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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

**2012**

Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2012, or tax year beginning , 2012, and ending**

<b>ST. PIERRE FOUNDATION</b> 31982 PASEO SAGRADO SAN JUAN CAPISTRANO, CA 92675-3347		<b>A</b> Employer identification number 47-0879863						
		<b>B</b> Telephone number (see the instructions) (949) 248-9279						
		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>						
<b>G</b> Check all that apply: <table style="width:100%; border: none;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> 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	<b>D 1</b> Foreign organizations, check here <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/>
<input type="checkbox"/> 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							
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 526,146.		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>						
<b>J</b> 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.)								

MAY 9 2013

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)				
<b>REVENUE</b>	1 Contributions, gifts, grants, etc, received (att sch)	360.		
	2 <input checked="" type="checkbox"/> If the foundn is not req to att Sch B			
	3 Interest on savings and temporary cash investments			
	4 Dividends and interest from securities	15,088.	15,088.	15,088.
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain/(loss) from sale of assets not on line 10	29,264.		
	b Gross sales price for all assets on line 6a	286,732.		
	7 Capital gain net income (from Part IV, line 2)		29,264.	
	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/(loss) (att sch)				
11 Other income (attach schedule)				
12 <b>Total.</b> Add lines 1 through 11	44,712.	44,352.	15,088.	
<b>ADMINISTRATIVE AND EXPENSES</b>	13 Compensation of officers, directors, trustees, etc	0.		
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach sch) .. SEE . ST 1	2,350.		
	c Other prof fees (attach sch)			
	17 Interest			
	18 Taxes (attach schedule)(see instrs) SEE STM 2	740.		
	19 Depreciation (attach sch) and depletion			
	20 Occupancy			
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 3	16,172.	16,172.	16,172.	
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	19,262.	16,172.	16,172.	
25 Contributions, gifts, grants paid PART XV	34,300.			34,300.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	53,562.	16,172.	16,172.	34,300.
27 Subtract line 26 from line 12:				
a <b>Excess of revenue over expenses and disbursements</b>	-8,850.			
b <b>Net investment income</b> (if negative, enter -0-)		28,180.		
c <b>Adjusted net income</b> (if negative, enter -0-)			0.	

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Part I 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	14,399.	20,661.	20,661.
	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 sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)	92,236.	121,767.	121,995.
	b Investments – corporate stock (attach schedule)	234,295.	211,092.	263,625.
	c Investments – corporate bonds (attach schedule)	138,121.	116,681.	119,865.
	11 Investments – land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe )				
16 <b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)	479,051.	470,201.	526,146.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe )			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	479,051.	470,201.	
	30 <b>Total net assets or fund balances</b> (see instructions)	479,051.	470,201.	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	479,051.	470,201.	

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	479,051.
2 End amount from Part I, line 27a	2	-8,850.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	470,201.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	470,201.

**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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE ATTACHED GAIN/LOSS REPORT	P	VARIOUS	VARIOUS
b SEE ATTACHED GAIN/LOSS REPORT	P	VARIOUS	VARIOUS
c CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS
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 75,378.		77,313.	-1,935.
b 211,347.		180,155.	31,192.
c 7.			7.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-1,935.
b			31,192.
c			7.
d			
e			

2 Capital gain net income or (net capital loss). <span style="float:right">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	29,264.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 <span style="float:right">]</span>	3	0.

**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.) N/A

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 (column (b) divided by column (c))
2011			
2010			
2009			
2008			
2007			

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

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)**

<b>1 a</b> 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 instrs)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	564.
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0.
<b>3</b> Add lines 1 and 2	<b>3</b>	564.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0.
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	564.
<b>6</b> Credits/Payments:		
<b>a</b> 2012 estimated tax pmts and 2011 overpayment credited to 2012	<b>6 a</b>	508.
<b>b</b> Exempt foreign organizations -- tax withheld at source	<b>6 b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6 c</b>	
<b>d</b> Backup withholding erroneously withheld	<b>6 d</b>	
<b>7</b> Total credits and payments Add lines 6a through 6d	<b>7</b>	508.
<b>8</b> Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	1.
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	57.
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	
<b>11</b> Enter the amount of line 10 to be: Credited to 2013 estimated tax Refunded	<b>11</b>	

**Part VIIA Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> 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.		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
<b>3</b> 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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) N/A		
<b>b</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? <i>If 'No,' attach explanation</i>	X	
<b>9</b> 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)? <i>If 'Yes,' complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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	13	X	
14	The books are in care of <u>ST. PIERRE FOUNDATION</u> Telephone no. <u>(949) 248-9279</u> Located at <u>31982 PASEO SAGRADO SAN JUAN CAPISTRANO CA</u> ZIP + 4 <u>92675-3347</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	N/A	N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country	16		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
1 a	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 type="checkbox"/> Yes <input checked="" 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		
1 b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
1 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?	1 c	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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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.)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a	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.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4 a	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?	4 b	X

BAA

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

5 a 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?

N/A  Yes  No

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

6 a 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?

6 b X

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

7 a 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

7 b

**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
PAUL R. ST. PIERRE 31982 PASEO SAGRADO SAN JUAN CAPISTRANO, CA 92675-3847	PRESIDENT 0	0.	0.	0.
NANCY E. ST. PIERRE 31982 PASEO SAGRADO SAN JUAN CAPISTRANO, CA 92675-3847	SECRETARY 0	0.	0.	0.
SAMUEL GRAVES 10332 BACK PALINS DRIVE LAS VEGAS, NV 89134-7400	DIRECTOR 0	0.	0.	0.
JOHN ST. PIERRE 7 KLINGER DRIVE SUGAR LOAF, PA 18249-3222	DIRECTOR 0	0.	0.	0.

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

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

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



**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	1 a	
b	Average of monthly cash balances	1 b	
c	Fair market value of all other assets (see instructions)	1 c	
d	<b>Total</b> (add lines 1a, b, and c)	1 d	0.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	0.

**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	
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	564.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	564.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	-564.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	-564.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	0.

**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	1 a	34,300.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	34,300.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	34,300.

**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				0.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	88,000.			
b From 2008	215,000.			
c From 2009 . . . . .	81,000.			
d From 2010 . . . . .	67,500.			
e From 2011	66,000.			
f Total of lines 3a through e . . . . .	517,500.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 34,300.				
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				0.
e Remaining amount distributed out of corpus	34,300.			
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	551,800.			
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 instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	88,000.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	463,800.			
10 Analysis of line 9:				
a Excess from 2008	215,000.			
b Excess from 2009	81,000.			
c Excess from 2010	67,500.			
d Excess from 2011	66,000.			
e Excess from 2012	34,300.			

**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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> 'Assets' alternative test – enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> 'Support' alternative test – enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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  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 <i>Paid during the year</i> SEE STATEMENT 4				
<b>Total</b>				<b>34,300.</b>
b <i>Approved for future payment</i>				
<b>Total</b>				<b>3 b</b>





## ST. PIERRE FOUNDATION

47-0879863

**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 16B**  
**ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	\$ 2,350.			
TOTAL	<u>\$ 2,350.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	\$ 325.			
FOREIGN TAX	355.			
STATE FILING FEES	60.			
TOTAL	<u>\$ 740.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	\$ 16,172.	\$ 16,172.	\$ 16,172.	
TOTAL	<u>\$ 16,172.</u>	<u>\$ 16,172.</u>	<u>\$ 16,172.</u>	<u>\$ 0.</u>

**STATEMENT 4**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
GREATER HAZLETON AREA CIVIC 1 SOUTH CHURCH STREET, STE 200 HAZLETON, PA 18201	NONE	N/A	EDUCATION FUNDS FOR WAYWARD CHILDREN	\$ 6,000.
STONEHILL COLLEGE 320 WASHINGTON STREET EASTON, MA 02357	NONE	N/A	GENERAL SCHOLARSHIP FUND	5,000.

## ST. PIERRE FOUNDATION

47-0879863

STATEMENT 4 (CONTINUED)  
 FORM 990-PF, PART XV, LINE 3A  
 RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
BONDI MINISTRIES P.O. BOX 459 SAN JUAN CAPISTRANO, CA 92693	NONE	N/A	GENERAL MINISTRY EXPENSES & PRISON AND QUADRIPLLEGIC COUNSELING	\$ 5,000.
HIDDEN TALENTS 10400 S. CENTRAL PARK AVENUE CHICAGO, IL 60655	NONE	N/A	THEATRE SETTING FOR UNDERPRIVILEGED CHILDREN	2,500.
ROTARY FOUNDATION - ORANGE COUNTY P.O. BOX 3970 ORANGE, CA 92857	NONE	N/A	INTERNATIONAL FUND	5,000.
ST. CATHERINE'S ACADEMY 215 N. HARBOR BLVD. ANAHEIM, CA 92805	NONE	N/A	GENERAL SCHOLARSHIP FUND	10,800.
TOTAL				\$ <u>34,300.</u>

## ST. PIERRE FOUNDATION

47-0879863

**BALANCE SHEET  
SAVINGS AND TEMPORARY CASH INVESTMENTS**

SEE ATTACHED COMERICA SUMMARY.

TOTAL	\$	20,661.
	\$	<u>20,661.</u>

**BALANCE SHEET  
U.S. AND STATE GOVERNMENT OBLIGATIONS (FORM 990-PF)[O]**

SEE ATTACHED COMERICA SUMMARY

TOTAL	\$	121,767.
	\$	<u>121,767.</u>

**BALANCE SHEET  
CORPORATE STOCK (FORM 990-PF)[O]**

SEE ATTACHED COMERICA SUMMARY

TOTAL	\$	211,092.
	\$	<u>211,092.</u>

**BALANCE SHEET  
CORPORATE BONDS (FORM 990-PF)[O]**

SEE ATTACHED COMERICA SUMMARY

TOTAL	\$	116,681.
	\$	<u>116,681.</u>

**FMV OF ASSETS (990-PF)  
SAVINGS AND TEMPORARY CASH INVESTMENTS**

SEE ATTACHED COMERICA SUMMARY

TOTAL	\$	20,661.
	\$	<u>20,661.</u>

**FMV OF ASSETS (990-PF)  
US AND STATE GOVERNMENT OBLIGATIONS [O]**

SEE ATTACHED COMERICA SUMMARY

TOTAL	\$	121,995.
	\$	<u>121,995.</u>

**FMV OF ASSETS (990-PF)  
CORPORATE STOCK [O]**

SEE ATTACHED COMERICA SUMMARY

TOTAL	\$	263,625.
	\$	<u>263,625.</u>

FMV OF ASSETS (990-PF)  
CORPORATE BONDS [O]

SEE ATTACHED COMERICA SUMMARY

TOTAL \$ 119,865.  
\$ 119,865.

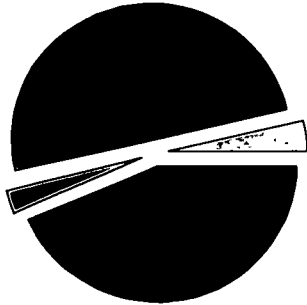
# Account Statement

Account Number **4045006504**

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Statement Period January 01, 2012 Through December 31, 2012

## Investment Portfolio Summary



	Tax Cost	Market Value	Percent
CASH AND EQUIVALENTS	20,661.07	20,661.07	3.7%
EQUITIES	199,149.49	278,428.83	50.1%
EQUITIES - OTHER	11,942.18	15,196.35	2.7%
FIXED INCOME	238,447.99	241,860.02	43.5%
<b>Total</b>	<b>470,200.73</b>	<b>556,146.27</b>	<b>100.0%</b>

## Investment Detail

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
<b>Cash And Equivalents</b>						
<b>Cash</b>						
CASH			5,317.15 5,317.15			
<b>** Total Cash</b>		<b>Sub-Total</b>	<b>5,317.15</b> <b>5,317.15</b>		<b>0.00</b> <b>0.00</b>	<b>0.00</b>
<b>Short Term Investments</b>						
UBS BANK USA DEPOSIT ACCT 16%		15,343.920	15,343.92 15,343.92	1.00	24.55	0.16
<b>** Total Short Term Investments</b>		<b>Sub-Total</b>	<b>15,343.92</b> <b>15,343.92</b>		<b>24.55</b> <b>0.00</b>	<b>0.16</b>
<b>* Total Cash And Equivalents</b>			<b>20,661.07</b> <b>20,661.07</b>		<b>24.55</b> <b>0.00</b>	<b>0.12</b>

# Account Statement

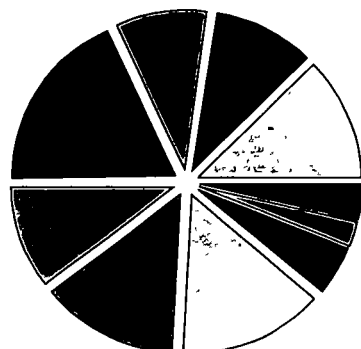
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Statement Period January 01, 2012 Through December 31, 2012

## Investment Detail ( Continued )

### Equity Diversification Summary



Industry Sector	Market Value	Percent
CONSUMER DISCRETIONARY	35,138.45	12.6%
CONSUMER STAPLES	27,990.50	10.1%
ENERGY	25,540.77	9.2%
FINANCIALS	50,908.93	18.3%
HEALTHCARE	29,054.60	10.4%
INDUSTRIALS	38,105.17	13.7%
INFORMATION TECHNOLOGY	40,437.17	14.5%
MATERIALS	14,085.43	5.0%
UTILITIES	7,327.13	2.6%
All Others-Combined	9,840.68	3.6%
<b>Total</b>	<b>278,428.83</b>	<b>100.0%</b>

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
<b>Equities</b>						
<b>Consumer Discretionary</b>						
AMAZON COM INC	AMZN	5 000	1,254.35 925.09	250.87 185.02	329.26	
BAYERISCHE MOTOREN WERKE A G ADR	BAMXY	63 000	2,019.15 1,324.04	32.05 21.02	42.02 695.11	2.08
BORG WARNER	BWA	22 000	1,575.64 867.25	71.62 39.42	10.56 708.39	0.67
CARLISLE COMPANIES INC	CSL	20 000	1,175.20 657.45	58.76 32.87	16.00 517.75	1.36
CARMAX INC	KMX	18 000	675.72 237.80	37.54 13.21	437.92	
CARNIVAL PLC ADR	CUK	21 000	813.75 832.26	38.75 39.63	21.00 18.51-	2.58
COLUMBIA SPORTSWEAR CO	COLM	6 000	320.16 241.26	53.36 40.21	5.28 78.90	1.65
COMCAST CORP CL A	CMCSA	35 000	1,307.60 976.53	37.36 27.90	22.75 331.07	1.74
COPART INC	CPRT	18 000	531.00 230.96	29.50 12.83	300.04	
DIRECTV	DTV	22 000	1,103.52 598.25	50.16 27.19	505.27	
GAP INC	GPS	52 000	1,614.08 1,366.55	31.04 26.28	26.00 247.53	1.61



# Account Statement

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Statement Period January 01, 2012 Through December 31, 2012

## Investment Detail ( Continued )

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
<b>Consumer Discretionary</b>						
HONDA MOTOR NEW ADR	HMC	33 000	1,219 02 1,065 42	36 94 32 29	25 44 153 60	2 09
LKQ CORP	LKQ	66 000	1,392 60 464 89	21 10 7 04	927 71	
LVMH MOET HENNESSY LOUIS VUITTON ADR	2165747	20 000	731 98 651 58	36 60 32 58	11 12 80 40	1 52
LOWES COS INC	LOW	18 000	639 36 507 01	35 52 28 17	11 52 132 35	1 80
LULULEMON ATHLETICA INC	LULU	12 000	914 76 770 90	76 23 64 24	143 86	
MACYS INC	M	21 000	819 42 694 75	39 02 33 08	16 80 124 67	2 05
NISSAN MTR LTD SPON ADR	NSANY	87 000	1,632 03 1,525 11	18 76 17 53	40 80 106 92	2 50
O REILLY AUTOMOTIVE INC NEW	ORLY	11 000	983 62 541 66	89 42 49 24	441 96	
RALPH LAUREN CORP	RL	8 000	1,199 36 819 33	149 92 102 42	12 80 380 03	1 07
SANDS CHINA LTD UNSPONSORED ADR	SCHYY	19 000	832 24 647 92	43 80 34 10	26 51 184 32	3 19
SCHEIN HENRY INC	HSIC	39 000	3,136 38 1,552 67	80 42 39 81	1,583 71	
SEVEN & I HLDGS CO LTD ADR	SVNDY	12 000	676 44 778 38	56 37 64 87	17 18 101 94-	2 54
TARGET CORP	TGT	14 000	828 38 699 14	59 17 49 94	20 16 129 24	2 43
TIME WARNER INC	TWX	11 000	526 13 383 23	47 83 34 84	11 44 142 90	2 17
URBAN OUTFITTERS INC	URBN	25 000	984 00 892 08	39 36 35 68	91 92	
V F CORP	VFC	6 000	905 82 966 56	150 97 161 09	20 88 60 74-	2 31
VALEO ADR	VLEEY	60 000	1,488 54 1,571 00	24 81 26 18	43 32 82 46-	2 91
VOLVO AKTIEBOLAGET B ADR	VOLVY	57 000	778 05 623 65	13 65 10 94	21 32 154 40	2 74
WILEY JOHN & SONS INC CL A	JW/A	26 000	1,012 18 982 18	38 93 37 78	24 96 30 00	2 47
WILLIAMS SONOMA INC	WSM	21 000	919 17 786 06	43 77 37 43	18 48 133 11	2 01



# Account Statement

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Statement Period January 01, 2012 Through December 31, 2012

## Investment Detail ( Continued )

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
<b>Consumer Discretionary</b>						
YUM! BRANDS INC	YUM	17 000	1,128 80 1,103 61	66 40 64 92	22 78 25 19	2 02
<b>** Total Consumer Discretionary</b>		<b>Sub-Total</b>	<b>35,138.45 26,284.57</b>		<b>489.12 8,853.88</b>	<b>1.39</b>
<b>Consumer Staples</b>						
ANHEUSER BUSCH INBEV SA/NV ADR	BUD	32 000	2,797 12 2,303 63	87 41 71 99	41 38 493 49	1 48
BRITISH AMERN TOB PLC SPONSORED ADR	BTI	34 000	3,442 50 1,762 22	101 25 51 83	143 21 1,680 28	4 16
CHURCH & DWIGHT INC	CHD	13 000	696 41 360 22	53 57 27 71	12 48 336 19	1 79
DIAGEO PLC SPNSRD ADR NEW	DEO	19 000	2,215 02 1,578 02	116 58 83 05	52 71 637 00	2 38
DISNEY WALT CO	DIS	57 000	2,838 03 2,040 15	49 79 35 79	42 75 797 88	1 51
DOLLAR GEN CORP NEW	DG	27 000	1,190 43 1,398 11	44 09 51 78	207 68-	
FOMENTO ECONOMIC MEX SPON ADR 1 UNIT (UNIT CONSISTS OF 1 SER B SHS & 2 SER D-B & D-L SHS)	FMX	15 000	1,510 50 408 32	100 70 27 22	20 94 1,102 18	1 39
KAO CORP-SPONSORED ADR	KCRPY	31 000	806 34 879 69	26 01 28 38	20 58 73 35-	2 55
KRAFT FOODS GROUP INC	KRFT	22 000	1,000 34 891 21	45 47 40 51	44 00 109 13	4 40
LAUDER ESTEE COS INC	EL	34 000	2,035 24 1,703 95	59 86 50 12	24 48 331 29	1 20
MONDELEZ INTL INC	MDLZ	32 000	814 50 682 14	25 45 21 32	16 64 132 36	2 04
NESTLE SA SPONSORED ADR REPSTG REG SH	NSRGY	72 000	4,688 06 2,758 32	65 11 38 31	127 58 1,929 74	2 72
PHILIP MORRIS INTL INC	PM	12 000	1,003 68 1,035 25	83 64 86 27	40 80 31 57-	4 07
UNILEVER PLC-SPONSORED ADR	UL	24 000	929 28 748 51	38 72 31 19	29 42 180 77	3 17
UNILEVER NV- NY SHARES ADR	UN	19 000	727 70 619 72	38 30 32 62	19 80 107 98	2 72
WALGREEN CO	WAG	35 000	1,295 35 1,221 11	37 01 34 89	38 50 74 24	2 97
<b>** Total Consumer Staples</b>		<b>Sub-Total</b>	<b>27,990.50 20,390.57</b>		<b>675.27 7,599.93</b>	<b>2.41</b>



# Account Statement

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Statement Period January 01, 2012 Through December 31, 2012

## Investment Detail ( Continued )

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
<b>Energy</b>						
ANADARKO PETE CORP	APC	24 000	1,783 44 1,252 87	74 31 52 20	8 64 530 57	0 48
CAMERON INTL CORP	CAM	28 000	1,580 88 660 09	56 46 23 57	920 79	
CHEVRON CORPORATION	CVX	31 000	3,352 34 3,171 74	108 14 102 31	111 60 180 60	3 33
CONOCOPHILLIPS	COP	35 000	2,029 65 1,719 36	57 99 49 12	92 40 310 29	4 55
DRIL-QUIP INC	DRQ	6 000	438 30 344 06	73 05 57 34	94 24	
EOG RESOURCES INC	EOG	7 000	845 53 742 75	120 79 106 11	4 76 102 78	0 56
EXXON MOBIL CORPORATION	XOM	26 000	2,250 30 1,876 74	86 55 72 18	59 28 373 56	2 63
MARATHON OIL CORP	MRO	26 000	797 16 779 93	30 66 30 00	17 68 17 23	2 22
OCCIDENTAL PETROLEUM CORP	OXY	26 000	1,991 86 1,699 60	76 61 65 37	56 16 292 26	2 82
OCEANEERING INTL INC	OII	13 000	699 27 235 62	53 79 18 12	9 36 463 65	1 34
LUKOIL OIL CO SPONS ADR	939135	28 000	1,833 36 1,330 99	65 48 47 54	85 51 502 37	4 66
PHILLIPS 66	PSX	33 000	1,752 30 1,168 55	53 10 35 41	33 00 583 75	1 88
PIONEER NATURAL RESOURCES CO	PXD	12 000	1,279 08 702 28	106 59 58 52	0 96 576 80	0 08
ROYAL DUTCH SHELL PLC-ADR A	RDS/A	22 000	1,516 90 1,468 24	68 95 66 74	64 33 48 66	4 24
SEMPRA ENERGY	SRE	17 000	1,205 98 857.84	70 94 50 46	40 80 348 14	3 38
TOTAL SA-SPON ADR	TOT	42 000	2,184 42 2,016 51	52 01 48 01	105 29 167 91	4 82
<b>** Total Energy</b>		<b>Sub- Total</b>	<b>26,540.77 20,027.17</b>		<b>689.77 5,513.60</b>	<b>2.70</b>
<b>Financials</b>						
AFFILIATED MANAGERS GROUP INC	AMG	13 000	1,691 95 515 15	130 15 39 63	1,176 80	
ALLIANZ AG ADR	AZSEY	108 000	1,492 24 1,413 92	13 82 13 09	46 33 78 32	3 10



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Statement Period January 01, 2012 Through December 31, 2012

## Investment Detail ( Continued )

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
<b>Financials</b>						
AMERICAN EXPRESS CO	AXP	19 000	1,092 12 634 24	57 48 33 38	15 20 457 88	1 39
AMERIPRISE FINL INC	AMP	22 000	1,377 86 1,101 25	62 63 50 06	39 60 276 61	2.87
AVALONBAY COMMUNITIES INC	AVB	6 000	813 54 584 90	135 59 97 48	23 28 228 64	2 86
BARCLAYS PLC ADR	BCS	55 000	952 60 945 27	17 32 17 19	20 74 7 33	2 18
BOC HONG KONG HLDGS LTD ADR	2638562	16 000	994 99 332 64	62 19 20 79	44 86 662 35	4 51
BOSTON PPTYS INC	BXP	8 000	846 48 573 37	105 81 71 67	20 80 273 11	2 46
CAPITAL ONE FINL CORP	COF	19 000	1,100 67 1,142 08	57 93 60 11	3 80 41 41-	0 35
CITIGROUP INC	C	50 000	1,978 00 1,683 11	39 56 33 66	2 00 294.89	0 10
CITY NATL CORP	CYN	19 000	940 88 764 79	49 52 40 25	19 00 176 09	2 02
CULLEN FROST	CFR	8 000	434 16 453 77	54 27 56 72	15 36 19 61-	3 54
DBS GROUP HLDGS LTD SPONSORED ADR	DBSDY	44 000	2,138 22 1,094 93	48 60 24 88	76 78 1,043 29	3 59
EQUIFAX INC	EFX	18 000	974 16 579 11	54 12 32 17	12 96 395 05	1 33
FAIR ISSAC CORP	FICO	25 000	1,050 75 335 50	42 03 13 42	2 00 715.25	0 19
FIFTH THIRD BANCORP COM	FITB	45 000	684 00 441 02	15 20 9 80	18 00 242 98	2 63
FOREST CITY ENTERPRISES INC CL A	FCE/A	39 000	629 85 136 87	16 15 3 51	12 48 492 98	1 98
GOLDMAN SACHS GROUP INC	GS	8 000	1,020 48 861 01	127 56 107 63	16 00 159 47	1 57
HCC INS HLDGS INC	HCC	37 000	1,376 77 959 72	37 21 25 94	24 42 417 05	1 77
HSBC HOLDINGS PLC-SPON ADR	HBC	29 000	1,539 03 1,420.71	53 07 48 99	72 50 118 32	4 71
JPMORGAN CHASE & CO	JPM	60 000	2,638 15 1,717 33	43 97 28 62	72 00 920 82	2 73
KEPPEL LTD ADR	KPELY	139 000	2,503 53 950 68	18 01 6 84	97 86 1,552 85	3 91



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Statement Period January 01, 2012 Through December 31, 2012

## Investment Detail ( Continued )

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
<b>Financials</b>						
KEYCORP	KEY	78 000	656 76 572 99	8 42 7 35	15 60 83 77	2 38
MARKEL CORP (HOLDING CO)	MKL	4 000	1,733 68 1,125 28	433 42 281 32	608 40	
MORNINGSTAR INC	MORN	24 000	1,507 92 891 64	62 83 37 15	12 00 616 28	0 80
ORIX CORP SPONSORED ADR	IX	31.000	1,755 84 1,239 04	56 64 39 97	16 43 516 80	0 94
PNC FINANCIAL SERVICES GROUP	PNC	17 000	991 27 816 57	58 31 48 03	27 20 174 70	2 74
PRUDENTIAL FINANCIAL INC	PRU	14 000	746 62 530 43	53 33 37 89	22 40 216 19	3 00
PUBLIC STORAGE INC	PSA	6 000	869 76 872 33	144 96 145 39	26 40 2 57-	3 04
REGIONS FINL CORP	RF	167 000	1,190 71 1,023 00	7 13 6 13	6 68 167 71	0 56
SEI INVESTMENT COMPANY	SEIC	39 000	910 26 522 64	23 34 13 40	12 48 387 62	1 37
SBERBANK RUSSIA ADR	SBRCY	127 000	1,545 59 1,757 35	12 17 13 84	24 64 211 76-	1 59
STATE STREET CORP	STT	11 000	517 11 473 52	47 01 43 05	10 56 43 59	2 04
SWEDBANK A B ADR	SWDBY	47 000	917 53 874 35	19 52 18 60	30 97 43 18	3 38
TRAVELERS COS INC	TRV	22 000	1,580 04 1,100 80	71 82 50 04	40 48 479 24	2 56
US BANCORP	USB	73 000	2,331 62 2,111 87	31 94 28 93	56 94 219 75	2 44
UMPQUA HLDGS CORP	UMPQ	51 000	601 29 594 18	11 79 11 65	18 36 7 11	3 05
VERISK ANALYTICS INC CL A	VRSK	15 000	764 55 476 46	50 97 31 76	288 09	
WELLS FARGO & CO NEW	WFC	78 000	2,666 04 1,515 89	34 18 19 43	68 64 1,150 15	2 57
WEX INC	WXS	7 000	527 59 300 73	75 37 42 96	226 86	
ZURICH INS GROUP LTD SPONSORED ADR	B7F8V71	31 000	824 32 387 72	26 59 12 51	436 60	
<b>** Total Financials</b>		<b>Sub- Total</b>	<b>50,908.93 35,828.16</b>		<b>1,045.75 15,080.77</b>	<b>2.05</b>



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Statement Period January 01, 2012 Through December 31, 2012

## Investment Detail ( Continued )

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
<b>Healthcare</b>						
ALLERGAN INC	AGN	15 000	1,375 95 953 51	91 73 63 57	3 00 422 44	0 22
CVS/CAREMARK CORP	CVS	42 000	2,030 70 1,456 36	48 35 34 68	37 80 574 34	1 86
CELGENE CORP	CELG	26 000	2,040 22 1,649 79	78 47 63 45	390 43	
CERNER CORP	CERN	14 000	1,085 14 442 46	77 51 31 60	642 68	
EXPRESS SCRIPTS HLDG CO	ESRX	21 000	1,134 00 494 53	54 00 23 55	639 47	
GILEAD SCIENCES INC	GILD	13 000	954 85 622 70	73 45 47 90	332 15	
JOHNSON & JOHNSON	JNJ	24 000	1,682 40 1,395 41	70 10 58 14	58 56 286 99	3 48
MERCK & CO INC NEW	MRK	51 000	2,087 94 1,630 18	40 94 31 96	87 72 457 76	4 20
NOVARTIS A G ADR	NVS	19 000	1,202 70 723 71	63 30 38 09	40 01 478 99	3 33
NOVO NORDISK A S ADR	NVO	11 000	1,795 31 1,555 34	163 21 141 39	20 15 239 97	1 12
PFIZER INC	PFE	103 000	2,583 17 1,645 36	25 08 15 97	98 88 937 81	3 83
ROCHE HLDG LTD SPON ADR	RHHBY	36 000	1,809 14 1,553 44	50 25 43 15	55 51 255 70	3 07
SANOFI-AVENTIS	SNY	65 000	3,079 70 2,134 82	47 38 32 84	93 02 944 88	3 02
SHIRE PLC	SHPG	9 000	829 62 853 46	92 18 94 83	4 14 23.84-	0 50
THERMO FISHER SCIENTIFIC INC	TMO	28 000	1,785 84 1,049 89	63 78 37 50	16 80 735 95	0 94
UNITEDHEALTH GROUP INC	UNH	31 000	1,681 44 1,046 35	54 24 33 75	26 35 635 09	1 57
VARIAN MEDICAL SYSTEMS INC	VAR	27 000	1,896 48 896 82	70 24 33 22	999 66	
<b>** Total Healthcare</b>		<b>Sub- Total</b>	<b>29,054.60 20,104.13</b>		<b>641.94 8,950.47</b>	<b>1.87</b>
<b>Industrials</b>						
AARON'S INC	AAN	22 000	622 16 442 00	28 28 20 09	1 50 180 16	0 24



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Statement Period January 01, 2012 Through December 31, 2012

## Investment Detail ( Continued )

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
<b>Industrials</b>						
ACUITY BRANDS INC	AYI	14 000	948 22 605 78	67 73 43 27	7 28 342 44	0 77
AMETEK INC	AME	31 000	1,164 67 425 04	37 57 13 71	7 44 739 63	0 64
ASSA ABLOY AB ADR	ASAZY	48 000	896 11 668 01	18 67 13 92	12.10 228 10	1 35
ATLAS COPCO AB SPON ADR REPSTG CL B	ATLCY	56 000	1,361 81 438 06	24 32 7 82	28 39 923 75	2 08
BAE SYSTEMS PLC SPON ADR	BAESY	41 000	898.11 711 71	21 91 17 36	47 23 186 40	5 26
BOEING CO	BA	11 000	828 96 698 15	75 36 63 47	21 34 130 81	2 57
DANAHER CORP	DHR	28 000	1,565 20 788 65	55 90 28 17	2 80 776 55	0 18
DEERE & CO	DE	28 000	2,419 76 2,206 40	86 42 78 80	51 52 213 36	2 13
DENTSPLY INTERNATIONAL INC	XRAY	32 000	1,267 52 872 44	39 61 27 26	7 04 395 08	0 56
FEDEX CORP	FDX	5 000	458 60 426 49	91 72 85 30	2 80 32 11	0 61
FLUOR CORP	FLR	22 000	1,292 28 1,331 26	58 74 60 51	14 08 38 98-	1 09
FLOWSERVE CORP	FLS	8 000	1,174 40 480 49	146 80 60 06	11 52 693 91	0 98
GENERAL DYNAMICS CORP	GD	5 000	346 35 209 85	69 27 41 97	10 20 136 50	2 94
GENERAL ELECTRIC	GE	95 000	1,994 05 1,475 07	20 99 15 53	72 20 518 98	3 62
GRACO INC	GGG	12 000	617 88 203 52	51 49 16 96	12 00 414 36	1 94
HITACHI LTD 10 COM ADR	HIT	15 000	874 35 761 18	58 29 50 75	16 52 113 17	1 89
HONEYWELL INTERNATIONAL INC	HON	15 000	952 05 861 87	63 47 57 46	24 60 90 18	2 58
HUNT JB TRANS SVCS INC	JBHT	16 000	955 36 617 90	59 71 38 62	9 60 337 46	1 00
IDEX CORP	IEX	21 000	977 13 452 51	46 53 21 55	16 80 524 62	1 72
JACOBS ENGR GROUP INC	JEC	23 000	979 11 535.43	42.57 23 28	443 68	



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Statement Period January 01, 2012 Through December 31, 2012

## Investment Detail ( Continued )

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
<b>Industrials</b>						
KIRBY CORP	KEX	18 000	1,114 02 604 08	61 89 33 56	509 94	
MITSUI & CO LTD ADR	MITSY	5 000	1,483 84 1,070 76	296 77 214 15	56 90 413 08	3 83
NATIONAL OILWELL VARCO INC	NOV	13 000	888 55 909 62	68 35 69 97	6 76 21 07-	0 76
PACCAR INC	PCAR	9 000	406 89 389 03	45 21 43 23	7 20 17 86	1 77
PALL CORPORATION	PLL	8 000	482 08 408 63	60 26 51 08	8 00 73 45	1 66
POSTNL N V SPONSORED ADR	TNTTY	206 000	792 48 756 78	3 85 3 67	49 85 35 70	6 29
REPSOL YPF SA ADR	REP	27 000	545 89 896 75	20 22 33 21	43 31 350 86-	7 93
ROCKWELL AUTOMATION INC	ROK	20 000	1,679 80 1,605 72	83 99 80 29	37 60 74 08	2 24
SIEMENS AG ADR	SI	7 000	766 29 696 01	109 47 99 43	20 04 70 28	2 62
TRANSDIGM GROUP INC	TDG	4 000	545 44 465 95	136 36 116 49		79 49
TRIMBLE NAV LTD	TRMB	16 000	956 48 893 73	59 78 55 86		62 75
UNION PACIFIC CORP	UNP	25 000	3,143 00 1,308 19	125 72 52 33	69 00 1,834 81	2 20
UNITED TECHNOLOGIES CORP	UTX	33 000	2,706 33 2,182 15	82 01 66 13	70 62 524 18	2 61
<b>** Total Industrials</b>		<b>Sub- Total</b>	<b>38,106.17 27,399.21</b>		<b>746.24 10,705.96</b>	<b>1.96</b>
<b>Information Technology</b>						
ANALOG DEVICES INC	ADI	33 000	1,387 98 1,315 71	42 06 39 87	39 60 72 27	2 85
ANSYS INC	ANSS	16 000	1,077.44 392 12	67 34 24 51	685 32	
APPLE INC	AAPL	15 000	7,982 59 1,606 36	532 17 107 09	159 00 6,376 23	1 99
ARM HOLDINGS PLC SPONS ADR	ARMHY	33 000	1,248 39 924 06	37 83 28 00	5 18 324 33	0 41
BLACKBAUD INC	BLKB	35 000	799 05 454 90	22 83 13 00	16 80 344 15	2 10



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Statement Period January 01, 2012 Through December 31, 2012

## Investment Detail ( Continued )

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
<b>Information Technology</b>						
BROADCOM CORP CL A	BRCM	40 000	1,328 40 1,419 81	33 21 35 50	16 00 91 41-	1 20
COGNIZANT TECHNOLOGY SOLUTIONS	CTSH	18 000	1,329 88 380 85	73 88 21 16	949 03	
DEUTSCHE TELEKOM AGSPON ADR ONE ADR REPRESENTS 1 ORD SHARE	DTEGY	41 000	464 61 461 59	11 33 11 26	34 85 3 02	7 50
EMC CORP	EMC	74 000	1,872 20 1,649 94	25 30 22 30	222 26	
EBAY INC	EBAY	44 000	2,243 90 1,324 27	51 00 30 10	919 63	
EQUINIX INC COM NEW	EQIX	12 000	2,474 40 1,131 40	206 20 94 28	1,343 00	
FLIR SYS INC	FLIR	22 000	490 95 486 56	22 32 22 12	6 16 4 39	1 25
FACTSET RESEARCH SYSTEMS INC	FDS	7 000	616 42 417 60	88 06 59 66	8 68 198 82	1 41
GENTEX CORP	GNTX	49 000	923 65 1,248 97	18 85 25 49	25 48 325 32-	2 76
GOOGLE INC CL A	GOOG	6 000	4,244 28 2,882 62	707 38 480 44	1,361 66	
HENRY JACK & ASSOC INC	JKHY	16 000	628 16 257 05	39 26 16 07	7 36 371 11	1 17
IBM CORP	IBM	20 000	3,831 00 1,921 47	191 55 96 07	68 00 1,909 53	1 77
MICROSOFT CORP	MSFT	47 000	1,255 36 896 18	26 71 19 07	43 24 359 18	3 44
ORACLE CORPORATION	ORCL	41 000	1,366 12 971 60	33 32 23 70	9 84 394 52	0 72
PRECISION CASTPARTS	PCP	6 000	1,136 52 966 72	189 42 161 12	0 72 169 80	0 06
PRICELINE COM	PCLN	2 000	1,240 78 132 85	620 39 66 43	1,107 93	
SAP AG SPONSORED ADR SAP AKTIENGESELLSCHAFT 4 ADRS = 1 PREF SHR	SAP	11 000	884 18 659 01	80.38 59 91	7 43 225 17	0 84
SOLERA HLDGS INC	SLH	9 000	481 23 471 20	53 47 52 36	4 50 10 03	0 94
VMWARE INC CL A	VMW	12 000	1,129 68 1,347 33	94 14 112 28	217 65-	
<b>** Total Information Technology</b>		<b>Sub- Total</b>	<b>40,437.17 23,720.17</b>		<b>452.84 16,717.00</b>	<b>1.12</b>



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Statement Period January 01, 2012 Through December 31, 2012

## Investment Detail ( Continued )

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
<b>Materials</b>						
AGRIUM INC ADR	AGU	15 000	1,498 07 637 42	99 87 42 49	30 00 860 65	2 00
AIRGAS INC	ARG	5 000	456 45 419 07	91 29 83 81	8 00 37 38	1 75
APTARGROUP INC	ATR	14 000	668 08 432 18	47 72 30 87	12 32 235 90	1 84
BASF AG SPON ADR	BASFY	33 000	3,095 53 2,339 83	93.80 70 90	79 63 755 70	2 57
BHP BILLITON PLC ADR	BBL	32 000	2,251 84 2,292 41	70 37 71 64	71 68 40 57-	3 18
BIO RAD LABORATORIES INC CL A	BIO	10 000	1,050 50 707 98	105 05 70 80	342 52	
CLARCOR INC	CLC	18 000	860 04 836 01	47 78 46 45	9 72 24 03	1 13
FREEMPORT-MCMORAN COPPER & GOLD B	FCX	25 000	855 00 563 06	34 20 22 52	31 25 291 94	3 65
MONSANTO CO	MON	20 000	1,893 00 1,790 79	94 65 89 54	30 00 102 21	1 58
SYNGENTA AG ADR	SYT	11 000	888 80 703 09	80 80 63 92	15 90 185 71	1 79
VALE S A ADR REPSTG PFD	VALE/P	28 000	568 12 372 41	20 29 13 30	8 68 195 71	1 53
<b>** Total Materials</b>		<b>Sub-Total</b>	<b>14,085.43 11,094.25</b>		<b>297.18 2,991.18</b>	<b>2.11</b>
<b>Miscellaneous</b>						
METTLER-TOLEDO INTL INC	MTD	3 000	579 90 151 50	193 30 50 50	428 40	
REXAM PLC SPONSORED ADR		24 000	850 46 838.81	35 44 34 95	27 46 11 65	3 23
<b>** Total Miscellaneous</b>		<b>Sub-Total</b>	<b>1,430.36 990.31</b>		<b>27.46 440.05</b>	<b>1.92</b>
<b>Telecommunication Services</b>						
AT&T INC	T	24 000	809 04 691 01	33 71 28 79	43 20 118 03	5 34
BT GROUP PLC SPON ADR	BT	81 000	3,080 43 2,226 06	38 03 27 48	109 27 854 37	3 55
CENTURYLINK INC	CTL	16 000	625 92 606 00	39 12 37 88	46 40 19 92	7 41
CHINA MOBILE HONG KONG LTD SPONSORED ADR	CHL	15 000	880 80 761 10	58 72 50 74	29 42 119 70	3 34

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Statement Period January 01, 2012 Through December 31, 2012

## Investment Detail ( Continued )

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
<b>Telecommunication Services</b>						
NIPPON T & T CORP ADR	NTT	25 000	525 75 632 01	21 03 25 28	21 33 106 26-	4 06
VODAFONE GROUP PLC ADR	VOD	52 000	1,309 88 1,302 63	25 19 25 05	78 00 7 25	5 95
<b>** Total Telecommunication Services</b>		<b>Sub-Total</b>	<b>7,231.82 6,218.81</b>		<b>327.62 1,013.01</b>	<b>4.63</b>
<b>Unclassified</b>						
SALLY BEAUTY HLDGS INC	SBH	50 000	1,178 50 441 94	23 57 8 84	26 00 736 56	2 21
<b>** Total Unclassified</b>		<b>Sub-Total</b>	<b>1,178.50 441.94</b>		<b>26.00 736.56</b>	<b>2.21</b>
<b>Utilities</b>						
AMERICAN ELEC PWR INC	AEP	27 000	1,152 36 854 25	42 68 31 64	50 76 298 11	4 40
EDISON INTERNATIONAL	EIX	10 000	451 90 465 67	45 19 46 57	13 50 13 77-	2 99
NATIONAL GRID PLC SP ADR	NGG	35 000	2,010 40 1,686 29	57 44 48 18	110 81 324 11	5.51
NEXTERA ENERGY INC	NEE	17 000	1,176 23 1,084 36	69 19 63 79	40 80 91 87	3 47
QUALCOMM INC	QCOM	41 000	2,536 24 2,559 63	61 86 62 43	41 00 23 39-	1 62
<b>** Total Utilities</b>		<b>Sub-Total</b>	<b>7,327.13 6,650.20</b>		<b>256.87 676.93</b>	<b>3.51</b>
<b>* Total Equities</b>			<b>278,428.83 199,149.49</b>		<b>5,576.06 79,279.34</b>	<b>2.00</b>
<b>Equities - Other</b>						
<b>Foreign Stock</b>						
BROOKFIELD ASSET MGMT INC CL A	2092599	28 000	1,024 73 875 17	36 60 31 26	15 68 149 56	1 53
CANADIAN PACIFIC RAILWAY LIMITED	CP	11 000	1,117 82 804 85	101 62 73 17	15 51 312 97	1 39
ROGERS COMMUNIC INC CLASS B	2169051	22 000	1,001 44 923 38	45 52 41 97	35 02 78 06	3 50
SCHLUMBERGER LTD	SLB	31 000	2,148 26 1,812 88	69 30 58 48	34 10 335 38	1 59
SUNCOR ENERGY INC NEW	SU	28 000	923 44 800 08	32 98 28 57	14 67 123 36	1 59
DEUTSCHE BK AG ORD NPV REGD SHS	DB	20 000	885 80 685 45	44 29 34 27	18 48 200 35	2 09

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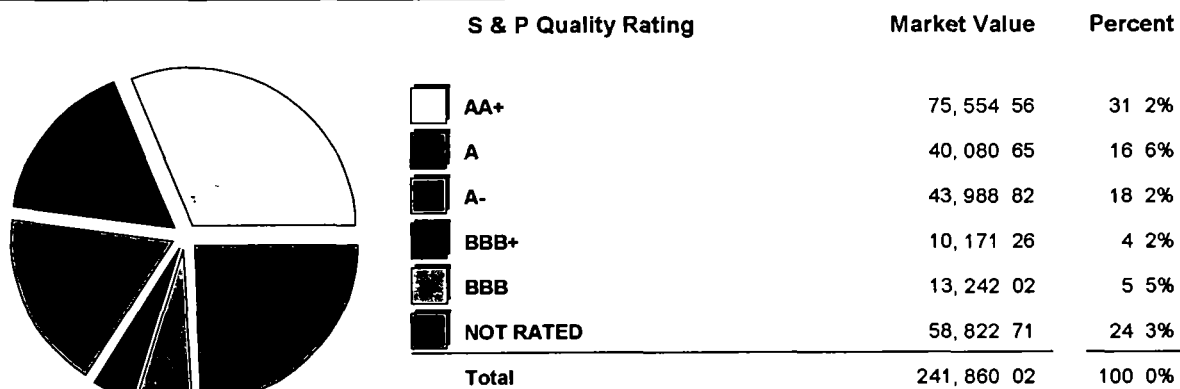
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Statement Period January 01, 2012 Through December 31, 2012

## Investment Detail ( Continued )

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
<b>Foreign Stock</b>						
ACCENTURE PLC CL A	ACN	18 000	1,197 00 551 28	66 50 30 63	29 16 645 72	2 44
COVIDIEN PLC	COV	14 000	808 36 550 20	57 74 39 30	14 56 258 16	1 80
EATON CORP PLC	B8KQN82	10 000	541 80 519.45	54 18 51 95	15 20 22 35	2 81
MICHAEL KORS HOLDINGS LTD	B7341C6	35 000	1,786 05 1,392 74	51 03 39 79	393 31	
ACE LTD	ACE	13 000	1,037 40 828 59	79 80 63 74	25 48 208 81	2 46
TRANSOCEAN LTD	RIG	17 000	759 22 698 44	44 66 41 08	53 72 60 78	7 08
LYONDELLBASELL INDUSTRIES NV	LYB	17 000	970 53 714 99	57 09 42 06	27 20 255 54	2 80
COPA HOLDINGS SA-CLASS A	CPA	10 000	994 50 784 68	99 45 78 47	43 50 209 82	4 37
<b>** Total Foreign Stock</b>		<b>Sub- Total</b>	<b>15,196.35 11,942.18</b>		<b>342.28 3,254.17</b>	<b>2.25</b>
<b>* Total Equities - Other</b>			<b>15,196.35 11,942.18</b>		<b>342.28 3,254.17</b>	<b>2.25</b>

## Bond Quality Summary



# Account Statement

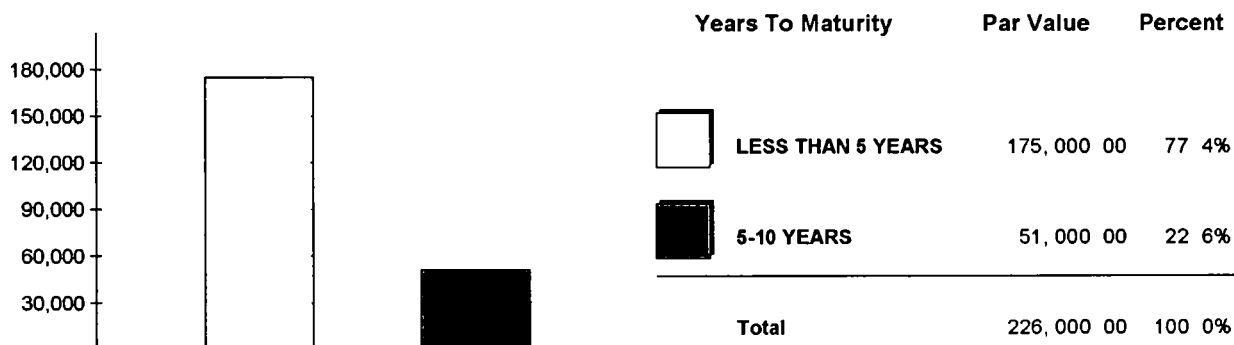
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Statement Period January 01, 2012 Through December 31, 2012

## Investment Detail ( Continued )

### Bond Maturity Summary



Average Time To Maturity: 4.2 Years

Current Yield: 3.04%

Description	Rating	Par Value	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Yield Current/ Maturity
<b>Fixed Income</b>						
<b>U S Government Obligations</b>						
UNITED STATES TREASURY 4.25% 08/15/2014	NR	3,000 000	3,194 31 3,385 08	106 48 112 84	127 50 190 77-	3 99 0 19
UNITED STATES TREASURY 4.125% 05/15/2015	NR	9,000 000	9,809 28 9,897 19	108 99 109 97	371 25 87 91-	3 78 0 25
UNITED STATES TREASURY 2.25% 05/31/2014	NR	16,000 000	16,455 04 16,597 39	102 84 103 73	360 00 142 35-	2 19 0 16
UNITED STATES TREASURY 3.625% 02/15/2020	NR	7,000 000	8,179 08 7,326 28	116 84 104 66	253 75 852 80	3 10 1 10
UNITED STATES TREASURY 1.25% 09/30/2015	NR	10,000 000	10,250 00 10,026 84	102 50 100 27	125 00 223 16	1 22 0 27
<b>** Total U S Government Obligations</b>		<b>Sub- Total</b>	<b>47,887.71 47,232.78</b>		<b>1,237.50 654.93</b>	<b>2.68</b>
<b>U S Federal Agencies</b>						
FEDERAL HOME LN MTG CORP 4.875% 11/15/2013	AA+	7,000 000	7,289 17 7,295 54	104 13 104 22	341 25 6 37-	4 68
FEDERAL NATL MTG ASSN 5% 03/15/2016	AA+	7,000 000	8,010 45 8,083 59	114 44 115 48	350 00 73 14-	4 37 0 42
FEDERAL NATL MTG ASSN 4.625% 10/15/2014	AA+	15,000 000	16,160 70 16,515.26	107 74 110 10	693 75 354 56-	4 29 0 23
FEDERAL NATL MTG ASSN 1.125% 04/27/2017	AA+	7,000 000	7,128 03 7,111 29	101 83 101 59	78 75 16 74	1.10 0 68
FEDERAL NATL MTG ASSN .875% 12/20/2017	AA+	8,000 000	8,015 60 7,993 38	100 20 99 92	70 00 22 22	0 87 0 80



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## Investment Detail ( Continued )

Description	Rating	Par Value	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Yield Current/ Maturity
<b>U S Federal Agencies</b>						
FEDERAL HOME LN MTG CORP 1 75% 09/10/2015	AA+	8,000 000	8,293 12 8,312 18	103 66 103 90	140 00 19 06-	1 69 0 34
FEDERAL HOME LN MTG CORP PREASSIGN 00079 1 75% 05/30/2019	AA+	8,000 000	8,275 68 8,266 53	103 45 103 33	140 00 9 15	1 69 1 19
<b>** Total U S Federal Agencies</b>		<b>Sub- Total</b>	<b>63,172.75 63,577.77</b>		<b>1,813.75 405.02-</b>	<b>2 87</b>
<b>Inflation Index Bonds</b>						
UNITED STATES TREASURY INFLATION INDEXED SECURITY 625% 04/15/2013	NR	10,000 000	10,935 00 10,956 42	109 35 109 56	62 50 21 42-	0 57
<b>** Total Inflation Index Bonds</b>		<b>Sub- Total</b>	<b>10,935.00 10,956.42</b>		<b>62.50 21.42-</b>	<b>0.57</b>
<b>Corporate Bonds</b>						
AMERICAN EXPRESS CR CORP 2 8% 09/19/2016	A-	9,000 000	9,522 45 8,992 53	105 81 99 92	252 00 529 92	2 65 0 99
ANHEUSER BUSCH INBEV WORLDWIDE I 1 375% 07/15/2017	A	6,000 000	6,063 18 5,992 23	101 05 99 87	82 50 70 95	1 36 1 12
BB&T CORP 4 9% 06/30/2017	BBB+	9,000 000	10,171 26 9,684 48	113 01 107 61	441 00 486 78	4 34 1 74
BERKSHIRE HATHAWAY SR NT 3 4% 01/31/2022	AA+	6,000 000	6,463 26 6,090 25	107 72 101 50	204 00 373 01	3 16 2 60
BOSTON PROPERTIES INC SR NT 3 7% 11/15/2018	A-	6,000 000	6,517 74 6,556 68	108 63 109 28	222 00 38 94-	3 41 1 84
CAPITAL ONE FINL CORP 6 75% 09/15/2017	BBB	5,000 000	6,106 40 6,116 60	122 13 122 33	337 50 10 20-	5 53 1 71
CATERPILLAR INC SR NT 3 9% 05/27/2021	A	7,000 000	7,853 23 7,725 79	112 19 110 37	273 00 127 44	3 48 2 32
CITIGROUP INC 6 375% 08/12/2014	A-	9,000 000	9,725 85 9,154 03	108 07 101 71	573 75 571 82	5 90 0 89
DOW CHEMICAL CO 5 7% 05/15/2018	BBB	6,000 000	7,135 62 7,146 78	118 93 119 11	342 00 11 16-	4 79 1 95
GENERAL ELEC CAP CORP 5 5% 01/08/2020	AA+	5,000 000	5,918 55 5,126 24	118 37 102 52	275 00 792 31	4 65 2 32
JPMORGAN CHASE & CO 3 15% 07/05/2016	A	6,000 000	6,356 70 6,370 20	105 95 106 17	189 00 13 50-	2 97 1 15
LOWES 1 625% 04/15/2017-2017	A-	6,000 000	6,139 86 6,000 70	102 33 100 01	97 50 139 16	1 59 1 08
OCCIDENTAL 1 75% 02/15/2017	A	10,000 000	10,254 40 9,955 29	102 54 99 55	175 00 299 11	1 71 0 97
PNC 2.7% 11/01/2022	A-	6,000 000	6,001 92 6,049 08	100 03 100 82	162 00 47 16-	2 70 2 94



# Account Statement

Account Number **4045006504**

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Statement Period January 01, 2012 Through December 31, 2012

## Investment Detail ( Continued )

Description	Rating	Par Value	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Yield Current/ Maturity
<b>Corporate Bonds</b>						
SOUTHERN CALIF EDISON CO FIRST & REF MTG BDS SER 2008C 5 75% 03/15/2014	A	9,000 000	9,553 14 9,738 62	106 15 108 21	517.50 185 48-	5 42 0 59
<b>** Total Corporate Bonds</b>		<b>Sub- Total</b>	<b>113,783.56 110,699.50</b>		<b>4,143.75 3,084.06</b>	<b>3.64</b>
<b>Foreign Bds, Notes, &amp; Debentures</b>						
DIAGEO CAPITAL PLC 1 5% 05/11/2017	A-	6,000 000	6,081 00 5,981 52	101 35 99 69	90 00 99 48	1 48 1 07
<b>** Total Foreign Bds, Notes, &amp; Debentures</b>		<b>Sub- Total</b>	<b>6,081.00 5,981.52</b>		<b>90.00 99.48</b>	<b>1.48</b>
<b>* Total Fixed Income</b>			<b>241,860.02 238,447.99</b>		<b>7,347.50 3,412.03</b>	<b>3.04</b>
<b>Total Principal Assets</b>			<b>522,932.90 436,967.36</b>		<b>13,290.39 85,945.54</b>	<b>2 64</b>
<b>Total Income Assets</b>			<b>33,213.37 33,213.37</b>		<b>0.00 0.00</b>	<b>0.00</b>
<b>Grand Total Assets</b>			<b>556,146.27 470,200.73</b>		<b>13,290.39 85,945.54</b>	<b>2.39</b>

