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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012**Open to Public Inspection**

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation SOUERS CHARITABLE TRUST		A Employer identification number 43-6079817
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 866- 752-2127
City or town, state, and ZIP code CHICAGO, IL 60697		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 72,829,831.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

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)	5,146.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,385,723.	1,374,775.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	5,469,176.			
b Gross sales price for all assets on line 6a 56,791,923.		5,469,176.		
7 Capital gain net income (from Part IV, line 2)				
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)	21,028.	1,202.		STMT 2
12 Total. Add lines 1 through 11	6,881,073.	6,845,153.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	44,775.	26,865.		17,910.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	45.	NONE	NONE	45.
c Other professional fees (attach schedule) STMT 4	25,140.	25,140.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 5	112,812.	22,710.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 6		25,323.		
24 Total operating and administrative expenses. Add lines 13 through 23	182,772.	100,038.	NONE	17,955.
25 Contributions, gifts, grants paid	3,567,779.			3,567,779.
26 Total expenses and disbursements. Add lines 24 and 25	3,750,551.	100,038.	NONE	3,585,734.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	3,130,522.			
b Net investment income (if negative, enter -0-)		6,745,115.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	3,279,946.	2,148,760.	2,147,760.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule) .	3,054,688.	18,728,864.	18,906,233.
	b	Investments - corporate stock (attach schedule)	52,273,734.	32,390,480.	34,238,000.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	9,352,527.	17,809,269.	17,537,838.
	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)	67,960,895.	71,077,373.	72,829,831.	
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)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>				
	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. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	67,960,895.	71,077,373.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds .			
	30	Total net assets or fund balances (see instructions)	67,960,895.	71,077,373.	
31	Total liabilities and net assets/fund balances (see instructions)	67,960,895.	71,077,373.		

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	67,960,895.
2	Enter amount from Part I, line 27a	2	3,130,522.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	71,042.
4	Add lines 1, 2, and 3	4	71,162,459.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	85,086.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	71,077,373.

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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 PUBLICLY TRADED SECURITIES					
b OTHER GAINS AND LOSSES					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 56,856,505.		51,322,747.	5,533,758.		
b -64,582.			-64,582.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			5,533,758.		
b			-64,582.		
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	5,469,176.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	3,557,466.	72,035,555.	0.049385
2010	3,156,614.	68,410,781.	0.046142
2009	2,918,583.	62,892,474.	0.046406
2008	3,841,794.	72,797,410.	0.052774
2007	3,541,334.	82,013,485.	0.043180

2 Total of line 1, column (d)	2	0.237887
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	0.047577
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	70,847,080.
5 Multiply line 4 by line 3	5	3,370,692.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	67,451.
7 Add lines 5 and 6	7	3,438,143.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	3,585,734.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	67,451.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 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	67,451.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	67,451.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	147,738.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	147,738.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	80,287.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 23,243. Refunded <input checked="" type="checkbox"/>	11	57,044.	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NONE</u>	13	X	
14	The books are in care of ► <u>BANK OF AMERICA</u> Telephone no ► <u>(866) 752-2127</u> Located at ► <u>100 N BROADWAY, ST. LOUIS, MO</u> ZIP+4 ► <u>63102-2728</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?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? ☐ Yes ☒ 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? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. 100 WESTMINSTER ST, PROVIDENCE, RI 02903	TRUSTEE 1	44,775	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ **NONE**

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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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NOT APPLICABLE	
2 THE SOLE CHARITABLE ACTIVITY OF THIS ORGANIZATION IS THE MAKING OF CONTRIBUTIONS AND GRANTS TO QUALIFIED CHARITABLE ORGANIZATIONS. NO DIRECT CHARITABLE ACTIVITIES ARE CONDUCTED	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	69,045,599.
b	Average of monthly cash balances	1b	2,880,371.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	71,925,970.
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	NONE
3	Subtract line 2 from line 1d	3	71,925,970.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,078,890.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	70,847,080.
6	Minimum investment return. Enter 5% of line 5	6	3,542,354.

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	3,542,354.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	67,451.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	67,451.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,474,903.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	3,474,903.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,474,903.

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	3,585,734.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,585,734.
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	67,451.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,518,283.

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				3,474,903.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,662,452.	
b Total for prior years. 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 3,585,734.				
a Applied to 2011, but not more than line 2a . . .			1,662,452.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				1,923,282.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,551,621.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008 . . .	NONE			
b Excess from 2009 . . .	NONE			
c Excess from 2010 . . .	NONE			
d Excess from 2011 . . .	NONE			
e Excess from 2012 . . .	NONE			

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

NOT APPLICABLE

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 foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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 STATEMENT 18				3,567,779.
Total			3a	3,567,779.
b Approved for future payment				
Total			3b	

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

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

SOUERS CHARITABLE TRUST

43-6079817

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

SOUERS CHARITABLE TRUST

Employer identification number

43-6079817

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SYLVIA N SOUERS TR-FLOWERS ST. LOUIS, MO 63102	\$ 5,146.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

SOUERS CHARITABLE TRUST
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BALANCE SHEET
12/31/2012

Asset Type	Units	Fed Tax Cost	Market Value
CASH/CURRENCY			
CASH EQUIVALENTS			
BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	2,148,760 140	2,148,760 14	2,148,760 14
Total CASH EQUIVALENTS		2,148,760 14	2,148,760 14
Total CASH/CURRENCY		2,148,760 14	2,148,760 14
EQUITIES			
U.S. LARGE CAP			
ABBOTT LABS COM	2,064 000	141,090 19	135,192 00
ACCENTURE PLC CL A COM			
IRELAND ACE LTD COM	2,712 000	177,604 22	180,348 00
SWITZERLAND ACTIVISION BLIZZARD INC COM	3,377 000	257,062 25	269,484 60
ADOBE SYS INC COM	1,647 000	19,811 27	17,491 14
AGILENT TECHNOLOGIES INC COM	814 000	26,811 26	30,671 52
ALEXION PHARMACEUTICALS INC COM	509 000	19,406 54	20,838 46
ALLERGAN INC COM	83 000	9,128 33	7,780 42
ALTRIA GROUP INC COM	1,537 000	136,788 85	140,989 01
AMAZON COM INC COM	1,434 000	47,618 69	45,084 96
AMERICAN ELEC PWR INC COM	509 000	131,798 68	127,692 83
AMERICAN EXPRESS CO COM	1,047 000	43,866 88	44,685 96
AMGEN INC COM	946 000	55,801 51	54,376 08
ANALOG DEVICES INC COM	699 000	40,341 88	60,253 80
APPLE INC COM	415 000	15,654 40	17,454 90
AT&T INC COM	621 000	389,100 03	330,479 37

**SOUERS CHARITABLE TRUST
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**BALANCE SHEET
12/31/2012**

Asset Type	Units	Fed Tax Cost	Market Value
COM	5,074 000	147,671 44	171,044 54
AUTOMATIC DATA PROCESSING INC			
COM	827 000	48,174 49	47,081 11
BANK NEW YORK MELLON CORP			
COM	3,262 000	75,800 73	83,833 40
BB&T CORP			
COM	543 000	15,073 52	15,806 73
BED BATH & BEYOND INC			
COM	389 000	27,064 06	21,748 99
BLACKROCK INC			
CL A	462 000	83,500 01	95,500 02
BOEING CO			
COM	754 000	53,916 05	56,821 44
BRISTOL MYERS SQUIBB CO			
COM	3,014 000	100,473 20	98,226 26
BROADCOM CORP			
CL A	651 000	23,527 66	21,619 71
CAMERON INTL CORP			
COM	682 000	39,016 52	38,505 72
CAPITAL ONE FINL CORP			
COM	274 000	14,044 14	15,872 82
CBS CORP			
NEW CL B COM	979 000	31,334 66	37,250 95
CERNER CORP			
COM	1,671 000	123,045 76	129,519 21
CHEVRON CORP			
COM	2,037 000	237,361 96	220,281 18
CHUBB CORP			
COM	660 000	50,301 24	49,711 20
CIGNA CORP			
COM	346 000	15,329 38	18,497 16
CME GROUP INC			
COM	658 000	39,339 26	33,340 86
COACH INC			
COM	160 000	9,784 00	8,881 60
COGNIZANT TECHNOLOGY SOLUTIONS			
CL A	1,532 000	105,257 59	113,187 68
COLUMBIA SELECT LARGE CAP GROWTH			
FUND CLASS Z SHARES	310,405 707	3,642,479.16	4,302,223 10
COMCAST CORP			
NEW CL A SPL COM	2,522 000	86,275 35	90,590 24
COSTCO WHSL CORP NEW			
COM	966 000	98,549.49	95,373 18
CROWN CASTLE INTL CORP			

SOUERS CHARITABLE TRUST
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BALANCE SHEET
12/31/2012

Asset Type	Units	Fed Tax Cost	Market Value
COM	907 000	58,166 55	65,449 12
CVS CAREMARK CORP			
COM	2,554 000	119,356 43	123,485 90
DANAHER CORP DEL			
COM	1,247 000	68,593 36	69,707 30
DELPHI AUTOMOTIVE PLC			
COM			
JERSEY	2,491 000	77,055 95	95,280 75
DISCOVER FINL SVCS			
COM	665 000	22,362 12	25,635 75
DISNEY WALT CO			
COM DISNEY	1,543 000	80,463 28	76,825 97
DOMINION RES INC VA NEW			
COM	381 000	20,240 43	19,735 80
DOVER CORP			
COM	1,307 000	66,168 42	85,882 97
DU PONT E I DE NEMOURS & CO			
COM	1,111 000	57,812 55	49,971 11
ECOLAB INC			
COM	380 000	24,618 95	27,322 00
EDISON INTL			
COM	455 000	20,109 62	20,561 45
EMERSON ELEC CO			
COM	566 000	28,456.67	29,975 36
EXXON MOBIL CORP			
COM	2,931 000	267,363 54	253,678 05
FIFTH THIRD BANCORP			
COM	1,796 000	25,101 66	27,299 20
GENERAL MLS INC			
COM	2,510 000	98,236 13	101,454 20
GOLDMAN SACHS GROUP INC			
COM	1,047 000	124,918 10	133,555.32
GOOGLE INC			
CL A COM	222 000	155,440 52	157,038 36
HEINZ H J CO			
COM	999 000	56,280 46	57,622 32
HOME DEPOT INC			
COM	2,109 000	124,985 67	130,441 65
HONEYWELL INTL INC			
COM	2,054 000	124,768 93	130,367 38
HUMANA INC			
COM	118 000	8,119.57	8,098 34
INTEL CORP			
COM	5,489 000	127,950 56	113,183 18

SOUERS CHARITABLE TRUST
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BALANCE SHEET
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Asset Type	Units	Fed Tax Cost	Market Value
INTERNATIONAL BUSINESS MACHS			
COM	988 000	118,999 26	189,251 40
INTERNATIONAL PAPER CO			
COM	319 000	11,494 34	12,708 96
INTUIT			
COM	427 000	25,621 37	25,396 00
INTUITIVE SURGICAL INC			
COM	140 000	67,912 60	68,651 80
J P MORGAN CHASE & CO			
COM	6,103 000	260,311 10	268,343 42
JOHNSON & JOHNSON			
COM	3,182 000	219,632 26	223,058 20
JOHNSON CTLS INC			
COM	1,524 000	45,077 70	46,741 08
KELLOGG CO			
COM	196 000	9,956 50	10,946 60
KIMBERLY CLARK CORP			
COM	703 000	57,765 51	59,354 29
KINDER MORGAN INC DEL			
COM	1,345 000	48,655 38	47,518 85
LIMITED BRANDS INC			
COM	538 000	26,614 81	25,318 28
LINKEDIN CORP			
CL A COM	621 000	63,493 87	71,303 22
LOCKHEED MARTIN CORP			
COM	1,851 000	170,974 84	170,828 79
LOEWS CORP			
COM	289 000	11,564 04	11,776 75
LORILLARD INC			
COM	884 000	103,046 56	103,136 28
LULULEMON ATHLETICA INC			
COM	157 000	12,109 16	11,968 11
M & T BK CORP			
COM	101 000	8,385 02	9,945 47
MACYS INC			
COM	1,099 000	42,188 40	42,882 98
MARSH & MCLENNAN COS INC			
COM	1,908 000	64,486 53	65,768 76
MCDONALDS CORP			
COM	808 000	74,115 09	71,273 68
MCGRAW HILL FINL INC			
COM	237 000	10,730 01	12,956 79
MCKESSON CORP			
COM	237 000	20,880 73	22,979 52

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BALANCE SHEET
12/31/2012

Asset Type	Units	Fed Tax Cost	Market Value
MEAD JOHNSON NUTRITION CO COM	1,742.000	130,262.71	114,780.38
MERCK & CO INC NEW COM	2,104.000	92,380.11	86,137.76
METLIFE INC COM	3,174.000	110,713.60	104,551.56
MICROSOFT CORP COM	3,641.000	58,680.91	97,250.02
MOODYS CORP COM	1,496.000	64,483.72	75,278.72
NATIONAL OILWELL VARCO INC COM	995.000	83,171.36	68,008.25
NEXTERA ENERGY INC COM	437.000	29,709.14	30,236.03
NOBLE ENERGY INC COM	550.000	49,982.77	55,957.00
NORTHROP GRUMMAN CORP COM	596.000	39,277.41	40,277.68
OCCIDENTAL PETE CORP DEL COM	2,770.000	222,866.62	212,209.70
OMNICOM GROUP INC COM	416.000	21,221.25	20,783.36
ORACLE CORP COM	2,398.000	77,730.46	79,901.36
PARKER HANNIFIN CORP COM	588.000	37,179.03	50,015.28
PFIZER INC COM	10,894.000	261,508.07	273,213.89
PHILIP MORRIS INTL INC COM	3,622.000	234,166.14	302,944.08
PNC FINL SVCS GROUP INC COM	1,638.000	73,699.11	95,511.78
PPG INDS INC COM	756.000	87,214.16	102,324.60
PRAXAIR INC COM	1,138.000	121,037.68	124,554.10
PRECISION CASTPARTS CORP COM	719.000	114,136.22	136,192.98
PRICE T ROWE GROUP INC COM	510.000	23,780.89	33,209.72
PRICELINE COM INC COM NEW	177.000	110,868.73	109,809.03
PROCTER & GAMBLE CO COM	812.000	49,393.96	55,126.68

**SOUERS CHARITABLE TRUST
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**BALANCE SHEET
12/31/2012**

Asset Type	Units	Fed Tax Cost	Market Value
PRUDENTIAL FINL INC			
COM	959.000	54,606.13	51,143.47
QUALCOMM INC			
COM	3,578.000	228,046.33	221,333.65
RAYTHEON CO			
COM NEW	895.000	51,709.07	51,516.20
ROSS STORES INC			
COM	622.000	42,053.42	33,643.98
SALESFORCE COM INC			
COM	975.000	151,940.53	163,897.50
SCHLUMBERGER LTD			
COM			
NETHERLANDS ANTILLES	1,834.000	137,947.79	127,093.63
SCHWAB CHARLES CORP NEW			
COM	5,753.000	80,843.95	82,613.08
SEMPRA ENERGY			
COM	727.000	35,406.36	51,573.38
SHERWIN WILLIAMS CO			
COM	463.000	67,490.22	71,218.66
ST JUDE MED INC			
COM	1,666.000	67,519.61	60,209.24
STARBUCKS CORP			
COM	2,522.000	127,601.93	135,254.86
SUNTRUST BKS INC			
COM	810.000	19,422.88	22,963.50
SYMANTEC CORP			
COM	1,111.000	19,180.22	20,909.02
TARGET CORP			
COM	1,305.000	84,349.98	77,216.85
TD AMERITRADE HLDG CORP			
COM	1,258.000	21,892.32	21,146.98
TE CONNECTIVITY LTD			
COM			
SWITZERLAND	442.000	14,230.81	16,407.04
TEXAS INSTRS INC			
COM	956.000	13,850.05	29,530.84
THERMO FISHER SCIENTIFIC CORP			
COM	906.000	54,098.80	57,784.68
TIME WARNER INC			
NEW COM	1,293.000	58,011.09	61,844.19
TJX COS INC NEW			
COM	750.000	17,249.51	31,837.50
TRAVELERS COS INC			
COM	1,235.000	83,901.33	88,697.70

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BALANCE SHEET
12/31/2012

Asset Type	Units	Fed Tax Cost	Market Value
TYCO INTL LTD			
NEW F COM			
SWITZERLAND	2,186.000	61,500.93	63,940.50
UNITED PARCEL SVC INC			
CL B	746.000	55,448.24	55,002.58
UNITED TECHNOLOGIES CORP			
COM	1,184.000	82,256.41	97,099.84
US BANCORP DEL			
COM NEW	2,081.000	72,458.13	66,467.14
V F CORP			
COM	202.000	31,942.86	30,495.94
VALERO ENERGY CORP NEW			
COM	778.000	23,930.54	26,545.36
VERIZON COMMUNICATIONS INC			
COM	2,932.000	130,794.76	126,867.64
VERTEX PHARMACEUTICALS INC			
COM	465.000	26,416.65	19,483.50
VIACOM INC			
CL B COM	993.000	51,086.18	52,370.82
VISA INC			
CL A COM	912.000	121,974.07	138,240.96
VMWARE INC			
CL A COM	1,066.000	105,203.54	100,353.24
WAL-MART STORES INC			
COM	527.000	39,385.61	35,957.21
WASTE MGMT INC DEL			
COM	693.000	23,559.71	23,381.82
WELLS FARGO & CO			
NEW COM	2,936.000	85,559.41	100,352.48
WESTERN DIGITAL CORP			
COM	593.000	22,033.16	25,196.57
WHOLE FOODS MKT INC			
COM	162.000	15,807.69	14,767.92
3M CO			
COM	707.000	64,633.80	65,644.95
Total U.S. LARGE CAP		14,348,597.27	15,410,699.24
 U.S. MID CAP			
AES CORP			
COM	667.000	8,035.53	7,136.90
AGCO CORP			
COM	312.000	13,034.27	15,325.44
AIRGAS INC			
COM	250.000	20,661.75	22,822.50

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BALANCE SHEET
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Asset Type	Units	Fed Tax Cost	Market Value
AKAMAI TECHNOLOGIES INC			
COM	238 000	9,804.62	9,736.58
ALBEMARLE CORP			
COM	518 000	27,834.73	32,178 16
ALLEGHANY CORP DEL			
COM	63.000	21,391.36	21,131 46
ALLIANCE DATA SYS CORP			
COM	173.000	23,530.07	25,043.48
ALLIANT CORP			
COM	322.000	14,360.93	14,139.02
ALTERA CORP			
COM	447.000	16,703.62	15,372 33
AMDOCS LTD			
COM			
GUERNSEY	453.000	13,848.54	15,397.47
AMEREN CORP			
COM	368 000	11,872.11	11,304.96
AMERISOURCEBERGEN CORP			
COM	662 000	24,237.46	28,585.16
AMETEK INC NEW			
COM	1,080.000	38,222.45	40,575.60
AMPHENOL CORP NEW			
CL A	394.000	24,425.52	25,491 80
ARCH CAP GROUP LTD			
COM NEW BERMUDA	266.000	10,461.71	11,709.32
ARIAD PHARMACEUTICALS INC			
COM	393.000	9,085.57	7,537 74
ARROW ELECTRS INC			
COM	463 000	16,449.48	17,631.04
ASHLAND INC			
NEW COM	162.000	10,641.05	13,026.42
ATWOOD OCEANICS INC			
COM	406.000	16,490.02	18,590.74
AVNET INC			
COM	436.000	14,345.41	13,345 96
AXIS CAP HLDGS LTD			
COM			
BERMUDA	345.000	12,113.84	11,950.80
BALL CORP			
COM	187.000	7,544.61	8,368 25
BERKLEY W R CORP			
COM	493.000	18,774.69	18,605.82
BIOMARIN PHARMACEUTICAL INC			
COM	516.000	19,835.82	25,387.20

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BALANCE SHEET
12/31/2012

Asset Type	Units	Fed Tax Cost	Market Value
BRUKER CORP			
COM	1,335.000	18,776.76	20,342.60
BRUNSWICK CORP			
COM	713.000	15,617.37	20,741.17
CA INC			
COM	354.000	9,117.66	7,780.92
CAREFUSION CORP			
COM	919.000	23,592.67	26,265.02
CHURCH & DWIGHT INC			
COM	514.000	27,789.67	27,534.98
CINEMARK HLDGS INC			
COM	463.000	10,804.11	12,028.74
CLEAN HBRS INC			
COM	205.000	10,927.79	11,277.05
CMS ENERGY CORP			
COM	876.000	20,433.14	21,356.88
COBALT INTL ENERGY INC			
COM	380.000	8,833.18	9,332.80
COCA-COLA ENTERPRISES INC			
NEWCOM	1,878.000	57,066.91	59,588.94
COMERICA INC			
COM	527.000	16,098.44	15,989.18
COMMVault SYS INC			
COM	110.000	6,157.80	7,662.86
CONCHO RES INC			
COM	260.000	24,044.22	20,945.60
CONSTELLATION BRANDS INC			
CL A	531.000	16,051.44	18,792.09
CRANE CO			
COM	447.000	17,590.89	20,687.16
CROWN HLDGS INC			
COM	626.000	22,453.62	23,043.06
DAVITA HEALTHCARE PARTNERS INC			
COM	452.000	43,483.76	49,959.56
DENBURY RES INC			
COM NEW	1,695.000	28,474.10	27,459.00
DICKS SPORTING GOODS INC			
COM	306.000	16,003.04	13,919.94
DOLLAR TREE INC			
COM	848.000	39,151.47	34,394.88
DR PEPPER SNAPPLE INC			
COM	174.000	7,165.03	7,687.32
DST SYS INC DEL			
COM	371.000	19,819.19	22,482.60

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Asset Type	Units	Fed Tax Cost	Market Value
EAST WEST BANCORP INC			
COM	1,168.000	25,459.37	25,100.32
EATON VANCE CORP			
COM NON VTG	689.000	20,043.01	21,944.65
ELECTRONIC ARTS INC			
COM	562.000	7,972.93	8,160.24
EQT CORP			
COM	258.000	12,497.87	15,216.84
EQUIFAX INC			
COM	272.000	12,570.94	14,720.64
EQUINIX INC			
NEW COM	549.000	108,652.48	113,203.80
EXACTTARGET INC			
COM	341.000	7,902.75	6,820.00
EXPEDITORS INTL WASHINGTON INC			
COM	362.000	15,004.12	14,317.10
F M C CORP			
COM NEW	429.000	24,905.08	25,105.08
FASTENAL CO			
COM	2,821.000	120,423.54	131,599.65
FIRST REP BK SAN FRANCISCO			
CA NEW COM	682.000	22,763.52	22,355.96
FLOWSERVE CORP			
COM	207.000	23,292.18	30,387.60
FLUOR CORP			
COM NEW	463.000	25,493.50	27,196.62
FOREST CITY ENTERPRISES INC			
CL A	1,916.000	29,151.52	30,943.40
F5 NETWORKS INC			
COM	175.000	17,258.86	17,001.25
GARTNER GROUP INC NEW			
CL A	405.000	20,050.42	18,638.10
GENESEE & WYO INC			
CL A COM	248.000	16,012.81	18,867.84
GREAT PLAINS ENERGY INC			
COM	395.000	8,037.07	8,022.45
HAIN CELESTIAL GROUP INC			
COM	229.000	14,167.25	12,416.38
HANESBRANDS INC			
COM	591.000	15,736.97	21,169.62
HARMAN INTL INDS INC			
COM	496.000	19,951.65	22,141.44
HARRIS CORP DEL			
COM	368.000	14,798.02	18,017.28

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Asset Type	Units	Fed Tax Cost	Market Value
HEALTH MGMT ASSOC INC NEW			
CL A	1,437.000	11,633.23	13,392.84
HERBALIFE LTD			
COM			
CAYMAN ISLANDS	683.000	32,393.87	22,498.02
HEXCEL CORP NEW			
COM	453.000	10,670.64	12,212.88
HOLLYFRONTIER CORP			
COM	519.000	20,485.82	24,159.45
HOLOGIC INC			
COM	1,795.000	34,211.46	35,918.13
HUBBELL INC			
CL B	99.000	7,543.40	8,378.37
HUNTINGTON BANCSHARES INC			
COM	1,981.000	12,872.45	12,658.59
HUNTINGTON INGALLS INDS INC			
COM	338.000	14,324.10	14,648.92
IAC / INTERACTIVECORP			
PAR \$.001 COM	353.000	15,251.47	16,676.43
IDEX CORP			
COM	694.000	28,454.63	32,291.82
IHS INC			
CL A COM	149.000	17,345.46	14,304.00
ILLUMINA INC			
COM	229.000	10,919.21	12,730.11
INFORMATICA CORP			
COM	418.000	14,698.40	12,673.76
IRON MTN INC PA			
COM	569.000	18,630.44	17,667.45
ISHARES CORE S&P MID CAP ETF	15,935.000	1,603,054.63	1,620,589.50
JDS UNIPHASE CORP			
COM	1,831.000	19,505.34	24,718.50
JONES LANG LASALLE INC			
COM	101.000	7,914.15	8,477.94
JUNIPER NETWORKS INC			
COM	770.000	14,896.04	15,145.90
KANSAS CITY SOUTHERN			
NEW COM	230.000	18,416.18	19,200.40
KENNAMETAL INC			
COM	289.000	10,778.35	11,560.00
KIRBY CORP			
COM	335.000	15,657.43	20,733.15
KOHL'S CORP			
COM	188.000	8,825.68	8,080.24

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Asset Type	Units	Fed Tax Cost	Market Value
LEAR CORP			
NEW COM	502.000	20,190.38	23,513.68
LIFE TECHNOLOGIES CORP			
COM	2,245.000	106,179.52	110,072.35
LSI CORP			
COM	1,775.000	12,667.86	12,549.25
LUFKIN INDS INC			
COM	347.000	20,683.65	20,171.11
MANPOWERGROUP INC			
COM	348.000	13,235.85	14,769.12
MASCO CORP			
COM	641.000	8,624.61	10,679.06
MAXIM INTEGRATED PRODS INC			
COM	333.000	9,043.65	9,790.20
MEDIVATION INC			
COM	166.000	8,504.18	8,492.56
NEWELL RUBBERMAID INC			
COM	680.000	13,571.14	15,143.60
NORDSTROM INC			
COM	968.000	37,719.18	51,788.00
NU SKIN ENTERPRISES INC			
CL A	185.000	8,155.26	6,854.25
NV ENERGY INC			
COM	1,045.000	17,890.16	18,956.30
NVIDIA CORP			
COM	765.000	9,217.41	9,378.90
O REILLY AUTOMOTIVE INC			
NEW COM	172.000	14,192.54	15,380.24
OASIS PETE INC NEW			
COM	358.000	11,313.09	11,384.40
OCEANEERING INTL INC			
COM	2,103.000	119,212.76	113,120.37
OMNICARE INC			
COM	786.000	26,930.09	28,374.60
ON SEMICONDUCTOR CORP			
COM	1,184.000	7,954.08	8,347.20
ONYX PHARMACEUTICALS INC			
COM	201.000	15,268.18	15,181.53
OWENS ILL INC			
COM NEW	455.000	9,572.56	9,677.85
PALL CORP			
COM	321.000	20,035.07	19,343.46
PANERA BREAD CO			
CL A	151.000	25,169.31	23,983.33

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Asset Type	Units	Fed Tax Cost	Market Value
PARAMETRIC TECHNOLOGY CORP			
NEW COM	883.000	18,280.23	19,876.33
PERRIGO CO			
COM	186.000	20,539.87	19,349.58
PETSMART INC			
COM	231.000	16,174.43	15,786.54
POPULAR INC			
NEW COM	322.000	5,038.30	6,694.38
PVH CORP			
COM	307.000	28,688.08	34,080.07
QUEST DIAGNOSTICS INC			
COM	157.000	9,068.93	9,148.39
RACKSPACE HOSTING INC			
COM	388.000	25,187.02	28,816.76
RAYMOND JAMES FINL INC			
COM	629.000	21,774.53	24,235.37
RED HAT INC			
COM	413.000	24,131.63	21,872.48
REINSURANCE GROUP AMER INC			
COM	257.000	13,709.09	13,754.64
RELIANCE STEEL & ALUMINUM CO			
COM	412.000	23,275.48	25,585.20
ROBERT HALF INTL INC			
COM	1,023.000	29,444.30	32,551.86
ROCK-TENN CO			
CL A	127.000	7,084.71	8,878.57
ROPER INDS INC NEW			
COM	327.000	34,118.53	36,453.96
RPM INTL INC			
COM	1,175.000	34,184.16	34,498.00
SBA COMMUNICATIONS CORP			
COM	487.000	29,591.78	34,567.26
SCHEIN HENRY INC			
COM	458.000	35,592.76	36,832.36
SCOTTS MIRACLE GRO CO			
CL A COM	448.000	19,988.19	19,734.40
SEI INVESTMENTS CO			
COM	517.000	9,943.93	12,066.78
SIRONA DENTAL SYS INC			
COM	182.000	10,008.87	11,731.72
SLM CORP			
COM	716.000	9,701.80	12,265.08
SM ENERGY CO			
COM	437.000	25,822.19	22,815.77

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Asset Type	Units	Fed Tax Cost	Market Value
SMUCKER J M CO			
NEW COM	67.000	5,812.43	5,778.08
SOTHEBYS HLDGS INC			
CL A	597.000	18,095.02	20,071.14
STANLEY BLACK & DECKER INC			
COM	1,087.000	77,833.42	80,405.39
STARWOOD HOTELS & RESORTS			
WORLDWIDE INC COM	1,077.000	61,080.40	61,776.72
STERICYCLE INC			
COM	251.000	23,140.71	23,413.28
TERADATA CORP			
DELAWARE COM	309.000	22,292.81	19,124.01
TIBCO SOFTWARE INC			
COM	665.000	20,043.97	14,616.70
TORCHMARK CORP			
COM	549.000	26,439.33	28,366.83
TOWERS WATSON & CO			
CL A COM	416.000	25,563.63	23,383.36
TRANSDIGM GROUP INC			
COM	63.000	9,005.66	8,590.68
TRIUMPH GROUP INC NEW			
COM	325.000	19,136.38	21,222.50
TRW AUTOMOTIVE HLDGS CORP			
COM	241.000	9,730.64	12,920.01
TW TELECOM INC			
COM CL A	383.000	9,815.75	9,755.01
ULTA SALON COSMETICS & FRAGRANCE			
INC COM	186.000	18,230.25	18,276.36
ULTIMATE SOFTWARE GROUP INC			
COM	63.000	5,721.09	5,947.83
UNIVERSAL HLTH SVCS INC			
CL B	686.000	29,068.56	33,168.10
URBAN OUTFITTERS INC			
COM	379.000	15,009.12	14,917.44
VERISIGN INC			
COM	1,078.000	50,943.06	41,847.96
VERISK ANALYTICS INC			
CL A COM	1,846.000	89,044.14	94,090.62
WARNACO GROUP INC			
COM NEW	368.000	16,400.98	26,337.76
WATERS CORP			
COM	180.000	15,306.82	15,681.60
WESCO INTL INC			
COM	499.000	29,916.97	33,647.57

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Asset Type	Units	Fed Tax Cost	Market Value
WESTAR ENERGY INC			
COM	1,274.000	37,060.14	36,461.88
WESTERN UNION CO			
COM	3,609.000	67,125.96	49,118.49
WILLIAMS SONOMA INC			
COM	219.000	8,270.97	9,585.63
WISCONSIN ENERGY CORP			
COM	550.000	20,606.68	20,267.50
XILINX INC			
COM	689.000	24,085.85	24,708.23
XYLEM INC			
COM	714.000	17,878.56	19,349.40
Total U.S. MID CAP		5,153,124.30	5,323,106.10
U.S. SMALL CAP			
ABM INDS INC			
COM	754.000	14,547.38	15,042.30
ACACIA RESH CORP			
AR ACACIA TECHNOLOGIES COM	462.000	13,247.85	11,854.55
ACADIA HEALTHCARE CO INC			
COM	858.000	19,773.63	20,034.30
AIR LEASE CORP			
CL A COM	847.000	16,444.33	18,210.50
AMERICAN EQUITY INVT LIFE HLDG			
COM	1,270.000	14,043.66	15,506.70
ARUBA NETWORKS INC			
COM	531.000	9,875.27	11,012.94
ASBURY AUTOMOTIVE GROUP INC			
COM	352.000	10,225.53	11,274.56
ASPEN INS HLDGS LTD			
COM			
BERMUDA	563.000	15,670.26	18,061.04
BALLY TECHNOLOGIES INC			
COM	204.000	9,595.12	9,120.84
BERRY PETE CO			
CL A	348.000	14,208.35	11,675.40
BRINKS CO			
COM	532.000	12,854.98	15,177.96
BROADSOFT INC			
COM	289.000	11,225.17	10,499.37
BUFFALO WILD WINGS INC			
COM	111.000	9,368.72	8,083.02
C&J ENERGY SVCS INC			
COM	972.000	17,242.70	20,839.68

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Asset Type	Units	Fed Tax Cost	Market Value
CABOT CORP			
COM	852.000	31,274.96	33,901.08
CARIBOU COFFEE INC			
COM	597.000	8,399.73	9,665.43
CASELLA WASTE SYS INC			
CL A	2,174.000	9,328.58	9,522.12
CATHAY GENERAL BANCORP			
COM	1,119.000	18,704.76	21,854.07
CEVA INC			
COM	643.000	10,759.20	10,127.25
CHEMED CORP			
COM	193.000	11,606.34	13,237.87
CHEMTURA CORP			
NEW COM	1,039.000	18,199.91	22,089.14
COHERENT INC			
COM	267.000	13,317.93	13,518.82
COINSTAR INC			
COM	223.000	11,494.15	11,598.23
CORNERSTONE ONDEMAND INC			
COM	471.000	13,875.61	13,908.63
CURTISS WRIGHT CORP			
COM	510.000	16,576.23	16,743.30
CYPRESS SEMICONDUCTOR CORP			
COM	798.000	8,227.52	8,650.32
CYTEC INDS INC			
COM	226.000	14,310.70	15,555.58
DARLING INTL INC			
COM	1,118.000	16,765.19	17,932.72
DEXCOM INC COM	943.000	13,333.93	12,815.37
DUFF & PHELPS CORP			
NEW CL A COM	673.000	9,151.32	10,512.26
EINSTEIN NOAH RESTAURANT GROUP			
INC COM	700.000	12,483.45	8,547.00
ELOQUA INC			
COM	682.000	10,631.93	16,088.38
ENDOLOGIX INC	849.000	11,066.75	12,089.76
EVERCORE PARTNERS INC			
CL A COM	337.000	9,003.95	10,174.03
EXELIS INC			
COM	1,740.000	18,878.65	19,609.80
EXPRESS INC			
COM	592.000	9,549.13	8,933.28
FINANCIAL ENGINES INC			
COM	456.000	10,284.53	12,649.44

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Asset Type	Units	Fed Tax Cost	Market Value
FINISAR CORP			
COM	2,006.000	30,205.95	32,677.74
FINISH LINE INC			
CL A	540.000	12,787.74	10,222.20
FIRST CASH FINANCIAL SERVICES			
INC COM	324.000	14,944.99	16,076.88
FRESH DEL MONTE PRODUCE INC			
COM			
CAYMAN ISLANDS	610 000	15,242.50	16,073.50
FRESH MKT INC			
COM	190.000	10,369.53	9,137.10
FTI CONSULTING INC			
COM	743.000	22,883.35	24,519.00
FULLER H B CO			
COM	522.000	15,751.72	18,176.04
GATX CORP			
COM	450.000	18,109.30	19,485.00
GRAPHIC PACKAGING HLDG CO			
COM	2,625.000	14,382.32	16,957.50
HANCOCK HLDG CO			
COM	323.000	10,244.75	10,248.79
HANOVER INS GROUP INC			
COM	531 000	20,719.12	20,570.94
HARSCO CORP			
COM	913.000	17,746.72	21,455.50
HEALTH NET INC			
COM	821.000	21,574.07	19,950.30
HMS HLDGS CORP			
COM	326.000	9,893.24	8,449.92
HUB GROUP INC			
CL A	357.000	11,198.95	11,995.20
HURON CONSULTING GROUP INC			
COM	215.000	7,665.70	7,243.35
IMPERVA INC			
COM	271.000	9,045.28	8,544 63
INSULET CORP			
COM	514.000	11,378.68	10,907.08
INTEGRA LIFESCIENCES HLDGS CORP			
COM NEW	369.000	12,823.15	14,379.93
INTREPID POTASH INC			
COM	1,328.000	28,590.08	28,273 12
ION GEOPHYSICAL CORP			
COM	1,412.000	10,676.65	9,192.12
ISHARES RUSSELL 2000 ETF	18,820.000	1,484,953.60	1,586,861.00

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Asset Type	Units	Fed Tax Cost	Market Value
IXIA			
COM	646.000	9,964.11	10,969.08
JDA SOFTWARE GROUP INC			
COM	560.000	15,525.16	25,300.80
JIVE SOFTWARE INC			
COM	810.000	11,254.47	11,769.30
KNIGHT TRANSN INC			
COM	689.000	10,667.86	10,080.07
KORN FERRY INTL			
COM NEW	986.000	13,845.28	15,637.96
KRATON PERFORMANCE POLYMERS INC			
COM	447.000	10,816.86	10,741.41
LATTICE SEMICONDUCTOR CORP			
COM	3,862.000	18,048.82	15,409.38
LIFEPOINT HOSPITALS INC			
COM	471.000	16,833.54	17,780.25
MAGELLAN HEALTH SVCS INC			
NEW COM	642.000	29,079.46	31,458.00
MAGNUM HUNTER RES CORP DEL			
COM	2,447.000	10,969.57	9,763.53
MANITOWOC INC			
COM	579.000	8,405.52	9,078.72
MAP PHARMACEUTICALS INC			
COM	700.000	10,241.28	10,955.00
MCDERMOTT INTL INC			
COM			
ISIN PA5800371096 PANAMA	1,847.000	20,653.17	20,353.94
MEREDITH CORP			
COM	650.000	24,037.58	22,392.50
MICROSEMI CORP			
COM	955.000	19,163.51	20,093.20
MINERALS TECHNOLOGIES INC			
COM	334.000	11,089.55	13,333.28
NII HLDGS INC			
COM NEW	1,372.000	9,192.27	9,782.36
ON ASSIGNMENT INC			
COM	469.000	8,844.66	9,511.32
PEBBLEBROOK HOTEL TR			
COM	411.000	9,422.51	9,494.10
PIER 1 IMPORTS INC			
COM	472.000	9,189.79	9,440.00
PIONEER ENERGY SVCS CORP			
COM	1,089.000	9,131.70	7,906.14
POLYPORE INTL INC			

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Asset Type	Units	Fed Tax Cost	Market Value
COM	241.000	8,509.71	11,206.50
QLIK TECHNOLOGIES INC			
COM	568.000	13,561.89	12,336.96
QUALITY SYS INC			
COM	801.000	14,651.75	13,905.36
RED ROBIN GOURMET BURGERS INC			
COM	424.000	14,195.25	14,962.96
RENT A CTR INC NEW			
COM	546.000	18,739.97	18,760.56
RESTORATION HARDWARE HLDGS INC			
COM	274.000	8,677.72	9,242.02
RETAIL OPPORTUNITY INVTS CORP			
COM	2,268.000	28,152.12	29,147.88
RETAIL PPTYS AMER INC			
CL A REITS	2,025.000	20,393.09	24,239.25
ROSETTA RES INC			
COM	677.000	29,460.25	30,681.64
SAKS INC			
COM	1,849.000	18,316.99	19,432.99
SCIENTIFIC GAMES CORP			
CL A COM	1,010.000	8,344.82	8,756.70
SELECT INCOME REIT			
SH BEN INT	564.000	13,284.85	13,970.28
SHFL ENTMT INC			
COM			
CAYMAN ISLAND	619.000	9,471.01	8,975.50
SOURCEFIRE INC			
COM	396.000	22,383.02	18,699.12
SS&C TECHNOLOGIES HLDGS INC			
COM	441.000	10,464.93	10,182.69
STONE ENERGY CORP			
COM	930.000	21,621.79	19,083.60
SYMETRA FINL CORP			
COM	813.000	9,756.00	10,552.74
SYNCHRONOSS TECHNOLOGIES INC			
COM	443.000	10,492.09	9,342.87
TCF FINL CORP			
COM	1,685.000	19,080.26	20,472.75
TERADYNE INC			
COM	1,771.000	27,022.70	29,912.19
THORATEC CORP			
COM NEW	388.000	13,079.17	14,557.76
TITAN MACHY INC			
COM	452.000	9,296.92	11,164.40

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Asset Type	Units	Fed Tax Cost	Market Value
TREEHOUSE FOODS INC			
COM	374.000	18,303.72	19,496.62
U S SILICA HLDGS INC			
COM	784.000	11,399.44	13,116.32
UMPQUA HLDGS CORP			
COM	1,549.000	19,962.16	18,262.71
WELLCARE GROUP INC			
COM	592.000	31,162.08	28,824.48
WENDYS CO			
COM	4,389 000	19,880.85	20,628.30
WMS INDS INC			
COM	887.000	19,412.71	15,522.50
WOODWARD INC			
COM	198.000	7,192.83	7,549 74
XPO LOGISTICS INC			
COM	575.000	8,257.52	9,993.50
Total U.S. SMALL CAP		3,077,639 07	3,241,745 11
 INTERNATIONAL DEVELOPED			
AERCAP HOLDINGS NV			
COM			
ISIN NL0000687663 NETHERLANDS	1,505.000	17,135.18	20,648.60
AMARIN CORP PLC			
NEW SPONSORED ADR			
UNITED KINGDOM	741 000	10,016.11	5,994.69
ARM HLDGS PLC			
SPONSORED ADR			
UNITED KINGDOM	3,209.000	87,947.46	121,396.47
BHP BILLITON LTD			
SPONSORED ADR			
AUSTRALIA	364.000	26,393 21	28,544.88
BROOKFIELD OFFICE PPTYS INC			
COM			
CANADA	1,263 000	22,208.79	21,483.63
CATAMARAN CORP			
COM			
CANADA	472.000	22,381.42	22,231.20
CORE LABORATORIES N V			
COM			
NETHERLANDS	116.000	13,739.08	12,679.96
DIAGEO PLC			
SPONSORED ADR NEW			
UNITED KINGDOM	1,150 000	125,277.22	134,067.00
ELDORADO GOLD CORP			

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Asset Type	Units	Fed Tax Cost	Market Value
NEW COM			
CANADA	949.000	14,005.86	12,223.12
ENSCO PLC			
CL A COM	266.000	13,623.22	15,768.48
FLEXTRONICS			
COM			
SINGAPORE	2,738.000	18,270.65	17,002.98
FOSTER WHEELER AG			
COM			
SWITZERLAND	499.000	11,624.01	12,135.68
GLAXOSMITHKLINE PLC			
SPONSORED ADR			
UNITED KINGDOM	1,740.000	80,299.60	75,637.80
GROUPE CGI INC			
CL A SUB VTG COM			
CANADA	267.000	5,849.08	6,175.71
ICON PUB LTD CO			
SPONSORED ADR			
IRELAND	365.000	8,086.90	10,132.40
INTERNATIONAL FOCUSED EQUITY			
COMMON TRUST FUND?	241,738.096	2,382,810.36	2,451,079.25
INTERXION HLDG NV			
COM			
NETHERLANDS	515.000	10,251.33	12,236.40
NESTLE S A			
SPONSORED ADR			
SWITZERLAND	820.000	51,414.00	53,391.84
ROYAL DUTCH SHELL PLC			
SPONSORED ADR CL A			
DUTCH LISTING	1,433.000	104,878.11	98,805.35
SEAGATE TECH			
COM			
IRELAND	733.000	21,618.94	22,297.86
SILVER WHEATON CORP			
COM	2,979.000	112,053.30	107,482.32
TIM HORTONS INC			
COM	539.000	28,106.43	26,508.02
VALEANT PHARMACEUTICALS INTL INC			
CDA COM			
CANADA	545.000	31,970.25	32,574.65
VANGUARD FTSE DEVELOPED MARKETS			
ETF	23,880.000	802,368.00	841,292.40
VODAFONE GROUP PLC			
SPONSORED ADR NEW			

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Asset Type	Units	Fed Tax Cost	Market Value
UNITED KINGDOM	2,124.000	60,852.60	53,503.56
WEATHERFORD INTL LTD COM			
SWITZERLAND	641.000	8,197.11	7,172.79
Total INTERNATIONAL DEVELOPED		4,091,378.22	4,222,467.04
 EMERGING MARKETS			
ALLOT COMMUNICATIONS LTD COM			
ISRAEL	466.000	11,739.03	8,304.12
CHECK POINT SOFTWARE TECH LTD ORD			
ISRAEL	538.000	25,658.27	25,630.32
LAZARD EMERGING MKTS EQUITY PORTFOLIO INSTL CL	117,253.448	2,245,000.00	2,291,132.37
VANGUARD FTSE EMERGING MKTS ETF	83,425.000	3,437,343.59	3,714,915.25
Total EMERGING MARKETS		5,719,740.89	6,039,982.06
 Total EQUITIES		32,390,479.75	34,237,999.55
 FIXED INCOME			
INVESTMENT GRADE TAXABLE			
AT&T INC BD			
DTD 02/01/08 5.500% DUE 02/01/18	56,000.000	67,819.92	66,712.24
BARRICK GOLD FIN CO GTD NT			
DTD 11/12/04 4.875% DUE 11/15/14	63,000.000	68,108.04	67,198.32
BECTON DICKINSON & CO SR UNSECD NT			
DTD 11/08/11 3.125% DUE 11/08/21	53,000.000	56,304.55	56,630.50
BERKSHIRE HATHAWAY INC DEL SR UNSECD NT			
DTD 02/11/10 3.200% DUE 02/11/15	53,000.000	56,311.44	55,797.34
CISCO SYS INC SR UNSECD NT			
DTD 02/17/09 4.950% DUE 02/15/19	58,000.000	68,743.34	68,661.56
CME GROUP INC MTN			
DTD 08/12/08 5.400% DUE 08/01/13	65,000.000	67,895.10	66,852.50
COMCAST CORP NEW SR UNSECD NT			

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Asset Type	Units	Fed Tax Cost	Market Value
DTD 03/01/10 5.150% DUE 03/01/20 COPANO ENERGY LLC/COPANO ENERGY FIN CORP CO GTD SR NT CALL	58,000 000	68,742.76	68,745.08
DTD 04/05/11 7.125% DUE 04/01/21 DOMINION RES INC VA NEW SR UNSECD NT	40,000.000	42,600.00	42,950.00
DTD 08/15/11 1.950% DUE 08/15/16 ENERGY TRANSFER PARTNERS L P SR UNSECD NT	55,000.000	56,921.15	56,522.40
DTD 03/28/08 6 700% DUE 07/01/18 ENTERPRISE PRODUCTS OPER L P SR NT SER B	57,000 000	67,974.21	68,679.87
DTD 10/04/04 5.600% DUE 10/15/14 FEDERAL HOME LN MTG CORP POOL #G14576	61,000.000	66,862.10	66,036.16
DTD 10/01/12 5.000% DUE 06/01/26 FEDERAL HOME LN MTG CORP POOL #Q03996	236,293 480	255,935.38	254,223 43
DTD 10/01/11 4.000% DUE 10/01/41 FEDERAL HOME LN MTG CORP POOL #Q08903	756,824.998	809,566.23	809,136.74
DTD 06/01/12 3.500% DUE 06/01/42 FEDERAL HOME LN MTG CORP POOL #Q13477	669,952.914	711,196.89	714,444.49
DTD 11/01/12 3.000% DUE 12/01/42 FEDERAL HOME LN MTG CORP REFERENCE NTS	163,000.078	170,869.97	170,574.69
DTD 03/27/09 3.750% DUE 03/27/19 FEDERAL HOME LN MTG CORP UNSECD REFERENCE NT	196,000.000	227,134.21	226,560 32
DTD 11/21/12 0.750% DUE 01/12/18 FEDERAL NATL MTG ASSN POOL #AA0906	114,000.000	113,391.24	113,228.22
DTD 12/01/08 5.000% DUE 06/01/19 FEDERAL NATL MTG ASSN POOL #AB6396	83,414.048	90,817.04	90,649.38
DTD 09/01/12 3.000% DUE 10/01/42 FEDERAL NATL MTG ASSN POOL #AH3645	108,166.634	112,645.41	113,453.82
DTD 01/01/11 4.000% DUE 02/01/41 FEDERAL NATL MTG ASSN POOL #AP6649	114,789.491	123,039.99	123,176.01
DTD 09/01/12 3.000% DUE 10/01/27 FEDERAL NATL MTG ASSN	319,497.049	338,567.03	338,976.78

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Asset Type	Units	Fed Tax Cost	Market Value
POOL #MA1029			
DTD 03/01/12 3.500% DUE 03/01/32	519,464.239	552,093.08	555,400.78
FEDERAL NATL MTG ASSN			
POOL #256022			
DTD 11/01/05 5.500% DUE 12/01/35	403,978.463	443,745.09	441,459.58
GENERAL ELEC CO			
NT			
DTD 01/28/03 5.000% DUE 02/01/13	67,000.000	68,140.34	67,255.27
KROGER CO			
SR NT			
DTD 11/25/08 7.500% DUE 01/15/14	62,000.000	67,539.70	66,318.92
MIDAMERICAN ENERGY HLDGS CO			
NEW SR NT SER D			
DTD 02/12/04 5.000% DUE 02/15/14	64,000.000	67,824.64	67,017.60
NEWMONT MNG CORP			
CO GTD SR NT CALL 12/15/21 @100			
DTD 03/08/12 3.500% DUE 03/15/22	68,000.000	68,429.76	70,132.48
NOVARTIS CAP CORP			
CO GTD SR NT			
DTD 03/16/10 4.400% DUE 04/24/20	48,000.000	56,779.20	55,987.20
ORACLE CORP			
SR UNSECD NT			
DTD 04/09/08 5.750% DUE 04/15/18	54,000.000	67,013.46	65,718.54
PIMCO TOTAL RETURN FUND			
INSTL	248,386.372	2,692,291.62	2,791,862.82
PLAINS EXPL & PRODTN CO			
CO GTD SR NT CALL 5/1/16 @103.31			
DTD 03/29/11 6.625% DUE 05/01/21	50,000.000	51,250.00	55,062.50
SCHERING PLOUGH CORP			
SR UNSECD NT			
DTD 09/17/07 6.000% DUE 09/15/17	54,000.000	66,778.02	66,181.32
THERMO FISHER SCIENTIFIC INC			
UNSECD SR NT			
DTD 08/16/11 2.250% DUE 08/15/16	55,000.000	56,955.25	56,946.45
TIME WARNER CABLE INC			
NT			
DTD 04/09/07 5.850% DUE 05/01/17	57,000.000	67,794.09	67,335.24
UNITED STATES TREAS BD			
DTD 02/15/06 4.500% DUE 02/15/36	332,000.000	431,649.80	436,941.88
UNITED STATES TREAS BD			
DTD 05/15/12 3.000% DUE 05/15/42	162,000.000	165,065.97	165,037.50
UNITED STATES TREAS NT			
DTD 03/15/12 0.375% DUE 03/15/15	1,204,000.000	1,206,073.28	1,206,444.12
UNITED STATES TREAS NT			

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Asset Type	Units	Fed Tax Cost	Market Value
DTD 03/31/12 1.000% DUE 03/31/17 UNITED STATES TREAS NT	1,385,000.000	1,406,916.24	1,409,777.65
DTD 08/15/11 2.125% DUE 08/15/21 UNITED STATES TREAS NT	706,000.000	746,735.71	742,182.50
DTD 08/31/10 1.250% DUE 08/31/15 UNITED STATES TREAS NT	766,000.000	785,975.45	784,613.80
DTD 08/31/12 0.625% DUE 08/31/17 UNITED STATES TREAS NT	53,000.000	53,116.11	52,950.18
DTD 09/30/08 3.125% DUE 09/30/13 UNITED TECHNOLOGIES CORP NT	368,000.000	379,068.75	376,037.12
DTD 06/01/12 3.100% DUE 06/01/22 VERIZON COMMUNICATIONS INC UNSECD SR NT	54,000.000	56,479.68	57,185.46
DTD 03/28/11 4.600% DUE 04/01/21 WAL-MART STORES INC SR UNSECD NT	57,000.000	66,998.37	66,531.54
DTD 04/18/11 4.250% DUE 04/15/21 WALGREEN CO SR NT	59,000.000	68,211.67	68,518.47
DTD 07/17/08 4.875% DUE 08/01/13	65,000.000	67,425.80	66,603.55
Total INVESTMENT GRADE TAXABLE		13,401,797.08	13,498,712.32
GLOBAL HIGH YIELD TAXABLE			
AES CORP SR UNSECD NT			
DTD 12/01/08 8.000% DUE 06/01/20 ALTA MESA HLDGS LP / ALTA MESA FIN SVCS CORP SR NT SER B CALL	49,000.000	57,452.50	56,350.00
DTD 04/15/11 9.625% DUE 10/15/18 AMC ENTMT INC NEW SR UNSECD NT C6/1/14 @104.38	42,000.000	42,420.00	43,260.00
DTD 06/09/09 8.750% DUE 06/01/19 AMERICAN CASINO & ENTMT PPTYS LLC / ACEP FIN CORP SR SECD NT	39,000.000	43,387.50	43,192.50
DT 12/15/09 11.000% DUE 06/15/14 AMERIGAS FIN CORP / AMERIGAS FIN LLC GTD SR NT C5/20/16 @103.38	40,000.000	41,730.43	41,100.00
DTD 01/12/12 6.750% DUE 05/20/20 AMERISTAR CASINOS INC CO GTD SR NT SER WJ CALL 4/15/15 @105.62	40,000.000	43,300.00	43,900.00
DTD 10/15/11 7.500% DUE 04/15/21 ANIXTER INC CO GTD SR NT	32,000.000	35,120.00	34,680.00

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Asset Type	Units	Fed Tax Cost	Market Value
DTD 04/30/12 5.625% DUE 05/01/19 ARCELORMITTAL SA LUXEMBOURG SR UNSECD NT LUXEMBOURG	28,000.000	29,540.00	29,470.00
DTD 02/28/12 6.250% DUE 02/25/22 AVIS BUDGET CAR RENT LLC / AVIS BUDGET FIN INC CO GTD SR NT C3/	55,000.000	56,650.00	57,723.60
DTD 03/10/10 9.625% DUE 03/15/18 BARRETT BILL CORP CO GTD SR NT CALL 7/15/13 @104.94	38,000.000	43,035.00	42,370.00
DTD 07/08/09 9.875% DUE 07/15/16 BE AEROSPACE INC SR NT CALL 10/1/15 @103.44	45,000.000	49,616.39	48,825.00
DTD 09/16/10 6.875% DUE 10/01/20 BOISE PAPER HLDGS L L C / BOISE CO-ISSUER CO CO GTD SR NT CALL	26,000.000	28,990.00	28,925.00
DTD 03/19/10 8.000% DUE 04/01/20 BREITBURN ENERGY PARTNERS L P / BREITBURN FINANCE CO GTD SR NT	32,000.000	35,560.00	35,360.00
DTD 10/06/10 8.625% DUE 10/15/20 CCO HLDGS LLC/CCO HLDGS CAP CORP SR UNSECD NT C1/31/17 @103.31	40,000.000	43,900.00	43,600.00
DTD 01/26/12 6.625% DUE 01/31/22 CELANESE US HLDGS LLC SR UNSECD NT	38,000.000	42,512.50	41,515.00
DTD 11/13/12 4.625% DUE 11/15/22 CHESAPEAKE ENERGY CORP SR UNSECD NT	42,000.000	42,735.00	43,995.00
DTD 08/17/10 6.625% DUE 08/15/20 CIT GROUP INC NEW SR UNSECD NT	20,000.000	21,274.80	21,450.00
DTD 03/15/12 5.250% DUE 03/15/18 CITIZENS COMMUNICATIONS CO SR UNSECD NT	40,000.000	42,696.00	42,800.00
DTD 12/22/06 7.875% DUE 01/15/27 CONCHO RES INC CO GTD SR NT C1/15/17 @103.25	36,000.000	35,802.00	36,540.00
DTD 05/23/11 6.500% DUE 01/15/22 CROSSTEX ENERGY L P / CROSSTEX ENERGY FIN CORP CO GTD SR NT	38,000.000	42,465.00	41,800.00
DTD 02/10/10 8.875% DUE 02/15/18 DANA HLDG CORP UNSECD SR NT C2/15/16 @103.38	34,000.000	36,922.36	36,720.00
DTD 01/28/11 6.750% DUE 02/15/21 DIAMOND RESORTS CORP 1ST LIEN	40,000.000	43,600.00	43,000.00

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Asset Type	Units	Fed Tax Cost	Market Value
SR SECD NT CALL 08/15/14 @100			
DT 02/15/11 12.000% DUE 08/15/18	28,000.000	30,212.80	30,310.00
DISH DBS CORP			
CO GTD SR NT			
DTD 05/05/11 6.750% DUE 06/01/21	40,000.000	44,000.00	45,600.00
E TRADE FINL CORP			
SR NT			
DTD 05/19/11 6.750% DUE 06/01/16	40,000.000	42,692.00	42,100.00
EAGLE ROCK ENERGY PARTNERS L P/			
EAGLE ROCK ENERGY FIN CORP CO			
DTD 12/01/11 8.375% DUE 06/01/19	35,000.000	34,825.00	35,700.00
ENERGY TRANSFER EQUITY L P			
SR UNSECD NT			
DTD 09/20/10 7.500% DUE 10/15/20	38,000.000	43,605.00	43,890.00
EQUINIX INC			
SR NT CALL 3/1/14 @104.06			
DTD 03/03/10 8.125% DUE 03/01/18	51,000.000	56,987.40	56,227.50
HCA HLDGS INC			
UNSECD SR NT C11/15/15 @103.88			
DTD 11/15/11 7.750% DUE 05/15/21	38,000.000	42,227.50	41,230.00
HERTZ CORP			
CO GTD SR NT C4/15/15 @103.38			
DTD 04/15/11 6.750% DUE 04/15/19	40,000.000	42,700.00	43,650.00
HORNBECK OFFSHORE SVCS INC			
NEW CO GTD SR NT C9/1/13 @104			
DTD 08/17/09 8.000% DUE 09/01/17	40,000.000	43,441.15	42,800.00
HUNTSMAN INTL LLC CO GTD			
SR SUB NT C9/15/15 @104.31			
DTD 03/15/11 8.625% DUE 03/15/21	38,000.000	43,937.50	43,415.00
ICAHN ENTERPRISES L P / ICAHN			
ENTERPRISES FIN CORP CO GTD SR			
DTD 07/15/10 8.000% DUE 01/15/18	56,000.000	59,963.12	60,130.00
INTELSAT JACKSON HLDGS S A CO			
GTD SR NT C10/15/15 @103.63 LU			
DTD 09/30/10 7.250% DUE 10/15/20	40,000.000	43,800.00	43,500.00
INTERNATIONAL LEASE FIN CORP			
UNSECD SR NT			
DTD 08/21/12 5.875% DUE 08/15/22	58,000.000	61,122.72	61,434.18
ISLE CAPRI CASINOS INC			
CO GTD SR NT C3/15/15 @103.88			
DTD 03/07/11 7.750% DUE 03/15/19	34,000.000	37,060.00	36,635.00
KEMET CORP			
SR SECD NT CALL 5/1/14 @105.25			
DT 11/01/10 10.500% DUE 05/01/18	38,000.000	39,045.00	37,477.50

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KRATOS DEFENSE & SEC SOLUTIONS/ BREITBURN FIN SR SECD NT C6/1/14 DTD 05/19/10 10.000% DUE 06/01/17	34,000.000	36,689.40	37,315.00
LENDER PROCESSING SVCS INC UNSECD SR NT C10/01/17 @102.875 DTD 10/12/12 5.750% DUE 04/15/23	41,000.000	42,472.50	42,537.50
LINN ENERGY LLC / LINN ENERGY FIN CORP UNSECD SR NT C4/15/15 DTD 04/06/10 8.625% DUE 04/15/20	39,000.000	43,485.00	42,510.00
METROPCS WIRELESS INC CO GTD SR NT C9/1/14 @103.94 DTD 09/21/10 7.875% DUE 09/01/18	39,000.000	42,900.00	42,217.50
MGM MIRAGE INC SR NT DTD 12/21/06 7.625% DUE 01/15/17	40,000.000	42,700.00	42,800.00
NATIONAL MONEY MART CO CO GTD SR NT CALL 12/15/13 @105.19 CANADA DT 06/15/10 10.375% DUE 12/15/16	32,000.000	35,881.60	35,360.00
NII CAP CORP CO GTD NT CALL 4/1/16 @103.81 DTD 03/29/11 7.625% DUE 04/01/21	44,000.000	37,070.00	33,330.00
NRG ENERGY INC CO GTD SR NT C5/15/16 @103.94 DTD 11/15/11 7.875% DUE 05/15/21	40,000.000	43,700.00	44,400.00
OFFSHORE GROUP INVT LTD SR SECD 1ST LIEN NT CAYMAN ISLANDS DT 02/01/11 11.500% DUE 08/01/15	38,000.000	42,653.30	41,420.00
PAETEC HLDG CORP GTD SR SECD NT C6/30/13 @104.44 DTD 06/29/09 8.875% DUE 06/30/17	33,000.000	35,892.96	35,392.50
PARKER DRILLING CO CO GTD SR NT C4/01/14 @104.56 DTD 10/01/10 9.125% DUE 04/01/18	34,000.000	37,145.00	36,295.00
PENN NATL GAMING INC SR SUB NT CALL 8/15/14 @104.38 DTD 02/15/10 8.750% DUE 08/15/19	38,000.000	43,130.00	43,320.00
PHH CORP SR UNSECD NT DTD 08/23/12 7.375% DUE 09/01/19	40,000.000	43,280.00	44,400.00
PIMCO HIGH YIELD FD INSTL CL	301,273.525	2,818,000.00	2,904,276.78
ROCKWOOD SPECIALTIES GROUP INC SR UNSECD SUB NT CALL 10/15/15 DTD 09/25/12 4.625% DUE 10/15/20	29,000.000	29,000.00	30,015.00

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Asset Type	Units	Fed Tax Cost	Market Value
ROYAL CARIBBEAN CRUISES LTD			
UNSECD SR NT LIBERIA			
DTD 11/07/12 5.250% DUE 11/15/22	42,000.000	42,787.50	44,415.00
RSC EQUIP RENT INC / RSC HLDGS			
III LLC CO GTD SR NT CALL 2/1/16			
DTD 01/19/11 8.250% DUE 02/01/21	40,000.000	44,400.00	45,100.00
RYLAND GROUP INC			
SR UNSECD NT			
DTD 09/21/12 5.375% DUE 10/01/22	43,000.000	43,161.25	44,021.25
SALLY HLDGS LLC / SALLY CAP INC			
CO GTD SR NT CALL 6/1/17 @102.88			
DTD 05/18/12 5.750% DUE 06/01/22	26,000.000	28,015.00	28,210.00
SANDRIDGE ENERGY INC			
SR NT			
DTD 07/15/10 8.750% DUE 01/15/20	46,000.000	49,910.00	50,370.00
SCIENTIFIC GAMES INTL INC CO GTD			
SR SUB NT CALL 6/15/14 @104.63			
DTD 05/21/09 9.250% DUE 06/15/19	52,000.000	58,731.75	57,850.00
SLM CORP			
MTN			
DTD 06/18/08 8.450% DUE 06/15/18	35,000.000	41,789.30	40,950.00
SUNCOKE ENERGY INC CO GTD			
SR NT CALL 8/01/14 @105.72			
DTD 07/26/11 7.625% DUE 08/01/19	42,000.000	42,840.00	43,260.00
TOYS R US PPTY CO I LLC			
CO GTD SR NT C7/15/13 @105.38			
DT 01/15/10 10.750% DUE 07/15/17	32,000.000	34,903.52	34,480.00
UNISYS CORP			
SR UNSECD NT			
DTD 08/21/12 6.250% DUE 08/15/17	40,000.000	42,200.00	42,600.00
Total GLOBAL HIGH YIELD TAXABLE		5,327,066.75	5,407,520.81
Total FIXED INCOME		18,728,863.83	18,906,233.13
HEDGE FUNDS			
HEDGE FUND FUND OF FUNDS			
EXCELSIOR MULTI-STRATEGY HEDGE			
FUND OF FUNDS (TE) LLC			
10,532.987	9,487,242.51	9,710,013.13	
Total HEDGE FUND FUND OF FUNDS		9,487,242.51	9,710,013.13
Total HEDGE FUNDS		9,487,242.51	9,710,013.13

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Asset Type	Units	Fed Tax Cost	Market Value
PRIVATE EQUITY			
PRIVATE EQUITY OTHER			
EXCELSIOR PRIVATE MARKETS FUND II (TE) LLC	900.000	600,000.00	743,463.00
Total PRIVATE EQUITY OTHER		600,000 00	743,463 00
Total PRIVATE EQUITY		600,000 00	743,463 00
 REAL ESTATE			
PUBLIC REITS			
ALEXANDRIA REAL ESTATE EQ INC COM	774.000	57,199.06	53,653 68
AMERICAN ASSETS TR INC REIT	1,309.000	32,533.27	36,560.37
AMERICAN CAMPUS CMNTYS INC REIT	935.000	42,099.01	43,131.55
AMERICAN TOWER CORP COM	2,559 000	185,737.85	197,733.93
ANNALY CAP MGMT INC REIT	1,727.000	30,428.88	24,247.08
AVALONBAY CMNTYS INC COM	948.000	134,921.52	128,539.32
BIOMED RLTY TR INC REIT	2,476.000	47,232.60	47,861.08
BOSTON PROPERTIES INC COM	1,209.000	132,026.01	127,924.29
BRE PROPERTIES INC CL A	148.000	6,993.00	7,522.84
CAMDEN PPTY TR COM REITS	924.000	62,474.55	63,026.04
CUBESMART INC REITS	1,674.000	20,950.30	24,390.18
DDR CORP REITS	3,583.000	52,692.35	56,109.78
DIGITAL RLTY TR INC REITS	479.000	35,779.81	32,519.31
DUKE RLTY CORP COM NEW	601.000	8,674.85	8,335.87
DUPONT FABROS TECHNOLOGY INC REITS	1,796.000	47,223.76	43,391.36

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Asset Type	Units	Fed Tax Cost	Market Value
EPR PPTYS			
REITS COM SH BEN INT	1,231.000	55,954.01	56,761.41
EQUITY LIFESTYLE PPTYS INC			
REITS	618.000	42,479.79	41,585.22
EQUITY RESIDENTIAL			
SH BEN INT	3,419.000	209,504.95	193,754.73
EXTRA SPACE STORAGE INC			
REITS	1,347.000	41,792.81	49,017.33
FEDERAL REALTY INVT TR			
SH BEN INT NEW	665.000	69,221.38	69,173.30
FIRST POTOMAC RLTY TR			
REITS	2,292.000	28,678.45	28,329.12
HCP INC			
REIT	2,891.000	126,359.57	130,557.56
HEALTH CARE REIT INC			
COM	480.000	27,692.27	29,419.20
HOST HOTELS & RESORTS INC			
REIT	5,351.000	84,648.16	83,850.17
KILROY RLTY CORP			
COM	1,651.000	78,848.13	78,207.87
KIMCO REALTY CORP			
COM	1,083.000	21,060.53	20,923.56
LIBERTY PPTY TR			
SH BEN INT	1,374.000	50,309.99	49,175.46
MACERICH CO			
COM	1,723.000	103,028.69	100,450.90
NATIONAL RETAIL PPTYS INC			
REITS	905.000	26,378.94	28,236.00
OMEGA HEALTHCARE INVS INC			
COM	1,830.000	41,075.52	43,645.50
PIEDMONT OFFICE RLTY TR INC			
CL A REITS	1,250.000	21,546.05	22,562.50
PROLOGIS INC			
REITS	3,583.000	123,920.02	130,743.67
PUBLIC STORAGE INC			
COM (REIT)	1,236.000	174,697.15	179,170.56
RAMCO-GERSHENSON PPTYS TR			
COM SH BEN INT	1,530.000	19,759.97	20,364.30
REGENCY CTRS CORP			
COM	1,419.000	67,353.40	66,863.28
RLJ LODGING TR			
COM REIT	1,568.000	28,969.80	30,372.16
RYMAN HOSPITALITY PPTYS INC			
REITS	351.388	14,172.49	13,514.38

**SOUERS CHARITABLE TRUST
43-6079817**

**BALANCE SHEET
12/31/2012**

Asset Type	Units	Fed Tax Cost	Market Value
SIMON PPTY GROUP INC NEW			
COM	2,371.000	369,015.84	374,831.39
TAUBMAN CTRS INC			
COM	143.000	11,055.50	11,256.96
VENTAS INC			
COM	2,238.000	136,164.53	144,843.36
VORNADO RLTY TR			
SH BEN INT	1,486.000	126,118.17	118,998.88
Total PUBLIC REITS		2,996,772.93	3,011,555.45
Total REAL ESTATE		2,996,772.93	3,011,555.45
TANGIBLE ASSETS			
COMMODITIES			
PIMCO COMMODITY REALRETURN			
STRATEGY FUND	402,509.973	3,260,000.00	2,672,666.22
POWERSHARES DB COMMODITY INDEX			
TRACKING FUND UNIT BEN INT	50,365.000	1,465,253.84	1,399,139.70
TOTAL ASSETS		71,077,373.00	72,829,830.32
NET TOTAL		71,077,373.00	72,829,830.32

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	89,679.	89,679.
FOREIGN DIVIDENDS	163,885.	163,885.
NONDIVIDEND DISTRIBUTIONS	10,948.	
DOMESTIC DIVIDENDS	259,474.	259,474.
OTHER INTEREST	42,268.	42,268.
FOREIGN INTEREST	896.	896.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	213,383.	213,383.
ACCRUED MARKET DISCOUNT INTEREST	5,103.	5,103.
NONQUALIFIED FOREIGN DIVIDENDS	44,243.	44,243.
NONQUALIFIED DOMESTIC DIVIDENDS	555,844.	555,844.
	-----	-----
TOTAL	1,385,723.	1,374,775.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INCOME	899.	899.
EXCISE TAX REFUND	20,129.	
PARTNERSHIP INCOME		303.
	-----	-----
TOTALS	21,028.	1,202.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	45.			45.
TOTALS	45.	NONE	NONE	45.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT ADVISORY FEES	25,140.	25,140.
TOTALS	25,140.	25,140.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	1,222.	1,222.
EXCISE TAX ESTIMATES	90,102.	
FOREIGN TAXES ON QUALIFIED FOR	16,929.	16,929.
FOREIGN TAXES ON NONQUALIFIED	4,559.	4,559.
	-----	-----
TOTALS	112,812.	22,710.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP EXPENSES		25,323.
TOTALS	-----	-----
	=====	25,323. =====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

BEGINNING DEF INCOME	9,723.
PARTNERSHIP GAIN DISTR.	50,936.
COMMON TRUST FUND TIMING	10,121.
WASH SALE DEFERRED LOSS	262.

TOTAL

71,042.

=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

ENDING DEF INCOME	20,843.
ACCRUED INCOME ADJ.	17,961.
CARRYING VALUE CHANGE	40,636.
YEAR END SALES	3,557.
ROC ADJ.	2,089.

TOTAL

85,086.

=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	-13,646.00	-----
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		----- -13,646.00 =====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS	-50,936.00	-----
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		----- -50,936.00 =====

=====

RECIPIENT NAME:

GEORGE WASHINGTON
UNIVERSITY

ADDRESS:

STROKE UNIT ATTN: G L WYN
Washington, DC 20052

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

STROKE RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 361,067.

RECIPIENT NAME:

GEORGE WASHINGTON
UNIVERSITY

ADDRESS:

801 22ND ST NW
WASHINGTON, DC 20052

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 361,067.

RECIPIENT NAME:

THE SALVATION ARMY

ADDRESS:

180 E. OCEAN BLVD
LONG BEACH, CA 90802-4709

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 108,824.

RECIPIENT NAME:

U S NAVAL ACADEMY FOUNDATION INC
ADDRESS:

25 MARYLAND AVE
ANNAPOLIS, MD 21402-1306

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 18,738.

RECIPIENT NAME:

AMERICAN KIDNEY FUND INC.
ADDRESS:

11921 ROCKVILLE PIKE STE 300
ROCKVILLE, MD 20852-2737

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 36,755.

RECIPIENT NAME:

MIAMI UNIVERSITY
ADDRESS:

725 E. CHESTNUT ST
OXFORD, OH 45056-3450

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 361,067.

RECIPIENT NAME:
SHRINERS HOSPITALS FOR CHILDREN
ADDRESS:
2900 ROCKY POINT DRIVE
TAMPA, FL 33631-3356
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 36,755.

RECIPIENT NAME:
WESTMINSTER COLLEGE
ADDRESS:
501 WESTMINISTER AVE
FULTON, MO 65251-1230
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 72,790.

RECIPIENT NAME:
LINDENWOOD UNIVERSITY
ADDRESS:
209 S. KINGSHIGHWAY
SAINT CHARLES, MO 63301-1693
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 108,824.

RECIPIENT NAME:
MISSOURI BAPTIST HEALTHCARE FDN
ADDRESS:
3015 N BALLAS RD
SAINT LOUIS, MO 63131-2329
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 36,755.

RECIPIENT NAME:
ST LUKES HOSPITAL
ADDRESS:
232 S. WOODS MILL ROAD
CHESTERFIELD, MO 63017-3417
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 180,894.

RECIPIENT NAME:
BARNES JEWISH HOSPITAL FDN
C/O MARILYN S RAPHAEL
ADDRESS:
1001 HIGHLANDS PLAZA DR WEST
SAINT LOUIS, MO 63110-0000
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 270,980.

RECIPIENT NAME:
WASHINGTON UNIV IN ST.LOUIS
ADDRESS:
ONE BROOKINGS DRIVE
ST. LOUIS,, MO 63130-4899
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 270,980.

RECIPIENT NAME:
ST LOUIS CHILDRENS HOSPITAL
ADDRESS:
1 CHILDRENS PL RM E254
SAINT LOUIS, MO 63110-1002
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 108,824.

RECIPIENT NAME:
ST LOUIS UNIVERSITY
ADDRESS:
3545 LAFAYETTE AVE FL 6
SAINT LOUIS, MO 63104-1314
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 649,343.

RECIPIENT NAME:
MISSOURI BOTANICAL GARDEN
ADDRESS:
PO BOX 299
SAINT LOUIS, MO 63166-0299
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 36,755.

RECIPIENT NAME:
AMERICAN HEART ASSOCIATION
ADDRESS:
PO BOX 22249
ST PETERSBURG, FL 33742-2249
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 109,181.

RECIPIENT NAME:
CENTRAL PRESBYTERIAN CHURCH
ADDRESS:
7700 DAVIS DR
SAINT LOUIS, MO 63105-2616
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBILC
AMOUNT OF GRANT PAID 36,755.

RECIPIENT NAME:
MULTIPLE SCLEROSIS SOCIETY
ADDRESS:
14 SUNNEN DR STE 143
SAINT LOUIS, MO 63146-3545
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 72,790.

RECIPIENT NAME:
CARDINAL GLENNON CHILDREN'S HOSP
ADDRESS:
1465 S GRAND BLVD
SAINT LOUIS, MO 63104-1003
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 36,755.

RECIPIENT NAME:
THE ALZHEIMERS DISEASE AND
ADDRESS:
9370 OLIVE BLVD
SAINT LOUIS, MO 63132-3253
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 54,773.

=====

RECIPIENT NAME:

SISTERS OF ST JOSEPH OF

ADDRESS:

6400 MINNESOTA AVE

SAINT LOUIS, MO 63111-2807

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 18,738.

RECIPIENT NAME:

AMERICAN CANCER SOCIETY INC

ADDRESS:

PO BOX 720366

OKLAHOMA CITY, OK 73162-0366

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 72,790.

RECIPIENT NAME:

UNITED CEREBRAL PALSY ASSN

ADDRESS:

8645 OLD BONHOMME RD

SAINT LOUIS, MO 63132-3901

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 108,824.

SOUERS CHARITABLE TRUST

43-6079817

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

NATL PRESBYTERIAN CHURCH INC

ADDRESS:

4101 NEBRASKA AVE NW

WASHINGTON, DC 20016-2735

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 36,755.

TOTAL GRANTS PAID:

3,567,779.

=====

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	SOUERS CHARITABLE TRUST	43-6079817
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	231 S LASALLE ST IL1-231-10-05	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	CHICAGO, IL 60697	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► BANK OF AMERICA

Telephone No. ► (866) 752-2127

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year 20 12 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	67,675.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	147,738.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** and check this box ☒ **X**.
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	SOUERS CHARITABLE TRUST	43-6079817
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	231 S LASALLE ST IL1-231-10-05	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	CHICAGO, IL 60697	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **BANK OF AMERICA**
Telephone No. **(866) 752-2127** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 11/15, 2013.
- 5 For calendar year 2012, or other tax year beginning _____, 20____, and ending _____, 20____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME REQUESTED TO FILE A COMPLETE AND ACCURATE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	67,674.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	147,738.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature *Karen J. Kiser* Title *SVP* Date *7-31-2013*

Form 8868 (Rev 1-2013)