012-12		2,094	2,573			-479	
300-GENERAL MOTORS CO	2012-06	PURCHASE	2012-12		7,435	5,972			1,463	
1500-MORGAN STANLEY	2012-06	PURCHASE	2012-12		26,628	21,602			5,026	
10-COACH INC	2012-04	PURCHASE	2012-12		567	735			-168	
35-COACH INC	2012-04	PURCHASE	2012-12		1,985	2,612			-627	
20-ROCKWELL AUTOMATION INC	2012-10	PURCHASE	2012-12		1,607	1,447			160	
150-TRANSOCEAN LTD	2012-05	PURCHASE	2012-12		6,957	6,533			424	
65-LAS VEGAS SANDS CORP	2012-05	PURCHASE	2012-12		3,057	3,098			-41	
40-LAS VEGAS SANDS CORP	2012-05	PURCHASE	2012-12		1,881	1,955			-74	
200-MARATHON OIL CORP	2012-04	PURCHASE	2012-11		6,210	6,046			164	
5-LAS VEGAS SANDS CORP	2012-05	PURCHASE	2012-11		217	244			-27	
45-LAS VEGAS SANDS CORP	2012-02	PURCHASE	2012-11		1,957	2,232			-275	
25-EMERSON ELECTRIC CO	2012-10	PURCHASE	2012-11		1,224	1,240			-16	
75-EMERSON ELECTRIC CO	2012-05	PURCHASE	2012-11		3,671	3,700			-29	
45-EMERSON ELECTRIC CO	2012-04	PURCHASE	2012-11		2,203	2,304			-101	
200-INTEL CORP	2012-07	PURCHASE	2012-11		4,110	5,197			-1,087	
225-INTEL CORP	2012-06	PURCHASE	2012-11		4,624	6,035			-1,411	
175-INTEL CORP	2012-06	PURCHASE	2012-11		3,675	4,694			-1,019	
250-INTEL CORP	2012-06	PURCHASE	2012-11		5,250	6,693			-1,443	
20-MEAD JOHNSON NUTRITION CO	2012-10	PURCHASE	2012-11		1,327	1,408			-81	
40-MEAD JOHNSON NUTRITION CO	2012-10	PURCHASE	2012-11		2,653	2,916			-263	
200-DISCOVER FINANCIAL SERVICES	2012-09	PURCHASE	2012-11		8,039	7,704			335	
400-PULTE GROUP INC	2012-08	PURCHASE	2012-11		7,172	5,235			1,937	
25-RED HAT INC	2012-07	PURCHASE	2012-11		1,248	1,297			-49	
50-CUMMINS INC	2012-06	PURCHASE	2012-11		5,032	4,519			513	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
10-VF CORP	2012-06	PURCHASE	2012-11		1,588	1,379			209	
200-MACY'S INC	2012-05	PURCHASE	2012-11		8,226	7,543			683	
20-OCEANEERING INTL INC	2012-05	PURCHASE	2012-11		1,072	971			101	
25-COACH INC	2012-04	PURCHASE	2012-11		1,445	1,866			-421	
400-WELLS FARGO & COMPANY	2012-02	PURCHASE	2012-11		13,549	12,266			1,283	
108-JPMORGAN CHASE & CO	2012-03	PURCHASE	2012-10		4,472	4,932			-460	
150-GENERAL MOTORS CO	2011-11	PURCHASE	2012-10		3,689	3,452			237	
300-GENERAL MOTORS CO	2011-11	PURCHASE	2012-10		7,379	6,845			534	
6-PRICELINE COM INC	2012-05	PURCHASE	2012-10		3,485	3,883			-398	
150-APOLLO GROUP INC-CL A	2012-03	PURCHASE	2012-10		3,176	6,305			-3,129	
400-APOLLO GROUP INC-CL A	2012-01	PURCHASE	2012-10		8,468	21,267			-12,799	
25-TRANSOCEAN LTD	2011-11	PURCHASE	2012-10		1,138	1,242			-104	
200-UNITEDHEALTH GROUP INC	2011-11	PURCHASE	2012-10		11,508	9,109			2,399	
450-INTEL CORP	2012-06	PURCHASE	2012-10		10,148	12,047			-1,899	
300-INTEL CORP	2012-06	PURCHASE	2012-10		6,765	7,939			-1,174	
25-PERRIGO INC	2012-02	PURCHASE	2012-10		2,934	2,407			527	
20-PERRIGO INC	2012-02	PURCHASE	2012-10		2,347	1,901			446	
20-RACKSPACE HOSTING INC	2012-07	PURCHASE	2012-09		1,316	890			426	
20-ANSYS INC	2012-06	PURCHASE	2012-09		1,460	1,237			223	
10-AFFILIATED MANAGERS GROUP INC	2012-06	PURCHASE	2012-09		1,233	1,047			186	
20-ESTEE LAUDER COMPANIES-CL A	2012-06	PURCHASE	2012-09		1,234	1,074			160	
200-AT&T INC	2012-05	PURCHASE	2012-09		7,609	6,615			994	
500-LEUCADIA NATIONAL CO	2012-05	PURCHASE	2012-09		11,567	12,765			-1,198	
35-F5 NETWORKS INC	2012-04	PURCHASE	2012-09		3,752	4,299			-547	
25-MCKESSON CORP	2012-03	PURCHASE	2012-09		2,180	2,060			120	
10-NATIONAL - OILWELL INC	2012-02	PURCHASE	2012-09		802	839			-37	
45-NATIONAL - OILWELL INC	2012-02	PURCHASE	2012-09		3,610	3,758			-148	
30-HERSHEY CO/THE	2011-12	PURCHASE	2012-09		2,128	1,786			342	
100-GENERAL MOTORS CO	2011-10	PURCHASE	2012-09		2,324	2,273			51	
100-GENERAL MOTORS CO	2011-10	PURCHASE	2012-09		2,324	2,273			51	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
25-LYONDELLBASELL INDU-CL A	2011-10	PURCHASE	2012-09		1,303	613			690	
135-WELLS FARGO & COMPANY	2012-03	PURCHASE	2012-09		4,722	4,227			495	
300-CENTURYLINK INC	2011-10	PURCHASE	2012-09		12,586	9,860			2,726	
65-OCEANEERING INTL INC	2012-05	PURCHASE	2012-09		3,717	3,156			561	
300-NEWELL RUBBERMAID INC	2012-05	PURCHASE	2012-09		5,797	5,685			112	
75-ILLUMINA INC	2011-12	PURCHASE	2012-09		3,582	2,038			1,544	
900-NEWELL RUBBERMAID INC	2011-10	PURCHASE	2012-09		17,390	12,419			4,971	
150-LAM RESEARCH CORP	2012-05	PURCHASE	2012-09		5,055	5,748			-693	
200-LAM RESEARCH CORP	2011-10	PURCHASE	2012-09		6,740	8,597			-1,857	
100-VERTEX PHARMACEUTICALS INC	2012-01	PURCHASE	2012-09		5,563	3,529			2,034	
200-APPLIED MATERIALS INC	2011-10	PURCHASE	2012-09		2,319	2,312			7	
60-FREEPORT-MCMORAN COPPER	2012-01	PURCHASE	2012-09		2,173	2,628			-455	
75-FREEPORT-MCMORAN COPPER	2012-01	PURCHASE	2012-08		2,752	3,281			-529	
35-FREEPORT-MCMORAN COPPER	2012-01	PURCHASE	2012-08		1,284	1,462			-178	
5-LAS VEGAS SANDS CORP	2012-02	PURCHASE	2012-08		217	248			-31	
65-LAS VEGAS SANDS CORP	2012-01	PURCHASE	2012-08		2,816	3,104			-288	
350-CENTERPOINT ENERGY INC	2012-02	PURCHASE	2012-08		7,179	6,659			520	
125-CENTERPOINT ENERGY INC	2011-10	PURCHASE	2012-08		2,564	2,624			-60	
22-GOLDMAN SACHS GROUP INC	2012-02	PURCHASE	2012-08		2,262	2,554			-292	
20-GOLDMAN SACHS GROUP INC	2012-02	PURCHASE	2012-08		2,056	2,341			-285	
23-GOLDMAN SACHS GROUP INC	2012-02	PURCHASE	2012-08		2,365	2,618			-253	
50-COVIDIEN PLC	2012-01	PURCHASE	2012-08		2,847	2,258			589	
75-COVIDIEN PLC	2011-11	PURCHASE	2012-08		4,270	3,466			804	
50-COVIDIEN PLC	2011-11	PURCHASE	2012-08		2,834	2,263			571	
55-COVIDIEN PLC	2011-10	PURCHASE	2012-08		3,118	2,497			621	
45-COVIDIEN PLC	2011-08	PURCHASE	2012-08		2,551	2,225			326	
175-GILEAD SCIENCES INC	2011-08	PURCHASE	2012-08		10,160	6,450			3,710	
25-PVH CORP	2012-04	PURCHASE	2012-08		1,952	2,283			-331	
40-PVH CORP	2011-10	PURCHASE	2012-08		3,123	2,793			330	
45-PVH CORP	2011-10	PURCHASE	2012-08		3,513	3,013			500	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
100-GILEAD SCIENCES INC	2011-08	PURCHASE	2012-07		5,570	3,686			1,884	
60-INFORMATICA CORPORATION	2012-06	PURCHASE	2012-07		1,670	2,602			-932	
60-INFORMATICA CORPORATION	2012-02	PURCHASE	2012-07		1,670	2,786			-1,116	
45-STRYKER CORP	2012-01	PURCHASE	2012-07		2,313	2,462			-149	
40-STRYKER CORP	2012-01	PURCHASE	2012-07		2,056	2,096			-40	
60-STRYKER CORP	2012-01	PURCHASE	2012-07		3,084	3,126			-42	
15-PRECISION CASTPARTS CORP	2011-08	PURCHASE	2012-07		2,398	2,278			120	
5-EMERSON ELECTRIC CO	2012-04	PURCHASE	2012-07		226	256			-30	
100-EMERSON ELECTRIC CO	2012-04	PURCHASE	2012-07		4,528	5,092			-564	
50-EMERSON ELECTRIC CO	2012-03	PURCHASE	2012-07		2,264	2,567			-303	
90-EMERSON ELECTRIC CO	2012-03	PURCHASE	2012-07		4,167	4,621			-454	
25-ANADARKO PETROLEUM CORP	2012-01	PURCHASE	2012-07		1,779	1,989			-210	
57-ANADARKO PETROLEUM CORP	2011-08	PURCHASE	2012-07		4,056	3,927			129	
80-STRYKER CORP	2012-01	PURCHASE	2012-07		4,238	4,168			70	
50-COVIDIEN PLC	2011-07	PURCHASE	2012-07		2,657	2,590			67	
20-AFFILIATED MANAGERS GROUP INC	2012-06	PURCHASE	2012-07		2,164	2,094			70	
50-COGNIZANT TECH SOLUTIONS-A	2012-04	PURCHASE	2012-07		2,869	3,856			-987	
5-PERRIGO INC	2012-02	PURCHASE	2012-07		589	475			114	
40-EMERSON ELECTRIC CO	2012-02	PURCHASE	2012-07		1,795	2,078			-283	
40-EMERSON ELECTRIC CO	2012-01	PURCHASE	2012-07		1,795	2,056			-261	
80-FREEPORT-MCMORAN COPPER	2012-01	PURCHASE	2012-07		2,768	3,342			-574	
20-PERRIGO INC	2011-11	PURCHASE	2012-07		2,356	1,800			556	
20-HARLEY DAVIDSON INC	2011-11	PURCHASE	2012-07		913	796			117	
10-BOEING CO	2011-11	PURCHASE	2012-07		740	670			70	
40-BOEING CO	2011-11	PURCHASE	2012-07		2,961	2,625			336	
45-HARLEY DAVIDSON INC	2011-10	PURCHASE	2012-07		2,055	1,671			384	
200-MARATHON PETROLEUM CORP	2011-10	PURCHASE	2012-07		8,845	5,414			3,431	
200-MARATHON PETROLEUM CORP	2011-09	PURCHASE	2012-07		8,845	5,996			2,849	
200-MARATHON PETROLEUM CORP	2011-08	PURCHASE	2012-07		8,845	7,107			1,738	
77-ANADARKO PETROLEUM CORP	2011-08	PURCHASE	2012-07		5,092	6,322			-1,230	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
26-ANADARKO PETROLEUM CORP	2011-07	PURCHASE	2012-07		1,719	2,164			-445	
150-MARATHON PETROLEUM CORP	2011-07	PURCHASE	2012-07		6,634	6,419			215	
80-EMERSON ELECTRIC CO	2012-01	PURCHASE	2012-07		3,664	4,157			-493	
425-CENTERPOINT ENERGY INC	2011-10	PURCHASE	2012-07		8,811	8,920			-109	
100-GILEAD SCIENCES INC	2011-08	PURCHASE	2012-06		5,087	3,686			1,401	
50-AT&T INC	2012-05	PURCHASE	2012-06		1,743	1,654			89	
900-MICRON TECHNOLOGY INC	2011-10	PURCHASE	2012-06		5,112	5,108			4	
200-DTE ENERGY COMPANY	2011-08	PURCHASE	2012-06		11,623	9,387			2,236	
100-UNITEDHEALTH GROUP INC	2011-08	PURCHASE	2012-06		5,859	4,264			1,595	
150-DEVON ENERGY CORPORATION	2012-05	PURCHASE	2012-06		8,611	9,682			-1,071	
150-CBRE GROUP INC	2012-02	PURCHASE	2012-06		2,408	2,696			-288	
200-CBRE GROUP INC	2011-09	PURCHASE	2012-06		3,210	2,818			392	
100-CBRE GROUP INC	2011-08	PURCHASE	2012-06		1,605	1,840			-235	
225-LIBERTY INTERACTIVE CORP-A	2012-03	PURCHASE	2012-06		3,616	4,169			-553	
50-POTASH CORP OF SASKATCHEWAN	2012-01	PURCHASE	2012-06		1,847	2,264			-417	
50-POTASH CORP OF SASKATCHEWAN	2012-01	PURCHASE	2012-06		1,847	2,098			-251	
200-MARVELL TECHNOLOGY GROUP LT	2011-11	PURCHASE	2012-06		2,397	2,715			-318	
200-MARVELL TECHNOLOGY GROUP LT	2011-10	PURCHASE	2012-06		2,397	2,663			-266	
150-MARVELL TECHNOLOGY GROUP LT	2011-09	PURCHASE	2012-06		1,798	2,256			-458	
300-GENERAL ELECTRIC CO	2012-03	PURCHASE	2012-06		5,577	6,026			-449	
300-GENERAL ELECTRIC CO	2011-12	PURCHASE	2012-06		5,577	5,082			495	
125-LYONDELLBASELL INDU-CL A	2011-08	PURCHASE	2012-06		4,675	1,442			3,233	
600-CORNING INC	2011-08	PURCHASE	2012-06		7,566	9,108			-1,542	
75-DOLLAR GENERAL CORP	2011-09	PURCHASE	2012-05		3,686	2,599			1,087	
50-TRW AUTOMOTIVE HOLDINGS CORP	2011-10	PURCHASE	2012-05		1,950	1,820			130	
250-TRW AUTOMOTIVE HOLDINGS CORP	2011-05	PURCHASE	2012-05		9,752	13,988			-4,236	
150-VERTEX PHARMACEUTICALS INC	2012-01	PURCHASE	2012-05		8,188	5,294			2,894	
600-MORGAN STANLEY	2011-12	PURCHASE	2012-05		9,600	10,026			-426	
1300-MORGAN STANLEY	2011-12	PURCHASE	2012-05		20,799	21,461			-662	
50-EXPRESS SCRIPTS HOLDING CO	2012-01	PURCHASE	2012-04		2,846	2,484			362	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
50-EXPRESS SCRIPTS HOLDING CO	2011-11	PURCHASE	2012-04		2,846	2,115			731	
50-EXPRESS SCRIPTS HOLDING CO	2011-05	PURCHASE	2012-04		2,846	2,926			-80	
50-EXPRESS SCRIPTS HOLDING CO	2011-05	PURCHASE	2012-04		2,846	3,001			-155	
85-POTASH CORP OF SASKATCHEWAN	2011-05	PURCHASE	2012-04		3,749	4,461			-712	
50-EXPRESS SCRIPTS HOLDING CO	2011-04	PURCHASE	2012-04		2,846	2,778			68	
5-PERRIGO INC	2011-11	PURCHASE	2012-04		530	450			80	
45-PERRIGO INC	2011-11	PURCHASE	2012-04		4,772	4,217			555	
125-GENERAL MILLS INC	2011-11	PURCHASE	2012-04		4,855	4,797			58	
100-GENERAL MILLS INC	2011-08	PURCHASE	2012-04		3,884	3,640			244	
50-GENERAL MILLS INC	2011-05	PURCHASE	2012-04		1,942	1,991			-49	
25-GENERAL MILLS INC	2011-05	PURCHASE	2012-04		971	996			-25	
125-GENERAL MILLS INC	2011-05	PURCHASE	2012-04		4,855	4,962			-107	
6-GOLDMAN SACHS GROUP INC	2012-02	PURCHASE	2012-04		702	683			19	
25-SALESFORCE COM INC	2011-12	PURCHASE	2012-04		3,881	3,112			769	
95-ILLUMINA INC	2011-12	PURCHASE	2012-04		4,937	2,769			2,168	
75-DOW CHEMICAL	2012-01	PURCHASE	2012-03		2,664	2,497			167	
110-DOW CHEMICAL	2011-09	PURCHASE	2012-03		3,907	2,524			1,383	
75-METLIFE INC	2011-09	PURCHASE	2012-03		2,860	2,305			555	
75-METLIFE INC	2011-09	PURCHASE	2012-03		2,860	2,217			643	
75-METLIFE INC	2011-04	PURCHASE	2012-03		2,860	3,312			-452	
100-TRANSOCEAN LTD	2011-05	PURCHASE	2012-03		5,507	6,912			-1,405	
5-LAS VEGAS SANDS CORP	2012-01	PURCHASE	2012-03		289	239			50	
5-DOW CHEMICAL	2011-09	PURCHASE	2012-03		175	115			60	
50-LAS VEGAS SANDS CORP	2011-09	PURCHASE	2012-03		2,886	2,351			535	
150-UNITEDHEALTH GROUP INC	2011-06	PURCHASE	2012-03		8,118	7,629			489	
71-GOLDMAN SACHS GROUP INC	2011-12	PURCHASE	2012-03		8,999	6,599			2,400	
275-MOODY'S CORP	2011-03	PURCHASE	2012-03		11,462	9,026			2,436	
600-NEXEN INC	2012-01	PURCHASE	2012-03		11,982	10,686			1,296	
30-CBRE GROUP INC	2011-08	PURCHASE	2012-03		574	552			22	
170-CBRE GROUP INC	2011-08	PURCHASE	2012-03		3,255	3,598			-343	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
400-CMS ENERGY CORP	2011-10	PURCHASE	2012-03		8,585	8,405			180	
600-CMS ENERGY CORP	2011-08	PURCHASE	2012-03		12,878	11,501			1,377	
275-GENERAL MOTORS CO	2011-06	PURCHASE	2012-02		7,216	7,947			-731	
15-MONSANTO CO	2011-03	PURCHASE	2012-02		1,165	1,085			80	
50-MONSANTO CO	2011-02	PURCHASE	2012-02		3,884	3,545			339	
50-ESTEE LAUDER COMPANIES-CL A	2011-10	PURCHASE	2012-02		2,780	2,297			483	
16-VF CORP	2011-08	PURCHASE	2012-02		2,295	1,770			525	
40-ACCENTURE PLC-CL A	2011-05	PURCHASE	2012-02		2,323	2,256			67	
17-GOODRICH CORP	2011-05	PURCHASE	2012-02		2,134	1,550			584	
200-MARATHON PETROLEUM CORP	2011-07	PURCHASE	2012-02		8,808	8,559			249	
75-JOHNSON CONTROLS INC	2011-03	PURCHASE	2012-02		2,473	3,126			-653	
100-MARATHON PETROLEUM CORP	2011-02	PURCHASE	2012-02		4,404	3,874			530	
10-ACCENTURE PLC-CL A	2011-05	PURCHASE	2012-02		574	564			10	
40-ACCENTURE PLC-CL A	2011-02	PURCHASE	2012-02		2,297	2,063			234	
23-GOODRICH CORP	2011-05	PURCHASE	2012-02		2,883	2,097			786	
21-VF CORP	2011-08	PURCHASE	2012-02		2,788	2,324			464	
23-VF CORP	2011-08	PURCHASE	2012-02		3,054	2,663			391	
150-LYONDELLBASELL INDU-CL A	2011-05	PURCHASE	2012-02		6,496	5,945			551	
350-INGERSOLL-RAND PLC	2011-03	PURCHASE	2012-02		12,338	16,685			-4,347	
30-ALLERGAN INC	2011-02	PURCHASE	2012-02		2,656	2,131			525	
150-LYONDELLBASELL INDU-CL A	2011-05	PURCHASE	2012-01		6,434	5,945			489	
50-PROCTER & GAMBLE CO	2011-05	PURCHASE	2012-01		3,144	3,264			-120	
96-LOWE'S COS INC	2011-02	PURCHASE	2012-01		2,578	2,515			63	
279-LOWE'S COS INC	2011-02	PURCHASE	2012-01		7,491	6,967			524	
50-CELGENE CORP	2011-05	PURCHASE	2012-01		3,652	3,041			611	
300-TYSON FOODS INC-CL A	2011-05	PURCHASE	2012-01		5,603	5,820			-217	
35-WATSON PHARMACEUTICALS INC	2012-01	PURCHASE	2012-01		1,960	2,214			-254	
55-WATSON PHARMACEUTICALS INC	2012-01	PURCHASE	2012-01		3,080	3,479			-399	
50-FMC TECHNOLOGIES INC	2011-05	PURCHASE	2012-01		2,616	2,186			430	
10-ACCENTURE PLC-CL A	2011-02	PURCHASE	2012-01		560	516			44	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
25-ROCKWELL AUTOMATION INC	2011-08	PURCHASE	2012-01		1,984	1,573			411	
25-MONSANTO CO	2011-02	PURCHASE	2012-01		2,019	1,846			173	
100-CONOCOPHILLIPS	2011-08	PURCHASE	2012-01		7,213	6,315			898	
100-CONOCOPHILLIPS	2011-07	PURCHASE	2012-01		7,213	7,570			-357	
75-CONOCOPHILLIPS	2011-07	PURCHASE	2012-01		5,410	5,733			-323	
30-VISA INC - CLASS A SHRS	2011-08	PURCHASE	2012-01		2,988	2,570			418	
250-LYONDELLBASELL INDU-CL A	2011-05	PURCHASE	2012-01		8,614	9,909			-1,295	
85-PEPSICO INC	2011-11	PURCHASE	2012-01		5,565	5,429			136	
70-LIMITED BRANDS INC	2011-06	PURCHASE	2012-01		2,730	2,517			213	
5-BORGWARNER INC	2011-03	PURCHASE	2012-01		327	373			-46	
100-LIMITED BRANDS INC	2011-03	PURCHASE	2012-01		3,900	3,055			845	
35-BORGWARNER INC	2011-02	PURCHASE	2012-01		2,290	2,690			-400	
40-CELGENE CORP	2011-03	PURCHASE	2012-01		2,755	2,302			453	
105-LIMITED BRANDS INC	2011-01	PURCHASE	2012-01		4,124	3,050			1,074	
50-METLIFE INC	2011-04	PURCHASE	2012-01		1,612	2,208			-596	
75-METLIFE INC	2011-04	PURCHASE	2012-01		2,418	3,345			-927	
100-METLIFE INC	2011-03	PURCHASE	2012-01		3,224	4,590			-1,366	
500-FORD MOTOR CO	2010-12	PURCHASE	2012-12		6,285	8,317			-2,032	
10-FORD MOTOR CO	2010-04	PURCHASE	2012-12		126	136			-10	
490-FORD MOTOR CO	2010-04	PURCHASE	2012-12		6,159	6,788			-629	
25-SCHLUMBERGER LTD	2009-02	PURCHASE	2012-12		1,776	931			845	
25-SCHLUMBERGER LTD	2009-02	PURCHASE	2012-12		1,778	931			847	
50-SCHLUMBERGER LTD	2008-11	PURCHASE	2012-12		3,557	2,592			965	
350-GENERAL MOTORS CO	2011-11	PURCHASE	2012-12		8,674	8,055			619	
50-ROCKWELL AUTOMATION INC	2011-08	PURCHASE	2012-12		4,016	3,163			853	
275-TRANSOCEAN LTD	2011-11	PURCHASE	2012-12		12,754	13,657			-903	
200-JOHNSON & JOHNSON	2011-03	PURCHASE	2012-12		13,947	11,784			2,163	
75-JOHNSON & JOHNSON	2011-01	PURCHASE	2012-12		5,230	4,727			503	
25-JOHNSON & JOHNSON	2011-01	PURCHASE	2012-12		1,741	1,576			165	
75-JOHNSON & JOHNSON	2010-09	PURCHASE	2012-12		5,222	4,639			583	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
200-MARATHON OIL CORP	2011-02	PURCHASE	2012-11		6,210	5,985			225	
200-MARATHON OIL CORP	2010-06	PURCHASE	2012-11		6,210	3,824			2,386	
10-MONSANTO CO	2011-04	PURCHASE	2012-11		910	678			232	
15-MONSANTO CO	2011-04	PURCHASE	2012-11		1,364	1,046			318	
45-BROADCOM CORP-CL A	2011-04	PURCHASE	2012-11		1,396	1,703			-307	
15-INTUIT INC	2011-03	PURCHASE	2012-11		872	734			138	
50-INTUIT INC	2011-01	PURCHASE	2012-11		2,908	2,331			577	
5-INTUIT INC	2011-01	PURCHASE	2012-11		291	237			54	
60-EMC CORP/MASS	2010-04	PURCHASE	2012-11		1,446	1,112			334	
25-QUALCOMM INC	2011-04	PURCHASE	2012-11		1,557	1,305			252	
25-QUALCOMM INC	2011-03	PURCHASE	2012-11		1,557	1,319			238	
2-GOOGLE INC-CL A	2009-09	PURCHASE	2012-11		1,333	950			383	
3-GOOGLE INC-CL A	2008-11	PURCHASE	2012-11		2,000	881			1,119	
125-JOHNSON & JOHNSON	2010-09	PURCHASE	2012-11		8,602	7,732			870	
100-ORACLE CORP	2011-05	PURCHASE	2012-11		2,973	3,315			-342	
100-ORACLE CORP	2011-03	PURCHASE	2012-11		2,973	3,128			-155	
150-ORACLE CORP	2011-02	PURCHASE	2012-11		4,529	4,931			-402	
25-ORACLE CORP	2011-01	PURCHASE	2012-11		755	797			-42	
25-GILEAD SCIENCES INC	2011-04	PURCHASE	2012-11		1,812	1,031			781	
10-PRECISION CASTPARTS CORP	2011-09	PURCHASE	2012-11		1,710	1,565			145	
65-FMC TECHNOLOGIES INC	2011-08	PURCHASE	2012-11		2,600	2,681			-81	
15-PRECISION CASTPARTS CORP	2011-08	PURCHASE	2012-11		2,566	2,278			288	
500-APPLIED MATERIALS INC	2011-10	PURCHASE	2012-11		5,513	5,781			-268	
300-NV ENERGY INC	2011-08	PURCHASE	2012-11		5,598	4,365			1,233	
200-BP PLC-SPONS ADR	2011-08	PURCHASE	2012-11		8,433	7,930			503	
10-VISA INC - CLASS A SHRS	2011-08	PURCHASE	2012-11		1,426	857			569	
170-CITIGROUP INC	2011-04	PURCHASE	2012-11		6,318	7,606			-1,288	
30-CITIGROUP INC	2011-03	PURCHASE	2012-11		1,115	1,349			-234	
25-ALLERGAN INC	2011-02	PURCHASE	2012-11		2,280	1,850			430	
200-KROGER CO	2011-02	PURCHASE	2012-11		4,967	4,337			630	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
20-INTUIT INC	2011-01	PURCHASE	2012-11		1,219	946			273	
275-LEAR CORP	2010-10	PURCHASE	2012-11		11,766	12,107			-341	
100-JOHNSON & JOHNSON	2010-09	PURCHASE	2012-11		7,074	6,226			848	
50-EMC CORP/MASS	2010-04	PURCHASE	2012-11		1,239	926			313	
1334 428-BERNSTEIN EMERGING MARKETS	2006-12	PURCHASE	2012-11		35,590	48,960			-13,370	
300-PFIZER INC	2006-11	PURCHASE	2012-11		7,372	8,214			-842	
4812 538-BERNSTEIN INTER DURATION I	2006-06	PURCHASE	2012-11		79,070	71,226			7,844	
6265 648-BERNSTEIN INTERNATIONAL POR	2006-06	PURCHASE	2012-11		84,085	156,453			-72,368	
200-PFIZER INC	2006-06	PURCHASE	2012-11		4,915	4,714			201	
200-BP PLC-SPONS ADR	2011-08	PURCHASE	2012-11		8,556	7,930			626	
100-GENERAL MOTORS CO	2011-10	PURCHASE	2012-10		2,460	2,273			187	
206-JPMORGAN CHASE & CO	2011-09	PURCHASE	2012-10		8,529	6,882			1,647	
10-APPLE INC	2008-10	PURCHASE	2012-10		6,086	1,026			5,060	
50-TIME WARNER CABLE	2009-12	PURCHASE	2012-10		4,899	2,116			2,783	
50-DANAHER CORP	2010-02	PURCHASE	2012-10		2,624	1,785			839	
50-THE WALT DISNEY CO	2011-04	PURCHASE	2012-10		2,543	2,113			430	
50-THE WALT DISNEY CO	2010-06	PURCHASE	2012-10		2,543	1,688			855	
200-CITIGROUP INC	2011-03	PURCHASE	2012-10		7,683	8,994			-1,311	
175-TRANSOCEAN LTD	2011-08	PURCHASE	2012-10		7,965	10,554			-2,589	
275-WELLPOINT INC	2011-05	PURCHASE	2012-10		17,046	21,213			-4,167	
225-WELLPOINT INC	2011-03	PURCHASE	2012-10		13,946	15,117			-1,171	
175-GILEAD SCIENCES INC	2011-08	PURCHASE	2012-10		12,097	6,525			5,572	
158-UNITEDHEALTH GROUP INC	2011-08	PURCHASE	2012-10		9,091	6,764			2,327	
75-LYONDELLBASELL INDU-CL A	2011-08	PURCHASE	2012-09		3,909	865			3,044	
50-LORILLARD INC	2011-08	PURCHASE	2012-09		5,951	5,429			522	
25-GILEAD SCIENCES INC	2011-08	PURCHASE	2012-09		1,672	932			740	
75-GILEAD SCIENCES INC	2011-08	PURCHASE	2012-09		5,015	2,797			2,218	
100-MCGRAW-HILL COMPANIES INC	2011-08	PURCHASE	2012-09		5,497	3,759			1,738	
175-GILEAD SCIENCES INC	2011-08	PURCHASE	2012-09		11,701	6,450			5,251	
45-ROCKWELL AUTOMATION INC	2011-08	PURCHASE	2012-09		3,105	2,832			273	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
10-VISA INC - CLASS A SHRS	2011-08	PURCHASE	2012-09		1,339	857			482	
400-GENERAL MOTORS CO	2011-06	PURCHASE	2012-09		9,295	11,991			-2,696	
200-GENERAL MOTORS CO	2011-06	PURCHASE	2012-09		4,648	5,780			-1,132	
15-STARBUCKS CORP	2011-05	PURCHASE	2012-09		765	547			218	
15-GILEAD SCIENCES INC	2011-04	PURCHASE	2012-09		1,003	619			384	
20-MONSANTO CO	2011-04	PURCHASE	2012-09		1,833	1,395			438	
110-CITIGROUP INC	2011-03	PURCHASE	2012-09		3,658	4,947			-1,289	
70-CITIGROUP INC	2011-03	PURCHASE	2012-09		2,321	3,095			-774	
190-CITIGROUP INC	2011-03	PURCHASE	2012-09		6,318	8,401			-2,083	
230-CITIGROUP INC	2011-03	PURCHASE	2012-09		7,625	10,547			-2,922	
75-BROADCOM CORP-CL A	2011-02	PURCHASE	2012-09		2,642	3,109			-467	
300-KROGER CO	2011-02	PURCHASE	2012-09		7,090	6,506			584	
50-ORACLE CORP	2011-01	PURCHASE	2012-09		1,569	1,594			-25	
150-VIACOM INC-CLASS B	2010-12	PURCHASE	2012-09		8,129	5,794			2,335	
25-STARBUCKS CORP	2010-11	PURCHASE	2012-09		1,275	718			557	
15-NOBLE ENERGY INC	2010-09	PURCHASE	2012-09		1,396	1,103			293	
200-MARATHON OIL CORP	2010-06	PURCHASE	2012-09		6,006	3,824			2,182	
15-GILEAD SCIENCES INC	2010-04	PURCHASE	2012-09		1,003	617			386	
25-SCHLUMBERGER LTD	2008-11	PURCHASE	2012-09		1,831	1,296			535	
5-APPLE INC	2008-10	PURCHASE	2012-09		3,398	513			2,885	
2896 888-BERNSTEIN INTER DURATION I	2006-06	PURCHASE	2012-09		47,480	42,874			4,606	
8783 11-BERNSTEIN INTERNATIONAL PORT	2006-06	PURCHASE	2012-09		118,045	219,314			-101,269	
200-EMC CORP/MASS	2009-12	PURCHASE	2012-09		5,344	3,492			1,852	
100-WELLS FARGO & COMPANY	2010-06	PURCHASE	2012-09		3,498	2,763			735	
40-WELLS FARGO & COMPANY	2010-04	PURCHASE	2012-09		1,399	1,303			96	
300-CENTURYLINK INC	2011-09	PURCHASE	2012-09		12,586	10,451			2,135	
400-CENTURYLINK INC	2011-08	PURCHASE	2012-09		16,781	13,445			3,336	
125-DIRECTV	2011-06	PURCHASE	2012-09		6,547	5,992			555	
75-DIRECTV	2011-01	PURCHASE	2012-09		3,928	3,162			766	
25-ORACLE CORP	2011-01	PURCHASE	2012-09		813	797			16	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
150-ORACLE CORP	2010-10	PURCHASE	2012-09		4,878	4,415			463	
125-LORILLARD INC	2011-08	PURCHASE	2012-09		14,615	13,573			1,042	
20-FMC TECHNOLOGIES INC	2011-08	PURCHASE	2012-09		979	825			154	
90-FMC TECHNOLOGIES INC	2011-08	PURCHASE	2012-09		4,404	3,891			513	
25-FMC TECHNOLOGIES INC	2011-05	PURCHASE	2012-09		1,223	1,093			130	
35-NOBLE ENERGY INC	2010-09	PURCHASE	2012-09		3,334	2,574			760	
200-TRANSOCEAN LTD	2011-07	PURCHASE	2012-09		9,163	12,476			-3,313	
250-MOODY'S CORP	2011-06	PURCHASE	2012-09		10,907	9,734			1,173	
125-TRANSOCEAN LTD	2011-05	PURCHASE	2012-09		5,727	8,640			-2,913	
300-LAM RESEARCH CORP	2011-05	PURCHASE	2012-09		10,110	14,518			-4,408	
175-MOODY'S CORP	2011-03	PURCHASE	2012-09		7,635	5,744			1,891	
10-NVR INC	2009-08	PURCHASE	2012-09		8,607	6,716			1,891	
5-GOOGLE INC-CL A	2008-11	PURCHASE	2012-09		3,475	1,469			2,006	
400-APPLIED MATERIALS INC	2011-07	PURCHASE	2012-09		4,637	5,036			-399	
90-CITIGROUP INC	2011-03	PURCHASE	2012-09		2,967	4,127			-1,160	
310-CITIGROUP INC	2011-02	PURCHASE	2012-09		10,220	14,621			-4,401	
25-TIME WARNER CABLE	2009-12	PURCHASE	2012-09		2,296	1,058			1,238	
100-TIME WARNER CABLE	2009-05	PURCHASE	2012-09		9,183	3,388			5,795	
100-JOHNSON & JOHNSON	2010-09	PURCHASE	2012-09		6,727	6,226			501	
100-JOHNSON & JOHNSON	2010-09	PURCHASE	2012-09		6,727	6,215			512	
100-JOHNSON & JOHNSON	2010-09	PURCHASE	2012-09		6,727	6,186			541	
100-JOHNSON & JOHNSON	2010-07	PURCHASE	2012-09		6,727	5,767			960	
400-JOHNSON & JOHNSON	2010-06	PURCHASE	2012-09		26,909	23,641			3,268	
9-GOOGLE INC-CL A	2008-11	PURCHASE	2012-08		6,143	2,644			3,499	
35-VISA INC - CLASS A SHRS	2011-08	PURCHASE	2012-08		4,437	2,999			1,438	
200-JPMORGAN CHASE & CO	2010-10	PURCHASE	2012-08		7,471	7,439			32	
111-JPMORGAN CHASE & CO	2010-08	PURCHASE	2012-08		4,146	4,027			119	
25-EOG RESOURCES INC	2010-10	PURCHASE	2012-08		2,731	2,479			252	
150-CENTURYLINK INC	2011-08	PURCHASE	2012-08		6,251	5,042			1,209	
150-CENTURYLINK INC	2011-03	PURCHASE	2012-08		6,251	6,146			105	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
100-JOHNSON & JOHNSON	2010-06	PURCHASE	2012-08		6,851	5,910			941	
350-GANNETT CO	2010-09	PURCHASE	2012-08		5,269	4,324			945	
700-APPLIED MATERIALS INC	2011-07	PURCHASE	2012-08		8,317	8,813			-496	
35-EOG RESOURCES INC	2010-10	PURCHASE	2012-08		3,861	3,471			390	
50-THE WALT DISNEY CO	2010-06	PURCHASE	2012-08		2,518	1,688			830	
50-THE WALT DISNEY CO	2010-05	PURCHASE	2012-08		2,518	1,786			732	
55-QUALCOMM INC	2011-03	PURCHASE	2012-08		3,361	2,903			458	
25-INTUIT INC	2011-01	PURCHASE	2012-08		1,499	1,183			316	
50-INTUIT INC	2011-01	PURCHASE	2012-08		2,999	2,380			619	
100-ORACLE CORP	2010-10	PURCHASE	2012-08		3,161	2,909			252	
75-ORACLE CORP	2010-10	PURCHASE	2012-08		2,371	2,040			331	
25-DANAHER CORP	2010-02	PURCHASE	2012-08		1,341	893			448	
50-DANAHER CORP	2009-09	PURCHASE	2012-08		2,681	1,698			983	
50-BORGWARNER INC	2011-06	PURCHASE	2012-07		3,366	3,587			-221	
40-BORGWARNER INC	2011-03	PURCHASE	2012-07		2,693	2,983			-290	
5-PRECISION CASTPARTS CORP	2011-06	PURCHASE	2012-07		800	763			37	
50-DANAHER CORP	2009-09	PURCHASE	2012-07		2,533	1,698			835	
75-TIME WARNER CABLE	2009-05	PURCHASE	2012-07		6,434	2,541			3,893	
100-TIME WARNER CABLE	2009-04	PURCHASE	2012-07		8,579	2,912			5,667	
300-PFIZER INC	2006-06	PURCHASE	2012-07		7,082	7,071			11	
50-COVIDIEN PLC	2011-05	PURCHASE	2012-07		2,657	2,864			-207	
6-COMCAST CORP-CL A	2010-04	PURCHASE	2012-07		190	113			77	
119-COMCAST CORP-CL A	2010-03	PURCHASE	2012-07		3,775	2,091			1,684	
50-DANAHER CORP	2009-09	PURCHASE	2012-07		2,530	1,698			832	
50-UNITED PARCEL SERVICE-CL B	2011-03	PURCHASE	2012-07		3,924	3,654			270	
50-UNITED PARCEL SERVICE-CL B	2010-11	PURCHASE	2012-07		3,924	3,422			502	
50-UNITED PARCEL SERVICE-CL B	2010-11	PURCHASE	2012-07		3,924	3,472			452	
15-PRECISION CASTPARTS CORP	2011-06	PURCHASE	2012-07		2,435	2,290			145	
15-MONSANTO CO	2011-04	PURCHASE	2012-07		1,242	1,046			196	
35-MONSANTO CO	2011-03	PURCHASE	2012-07		2,897	2,532			365	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
20-QUALCOMM INC	2011-03	PURCHASE	2012-07		1,104	1,056			48	
50-QUALCOMM INC	2011-02	PURCHASE	2012-07		2,761	2,954			-193	
10-ALLERGAN INC	2011-02	PURCHASE	2012-07		919	740			179	
15-ALLERGAN INC	2011-02	PURCHASE	2012-07		1,378	1,065			313	
25-UNITED PARCEL SERVICE-CL B	2010-10	PURCHASE	2012-07		1,978	1,682			296	
25-EOG RESOURCES INC	2010-09	PURCHASE	2012-07		2,275	2,246			29	
45-NOBLE ENERGY INC	2010-07	PURCHASE	2012-07		3,807	2,953			854	
25-EOG RESOURCES INC	2010-07	PURCHASE	2012-07		2,275	2,691			-416	
10-EOG RESOURCES INC	2010-05	PURCHASE	2012-07		910	1,094			-184	
77-COMCAST CORP-CL A	2010-03	PURCHASE	2012-07		2,409	1,353			1,056	
125-EMC CORP/MASS	2009-12	PURCHASE	2012-07		2,955	2,129			826	
50-DANAHER CORP	2009-09	PURCHASE	2012-07		2,549	1,698			851	
25-SCHLUMBERGER LTD	2008-11	PURCHASE	2012-07		1,641	1,296			345	
10-APPLE INC	2008-10	PURCHASE	2012-07		6,115	1,026			5,089	
25-SCHLUMBERGER LTD	2008-09	PURCHASE	2012-07		1,641	2,080			-439	
6-GOOGLE INC-CL A	2008-07	PURCHASE	2012-07		3,509	2,963			546	
861 538-BERNSTEIN INTER DURATION IN	2006-06	PURCHASE	2012-07		14,000	12,751			1,249	
5291 734-BERNSTEIN INTERNATIONAL POR	2006-06	PURCHASE	2012-07		65,300	132,135			-66,835	
15-AMAZON COM INC	2011-03	PURCHASE	2012-07		3,420	2,492			928	
15-AMAZON COM INC	2011-02	PURCHASE	2012-07		3,420	2,583			837	
50-CENTURYLINK INC	2011-03	PURCHASE	2012-07		1,974	2,049			-75	
150-CENTURYLINK INC	2010-10	PURCHASE	2012-07		5,921	6,085			-164	
400-GANNETT CO	2010-09	PURCHASE	2012-06		5,863	4,942			921	
45-GILEAD SCIENCES INC	2010-04	PURCHASE	2012-06		2,289	1,850			439	
300-PFIZER INC	2006-06	PURCHASE	2012-06		6,867	7,071			-204	
45-UNITEDHEALTH GROUP INC	2011-06	PURCHASE	2012-06		2,637	2,272			365	
325-AT&T INC	2011-04	PURCHASE	2012-06		11,331	10,043			1,288	
100-ALTRIA GROUP INC	2011-03	PURCHASE	2012-06		3,380	2,476			904	
100-ALTRIA GROUP INC	2010-12	PURCHASE	2012-06		3,380	2,476			904	
600-PFIZER INC	2006-06	PURCHASE	2012-06		13,354	14,141			-787	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
189-JPMORGAN CHASE & CO	2010-08	PURCHASE	2012-06		6,828	6,857			-29	
300-JPMORGAN CHASE & CO	2010-08	PURCHASE	2012-06		10,837	10,856			-19	
79-JPMORGAN CHASE & CO	2010-07	PURCHASE	2012-06		2,854	3,028			-174	
132-JPMORGAN CHASE & CO	2010-06	PURCHASE	2012-06		4,768	5,130			-362	
800-DELTA AIR LINES INC	2010-11	PURCHASE	2012-06		8,956	10,444			-1,488	
30-AMAZON COM INC	2010-07	PURCHASE	2012-06		6,650	3,685			2,965	
5-APPLE INC	2008-10	PURCHASE	2012-06		2,910	513			2,397	
10-APPLE INC	2008-10	PURCHASE	2012-06		5,875	1,026			4,849	
25-FLOWSERVE CORPORATION	2011-04	PURCHASE	2012-06		2,635	3,183			-548	
15-FLOWSERVE CORPORATION	2011-03	PURCHASE	2012-06		1,581	1,862			-281	
100-DEVON ENERGY CORPORATION	2011-05	PURCHASE	2012-06		5,740	8,506			-2,766	
75-DEVON ENERGY CORPORATION	2011-02	PURCHASE	2012-06		4,305	6,635			-2,330	
68-JPMORGAN CHASE & CO	2010-06	PURCHASE	2012-06		2,283	2,643			-360	
232-JPMORGAN CHASE & CO	2010-06	PURCHASE	2012-06		7,790	8,780			-990	
125-DEVON ENERGY CORPORATION	2011-02	PURCHASE	2012-06		7,563	11,059			-3,496	
50-DEVON ENERGY CORPORATION	2011-01	PURCHASE	2012-06		3,025	4,195			-1,170	
68-JPMORGAN CHASE & CO	2010-06	PURCHASE	2012-06		2,251	2,573			-322	
194-JPMORGAN CHASE & CO	2010-06	PURCHASE	2012-06		6,422	7,675			-1,253	
100-JPMORGAN CHASE & CO	2010-03	PURCHASE	2012-06		3,310	4,171			-861	
40-JPMORGAN CHASE & CO	2010-02	PURCHASE	2012-06		1,324	1,599			-275	
65-POTASH CORP OF SASKATCHEWAN	2011-05	PURCHASE	2012-06		2,401	3,411			-1,010	
75-JPMORGAN CHASE & CO	2011-03	PURCHASE	2012-06		2,327	3,445			-1,118	
175-MARVELL TECHNOLOGY GROUP LT	2010-11	PURCHASE	2012-06		2,097	3,399			-1,302	
100-JPMORGAN CHASE & CO	2010-11	PURCHASE	2012-06		3,103	4,048			-945	
175-MARVELL TECHNOLOGY GROUP LT	2010-10	PURCHASE	2012-06		2,097	3,339			-1,242	
31-JPMORGAN CHASE & CO	2010-07	PURCHASE	2012-06		962	1,188			-226	
500-GENERAL ELECTRIC CO	2010-12	PURCHASE	2012-06		9,295	8,845			450	
500-CORNING INC	2010-11	PURCHASE	2012-06		6,305	9,001			-2,696	
350-MARATHON OIL CORP	2010-06	PURCHASE	2012-06		8,402	6,691			1,711	
150-MARATHON OIL CORP	2010-05	PURCHASE	2012-06		3,601	2,947			654	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
800-CORNING INC	2009-10	PURCHASE	2012-06		10,087	12,554			-2,467	
7-NVR INC	2009-07	PURCHASE	2012-05		5,782	3,370			2,412	
100-CENTURYLINK INC	2010-10	PURCHASE	2012-05		3,893	4,057			-164	
100-CENTURYLINK INC	2010-10	PURCHASE	2012-05		3,893	4,065			-172	
50-UNITED PARCEL SERVICE-CL B	2010-10	PURCHASE	2012-05		3,719	3,365			354	
25-QUALCOMM INC	2011-02	PURCHASE	2012-05		1,497	1,477			20	
25-QUALCOMM INC	2011-02	PURCHASE	2012-05		1,497	1,465			32	
75-EMC CORP/MASS	2009-12	PURCHASE	2012-05		1,929	1,277			652	
75-EMC CORP/MASS	2009-11	PURCHASE	2012-05		1,929	1,262			667	
20-AMAZON COM INC	2010-07	PURCHASE	2012-05		4,586	2,227			2,359	
200-GENERAL ELECTRIC CO	2010-12	PURCHASE	2012-05		3,737	3,538			199	
400-NORTHROP GRUMMAN CORP	2010-12	PURCHASE	2012-05		24,078	23,212			866	
700-GENERAL ELECTRIC CO	2010-02	PURCHASE	2012-05		13,080	11,028			2,052	
25-QUALCOMM INC	2011-02	PURCHASE	2012-05		1,601	1,465			136	
50-QUALCOMM INC	2011-02	PURCHASE	2012-05		3,201	2,827			374	
500-CONSTELLATION BRANDS INC-A	2010-02	PURCHASE	2012-04		11,000	7,512			3,488	
400-CONSTELLATION BRANDS INC-A	2010-01	PURCHASE	2012-04		8,800	6,274			2,526	
200-MARVELL TECHNOLOGY GROUP LT	2010-10	PURCHASE	2012-04		3,019	3,817			-798	
50-EXPRESS SCRIPTS HOLDING CO	2011-03	PURCHASE	2012-04		2,846	2,734			112	
25-EXPRESS SCRIPTS HOLDING CO	2011-02	PURCHASE	2012-04		1,423	1,391			32	
25-POTASH CORP OF SASKATCHEWAN	2011-01	PURCHASE	2012-04		1,103	1,442			-339	
75-BROADCOM CORP-CL A	2010-09	PURCHASE	2012-04		2,715	2,683			32	
50-BROADCOM CORP-CL A	2010-08	PURCHASE	2012-04		1,810	1,614			196	
30-BORGWARNER INC	2011-03	PURCHASE	2012-04		2,399	2,237			162	
10-FLOWSERVE CORPORATION	2011-03	PURCHASE	2012-04		1,117	1,241			-124	
20-FLOWSERVE CORPORATION	2011-03	PURCHASE	2012-04		2,233	2,423			-190	
50-STARBUCKS CORP	2010-11	PURCHASE	2012-04		2,963	1,436			1,527	
75-UNITED PARCEL SERVICE-CL B	2010-10	PURCHASE	2012-04		5,923	5,240			683	
25-UNITED PARCEL SERVICE-CL B	2010-09	PURCHASE	2012-04		1,974	1,675			299	
19-GOLDMAN SACHS GROUP INC	2011-02	PURCHASE	2012-04		2,222	3,147			-925	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
300-CONSTELLATION BRANDS INC-A	2009-09	PURCHASE	2012-04		7,397	4,370			3,027	
250-TRAVELERS COS INC/THE	2011-03	PURCHASE	2012-03		14,704	14,757			-53	
250-TRAVELERS COS INC/THE	2010-12	PURCHASE	2012-03		14,704	13,821			883	
25-BROADCOM CORP-CL A	2010-08	PURCHASE	2012-03		963	807			156	
50-BROADCOM CORP-CL A	2010-05	PURCHASE	2012-03		1,926	1,468			458	
175-DTE ENERGY COMPANY	2011-03	PURCHASE	2012-03		9,517	8,389			1,128	
85-DOW CHEMICAL	2010-09	PURCHASE	2012-03		2,978	2,175			803	
4-GOLDMAN SACHS GROUP INC	2010-10	PURCHASE	2012-03		507	633			-126	
22-GOLDMAN SACHS GROUP INC	2010-10	PURCHASE	2012-03		2,788	3,363			-575	
16-GOLDMAN SACHS GROUP INC	2011-02	PURCHASE	2012-03		1,872	2,650			-778	
21-GOLDMAN SACHS GROUP INC	2010-10	PURCHASE	2012-03		2,457	3,322			-865	
3-GOLDMAN SACHS GROUP INC	2010-10	PURCHASE	2012-03		351	459			-108	
5-APPLE INC	2008-10	PURCHASE	2012-03		2,649	513			2,136	
200-CENTURYLINK INC	2010-10	PURCHASE	2012-03		7,718	8,130			-412	
125-GENERAL MOTORS CO	2010-11	PURCHASE	2012-02		3,280	4,250			-970	
10-APPLE INC	2008-10	PURCHASE	2012-02		5,338	1,026			4,312	
65-DOW CHEMICAL	2010-09	PURCHASE	2012-02		2,219	1,663			556	
60-DOW CHEMICAL	2010-08	PURCHASE	2012-02		2,048	1,511			537	
50-POTASH CORP OF SASKATCHEWAN	2011-01	PURCHASE	2012-02		2,327	2,883			-556	
700-DELL INC	2010-10	PURCHASE	2012-02		12,688	10,163			2,525	
2-APPLE INC	2008-10	PURCHASE	2012-02		985	205			780	
3-APPLE INC	2008-05	PURCHASE	2012-02		1,478	567			911	
80-JOHNSON CONTROLS INC	2009-12	PURCHASE	2012-02		2,638	2,219			419	
50-ORACLE CORP	2010-10	PURCHASE	2012-02		1,437	1,360			77	
25-ORACLE CORP	2010-09	PURCHASE	2012-02		718	671			47	
300-GENERAL MOTORS CO	2010-11	PURCHASE	2012-02		7,743	10,200			-2,457	
20-JOHNSON CONTROLS INC	2009-12	PURCHASE	2012-02		655	555			100	
100-JOHNSON CONTROLS INC	2009-12	PURCHASE	2012-02		3,275	2,749			526	
5-APPLE INC	2008-05	PURCHASE	2012-02		2,292	945			1,347	
50-STARBUCKS CORP	2010-11	PURCHASE	2012-01		2,401	1,436			965	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
15-AMAZON COM INC	2010-07	PURCHASE	2012-01		2,856	1,670			1,186	
350-MARATHON PETROLEUM CORP	2010-06	PURCHASE	2012-01		13,327	8,662			4,665	
75-BROADCOM CORP-CL A	2010-05	PURCHASE	2012-01		2,678	2,506			172	
100-EMC CORP/MASS	2009-11	PURCHASE	2012-01		2,573	1,683			890	
5-APPLE INC	2008-05	PURCHASE	2012-01		2,120	945			1,175	
30-ACCENTURE PLC-CL A	2010-11	PURCHASE	2012-01		1,680	1,368			312	
75-JOHNSON CONTROLS INC	2009-12	PURCHASE	2012-01		2,438	2,062			376	
5-GOOGLE INC-CL A	2008-07	PURCHASE	2012-01		3,144	2,469			675	
500-MARATHON OIL CORP	2010-05	PURCHASE	2012-01		15,277	9,823			5,454	
1050 CTRIP COM INTERNATIONAL	2011-08	PURCHASE	2012-06		18,394	42,497			-24,103	
1150 CVS CAREMARK CORP	2011-08	PURCHASE	2012-01		48,850	39,130			9,720	
1135 NEW ORIENTAL EDUCATION	2012-01	PURCHASE	2012-07		13,295	28,203			-14,908	
960 NEW ORIENTAL EDUCATION	2012-01	PURCHASE	2012-07		11,245	21,590			-10,345	
1375 CTRIP COM INTERNATIONAL	2011-02	PURCHASE	2012-06		24,087	58,212			-34,125	
950 CVS CAREMARK CORP	2011-08	PURCHASE	2012-12		44,233	32,325			11,908	
390 EBAY INC	2008-11	PURCHASE	2012-10		18,911	5,037			13,874	
400 EXPRESS SCRIPTS INC	2006-10	PURCHASE	2012-02		20,815	6,721			14,094	
1035 EXPRESS SCRIPTS INC	2006-11	PURCHASE	2012-02		53,858	15,776			38,082	
1575 GLOBAL PAYMENTS INC	2007-01	PURCHASE	2012-01		73,840	59,582			14,258	
575 IDEXX LABORATORIES INC	2007-03	PURCHASE	2012-10		55,943	24,520			31,423	
190 IDEXX LABORTORIES INC	2008-03	PURCHASE	2012-10		18,485	9,448			9,037	
250 LABORTORY CORP OF AMER HLDGS	2007-01	PURCHASE	2012-11		21,102	17,299			3,803	
400 LABORTORY CORP OF AMER HLDGS	2009-09	PURCHASE	2012-11		33,763	25,618			8,145	
700 NEW ORIENTAL EDUCATION	2009-02	PURCHASE	2012-07		15,356	7,334			8,022	
935 NEW ORIENTAL EDUCATION	2009-02	PURCHASE	2012-07		20,511	10,402			10,109	
1665 NEW ORIENTAL EDUCATION	2009-02	PURCHASE	2012-07		19,503	18,524			979	
400 VISA INC CLASS A	2009-10	PURCHASE	2012-01		40,388	30,091			10,297	
250 VISA INC CLASS A	2009-10	PURCHASE	2012-12		37,671	18,807			18,864	
67 VISA INC CLASS A	2009-12	PURCHASE	2012-12		10,096	5,561			4,535	
1200 JPMORGAN CHASE & CO ENT	2011-12	PURCHASE	2012-08		47,495	45,501			1,994	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
2 44199 KINDER MORGAN MGMT LLC	2011-12	PURCHASE	2012-12		183				183	
250 CARNIVAL CORP	2011-06	PURCHASE	2012-09		9,291	9,436			-145	
1200 JOHNSON CONTROLS INC	2011-03	PURCHASE	2012-10		30,899	48,648			-17,749	
1500 ANALOG DEVICES INC	2009-11	PURCHASE	2012-12		57,682	42,092			15,590	
1000 CARNIVAL CORP	2010-09	PURCHASE	2012-09		37,165	38,635			-1,470	
700 CATERPILLAR INC	2011-12	PURCHASE	2012-12		68,226	35,290			32,936	
500 ECOLAB INC	2001-12	PURCHASE	2012-02		30,482	9,300			21,182	
1000 EMERSON ELECTRIC CO	2003-07	PURCHASE	2012-08		49,197	26,515			22,682	
750 JOHNSON & JOHNSON	2011-12	PURCHASE	2012-12		52,564	44,195			8,369	
800 KELLOGG COMPANY	2010-06	PURCHASE	2012-02		39,669	43,050			-3,381	
900 OMNICOM GROUP	2003-10	PURCHASE	2012-12		44,350	33,166			11,184	
1000 PACCAR INC	2009-11	PURCHASE	2012-10		43,313	39,283			4,030	
700 PEPSICO INCORPORATED	2011-12	PURCHASE	2012-03		45,672	32,698			12,974	

TY 2012 Investments Corporate Bonds Schedule

Name: LAY FAMILY FOUNDATION
A CORPORATION C/O TOD MOSES CPA

EIN: 43-1510405

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BERNSTEIN INT DUR BOND PORTFOLIO	1,296,784	1,412,072
BERNSTEIN - RESTRICTED ENDOWMENT	100,905	105,039

TY 2012 Investments Corporate Stock Schedule

Name: LAY FAMILY FOUNDATION
A CORPORATION C/O TOD MOSES CPA

EIN: 43-1510405

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CLSLY HELD STK-ANT. HOLDINGS I INC	143,797	143,797
ANTONIA INVESTMENTS LTD	108,184	108,184
1250 CARNIVAL CORP		
1300 DISNEY COMPANY DEL		
1200 JOHNSON CONTROLS INC		
875 MCDONALDS CORP		
900 OMNICOM GROUP INC		
675 COSTCO WHOLESALE CORP		
800 KELLOGG CO		
1150 NESTLE SA SPONSORED ADR		
700 PEPSICO INC		
982 PROCTOR & GAMBLE CO		
650 ANADARKO PETROLEUM CORP		
375 CHEVRON CORP		
750 EXXON MOBIL CORP		
475 SCHLUMBERGER LTD		
486 AVALONBAL COMMUNITIES INC		
600 FRANKLIN RESOURCES		
600 TORONTO DOMINION BANK		
1400 WELLS FARGO & CO		
1000 ABBOTT LABORATORIES		
575 ALLERGAN INC		
750 AMGEN INC		
750 JOHNSON & JOHNSON		
1100 MERCK & CO INC		
1240 SANOFI-AVENTIS ADR		
650 BOEING CO		
700 CATERPILLAR INC		
1000 DANAHER CORP		
1000 EMERSON ELECTRIC CO		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1000 PACCAR INC		
700 UNITED TECHNOLOGIES CORP		
1000 ACCENTURE PLC IRELAND		
1500 ANALOG DEVICES INC		
100 APPLE INC		
398 IBM CORP		
2000 INTEL CORP		
1675 MICROSOFT CORP		
1450 ORACLE CORP		
800 QUALCOMM INC		
575 AIR PRODUCTS & CHEMICALS INC		
1600 ECOLAB INC		
500 PPG INDUSTRIES		
1100 VERIZON COMMUNICATINS INC		
800 NEXTERA ENERGY INC		
1000 SOUTHERN CO		
1200 JP MORGAN ALERIAN MLP INDEX FUN		
335 BAIDU INC ADR		
875 C H ROBINSON WORLDWIDE INC		
375 COGNIZANT TECHNOLOGY SOLUTIONS C		
2425 CTRIP.COM INTERNATIONAL LTD ADR		
4425 CVS CAREMARK CORP		
2925 DANAHER CORP		
2825 EBAY INC		
7800 EXPRESS SCRIPTS INC		
1575 GLOBAL PAYMENTS INC.		
109 GOOGLE INC CL A		
1325 IDEXX LABORATORIES INC		
675 INTERCONTINENTALEXCHANG		
650 LABORATORY CORP OF AMER HLDGS		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
800 MONSANTO CO NEW		
3300 NEW ORIENTAL EDUCATIO		
1075 PRAXAIR INC		
1100 QUALCOMM INC		
1950 VISA INC CLASS A		
107930.81-BERNSTEIN INTERNATIONAL PO		
9379.748-BERNSTEIN EMERGING MARKETS		
5800-PFIZER INC		
1500-JOHNSON & JOHNSON		
2100-BP PLC-SPONS ADR		
3300-CITIGROUP INC		
1800-ASTRAZENECA PLC-SPONS ADR		
3000-HEWLETT-PACKARD CO		
1900-CENTURYLINK INC		
2125-JPMORGAN CHASE & CO		
160-APPLE INC		
900-WELLPOINT INC		
1000-UNITEDHEALTH GROUP INC		
2400-GENERAL MOTORS CO		
1600-MARATHON OIL CORP		
1400-MARATHON PETROLEUM CORP		
400-LORILLARD INC		
65-GOOGLE INC-CL A		
1010-GILEAD SCIENCES INC		
650-TIME WARNER CABLE		
1700-KROGER CO		
900-VIACOM INC-CLASS B		
3400-APPLIED MATERIALS INC		
1200-ALTRIA GROUP INC		
900-TRANSOCEAN LTD		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
5200-MICRON TECHNOLOGY INC		
1000-LYONDELLBASELL INDU-CL A		
1700-GENERAL ELECTRIC CO		
500-TRAVELERS COS INC/THE		
1400-TYSON FOODS INC-CL A		
1900-MORGAN STANLEY		
500-QUALCOMM INC		
375-SCHLUMBERGER LTD		
1200-CONSTELLATION BRANDS INC-A		
1900-CORNING INC		
325-UNITED PARCEL SERVICE-CL B		
700-MOODY'S CORP		
400-NORTHROP GRUMMAN CORP		
490-DANAHER CORP		
1400-NV ENERGY INC		
1700-GANNETT CO		
1000-CMS ENERGY CORP		
550-LEAR CORP		
850-ORACLE CORP		
350-DEVON ENERGY CORPORATION		
225-NOBLE ENERGY INC		
2600-DELTA AIR LINES INC		
600-CIT GROUP INC		
550-THE WALT DISNEY CO.		
375-DTE ENERGY COMPANY		
275-CONOCOPHILLIPS		
275-MONSANTO CO		
500-LAM RESEARCH CORP		
777-COMCAST CORP-CL A		
550-TRW AUTOMOTIVE HOLDINGS CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
425-GENERAL MILLS INC		
195-ALLERGAN INC		
775-EMC CORP/MASS		
95-AMAZON.COM INC		
160-EOG RESOURCES INC		
350-MCGRAW HILL COS INC		
525-BROADCOM CORP-CL A		
850-CISCO SYSTEMS INC		
1100-MARVELL TECHNOLOGY GROUP LT		
500-HEALTH NET INC		
325-STARBUCKS CORP		
90-PRECISION CASTPARTS CORP		
325-COVIDIEN PLC		
900-NEWELL RUBBERMAID INC		
600-GAMESTOP CORP		
275-INTUIT INC		
156-GOLDMAN SACHS GROUP INC		
450-METLIFE INC		
185-BOEING CO		
250-FMC TECHNOLOGIES INC		
275-EXPRESS SCRIPTS INC		
160-ANADARKO PETROLEUM CORP		
120-FLOWSERVE CORPORATION		
195-CITRIX SYSTEMS INC		
275-DIRECTV-CLASS A		
17-NVR INC		
275-LIMITED BRANDS INC		
550-CENTERPOINT ENERGY INC		
350-JOHNSON CONTROLS INC		
1000-FORD MOTOR CO		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
350-INGERSOLL-RAND PLC		
700-DELL INC		
160-BORGWARNER INC		
325-AT&T INC		
375-LOWE'S COS INC		
325-DOW CHEMICAL		
225-POTASH CORP OF SASKATCHEWAN		
90-VISA INC - CLASS A SHRS		
120-ROCKWELL AUTOMATION INC		
195-DOLLAR GENERAL CORP		
60-VF CORP		
500-CBRE GROUP INC		
130-ACCENTURE PLC-CL A		
70-PERRIGO INC		
165-HARLEY DAVIDSON INC		
90-CELGENE CORP		
85-PVH CORP		
85-PEPSICO INC		
170-ILLUMINA INC		
40-GOODRICH CORP		
75-HERSHEY CO/THE		
140-WELLS FARGO & COMPANY		
50-PROCTER & GAMBLE CO		
25-ESTEE LAUDER COMPANIES-CL A		
25-SALESFORCE.COM INC		
50-LAS VEGAS SANDS CORP		
875 C H ROBINSON WORLDWIDE INC	37,955	55,318
2430 CAPITAL ONE FINANCIAL CORP	115,640	140,770
2400 COGNIZANT TECHNOLOGY SOLUTIONS	159,123	177,318
2325 CVS CAREMARK CORP	79,111	112,414

Name of Stock	End of Year Book Value	End of Year Fair Market Value
335 BAIDU INC ADR	20,481	33,597
3945 DANAHER CORP	176,623	220,526
2435 EBAY INC	31,452	124,179
6365 EXPRESS SCRIPTS HLDG CO	173,567	343,710
109 GOOGLE INC CL A	37,672	77,104
560 IDEXX LABORATORIES INC	27,846	51,968
945 INTERCONTINENTALEXCHANG INC	100,379	117,000
800 MONSANTO CO NEW	58,452	75,720
1075 PRAXAIR INC	79,332	117,659
1100 QUALCOMM INC	42,113	68,046
1233 VISA INC CLASS A	106,643	186,897
1400 COMCAST CORP A	51,924	52,304
1300 DISNEY THE WALT	42,182	64,727
875 MCDONALDS CORP	49,000	77,184
1100 TJX COMPANIES INC	44,863	46,695
675 ANHEUSER BUSCH INBEV	48,763	59,002
675 COSTCO WHOLESALE CORP	40,750	66,643
1900 MONDELEZ INTERNATIONAL W/I	50,748	48,361
1150 NESTLE SA SPONSORED ADR	27,140	74,946
982 PROCTER & GAMBLE CO	34,244	66,668
650 ANADARKO PETROLEUM CORP	41,526	48,302
475 CHEVRON CORP	40,842	51,367
750 EXXON MOBIL CORP	28,733	64,913
636 KINDER MORGAN MANAGEMENT LLC	44,623	47,993
600 OCCIDENTAL PETROLEUM CORP	51,438	45,966
675 SCHLUMBERGER LTD	44,985	46,777
1500 AFLAC INC	71,234	79,680
486 AVALONBAY COMMUNITIES INC	47,148	65,897
600 FRANKLIN RESOURCES	29,772	75,420
600 TORONTO DOMINION BANK	43,154	50,598

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1400 WEKKS FARGO & CO	34,115	47,852
1000 ABBOTT LABORATORIES	48,770	65,500
575 ALLERGAN INC	46,796	52,745
750 AMGEN INC	40,909	64,650
850 GILEAD SCIENCES INC	49,079	62,433
1100 MERCK & CO INC	38,909	45,034
1000 ROCHE HOLDINGS LTD ADR	51,105	50,500
1240 SANOFI-AVENTIS ADR	41,688	58,751
650 BOEING CO	44,085	48,984
1000 DANAHER CORP	41,324	55,900
950 DEERE & CO	77,570	82,099
700 UNITED TECHNOLOGIES CORP	27,604	57,407
1000 ACCENTURE PLC IRELAND	50,537	66,500
100 APPLE INC	39,395	53,217
2000 CYPRESS SEMICONDUCTOR CORP	25,937	21,680
2128 EMC CORP MASS	56,663	53,838
398 IBM CORP	42,284	76,237
2000 INTEL CORP	65,720	41,240
1675 MICROSOFT CORP	51,502	44,739
1450 ORACLE CORP	45,717	48,314
800 QUALCOMM INC	43,489	49,488
575 AIR PRODUCTS & CHEMICALS INC	24,587	48,312
1100 ECOLAB INC	20,460	79,090
550 PPG INDUSTRIES	47,932	74,443
1100 VERIZON COMMUNICATIONS INC	31,593	47,597
800 NEXTERA ENERGY INC	47,184	55,352
1000 SOUTHERN CO	37,902	42,810
94348.476-BERNSTEIN INTERNATIONAL PO	1,820,058	1,312,387
8149.854-BERNSTEIN EMERGING MARKETS	253,414	230,396
4100-PFIZER INC	107,095	102,824

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1000-EXXON MOBIL CORP	89,261	86,550
1800-ASTRAZENECA PLC-SPONS ADR	77,519	85,086
2300-WELLS FARGO & COMPANY	75,637	78,614
1900-CITIGROUP INC	76,628	75,164
1700-BP PLC-SPONS ADR	68,661	70,788
2500-KROGER CO	58,478	65,050
1000-WELLPOINT INC	64,467	60,920
4100-HEWLETT-PACKARD CO	126,296	58,425
1515-COMCAST CORP-CLASS A	47,537	56,631
1400-CIT GROUP INC	50,908	54,096
1300-DISCOVER FINANCIAL SERVICES	50,916	50,115
90-APPLE INC	16,332	47,973
4000-APPLIED MATERIALS INC	44,865	45,760
2300-CISCO SYSTEMS INC	43,329	45,195
3800-MGM RESORTS INTERNATIONAL	45,166	44,232
3600-BANK OF AMERICA CORP	36,018	41,796
750-VIACOM INC-CLASS B	33,182	39,555
900-TJX COMPANIES INC	41,389	38,205
325-LORILLARD INC	38,625	37,918
650-LYONDELLBASELL INDU-CL A	25,531	37,109
900-MACY'S INC	33,235	35,118
1000-ALTRIA GROUP INC	24,759	31,440
2300-FORD MOTOR CO	24,065	29,785
300-TIME WARNER CABLE	15,470	29,157
1500-TYSON FOODS INC-CL A	26,980	29,100
40-GOOGLE INC-CL A	21,974	28,375
500-MCGRAW-HILL COMPANIES INC	21,073	27,335
4300-MICRON TECHNOLOGY INC	23,563	27,305
2300-DELTA AIR LINES INC	26,501	27,301
325-PHILIP MORRIS INTERNATIONAL	29,058	27,183

Name of Stock	End of Year Book Value	End of Year Fair Market Value
850-US BANCORP	29,382	27,149
550-LEAR CORP	24,987	25,762
1400-PULTE GROUP INC	20,757	25,424
465-UNITEDHEALTH GROUP INC	23,037	25,222
325-COGNIZANT TECH SOLUTIONS-A	22,537	24,066
425-HELMERICH & PAYNE	19,239	23,804
800-BB&T CORP	26,951	23,288
550-MEDTRONIC INC	23,945	22,561
475-STATE STREET CORP	20,404	22,330
180-INTERCONTINENTALEXCHANGE INC	24,164	22,286
850-GAMESTOP CORP	22,124	21,327
475-JPMORGAN CHASE & CO	21,692	20,885
300-SCHLUMBERGER LTD	19,786	20,790
300-ROYAL DUTCH SHELL PLC-ADR	21,877	20,685
300-DIAMOND OFFSHORE DRILLING	20,791	20,388
250-PARTNERRE LTD	19,987	20,123
400-DIRECTV	19,230	20,064
1100-NV ENERGY INC	16,388	19,954
400-THE WALT DISNEY CO.	14,384	19,916
175-CUMMINS INC	15,818	18,961
128-FLOWSERVE CORPORATION	16,264	18,790
275-CITRIX SYSTEMS INC	19,121	18,081
325-STARBUCKS CORP	14,241	17,427
350-HARRIS CORP	17,170	17,136
950-GANNETT CO	10,983	17,110
90-PRECISION CASTPARTS CORP	14,709	17,048
300-DANAHER CORP	14,293	16,770
250-QUALCOMM INC	13,832	15,505
165-IDEXX LABS CORP	14,964	15,312
200-BOEING CO/THE	13,713	15,072

Name of Stock	End of Year Book Value	End of Year Fair Market Value
30-INTUITIVE SURGICAL INC	15,589	14,711
275-EBAY INC	12,984	14,031
150-ALLERGAN INC	11,582	13,760
250-TRW AUTOMOTIVE HOLDINGS CORP	9,098	13,403
130-NOBLE ENERGY INC	11,992	13,226
165-CELGENE CORP	11,991	12,989
550-FIDELITY NATIONAL FINANCIAL IN	10,948	12,953
85-VISA INC - CLASS A SHRS	10,453	12,884
175-BUNGE LTD	11,566	12,721
300-VERTEX PHARMACEUTICALS INC	13,296	12,582
50-AMAZON.COM INC	11,383	12,557
85-BIOGEN IDEC INC	12,226	12,467
500-HEALTH NET INC	13,990	12,150
120-MCKESSON CORP	10,422	11,635
75-VF CORP	10,711	11,323
250-EDISON INTERNATIONAL	10,733	11,298
165-ANSYS INC	9,928	11,111
85-AFFILIATED MANAGERS GROUP INC	9,173	11,063
95-LINKEDIN CORP - A	9,011	10,908
145-HERSHEY CO/THE	8,709	10,472
195-RED HAT INC	9,959	10,327
225-DOLLAR GENERAL CORP	9,682	9,920
145-NATIONAL - OILWELL INC	11,523	9,911
165-ESTEE LAUDER COMPANIES-CL A	8,946	9,877
200-TIMKEN CO	9,054	9,566
30-CHIPOTLE MEXICAN GRILL-CL A	9,490	8,924
400-TIBCO SOFTWARE INC	11,969	8,804
90-F5 NETWORKS INC	9,781	8,744
90-MONSANTO CO	5,916	8,519
250-AT&T INC	9,172	8,428

Name of Stock	End of Year Book Value	End of Year Fair Market Value
80-ULTA SALON COSMETICS & FRAGRAN	7,272	7,861
60-EOG RESOURCES INC	5,671	7,247
200-VALIDUS HOLDINGS LTD	6,779	6,916
11-PRICELINE.COM INC	6,780	6,833
125-OCEANEERING INTL INC	5,817	6,724
120-COACH INC	7,430	6,661
110-INTUIT INC	5,124	6,545
70-O'REILLY AUTOMOTIVE INC	5,903	6,259
85-GILEAD SCIENCES INC	3,408	6,243
55-ROPER INDUSTRIES INC	5,823	6,131
225-FACEBOOK INC-A	4,474	5,992
100-TRIMBLE NAVIGATION LTD	5,310	5,978
75-RACKSPACE HOSTING INC	3,338	5,570
100-HARLEY DAVIDSON INC	3,980	4,883
130-BROADCOM CORP-CL A	4,469	4,317
165-EMC CORP/MASS	3,562	4,175
55-ILLUMINA INC	2,171	3,057

TY 2012 Investments - Other Schedule

Name: LAY FAMILY FOUNDATION
A CORPORATION C/O TOD MOSES CPA

EIN: 43-1510405

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LIM PTNRSHP INT-ANTONIA BRADLEY LP	AT COST		
LIM PTNRSHP INT-ANTONIA BRDLY PER LP	AT COST	289,078	289,078
LIM PTNRSHP INT-ANTONIA EDENS LP	AT COST	5,051,854	5,051,854
600 KINDER MORGAN MANAGEMENT LLC	AT COST		

TY 2012 Other Decreases Schedule

Name: LAY FAMILY FOUNDATION
A CORPORATION C/O TOD MOSES CPA

EIN: 43-1510405

Description	Amount
INCOME FROM TERM OF PTNSHP INT WITH NEG CAP ACCT	4,047,455

TY 2012 Other Expenses Schedule

Name: LAY FAMILY FOUNDATION
A CORPORATION C/O TOD MOSES CPA

EIN: 43-1510405

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
ASSET MANAGEMENT FEES EATON V	17,160	17,160		
ASSET MANAGEMENT FEES CORTLAN	20,355	20,355		
ASSET MANAGEMENT FEES BERNSTE	34,433	34,433		
BANK CHARGES-COMMERCE BANK	65	65		

TY 2012 Other Income Schedule

Name: LAY FAMILY FOUNDATION
A CORPORATION C/O TOD MOSES CPA

EIN: 43-1510405

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LITIGATION PROCEEDS	6,180	6,180	
ANTONIA-EDENS LP	225,147		
ANTONIA-BRADLEY LP	4,047,455		
ANTONIA-BRADLEY PER LP	-6,056		

TY 2012 Other Increases Schedule

Name: LAY FAMILY FOUNDATION
A CORPORATION C/O TOD MOSES CPA

EIN: 43-1510405

Description	Amount
DIFF OF CARRYING COSTS AND TAX BASIS OF ASSETS	88,283

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

TY 2012 Other Notes/Loans Receivable Long Schedule

Name: LAY FAMILY FOUNDATION
A CORPORATION C/O TOD MOSES CPA

EIN: 43-1510405

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
ANTONIA EDENS LP	MAJORITY OWNED PASSIVE ACTIVITY	285,520	285,250	2010-08		DEMAND-INTEREST QUARTERLY	0 53 %	INT IN PARTNERSHIP DISTRIBUTIONS	CASH FLOW		285,250

TY 2012 Substantial Contributors Schedule

Name: LAY FAMILY FOUNDATION
A CORPORATION C/O TOD MOSES CPA

EIN: 43-1510405

Name	Address
ANTONIA INVESTMENTS GREAT NORTHEAST INC	C/O TOD MOSES CPA 10135 MANCHESTER ROAD 206 WARSON WOODS, MO 63122

TY 2012 Taxes Schedule

Name: LAY FAMILY FOUNDATION
A CORPORATION C/O TOD MOSES CPA

EIN: 43-1510405

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES - BERNSTEIN 888-	3,174	3,174		
FOREIGN TAXES - WELLS FARGO 502	1,505	1,505		