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 , and ending

Name of foundation

R. KEITH CULLINAN FAMILY FOUNDATION, INC

A Employer identification number

45-4093645

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

295 N HUBBARDS LANE

B Telephone number

(502)893-0300

City or town, state, and ZIP code

LOUISVILLE, KY 40207

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 486,167.

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

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

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

		(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	250,000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,631.	2,631.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,571.			
	b Gross sales price for all assets on line 6a 17,548.				
	7 Capital gain net income (from Part IV, line 2)		2,571.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total** Add lines 1 through 11	255,202.	5,202.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	5,833.	4,083.		1,750.
	b Accounting fees				
	c Other professional fees STMT 3	1,309.	1,309.		0.
	17 Interest				
	18 Taxes STMT 4	14.	14.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	126.	0.		126.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	7,282.	5,406.		1,876.
	25 Contributions, gifts, grants paid	6,000.			6,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	13,282.	5,406.		7,876.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	241,920.			
	b **Net investment income** (if negative, enter -0-)		0.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing		13,041.	13,041.
	2 Savings and temporary cash investments	250,000.	11,388.	11,388.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	0.	467,491.	461,738.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	250,000.	491,920.	486,167.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	250,000.	491,920.	
	30 **Total net assets or fund balances**	250,000.	491,920.	
	31 **Total liabilities and net assets/fund balances**	250,000.	491,920.	

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	250,000.
2	Enter amount from Part I, line 27a	2	241,920.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	491,920.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	491,920.

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	SEE ATTACHED SCHEDULES			
b				
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	2,571.			2,571.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				2,571.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	2,571.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	0.	0.	.000000
2010			
2009			
2008			
2007			

2 **Total** of line 1, column (d)	2	.000000
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	.000000
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	288,641.
5 Multiply line 4 by line 3	5	0.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	0.
8 Enter qualifying distributions from Part XII, line 4	8	7,876.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-	5	0.
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due**. If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
	If "Yes," complete Part II, col (c), and Part XV			
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CULLINAN ASSOCIATES, INC Telephone no. ▶ (502)893-0300
Located at ▶ 295 N HUBBARDS LANE SUITE 203, LOUISVILLE, KY ZIP+4 ▶ 40207

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(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
R KEITH CULLINAN 295 N HUBBARDS LANE SUITE 203 LOUISVILLE, KY 40207	PRESIDENT 2.00	0.	0.	0.
BRIAN L CULLINAN 295 N HUBBARDS LANE SUITE 203 LOUISVILLE, KY 40207	DIRECTOR 2.00	0.	0.	0.
ROYDEN K CULLINAN 295 N HUBBARDS LANE SUITE 203 LOUISVILLE, KY 40207	DIRECTOR 2.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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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. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	111,577.
b	Average of monthly cash balances	1b	181,460.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	293,037.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	293,037.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,396.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	288,641.
6	**Minimum investment return** Enter 5% of line 5	6	14,432.

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	14,432.
2a	Tax on investment income for 2012 from Part VI, line 5 2a		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	14,432.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	14,432.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	14,432.

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	7,876.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	7,876.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	7,876.

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				14,432.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ___, ___, ___		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 7,876.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				7,876.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				6,556.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a 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)

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

Part XV Supplementary Information (Complete this part only if the 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).)

NONE

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.

NONE

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

Check here ▶ [X] 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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
EASTER SEALS OF LOUISVILLE		PUBLIC CHARITY	CHARITABLE	2,000.
FAMILY AND CHILDREN'S PLACE		PUBLIC CHARITY	CHARITABLE	2,000.
MEREDITH DUNN SCHOOL		PUBLIC CHARITY	CHARITABLE	1,000.
THE DEPAUL SCHOOL		PUBLIC CHARITY	CHARITABLE	1,000.
Total			▶ 3a	6,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	2,631.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,571.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		5,202.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 5,202.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee — Date 5/15/13 — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOSEPH M BAKER		05/15/13		P01061123

Firm's name ▶ RUEFF AND ASSOCIATES — Firm's EIN ▶ 61-1231152

Firm's address ▶ 312 MACON AVENUE LOUISVILLE, KY 40207 — Phone no. 502-896-2451

223622
12-05-12

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
R. KEITH CULLINAN FAMILY FOUNDATION, INC	45-4093645

Organization type (check one)

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
R. KEITH CULLINAN FAMILY FOUNDATION, INC	45-4093645

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	CULLINAN ASSOCIATES, INC 295 N HUBBARDS LANE SUITE 203 LOUISVILLE, KY 40207	$ 250,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
R. KEITH CULLINAN FAMILY FOUNDATION, INC	45-4093645

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

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

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

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

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

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

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

Name of organization	Employer identification number
R. KEITH CULLINAN FAMILY FOUNDATION, INC	45-4093645

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO	2,631.	0.	2,631.
TOTAL TO FM 990-PF, PART I, LN 4	2,631.	0.	2,631.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,833.	4,083.		1,750.
TO FM 990-PF, PG 1, LN 16A	5,833.	4,083.		1,750.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISOR FEE	1,309.	1,309.		0.
TO FORM 990-PF, PG 1, LN 16C	1,309.	1,309.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	14.	14.		0.
TO FORM 990-PF, PG 1, LN 18	14.	14.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	126.	0.		126.
TO FORM 990-PF, PG 1, LN 23	126.	0.		126.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
	COST	467,491.	461,738.
TOTAL TO FORM 990-PF, PART II, LINE 13		467,491.	461,738.

Cullinan Associates, Inc.

REALIZED GAINS AND LOSSES

Cullinan Family Foundation, Inc. (DW)

ACCOUNT # 2524-5730

ROYDEN K. CULLINAN VP & TREASURER

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
09-21-12	10-02-12	-1	Sysco NOV/31 C 2012	100.01	39.98	-60.03	
09-25-12	10-19-12	-1	Clorox NOV/72.5 C 2012	104.98	104.98	0.00	
09-20-12	10-19-12	100.0000	Clorox	7,172.07	7,354.81	182.74	
09-25-12	10-31-12	-1	DuPont NOV/52.5 C 2012	1.01	67.98	66.97	
09-21-12	10-31-12	-1	Coca-Cola NOV/40 C 2012	3.01	27.98	24.97	
09-21-12	11-05-12	-1	AFLAC NOV/50 C 2012	115.01	93 98	-21.03	
10-24-12	11-06-12	-1	Entergy JAN/72.5 C 2013	20.01	59.98	39.97	
09-25-12	11-06-12	-1	First Energy NOV/46 C 2012	10.01	29.98	19.97	
09-21-12	11-07-12	-1	Baxter Intl NOV/62.5 C 2012	300.01	94.98	-205.03	
09-25-12	11-16-12	-1	Lowes NOV/32 C 2012	9.01	34.98	25.97	
09-25-12	11-17-12	-1	Amer Express NOV/60 C 2012	0.00	73.98	73.98	
09-21-12	11-17-12	-1	Boeing NOV/75 C 2012	0.00	61.98	61.98	
09-21-12	11-17-12	-1	CA Technologies NOV/28 C 2012	0.00	41.98	41.98	
09-25-12	11-17-12	-1	Comcast NOV/38 C 2012	0.00	48.98	48.98	
09-25-12	11-17-12	-1	Coach Inc NOV/65 C 2012	0.00	54.98	54.98	
09-21-12	11-17-12	-1	ConocoPhillips NOV/60 C 2012	0.00	37.98	37.98	
09-21-12	11-17-12	-2	Cisco NOV/20 C 2012	0.00	71.98	71.98	

Cullinan Associates, Inc.

REALIZED GAINS AND LOSSES

Cullinan Family Foundation, Inc. (DW)

ACCOUNT # 2524-5730

ROYDEN K. CULLINAN VP & TREASURER

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
09-25-12	11-17-12	-1	Darden Restaurants NOV/60 C 2012	0.00	34.98	34.98	
09-25-12	11-17-12	-1	Eaton Corp NOV/50 C 2012	0.00	59.98	59.98	
09-21-12	11-17-12	-2	General Elec NOV/23 C 2012	0.00	83.98	83.98	
09-21-12	11-17-12	-1	Harris Corp NOV/55 C 2012	0.00	29.98	29.98	
09-21-12	11-17-12	-1	Intel NOV/24 C 2012	0.00	37.98	37.98	
09-25-12	11-17-12	-2	Jabil Circuit Inc NOV/24 C 2012	0.00	69.98	69.98	
09-21-12	11-17-12	-1	J P Morgan Chase NOV/43 C 2012	0.00	58.98	58.98	
09-21-12	11-17-12	-1	Medtronic NOV/45 C 2012	0.00	54.98	54.98	
09-25-12	11-17-12	-1	Merck NOV/47 C 2012	0.00	37.98	37.98	
09-21-12	11-17-12	-1	Microsoft NOV/33 C 2012	0.00	25.98	25.98	
09-25-12	11-17-12	-1	Nucor NOV/42 C 2012	0.00	35.98	35.98	
09-21-12	11-17-12	-1	PNC Finl NOV/70 C 2012	0.00	43.98	43.98	
09-25-12	11-17-12	-1	Qualcomm NOV/70 C 2012	0.00	52.98	52.98	
09-21-12	11-17-12	-1	Schlumberger NOV/80 C 2012	0.00	88.98	88.98	

Cullinan Associates, Inc.

REALIZED GAINS AND LOSSES

Cullinan Family Foundation, Inc. (DW)

ACCOUNT # 2524-5730

ROYDEN K. CULLINAN VP & TREASURER

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
09-25-12	11-17-12	-1	Target Corp NOV/67.5 C 2012	0.00	77.98	77.98	
09-25-12	11-17-12	-1	Texas Instruments NOV/30 C 2012	0.00	30.98	30.98	
09-25-12	11-17-12	-1	United Parcel Ser NOV/75 C 2012	0.00	90.98	90.98	
09-21-12	11-17-12	-1	Verizon NOV/47 C 2012	0.00	36.98	36.98	
09-25-12	11-17-12	-1	Walgreen NOV/38 C 2012	0.00	39.98	39.98	
09-25-12	11-17-12	-1	Wells Fargo & Co NOV/37 C 2012	0.00	34.98	34.98	
09-21-12	11-17-12	-1	Williams Cos NOV/37 C 2012	0.00	60.98	60.98	
09-25-12	11-17-12	-1	Exxon NOV/95 C 2012	0.00	69.98	69.98	
10-24-12	11-28-12	-1	Verizon DEC/46 C 2012	5.01	47.98	42.97	
10-23-12	11-30-12	-1	A T & T DEC/37 C 2012	2.01	28.98	26.97	
10-23-12	11-30-12	-1	Paychex JAN/34 C 2013	20.01	39.98	19.97	
09-20-12	11-30-12	100.0000	Eaton Corp	4,767.53	5,190.56	423.03	
10-24-12	12-03-12	-1	Baxter Intl DEC/62.5 C 2012	345.01	99.98	-245.03	
10-24-12	12-17-12	-1	ACE LTD DEC/82.5 C 2012	10.01	119.98	109.97	

Cullinan Associates, Inc.

REALIZED GAINS AND LOSSES

Cullinan Family Foundation, Inc. (DW)

ACCOUNT # 2524-5730

ROYDEN K. CULLINAN VP & TREASURER

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
09-21-12	12-18-12	-1	Ameriprise Finl DEC/60 C 2012	318.01	149.98	-168.03	
11-16-12	12-18-12	-1	Lowes DEC/33 C 2012	287.01	78.98	-208.03	
10-24-12	12-18-12	-1	Lowes DEC/35 C 2012	97.01	41.98	-55.03	
10-24-12	12-18-12	-1	Stryker DEC/55 C 2012	170.01	59.98	-110.03	
10-23-12	12-19-12	-1	United Tech DEC/80 C 2012	347.01	119.98	-227.03	
10-24-12	12-20-12	-1	Monsanto DEC/92.5 C 2012	14.01	97.98	83.97	
10-24-12	12-20-12	-1	Simon Property Gr DEC/155 C 2012	249.01	215.98	-33.03	
10-24-12	12-20-12	-1	Walgreen DEC/37 C 2012	79.01	47.98	-31.03	
10-24-12	12-21-12	-1	J P Morgan Chase DEC/44 C 2012	11.01	65.98	54.97	
10-24-12	12-21-12	-1	Nike DEC/100 C 2012	403.01	89.98	-313.03	
10-24-12	12-21-12	-1	Qualcomm DEC/62.5 C 2012	10.01	73.98	63.97	
09-21-12	12-22-12	-1	Analog Devices DEC/44 C 2012	0.00	32.98	32.98	
09-21-12	12-22-12	-1	Bristol Myers DEC/35 C 2012	0.00	39.98	39.98	
10-23-12	12-22-12	-1	Colgate Palmolive DEC/110 C 2012	0.00	105.98	105.98	

Cullinan Associates, Inc.

REALIZED GAINS AND LOSSES

Cullinan Family Foundation, Inc. (DW)

ACCOUNT # 2524-5730

ROYDEN K. CULLINAN VP & TREASURER

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
10-24-12	12-22-12	-1	Comcast DEC/39 C 2012	0.00	34.98	34.98	
10-24-12	12-22-12	-1	Chevron Corp DEC/115 C 2012	0.00	84.98	84.98	
10-24-12	12-22-12	-1	Deere DEC/90 C 2012	0.00	122 98	122.98	
09-21-12	12-22-12	-1	Intel DEC/25 C 2012	0.00	28.98	28.98	
10-24-12	12-22-12	-1	KLA Tencor DEC/50 C 2012	0.00	79.98	79.98	
09-21-12	12-22-12	-1	KLA Tencor DEC/55 C 2012	0.00	39.98	39.98	
10-24-12	12-22-12	-1	McDonalds DEC/90 C 2012	0.00	79.98	79.98	
10-24-12	12-22-12	-1	Medtronic DEC/44 C 2012	0.00	60.98	60.98	
10-23-12	12-22-12	-1	Merck DEC/48 C 2012	0.00	43.98	43.98	
10-24-12	12-22-12	-1	Occidental Petrol DEC/87.5 C 2012	0.00	96.98	96.98	
09-21-12	12-22-12	-1	Paychex DEC/36 C 2012	0.00	31.98	31.98	
10-24-12	12-22-12	-1	Philip Morris DEC/92.5 C 2012	0.00	66.98	66.98	
10-24-12	12-22-12	-1	Suncor Energy DEC/36 C 2012	0.00	42.98	42.98	
09-21-12	12-22-12	-1	Suncor Energy DEC/38 C 2012	0.00	53.98	53.98	
09-21-12	12-22-12	-1	Stryker DEC/60 C 2012	0.00	57.98	57.98	

Cullinan Associates, Inc.

REALIZED GAINS AND LOSSES

Cullinan Family Foundation, Inc. (DW)

ACCOUNT # 2524-5730

ROYDEN K. CULLINAN VP & TREASURER

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
09-21-12	12-22-12	-1	Teva Pharm DEC/42.5 C 2012	0.00	58.98	58.98	
10-24-12	12-22-12	-1	Teva Pharm DEC/42.5 C 2012	0.00	53.98	53.98	
10-24-12	12-22-12	-1	US Bancorp DEC/35 C 2012	0.00	37.98	37.98	
09-21-12	12-22-12	-1	US Bancorp DEC/36 C 2012	0.00	33.98	33.98	
10-24-12	12-22-12	-1	Wells Fargo & Co DEC/36 C 2012	0.00	31.05	31.05	
10-24-12	12-22-12	-1	Williams Companie DEC/38 C 2012	0.00	65.98	65.98	
10-24-12	12-22-12	-1	Wal-Mart DEC/77.5 C 2012	0.00	71.98	71.98	
10-24-12	12-27-12	-1	Abbott JAN/70 C 2013	7.01	55.98	48.97	
TOTAL GAINS						4,247.37	0.00
TOTAL LOSSES						-1,676.36	0.00
				14,976.83	**17,547.84**	**2,571.01**	**0.00**

TOTAL REALIZED GAIN/LOSS 2,571.01

Cullinan Associates, Inc.
UNREALIZED GAINS AND LOSSES
Cullinan Family Foundation, Inc. (DW)
ACCOUNT # 2524-5730
ROYDEN K. CULLINAN VP & TREASURER
December 31, 2012

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
CASH AND EQUIVALENTS								
		PRINCIPAL CASH		11,388.19		11,388.19		
				11,388.19		11,388 19		
COMMON STOCK								
10-22-12	100 0000	A T & T Corp	35.21	3,520 62	33.71	3,371.00	-149.62	-4.2
10-22-12	100.0000	ACE LTD	80.41	8,040.52	79.80	7,980.00	-60.52	-0.8
09-20-12	100.0000	AFLAC	48.55	4,854.53	53.12	5,312 00	457 47	9.4
10-22-12	100.0000	Abbott	65.76	6,576.10	65.50	6,550.00	-26.10	-0 4
09-20-12	100.0000	Amer Express	58.43	5,842.60	57.48	5,748.00	-94 60	-1.6
09-20-12	100.0000	Ameriprise Financial	57.16	5,716.50	62.63	6,263.00	546.50	9.6
09-20-12	100.0000	Analog Devices	40.78	4,077.70	42.06	4,206 00	128.30	3.1
09-20-12	200.0000	Baxter Intl	61.44	12,287.25	66.66	13,332.00	1,044.75	8.5
09-20-12	100.0000	Boeing	69.17	6,916.61	75.36	7,536 00	619 39	9.0
09-20-12	100.0000	Bristol Myers	33.00	3,299.99	32.59	3,259 00	-40.99	-1.2
09-20-12	200.0000	CA Technologies	25.58	5,115.07	21.98	4,396.00	-719.07	-14.1
10-22-12	100.0000	Chevron Corp	112.78	11,277.62	108.14	10,814.00	-463.62	-4.1
09-20-12	300.0000	Cisco Systems Inc	18.69	5,606.11	19.65	5,894.82	288.71	5.1
09-20-12	100 0000	Coach Inc	59.67	5,967.20	55 51	5,551.00	-416.20	-7 0
09-20-12	200 0000	Coca-Cola	37 98	7,595.13	36 25	7,250.00	-345.13	-4.5
10-22-12	100 0000	Colgate Palmolive	107.60	10,759.80	104.54	10,454.00	-305.80	-2.8
09-20-12	200.0000	Comcast Corp	36.33	7,265.97	37.36	7,472.00	206.03	2.8
09-20-12	100.0000	ConocoPhillips	57.50	5,749.53	57.99	5,799 00	49 47	0.9
09-20-12	200 0000	Darden Restaurants	54.05	10,810.73	45.07	9,014.00	-1,796.73	-16.6
10-22-12	100.0000	Deere	85.52	8.552.50	86.42	8,642.00	89 50	1.0
09-20-12	100.0000	DuPont	51.61	5,160.61	44.98	4,497 85	-662.76	-12.8
11-30-12	100.0000	Eaton Corp	51.91	5,190.56	54.18	5,418.00	227 44	4.4

Cullinan Associates, Inc
UNREALIZED GAINS AND LOSSES
Cullinan Family Foundation, Inc. (DW)
ACCOUNT # 2524-5730
ROYDEN K. CULLINAN VP & TREASURER
December 31, 2012

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
10-22-12	100.0000	Entergy	70.85	7,085.03	63.75	6,375 00	-710.03	-10.0
09-20-12	100.0000	Exxon	90.94	9,093.61	86.55	8,655.00	-438.61	-4.8
10-22-12	100.0000	FactSet Research Systems	91.49	9,149.21	88.06	8,806.00	-343.21	-3.8
12-12-12	200.0000	Fastenal	43.17	8,633.20	46.65	9,330.00	696.80	8.1
09-20-12	100.0000	First Energy	43.73	4,372.60	41.76	4,176.00	-196 60	-4.5
09-20-12	200.0000	General Elec	22.20	4.441.00	20.99	4.198.00	-243.00	-5.5
09-20-12	200.0000	Genl Mills	41.00	8,200.00	40.42	8,084.00	-116.00	-1.4
09-20-12	100.0000	Harris Corp	50.94	5,094.11	48 96	4,896.00	-198.11	-3.9
09-20-12	300.0000	Intel Corp	22.53	6,758.52	20.62	6,186.00	-572.52	-8.5
10-22-12	50.0000	Intl Business Machines	193.26	9,663.00	191.55	9,577 50	-85.50	-0.9
09-20-12	200.0000	J P Morgan Chase	41 39	8,277 21	43 97	8,793 82	516.61	6.2
09-20-12	200.0000	Jabil Circuit Inc	21.97	4,393.06	19.29	3,858.00	-535.06	-12.2
09-20-12	200.0000	KLA Tencor	47.17	9,433.75	47 76	9,552.00	118.25	1.3
12-12-12	100.0000	Kraft Foods Group	45.77	4,576.90	45.47	4,547.00	-29.90	-0.7
09-20-12	200.0000	Lowes	31 04	6,208.27	35.52	7.104 00	895.73	14.4
10-22-12	100.0000	McDonalds Corp	88.77	8,876.52	88.21	8,821.00	-55.52	-0.6
09-20-12	200.0000	Medtronic	42 76	8,551.21	41.02	8,204.00	-347.21	-4.1
09-20-12	200.0000	Merck	45.61	9,121.05	40 94	8,188.00	-933.05	-10.2
09-20-12	200.0000	Microsoft	29.70	5,939.58	26.71	5.341.94	-597.64	-10.1
10-22-12	100.0000	Monsanto	88.36	8,835.80	94.65	9,465.00	629.20	7.1
10-22-12	200.0000	Nike	47.39	9,478.62	51.60	10,320.00	841.38	8.9
09-20-12	100.0000	Nucor	39.06	3,905.61	43 16	4,316.00	410.39	10 5
10-22-12	100 0000	Occidental Petroleum	83.05	8,305.00	76.61	7,661.00	-644.00	-7 8
09-20-12	100.0000	PNC Finl	65.69	6,569.36	58.31	5,831.00	-738.36	-11.2
09-20-12	200.0000	Paychex Inc	33.51	6,702.25	31.10	6,220.00	-482.25	-7.2
10-22-12	100.0000	Philip Morris Intl	88.80	8,879.90	83.64	8,364 00	-515.90	-5.8

Cullinan Associates, Inc

UNREALIZED GAINS AND LOSSES

Cullinan Family Foundation, Inc. (DW)

ACCOUNT # 2524-5730

ROYDEN K. CULLINAN VP & TREASURER

December 31, 2012

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
09-20-12	200.0000	Qualcomm	61.44	12,287.65	61.86	12,371.92	84.27	0.7
09-20-12	100.0000	Schlumberger	74.81	7,480.61	69.30	6,929.86	-550.75	-7 4
10-22-12	100 0000	Simon Property Group	152.70	15,270.40	158.09	15,809 00	538 60	3 5
09-20-12	200.0000	Stryker	54.20	10,840.62	54.82	10,964.00	123.38	1.1
09-20-12	200.0000	Suncor Energy	33.73	6,746.53	32.98	6,596.00	-150.53	-2.2
09-20-12	100.0000	Sysco	30.99	3,098.61	31.66	3,166.00	67.39	2.2
09-20-12	100.0000	Target Corp	65.17	6,516.53	59.17	5,917.00	-599.53	-9.2
09-20-12	200.0000	Teva Pharmaceutical	40.44	8,088.45	37.34	7,468.00	-620.45	-7 7
09-20-12	200.0000	Texas Instruments	28 23	5,645.12	30.89	6,178.00	532 88	9.4
09-20-12	200.0000	US Bancorp	33.91	6,782.59	31.94	6,388.00	-394 59	-5.8
09-20-12	100 0000	United Parcel Service	73 70	7,369.60	73.73	7,373 00	3.40	0 0
10-22-12	100.0000	United Tech	78.04	7,804.40	82 01	8,201.00	396.60	5.1
09-20-12	200.0000	Verizon Communications	45.08	9.015.16	43.27	8,654.00	-361.16	-4.0
10-22-12	100.0000	Wal-Mart Stores Inc	75.46	7,546.00	68.23	6,823.00	-723 00	-9 6
09-20-12	200.0000	Walgreen	35.79	7,158.29	37.01	7,402.00	243.71	3.4
09-20-12	200.0000	Wells Fargo & Co	34.74	6,948.50	34.18	6,836.00	-112.50	-1.6
09-20-12	200.0000	Williams Companies	34.45	6,889.19	32.74	6,548.00	-341.19	-5.0
				476.215.87		469,254 71	-6,961.16	-1 5
CALLS								
11-30-12	-1	A T & T JAN/35 C 2013	0.36	-35.98	0.05	-5.00	30.98	86.1
12-17-12	-1	ACE LTD FEB/82.5 C 2013	1.45	-144.98	0.75	-75.00	69.98	48.3
11-05-12	-1	AFLAC JAN/52.5 C 2013	1.07	-106.98	1.52	-152.00	-45.02	-42.1

Cullinan Associates, Inc.
UNREALIZED GAINS AND LOSSES
Cullinan Family Foundation, Inc. (DW)
ACCOUNT # 2524-5730
ROYDEN K. CULLINAN VP & TREASURER
December 31, 2012

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
12-21-12	-1	Amer Express APR/62.5 C 2013	0.84	-83.98	0.89	-89.00	-5.02	-6.0
12-18-12	-1	Ameriprise Finl JUN/65 C 2013	2.90	-289.98	2.70	-270.00	19.98	6.9
12-26-12	-1	Analog Devices FEB/44 C 2013	0.45	-44.98	0.50	-50.00	-5.02	-11.2
11-07-12	-1	Baxter Intl APR/65 C 2013	3.70	-369.98	4.55	-455 00	-85.02	-23.0
12-03-12	-1	Baxter Intl FEB/65 C 2013	2.99	-298.98	3.30	-330.00	-31.02	-10.4
12-21-12	-1	Boeing FEB/80 C 2013	0.90	-89.98	0.52	-52.00	37.98	42.2
12-26-12	-1	Bristol Myers FEB/33 C 2013	0.40	-39.98	0.49	-49.00	-9.02	-22.6
12-21-12	-1	CA Technologies FEB/23 C 2013	0.45	-44.98	0.27	-27.00	17.98	40.0
10-23-12	-1	CA Technologies JAN/26 C 2013	0.37	-36.98	0.02	-2.00	34.98	94.6
12-26-12	-1	Chevron Corp FEB/110 C 2013	2.10	-209.98	1.87	-187.00	22.98	10.9
12-21-12	-2	Cisco FEB/21 C 2013	0.42	-83.98	0.30	-60.00	23.98	28.6
10-23-12	-1	Cisco JAN/20 C 2013	0.26	-25.98	0.25	-25.00	0.98	3 8
12-21-12	-1	Coach Inc FEB/62.5 C 2013	1.30	-129.98	0.81	-81.00	48 98	37.7
10-31-12	-1	Coca-Cola FEB/38.75 C 2013	0.56	-55.98	0.12	-12.00	43.98	78.6
10-24-12	-1	Coca-Cola JAN/38.75 C 2013	0.32	-31.98	0.04	-4.00	27.98	87.5

Cullinan Associates, Inc
UNREALIZED GAINS AND LOSSES
Cullinan Family Foundation, Inc. (DW)
ACCOUNT # 2524-5730
ROYDEN K. CULLINAN VP & TREASURER
December 31, 2012

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
12-26-12	-1	Colgate Palmolive MAY/110 C 2013	1.72	-171.98	1.50	-150.00	21 98	12.8
12-21-12	-1	Comcast APR/41 C 2013	0.47	-46.98	0.48	-48.00	-1 02	-2.2
12-26-12	-1	Comcast FEB/39 C 2013	0.48	-47.98	0.51	-51.00	-3.02	-6.3
12-28-12	-1	ConocoPhillips FEB/60 C 2013	0.49	-48.98	0.63	-63.00	-14.02	-28.6
12-21-12	-2	Darden Restaurants APR/48 C 2013	1.05	-209.98	0.95	-190.00	19.98	9.5
12-26-12	-1	Deere FEB/90 C 2013	1.33	-132.98	1.30	-130.00	2.98	2.2
10-31-12	-1	DuPont JAN/48 C 2013	0.48	-47.98	0.03	-3.00	44 98	93.7
12-21-12	-1	Eaton Corp APR/57.5 C 2013	1.40	-139.98	1.30	-130.00	9.98	7.1
11-06-12	-1	Entergy MAR/67.5 C 2013	1.60	-159.98	0.30	-30.00	129.98	81.2
12-21-12	-1	Exxon APR/92.5 C 2013	1.24	-123.98	0.75	-75.00	48.98	39.5
12-21-12	-1	FactSet Research MAR/95 C 2013	1.99	-198.98	1.50	-150.00	48.98	24.6
12-21-12	-2	Fastenal FEB/47.5 C 2013	1.07	-213.98	1.35	-270.00	-56.02	-26.2
11-06-12	-1	First Energy JAN/42 C 2013	1.75	-174.98	0.25	-25.00	149.98	85.7
12-21-12	-2	General Elec MAR/22 C 2013	0.38	-75.98	0.36	-72.00	3.98	5.2

Cullinan Associates, Inc.
UNREALIZED GAINS AND LOSSES
Cullinan Family Foundation, Inc. (DW)
ACCOUNT # 2524-5730
ROYDEN K. CULLINAN VP & TREASURER
December 31, 2012

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
12-21-12	-1	Genl Mills APR/42 C 2013	0.56	-55.98	0.34	-34 00	21.98	39.3
09-25-12	-1	Genl Mills JAN/41 C 2013	0.50	-49.98	0.12	-12.00	37 98	76.0
12-21-12	-1	Harris Corp MAY/55 C 2013	0.75	-74.98	0.45	-45.00	29.98	40.0
10-23-12	-1	Intel Corp JAN/22.5 C 2013	0.44	-43.98	0.05	-5.00	38.98	88.6
12-21-12	-2	Intel Corp MAR/22 C 2013	0.33	-66.96	0.32	-64.00	2.96	4.4
12-21-12	-1	J P Morgan Chase FEB/47 C 2013	0.57	-56.98	0.51	-51.00	5.98	10.5
12-21-12	-1	J P Morgan Chase JAN/46 C 2013	0.44	-43.98	0.40	-40.00	3.98	9.0
12-21-12	-2	Jabil Circuit Inc MAR/21 C 2013	0.51	-101.98	0.49	-98.00	3 98	3 9
12-28-12	-2	KLA Tencor FEB/50 C 2013	0.87	-173.98	0.74	-148.00	25.98	14.9
12-21-12	-1	Kraft Foods Group MAR/47.5 C 2013	0.55	-54 98	0.45	-45.00	9 98	18.2
12-18-12	-1	Lowes APR/35 C 2013	2.45	-244.98	2.27	-227.00	17 98	7 3
12-18-12	-1	Lowes JAN/36 C 2013	0.90	-89.98	0.61	-61.00	28.98	32.2
12-28-12	-1	McDonalds Corp FEB/92.5 C 2013	0.60	-59.98	0.52	-52.00	7.98	13.3
12-28-12	-1	Medtronic FEB/43 C 2013	0.52	-51.98	0.45	-45.00	6.98	13.4

Cullinan Associates, Inc
UNREALIZED GAINS AND LOSSES
Cullinan Family Foundation, Inc. (DW)
ACCOUNT # 2524-5730
ROYDEN K. CULLINAN VP & TREASURER
December 31, 2012

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
12-21-12	-1	Medtronic FEB/44 C 2013	0.54	-53.98	0.28	-28.00	25.98	48.1
12-21-12	-1	Merck APR/45 C 2013	0.47	-46.98	0.28	-28.00	18.98	40.4
12-28-12	-1	Merck FEB/43 C 2013	0.38	-37.98	0.31	-31.00	6.98	18.4
10-23-12	-1	Microsoft JAN/30 C 2013	0.43	-42.98	0.03	-3.00	39.98	93.0
12-21-12	-1	Microsoft MAR/29 C 2013	0.44	-43.98	0.27	-27.00	16.98	38.6
12-20-12	-1	Monsanto APR/95 C 2013	3.05	-304.98	4.42	-442.00	-137.02	-44.9
12-24-12	-2	Nike APR/52.50 C 2013	2.37	-474.97	2.10	-420.00	54.97	11.6
12-21-12	-1	Nucor APR/46 C 2013	1.02	-101.98	0.90	-90 00	11.98	11.7
12-21-12	-1	PNC Finl FEB/62.5 C 2013	0.53	-52.98	0.49	-49.00	3.98	7.5
12-28-12	-1	Paychex Inc FEB/32 C 2013	0.41	-40.98	0.30	-30 00	10.98	26.8
11-30-12	-1	Paychex MAR/34 C 2013	0.35	-34.98	0.05	-5.00	29.98	85.7
12-28-12	-1	Philip Morris FEB/87.5 C 2013	0.84	-83.98	0.77	-77.00	6 98	8.3
12-21-12	-1	Qualcomm APR/67.5 C 2013	1 60	-159.98	1.39	-139 00	20.98	13.1
12-21-12	-1	Qualcomm JAN/65 C 2013	0.59	-58.98	0.35	-35.00	23.98	40 7
12-21-12	-1	Schlumberger FEB/75 C 2013	0.94	-93.98	0.65	-65.00	28.98	30.8

Cullinan Associates, Inc

UNREALIZED GAINS AND LOSSES

Cullinan Family Foundation, Inc. (DW)

ACCOUNT # 2524-5730

ROYDEN K. CULLINAN VP & TREASURER

December 31, 2012

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
12-20-12	-1	Simon Property Gr APR/160 C 2013	3.65	-364.98	4.20	-420.00	-55.02	-15.1
12-28-12	-1	Stryker FEB/57.5 C 2013	0.52	-51.98	0.40	-40.00	11.98	23.0
12-18-12	-1	Stryker MAR/57.5 C 2013	1.46	-145.98	0.62	-62.00	83.98	57.5
12-28-12	-2	Suncor Energy FEB/35 C 2013	0.36	-71.98	0.50	-100.00	-28.02	-38.9
10-02-12	-1	Sysco JAN/32 C 2013	0.60	-59.98	0.13	-13.00	46.98	78.3
12-21-12	-1	Target Corp APR/62.5 C 2013	1.34	-133.98	1 11	-111.00	22.98	17.2
12-28-12	-2	Teva Pharmaceutic MAR/40 C 2013	0.46	-91.98	0.44	-88.00	3.98	4.3
10-24-12	-1	Texas Instr JAN/30 C 2013	0.45	-44.98	1.26	-126.00	-81.02	-180.1
12-21-12	-1	Texas Instruments APR/34 C 2013	0.59	-58.98	0.52	-52.00	6.98	11.8
12-21-12	-1	UPS APR/80 C 2013	0.78	-77.98	0.50	-50.00	27.98	35.9
12-28-12	-2	US Bancorp MAR/34 C 2013	0.49	-97.98	0.42	-84.00	13.98	14.3
12-19-12	-1	United Tech FEB/82 5 C 2013	2.93	-292.98	1.99	-199 00	93.98	32.1
12-21-12	-2	Verizon Communica FEB/45 C 2013	0.43	-85.98	0.28	-56.00	29.98	34.9
12-28-12	-1	Wal-Mart Stores I FEB/70 C 2013	0.87	-86.98	0.84	-84.00	2.98	3.4

Cullinan Associates, Inc

UNREALIZED GAINS AND LOSSES

Cullinan Family Foundation, Inc. (DW)

ACCOUNT # 2524-5730

ROYDEN K. CULLINAN VP & TREASURER

December 31, 2012

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
12-20-12	-2	Walgreen APR/39 C 2013	0.70	-140.96	0.76	-152.00	-11.04	-7.8
12-21-12	-1	Wells Fargo & Co APR/38 C 2013	0.48	-47.98	0.40	-40.00	7.98	16.6
12-28-12	-1	Wells Fargo & Co FEB/36 C 2013	0.42	-41.98	0.37	-37.00	4.98	11.9
12-28-12	-1	Williams Companies FEB/34 C 2013	0.52	-51.98	0.64	-64.00	-12.02	-23 1
12-21-12	-1	Williams Cos FEB/35 C 2013	0.51	-50.98	0.31	-31.00	19.98	39.2
				-8,725.35		-7,517 00	1,208.35	13.8
TOTAL PORTFOLIO				**478,878.71**		**473,125.90**	**-5,752.81**	**-1.2**
CHECKING ACCOUNT				13,041		13,041		
				491,920		486,167		