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

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

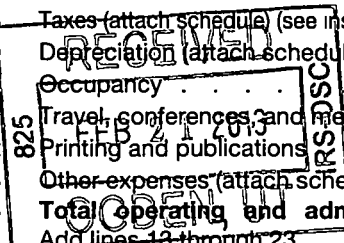
Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation FREDA B. RUNYON FOUNDATION		A Employer identification number 47-0899284
Number and street (or P.O. box number if mail is not delivered to street address) 6140 Quartz Drive	Room/suite	B Telephone number (see instructions) 530-642-1810
City or town, state, and ZIP code El Dorado CA 95623		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,212,627	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	179,412	179,412		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	123,264			
	b Gross sales price for all assets on line 6a 2,299,931				
	7 Capital gain net income (from Part IV, line 2)		123,264		
	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 or (loss) (attach schedule)	0				
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	302,676	302,676	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	100,000	9,000		91,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	5,928			5,928
	b Accounting fees (attach schedule)	10,575			10,575
	c Other professional fees (attach schedule)	14,403	14,403		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	11,518	767		7,751
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,479			1,479
	24 Total operating and administrative expenses. Add lines 13 through 23	143,903	24,170	0	116,733
	25 Contributions, gifts, grants paid	75,000			75,000
26 Total expenses and disbursements. Add lines 24 and 25	218,903	24,170	0	191,733	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	83,773				
b Net investment income (if negative, enter -0-)		278,506			
c Adjusted net income (if negative, enter -0-)			0		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	84,631	162,094	162,094
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)	157,425	118,121	116,175
	b	Investments—corporate stock (attach schedule)	484,063	190,305	203,067
	c	Investments—corporate bonds (attach schedule)	2,683,151	3,059,598	2,946,243
	11	Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	731,634	694,559	785,048
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item l)	4,140,904	4,224,677	4,212,627	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	4,140,904	4,224,677	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	4,140,904	4,224,677		
31	Total liabilities and net assets/fund balances (see instructions)	4,140,904	4,224,677		

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 4,140,904
2	Enter amount from Part I, line 27a	2 83,773
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 4,224,677
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 4,224,677

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 schedules attached				
b CG distributions				
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 2,293,550		2,176,667	116,883	
b 6,381			6,381	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
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	123,264
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			3	

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	191,884	3,835,775	0.0500
2010	191,686	3,869,118	0.0495
2009	179,732	3,582,104	0.0502
2008	197,366	3,712,356	0.0532
2007	211,539	4,145,356	0.0510
2 Total of line 1, column (d)			2 0.2539
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 .05078
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 0
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7 0
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8

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

1 a. Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
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	1 5,570
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2
3	Add lines 1 and 2	3 5,570
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5 5,570
6 Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 7,171
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 7,171
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 1,601
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax 1,601 Refunded	11 0

Part VII-A Statements Regarding Activities

	Yes	No
1 a. During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b. Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <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
c. Did the foundation file Form 1120-POL for this year?		X
d. Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e. Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2. Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3. Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		X
4 a. Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b. If "Yes," has it filed a tax return on Form 990-T for this year?		
5. Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6. Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7. Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8 a. Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ California		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV.</i>		X
10. 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>Ronald Baierlein</u> Telephone no. ▶ <u>530-642-1810</u> Located at ▶ <u>6140 Quartz Dr., El Dorado CA</u> ZIP+4 ▶ <u>95623-4712</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
6b		X
7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Sharon Baierlein, 6140 Quartz Dr., El Dorado CA 95623	Pres, Dir 20 hrs.	46,000	0	0
Ronald Baierlein same address	V.P., Dir 10 hrs.	18,000	0	0
Belin Blake c/o same address	Secretary 10 hrs.	18,000	0	0
Sharon Beckett c/o same address	Treasurer 10 hrs.	18,000	0	0

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments See instructions. 3	
Total. Add lines 1 through 3 ▶	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	1a	3,931,602
b	Average of monthly cash balances	1b	104,595
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,036,197
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,036,197
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	60,543
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,975,654
6	Minimum investment return. Enter 5% of line 5	6	198,783

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	198,783
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,570
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,570
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	193,213
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	193,213
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	193,213

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	191,733
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	191,733
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	191,733

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				193,213
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				30,484
f Total of lines 3a through e	30,484			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ <u>191,733</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				162,729
e Remaining amount distributed out of corpus	29,004			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	30,484			30,484
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	29,004			
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				
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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	29,004			
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	29,004			

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

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

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

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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	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
Name and address (home or business)				
<p>a <i>Paid during the year</i></p> <p>See schedule attached</p>				75,000
<p>Total</p>				75,000
<p>b <i>Approved for future payment</i></p> <p>None</p>				
<p>Total</p>				0



FREDA B RUNYON FOUNDATION

Year End Report - 2012

This year the Freda B. Runyon Foundation provided a total of **\$75,000.00** in grants to **twenty-nine (29) different charities**. Of these charities, over **55%** of them were **new contacts for 2012**. The grants were provided to the following areas of interest:

Education: Grants for music & arts, and teen leadership through educational and sport programs.....

Drug & Alcohol Abuse: Support to various organizations for both men and women fighting substance abuse and to support those in transitional living programs.....

Emergency Services: Provided grants to law enforcement to purchase protective vests for K-9's used in law enforcement.....

People with Disabilities: Supported organizations providing support to both adults and youth with intellectual and developmental disabilities and to those organizations providing sports to disabled persons.....

Community Services: Provided grants to build a safe place for dogs and owners to exercise their pets (dog park) and also to help preserve historical landmarks and buildings.....

In addition to the above mentioned areas, the FBR Foundation also provided grants to help fight hunger, cancer research, burn victims, ALS, care of neglected animals, needy families with children, and hospice care.

This report is submitted by the Board Members of the Freda B. Runyon Foundation on Dec. 4, 2012.

FBR Foundatoin Master List 2012

<u>Company Name</u>	<u>Contact Name</u>	<u>Month</u>	<u>Amount & Check#</u>	<u>YTD</u>	<u>Confirmed Letter#3</u>
El Dorado County 4H Council	Scott Oneto	January	\$3,000 Check#1775		1-11-12
	YTD			\$3,000	
Sacramento Fire Pipes & Drums	Jay Bowdler	February	\$3,000 Check #1152		3-14-12
Housing Emergency Lodging Prog	JoAnne Lepree	February	\$3,000 Check#1153		3-12-12
Grace Foundation of Northern CA	Beth Decaprio	February	\$3,000 Check #1154		3-21-12
Caring Bridge		February	\$3,000 Check #1151		3-21-12
	YTD Total			\$15,000	
Foothill Gold Softball League	J.D. Stinson	March	\$2,000 Check#1155		5-14-12 5-3-12
Fallen Warriors Memorial Org.	David B. Reynolds	March	\$3,000 Check#1156		4-5-12
Transitional Living & Comm Support	Michael Lazar	March	\$3,000 Check#1157		6-16-12 5-3-12
Food Bank of El Dorado Co.	Mike Sproull	March	\$2,500 Check#1158		5-10-12 5-3-12
	YTD Total			\$25,500	
Best Buddies International	Andrea Coen	May	\$1,500 Check#1160		8-21-12 7-4-12
ALS Associatoin	Amy Sugimoto	May	\$3,000 Check#1161		6-12-12
Gold Bug Park Development Com	Pat Cook	May	\$3,000 Check#1162		5-11-12
	YTD total			\$33,000	
El Dorado County K-9 Assoc.		June	\$3,000 Check#1163		6-16-12
UCP Wheels for Humanity		June	\$3,000 Check#1164		6-27-12
				\$39,000	
Firefighters Burn Institute		June	\$2,000 Check#1165		7-8-12
Rebuilding Together Sacramento		June	\$2,000 Check#1166		7-13-12
A Touch of Understanding, Inc.		June	\$2,000 Check#1167		7-19-12
				\$45,000	
NTP	Laura Segura	July	\$1,500 Check#1168		8-16-12
Assistance League Sierra Foothills	Betty Potter	July	\$2,500 Check#1169		7-17-12
				\$49,000	
M.O.R.E	Susie Davies	August	\$2,700 Check#1170		9-17-12
Buckeye Education Foundation	Jon Yoffie	August	\$2,700 Check#1171		9-24-12
Partners in Care	Cindy Rice	August	\$2,700 Check#1172		8-31-12
Friends for Seniors/Marshall	Kathi Lishman	August	\$2,700 Check#1173		9-1-12
				\$59,800	
K-9 Armor	Suzanne Saunden	October	\$3,500 Check#1174		
BORP	Josh Thelin	October	\$2,500 Check#1175		10-19-12
EDDOG	Holly Morrison	October	\$1,000 Check#1176		10-13-12
Inside Out Hearts to Heals	Mary O'Mara	October	\$3,500 Check#1177		
St. Jude Children's Hospital	Ingrid McGraw	October	\$2,500 Check#1178		11-14-12
Sacramento Choral Society	Donald Kendrick	October	\$2,200 Check#1179		12-18-12
				\$75,000	

Freda B. Runyon Charitable Foundation
6140 Quartz Dr, El Dorado, California 95623
47-0899284
2012

Part I. Revenue and Expense

Expenses:

Legal fees for minutes, resolutions, annual meeting, misc. legal advice	5,928
--	-------

Accounting fees: annual tax return prep, annual meeting, preparation of misc. tax forms, consultations	10,575
--	--------

Asset management fees	14,403
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Taxes:

Payroll tax	8,518
Excise tax	<u>3,000</u>
	11,518

Other expenses:

Office expense	469
Filing fees	80
Payroll service	<u>930</u>
	1,479

Part II. Balance Sheet

Securities: See statements attached

FREDA B RUNYON FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER: 2229-4371

Additional information

Gross proceeds THIS PERIOD THIS YEAR
0.00 702,123.77

Portfolio detail

Cash and Sweep Balances

Bank Deposit Sweep - Consists of monies held at Wells Fargo Bank, N.A. and (if amounts exceed \$250,000) at one or more other Wells Fargo affiliated banks. These assets are not covered by SIPC, but are instead eligible for FDIC insurance of up to \$250,000 per depositor, per institution, in accordance with FDIC rules. For additional information on the Bank Deposit Sweep for your account, please contact Your Financial Advisor.

DESCRIPTION	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
Cash	0.00	1,343.98	0.00
BANK DEPOSIT SWEEP	0.01	30,431.64	3.04
Interest Period 12/01/12 - 12/31/12			
Total Cash and Sweep Balances		\$31,775.62	\$3.04

* APYE measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period. The annual percentage yield earned is expressed as an annualized rate, based on a 365 day year.

Stocks, options & ETFs

Stocks and ETFs

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
							ANNUAL INCOME	ANNUAL YIELD (%)
BARCLAYS BK PLC ETN								
IPATH INDEX LKD SECS TO								
DOW JONES UBS								
DJP								
Acquired 02/02/12	551	43.20	23,804.47		22,783.85	-1,020.62		
Acquired 10/31/12	152	42.39	6,444.77		6,285.20	-159.57		
Total	703		\$30,249.24	41.3500	\$29,069.05	-\$1,180.19	N/A	N/A
BDRS EMERGING MARKETS								
50 ADRINDEX FD								
ADRE								
Acquired 02/04/09 nc	220	27.09	5,961.65		8,848.40	2,886.75		
Acquired 09/21/09 nc	177	40.60	7,186.20		7,118.94	-67.26		
Acquired 01/21/10 nc	127	42.32	5,375.21		5,107.94	-267.27		



FUNDAMENTAL CHOICE

FREDA B RUNYON FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER: 2229-4371

Stocks, options & ETFs
Stocks and ETFs continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
							ANNUAL INCOME	ANNUAL YIELD (%)
Acquired 09/15/10 nc	61	43.41	2,648.01		2,453.42	-194.59		
Acquired 02/02/12	294	43.46	12,777.24		11,824.68	-952.56		
Acquired 10/31/12	904	38.86	35,132.15		36,358.88	1,226.73		
Total	1,783		\$69,080.46	40.2200	\$71,712.28	\$2,631.80	\$1,761.60	2.46
ISHARES S&P EMERGING ET								
MKTSINFRASTRUCTURE								
INDEX FD								
EMIF								
Acquired 09/21/09 nc	577	28.06	16,195.63		19,756.48	3,560.85		
Acquired 01/21/10 nc	143	30.85	4,411.55		4,896.32	484.77		
Acquired 09/15/10 nc	89	31.49	2,802.61		3,047.36	244.75		
Acquired 02/02/12	352	32.83	11,557.67		12,052.48	494.81		
Acquired 10/31/12	638	33.16	21,156.08		21,845.12	689.04		
Total	1,799		\$56,123.54	34.2400	\$61,597.76	\$5,474.22	\$1,865.56	3.03
SPDR DJ WILSHIRE ET								
INTL REAL ESTATE								
RWX								
Acquired 09/21/09 nc	357	35.86	12,805.26		14,761.85	1,956.69		
Acquired 01/21/10 nc	200	34.49	6,898.00		8,270.00	1,372.00		
Acquired 09/15/10 nc	27	37.64	1,016.28		1,116.45	100.17		
Acquired 02/02/12	400	35.33	14,132.00		16,540.00	2,408.00		
Total	984		\$34,851.54	41.3500	\$40,688.40	\$5,836.86	\$2,678.44	6.58
Total Stocks and ETFs			\$190,304.78		\$203,067.47	\$12,762.69	\$6,305.60	3.11
Total Stocks, options & ETFs			\$190,304.78		\$203,067.47	\$12,762.69	\$6,305.60	3.11

nc Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.

FREDA B RUNYON FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER: 2229-4371

Mutual Funds

Open End Mutual Funds

Open End Mutual Fund shares are priced at net asset value. Estimated Annual Income and Yield refer to Dividends and Interest Income only, and typically do not reflect Total return.

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
							ANNUAL INCOME	ANNUAL YIELD (%)
AMERICAN CENTY MUT FDS								
INC SELECT FD INVESTOR								
TWCIX								
Acquired 02/02/12	1,597.02500	41.47	66,228.62		69,534.45	3,305.83		
Reinvestments	11.15000	44.20	492.84		485.48	-7.36		
Total	1,608.17500		\$66,721.46	43.5400	\$70,019.93	\$3,298.47	\$496.92	0.71
EATON VANCE MUTUAL FDS								
TRUST GLOBAL MACRO ABSLT								
RETURN ADVTG FD CL I								
EGRIX								
Acquired 02/02/12	3,796.31500	10.03	38,077.04		37,165.89	-911.15		
Acquired 10/31/12	2,947.20900	10.30	30,356.25		28,853.18	-1,503.07		
Reinvestments	368.23200	9.74	3,590.26		3,605.02	14.76		
Total	7,111.75600		\$72,023.55	9.7900	\$69,624.09	-\$2,399.46	N/A	N/A
EATON VANCE LARGE CAP								
VALUE FUND CLASS I								
EILVX								
Acquired 02/04/09 nc	514.92100	13.22	6,807.25		10,066.70	3,259.45		
Acquired 09/21/09 nc	289.40300	16.06	4,647.81		5,657.83	1,010.02		
Acquired 01/21/10 nc	626.64700	16.92	10,602.86		12,250.85	1,648.09		
Acquired 09/15/10 nc	425.66700	16.54	7,040.53		6,321.79	1,281.26		
Acquired 02/02/12	12.64200	18.00	227.56		247.15	19.59		
Reinvestments m	183.37400	17.01	3,120.79		3,584.96	464.17		
Total	2,052.65400		\$32,446.80	19.5500	\$40,129.38	\$7,682.58	\$755.37	1.88
EUROPACIFIC GROWTH FD								
CL F-1								
AEGFX								
Acquired 02/04/09 nc	696.76300	25.64	17,865.00		28,560.31	10,695.31		
Acquired 09/21/09 nc	376.71800	37.51	14,130.71		15,441.67	1,310.96		
Acquired 01/21/10 nc	403.26500	37.46	15,106.32		16,529.83	1,423.51		
Acquired 09/15/10 nc	165.62800	38.51	6,378.33		6,789.09	410.76		
Acquired 02/02/12	55.09700	37.93	2,089.82		2,258.43	168.61		
Acquired 10/31/12	248.94900	39.49	9,831.00		10,204.42	373.42		
Reinvestments m	103.51000	38.73	4,008.86		4,242.88	233.02		
Total	2,049.93000		\$69,411.04	40.9900	\$84,026.63	\$14,615.59	\$1,437.00	1.71

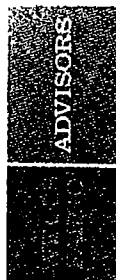


FUNDAMENTAL CHOICE

020 NE NEBS

FREDA B RUNYON FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER: 2229-4371



Mutual Funds
Open End Mutual Funds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
							ANNUAL INCOME	ANNUAL YIELD (%)
GABELLI EQUITY INCOME								
CLASS 1								
GCIEX								
Acquired 02/02/12	1,726.35700	21.65	37,375.63		39,844.30	2,468.67		
Reinvestments	36.97100	22.22	821.77		853.31	31.54		
Total	1,763.32800		\$38,197.40	23.0800	\$40,697.61	\$2,500.21	\$634.79	1.56
ING GLOBAL REAL ESTATE								
FUND CL 1								
IGLIX								
Acquired 02/04/09 nc	790.13100	9.77	7,721.03		14,261.86	6,540.83		
Acquired 09/21/09 nc	152.75500	9.91	7,834.81		2,757.23	495.47		
Acquired 01/21/10 nc	458.02900	14.80	2,261.76		8,267.42	1,847.72		
Acquired 09/15/10 nc	61.95300	14.94	2,283.50		1,118.25	168.68		
Acquired 02/02/12	595.28700	14.01	6,419.70		10,744.92	1,023.88		
Reinvestments m	208.57500	14.15	6,484.93		3,764.79	614.03		
Total	2,266.73000		\$30,223.86	18.0500	\$40,914.47	\$10,690.61	\$913.49	2.23
MFS SER TRX								
INTERNATIONAL DIV FUND								
CLASS 1								
MDLIX								
Acquired 02/02/12	5,067.28700	13.15	66,634.82		72,411.48	5,776.66		
Acquired 10/31/12	687.02900	13.80	9,481.00		9,817.68	336.68		
Reinvestments	71.33200	14.23	1,015.06		1,019.34	4.28		
Total	5,825.64800		\$77,130.88	14.2900	\$83,248.50	\$6,117.62	\$1,025.31	1.23
MFS SER TR I								
VALUE FD								
CL 1								
MEIIX								
Acquired 02/04/09 nc	695.87000	16.12	11,222.05		17,716.84	6,494.79		
Acquired 09/21/09 nc	693.78300	20.16	13,989.00		17,663.71	3,674.71		
Acquired 01/21/10 nc	972.35200	20.90	20,328.40		24,756.08	4,427.68		
Acquired 09/15/10 nc	139.94800	20.84	2,917.38		3,563.07	645.69		

FUNDAMENTAL CHOICE

020 NE NE65

FREDA B RUNYON FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER: 2229-4371

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
							ANNUAL INCOME	ANNUAL YIELD (%)
Reinvestments m	273.29600	22.39	6,119.66		6,958.13	838.47		
Total	2,775.24900		\$54,576.49	25.4600	\$70,657.83	\$16,081.34	\$1,382.07	1.96
WELLS FARGO FDS TRUST WFA ABSOLUTE RETURN FUND ADMINISTRATIVE CLASS								
WARDX Acquired 10/31/12	5,898.36800	10.11	59,632.50		60,812.12	1,179.62		
Reinvestments	20.85100	10.25	213.93		215.02	1.09		
Total	5,919.21900		\$59,846.43	10.3100	\$61,027.14	\$1,180.71	N/A	N/A
PRINCIPAL FDS INC MIDCAP BLEND FD CL P								
PMCPX Acquired 02/02/12	3,833.22600	14.26	54,661.79		60,066.61	5,404.82		
Reinvestments	99.49300	15.78	1,570.31		1,559.09	-11.22		
Total	3,932.71900		\$56,232.10	15.6700	\$61,625.70	\$5,393.60	\$684.29	1.11
RS INVT TR GLOBAL NATURAL RESOURCES FUND CL Y								
RSNYX Acquired 09/15/10 nc	638.27800	31.15	19,887.72		23,763.08	3,875.36		
Acquired 10/31/12	147.09500	37.61	5,532.25		5,476.36	-55.89		
Reinvestments m	7.88600	35.14	277.15		293.59	16.44		
Total	793.25900		\$25,697.12	37.2300	\$29,533.03	\$3,835.91	\$37.28	0.13
ROYCE FUND TOTAL RETURN FD CL W								
RTRWX Acquired 02/04/09 nc	1,555.13200	7.93	12,335.28		21,180.88	8,845.60		
Acquired 09/21/09 nc	1,181.50800	10.46	12,365.44		16,092.14	3,726.70		
Acquired 01/21/10 nc	1,024.49100	10.91	11,183.86		13,953.58	2,769.72		
Acquired 09/15/10 nc	285.47800	11.51	3,287.98		3,888.21	600.23		
Acquired 10/31/12	51.43400	13.95	717.50		700.53	-16.97		
Reinvestments m	459.65100	12.65	5,819.12		6,260.45	441.33		
Total	4,557.69400		\$45,709.18	13.6200	\$62,075.79	\$16,366.61	\$1,030.03	1.66



FUNDAMENTAL CHOICE

020 NE NE65

FREDA B RUNYON FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER: 2229-4371



Mutual Funds

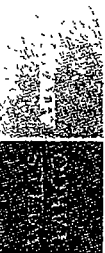
Open End Mutual Funds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
							ANNUAL INCOME	ANNUAL YIELD (%)
WELLS FARGO ADVANTAGE PREMIER LARGE CO GROWTH FD ADMIN CL WFPDX Acquired 02/02/12	6,611.26900	10.00	66,112.68	10.8100	71,467.81	5,355.12	N/A	N/A
Total Open End Mutual Funds			\$694,329.00 \$694,558.58		\$785,047.91	\$90,718.91	\$8,396.55	1.07
Total Mutual Funds			\$694,329.00 \$694,558.58		\$785,047.91	\$90,718.91	\$8,396.55	1.07

m This security contains multiple tax lots that may or may not include cost information that is reportable to the IRS.
ne Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.

Activity detail

DATE	ACCOUNT TYPE	TRANSACTION	QUANTITY	DESCRIPTION	PRICE	AMOUNT	CASH AND SWEEP BALANCES
12/01				BEGINNING BALANCE			29,741.99
12/07	Cash	LT CAP GAIN		ROYCE FUND TOTAL RETURN FD CL W 120612 4,314.43600 AS OF 12/06/12		2,549.40	
12/07	Cash	SHRT TRM GAIN		ROYCE FUND TOTAL RETURN FD CL W 120612 4,124.04000 AS OF 12/06/12		117.78	
12/07	Cash	DIVIDEND		ROYCE FUND TOTAL RETURN FD CL W 120612 4,115.24400 AS OF 12/08/12		459.06	
12/07	Cash	REINVESTMENT	190.39600	ROYCE FUND TOTAL RETURN FD CL W REINVEST AT 13.390		-2,549.40	
12/07	Cash	REINVEST DIV	34.28400	ROYCE FUND TOTAL RETURN FD CL W		-459.06	



FREDA B RUNYON FOUNDATION
 SHARON C BAIERLEIN-PRESIDENT
 RONALD BAIERLEIN-VICEPRESIDENT
 DECEMBER 1 - DECEMBER 31, 2012
 ACCOUNT NUMBER: 7226-7417

Fixed Income Securities

Corporate and municipal bonds and other fixed income securities are priced by a computerized pricing service or, for less actively traded issues, by utilizing a yield-based matrix system to arrive at an estimated market value.

Corporate Bonds

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ESTIMATED	
									ANNUAL INCOME	ANNUAL YIELD (%)
BANK OF AMERICA CORP										
SR INTERNOTES										
CPN 5.450% DUE 09/15/18										
DTD 09/17/09 FC 03/15/10										
Moody BAA2, S&P A-										
CUSIP 06050W8U8										
Acquired 09/14/10 L nc	1.78	50,000	104.90 107.59	52,454.04 53,800.00	110.7190	55,359.50	2,905.46	802.36	2,725.00	4.92
WELLS FARGO COMPANY										
SUBORDINATE GLOBAL NOTES										
CPN 5.125% DUE 09/15/16										
DTD 09/15/04 FC 03/15/05										
Moody A3, S&P A										
CUSIP 949746JE2										
Acquired 11/15/10 L nc		25,000	106.82 110.37	26,707.11 27,597.50		28,169.75	1,462.64			
Acquired 10/19/11 L nc		100,000	106.37 108.25	106,373.59 108,255.00		112,679.00	6,305.41			
Total	4.53	125,000		\$133,080.70 \$135,852.50	112.6790	\$140,848.75	\$7,768.05	\$1,886.29	\$6,406.25	4.55
GOLDMAN SACHS GROUP INC										
MEDIUM TERM NOTES										
CPN 6.500% DUE 04/30/17										
DTD 04/30/09 FC 10/30/09										
Moody A3, S&P A-										
CUSIP 38141E6J3										
Acquired 09/14/10 L nc	3.75	100,000	110.12 114.81	110,124.38 114,819.00	116.8190	116,819.00	6,694.62	1,083.33	6,500.00	5.56

FREDA B RUNYON FOUNDATION
 SHARON C BAIERLEIN-PRESIDENT
 RONALD BAIERLEIN-VICEPRESIDENT
 DECEMBER 1 - DECEMBER 31, 2012
 ACCOUNT NUMBER: 7226-7417

Fixed Income Securities
Corporate Bonds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ESTIMATED	
									ANNUAL INCOME	ANNUAL YIELD (%)
SAFEWAY INC										
NOTES										
CPN 6.350% DUE 08/15/17										
DTD 08/17/07 FC 02/15/08										
Moody BAA3, S&P BBB										
CUSIP 786514BP3										
Acquired 06/28/12 S nc	3.65	100,000	113.66 115.01	113,669.51 115,016.00	113.6220	113,622.00	-47.51	2,398.89	6,350.00	5.58
HSBC FINANCE CORP										
INTERNOTES										
CPN 5.600% DUE 02/15/18										
DTD 02/14/08 FC 05/15/08										
Moody BAA1, S&P A										
CUSIP 40429XUD6										
Acquired 05/04/11 L nc	1.46	40,000	107.14 109.13	42,858.32 43,657.80	113.3740	45,349.60	2,491.28	286.22	2,240.00	4.93
BP CAP MARKETS AMERICA										
NOTES										
CPN 4.200% DUE 05/15/18										
DTD 06/04/03 FC 12/15/03										
Moody A2, S&P A										
CUSIP 10373QAA8										
Acquired 10/19/11 L nc	3.51	100,000	104.13 104.93	104,138.01 104,939.00	109.3570	109,357.00	5,218.99	186.67	4,200.00	3.84
MORGAN STANLEY										
SR UNSECURED										
CPN 7.300% DUE 05/13/19										
DTD 05/13/09 FC 11/13/09										
Moody BAA1, S&P A-										
CUSIP 61747YCG8										
Acquired 07/19/10 L nc	3.91	100,000	109.76 112.69	109,768.85 112,702.00	121.6490	121,649.00	11,880.15	973.33	7,300.00	6.00



FREDA B RUNYON FOUNDATION
 SHARON C BAIERLEIN-PRESIDENT
 RONALD BAIERLEIN-VICEPRESIDENT
 DECEMBER 1 - DECEMBER 31, 2012
 ACCOUNT NUMBER: 7226-7417

Fixed Income Securities
Corporate Bonds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ESTIMATED	
									ANNUAL INCOME	ANNUAL YIELD (%)
TORCHMARK CORP										
SR UNSECURED										
CPN 9.250% DUE 06/15/19										
DTD 06/30/09 FC 12/15/09										
Moody BAA1, S&P A										
CUSIP 891027AP9										
Acquired 10/19/11 L nc	4.33	100,000	120.23 123.23	120,238.80 123,237.00	134.6290	134,629.00	14,390.20	411.11	9,250.00	6.87
GOLDMAN SACHS GRP INC										
SENIOR NOTES										
CPN 5.375% DUE 03/15/20										
DTD 03/08/10 FC 09/15/10										
Moody A3, S&P A-										
CUSIP 38141EA58										
Acquired 09/15/10 L nc	3.68	100,000	105.03 106.31	105,037.85 106,321.00	114.5210	114,521.00	9,483.35	1,582.64	5,375.00	4.69
JPMORGAN CHASE & CO										
NOTES										
CPN 4.950% DUE 03/25/20										
DTD 03/25/10 FC 09/25/10										
Moody A2, S&P A										
CUSIP 46625HHQ6										
Acquired 09/14/10 L nc		100,000	106.48 108.18 103.81 104.52	106,483.75 108,185.00 51,905.42 52,267.00	115.7630	115,763.00	9,279.25		5,976.08	
Acquired 04/25/11 L nc		50,000				57,881.50				
Total	5.58	150,000		\$158,389.17 \$160,452.00	115.7630	\$173,644.50	\$15,255.33	\$1,980.00	\$7,425.00	4.28
MORGAN STANLEY										
MULTI STEP UP MEDIUM										
TERM NOTES CALLABLE										
CPN 4.000% DUE 09/22/20										
DTD 09/22/10 FC 03/22/11										
CALL 09/22/13 @ 100.000										
Moody BAA1, S&P A-										
CUSIP 61745EE31										
Acquired 09/17/10 L nc	6.47	200,000	100.00	200,000.00	100.6010	201,202.00	1,202.00	2,200.00	8,000.00	3.97

FREDA B RUNYON FOUNDATION
 SHARON C BAIERLEIN-PRESIDENT
 RONALD BAIERLEIN-VICEPRESIDENT
 DECEMBER 1 - DECEMBER 31, 2012
 ACCOUNT NUMBER: 7226-7417

Fixed Income Securities

Corporate Bonds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ESTIMATED	
									ANNUAL INCOME	ANNUAL YIELD (%)
GENERAL ELEC CAP CORP MEDIUM TERM NOTE SER A FLTG RATE CPN 0.000% DUE 05/05/26 DTD 05/05/06 FC 08/07/06 Moody A1 , S&P AA+ CUSIP 36962GW75 Acquired 06/28/12 S nc	3.65	130,000	83.70	108,821.50	87.3660	113,575.80	4,754.30	N/A	N/A	N/A
Total Corporate Bonds	46.30	1,295,000		\$1,358,580.93 \$1,379,617.80		\$1,440,577.15	\$81,996.22	\$13,790.84	\$65,771.25	4.57

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Taxable Municipal Bonds

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ESTIMATED	
									ANNUAL INCOME	ANNUAL YIELD (%)
CALIFORNIA ST TAXABLE BUILD AMER BDS OID B/E CPN 5.700% DUE 11/01/21 DTD 12/01/10 FC 05/01/11 Moody A1 , S&P A- CUSIP 13063BJA1 Acquired 10/18/12 S nc	3.73	100,000	118.12 118.45	118,121.46 118,455.00	116 1750	116,175.00	-1,946.46	950 00	5,700.00	4 90
Total Taxable Municipal Bonds	3.73	100,000		\$118,121.46 \$118,455.00		\$116,175.00	-\$1,946.46	\$950.00	\$5,700.00	4.91

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FREDA B RUNYON FOUNDATION
 SHARON C BAIERLEIN-PRESIDENT
 RONALD BAIERLEIN-VICEPRESIDENT

DECEMBER 1 - DECEMBER 31, 2012
 ACCOUNT NUMBER: 7226-7417

Fixed Income Securities

Foreign Bonds

Foreign Fixed Income securities may be denominated in currencies other than US dollars. If you own securities denominated in a foreign currency, the figures displayed for "Estimated Accrued Interest" and "Estimated Annual Income" below are in the foreign currency, not US dollars. As a result, the figures shown in "Estimated Annual Yield" are not accurate for bonds denominated in foreign currency. Please contact Your Financial Advisor if you own a Foreign Fixed Income security that is denominated in other than US dollars and have additional questions.

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ESTIMATED	
									ANNUAL INCOME	ANNUAL YIELD (%)
UBS AG STAMFORD CT MEDIUM TERM SR DEPOSIT NOTES										
CPN 5.750% DUE 04/25/18										
DTD 04/25/08 FC 10/25/08										
Moody A2, S&P A										
CUSIP 90261XFA5										
Acquired 06/28/12 S nc	3.83	100,000	111.71 112.69	111,717.62 112,703.00	119.0540	119,054.00	7,336.38	1,054.17	5,750.00	4.82
BARCLAYS BANK PLC SENIOR NOTES										
CPN 5.125% DUE 01/08/20										
DTD 01/08/10 FC 07/08/10										
Moody A2, S&P A+										
CUSIP 06739GARG0										
Acquired 05/04/11 L nc	3.66	100,000	104.39 105.23	104,397.58 105,242.00	113.8935	113,893.50	9,495.92	2,462.85	5,125.00	4.49
MANULIFE FINANCIAL CORP SR UNSECURED										
CPN 4.900% DUE 09/17/20										
DTD 09/17/10 FC 03/17/11										
Moody NR, S&P A-										
CUSIP 56501RAB2										
Acquired 09/15/10 L nc	3.58	100,000	101.93 102.38	101,934.39 102,388.00	111.2450	111,245.00	9,310.61	1,415.56	4,900.00	4.40

FREDA B RUNYON FOUNDATION
 SHARON C BAIERLEIN-PRESIDENT
 RONALD BAIERLEIN-VICEPRESIDENT

DECEMBER 1 - DECEMBER 31, 2012
 ACCOUNT NUMBER. 7226-7417

Fixed Income Securities

Foreign Bonds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ESTIMATED	
									ANNUAL INCOME	ANNUAL YIELD (%)
LLOYDS TSB BANK PLC MULTI STEP UP CPN BOND MEDIUM TERM NOTES CLLBLE CPN 4 500% DUE 06/28/32 DTD 06/28/12 FC 12/28/12 CALL 06/28/17 @ 100.000 Moody A2 , S&P A CUSIP 5394E8AW9 Acquired 06/28/12 S nc	3.25	100,000	100.12	100,126.00	100.9710	100,971.00	845.00	37.50	4,500.00	4.45
Total Foreign Bonds	14.31	400,000		\$418,175.59 \$420,459.00		\$445,163.50	\$26,987.91	\$4,970.08	\$20,275.00	4.55
Total Fixed Income Securities	64.35			\$1,894,877.98 \$1,918,531.80		\$2,001,915.65	\$107,037.67	\$19,710.92	\$91,746.25	4.58

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Preferreds/Fixed Rate Cap Securities

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
FANNIE MAE 8.25% NON-CUM PERP PFD CALL STARTING 12/31/10 FNMA5		1,400	25.75	36,050.00		2,338.00	-33,712.00		
Acquired 12/17/07 L nc		5,300	19.26	102,078.00		8,851.00	-93,227.00		
Acquired 07/24/08 L nc		5,900	16.47	97,173.00		9,853.00	-87,320.00		
Acquired 08/11/08 L nc		100	16.46	1,646.00		167.00	-1,479.00		
Total	0.68	12,700		\$236,947.00	1.6700	\$21,209.00	-\$215,738.00	N/A	N/A
GECC 6.00% PINES DUE 4/24/2047 CALL STARTING 4/24/12 GEJ		3,300	25.92	85,536.00		86,130.00	594.00		
Acquired 08/16/11 L nc		600	25.91	15,551.00		15,660.00	109.00		
Acquired 08/16/11 L nc									





FREDA B RUNYON FOUNDATION
 SHARON C BAIERLEIN-PRESIDENT
 RONALD BAIERLEIN-VICEPRESIDENT
 DECEMBER 1 - DECEMBER 31, 2012
 ACCOUNT NUMBER. 7226-7417

Preferreds/Fixed Rate Cap Securities

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
Total	3.27	3,900		\$101,087.00	26.1000	\$101,790.00	\$703.00	\$5,850.00	5.75
HOSPITALITY 7.125% PFD									
PRPTY TRUST-CUMULTV SR D									
PERP-CALL 1-15-17@25									
HPTD									
Acquired 06/28/12 S		2,500	27.00	67,500.00		66,500.00	-1,000.00		
Acquired 06/28/12 S		900	26.99	24,291.00		23,940.00	-351.00		
Acquired 06/28/12 S		400	26.98	10,797.00		10,640.00	-157.00		
Total	3.25	3,800		\$102,588.00	26.6000	\$101,080.00	-\$1,508.00	\$6,767.80	6.70
PNC FINANCIAL 6.125% PFD									
PERP-SER P-CALL 5/1/22									
FIXED TO FLOAT									
PNC:P									
Acquired 06/28/12 S		3,200	26.73	85,541.00		88,768.00	3,227.00		
Acquired 06/28/12 S		600	26.74	16,044.00		16,644.00	600.00		
Total	3.39	3,800		\$101,585.00	27.7400	\$105,412.00	\$3,827.00	\$5,817.80	5.52
PS BUSINESS PK 6.45% PFD									
PERPETUAL/CUMULATIVE									
CALL 1/18/2017 SER S									
PSB'S									
Acquired 09/25/12 S		6,200	27.47	170,314.00		163,494.00	-6,820.00		
Acquired 09/25/12 S		700	27.43	19,206.00		18,459.00	-747.00		
Acquired 09/25/12 S		700	27.44	19,208.00		18,459.00	-749.00		
Acquired 09/25/12 S		100	27.46	2,746.00		2,637.00	-109.00		
Total	6.53	7,700		\$211,474.00	26.3700	\$203,049.00	-\$8,425.00	\$12,512.50	6.16
PUBLIC STORAGE 5.9% PFD									
CALLABLE 1/12/17 @ 25									
PERPETUAL/CUMULATIVE									
PSA'S									
Acquired 02/08/12 S		1,608	25.69	41,309.52		42,049.20	739.68		
Acquired 02/08/12 S		706	25.70	18,144.20		18,461.90	317.70		
Acquired 02/08/12 S		386	25.67	9,913.62		10,093.90	180.28		
Acquired 02/08/12 S		200	25.68	5,136.00		5,230.00	94.00		
Total	2.44	2,900		\$74,503.34	26.1500	\$75,835.00	\$1,331.66	\$4,277.50	5.64
PUBLIC STORAGE 5.625% PFD									
PREFERRED PERP CUMULATIV									
CALLABLE 08/15/17 SER U									
PSA'U									
Acquired 08/20/12 S		2,580	26.75	69,015.00		67,028.40	-1,986.60		

FREDA B RUNYON FOUNDATION
 SHARON C BAIERLEIN-PRESIDENT
 RONALD BAIERLEIN-VICEPRESIDENT
 DECEMBER 1 - DECEMBER 31, 2012
 ACCOUNT NUMBER: 7226-7417

Preferreds/Fixed Rate Cap Securities

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
Acquired 08/20/12 S		1,111	26.74	29,708.14		28,863.78	-844.36		
Acquired 08/20/12 S		100	26.73	2,678.00		2,598.00	-80.00		
Acquired 08/20/12 S		9	26.72	240.48		233.82	-6.66		
Total	3.17	3,800		\$101,641.62	25.9800	\$98,724.00	-\$2,917.62	\$5,342.80	5.41
TELEPHONE DATA SYS 7% PFD									
SR UNSECURED									
MAT 3/15/60 CALL 3/15/16									
TDJ									
Acquired 08/28/12 S nc		2,700	27.33	73,791.00		71,496.00	-2,295.00		
Acquired 08/28/12 S nc		800	27.34	21,872.00		21,184.00	-688.00		
Acquired 08/28/12 S nc		200	27.25	5,455.00		5,296.00	-159.00		
Total	3.15	3,700		\$101,118.00	26.4800	\$97,976.00	-\$3,142.00	\$6,475.00	6.61
US BANCORP PFD									
PERPETUAL/CALLABLE									
VARIABLE									
USBM									
Acquired 02/08/12 S		2,900	26.33	76,362.00		83,056.00	6,694.00		
Total	2.67	2,900		76,362.00	28.6400	83,056.00	6,694.00	4,712.50	5.67
VORNADO RLTY 6.875% PFD									
CALL 4/20/2016@25 SER J									
PERPETUAL CUMULATIVE									
VNO J									
Acquired 02/08/12 S		2,300	26.80	61,640.00		62,031.00	391.00		
Acquired 02/08/12 S		300	26.78	8,034.00		8,091.00	57.00		
Acquired 02/08/12 S		200	26.77	5,359.00		5,394.00	35.00		
Total	2.43	2,800		\$75,033.00	26.9700	\$75,516.00	\$483.00	\$4,813.20	6.37
WELLS FARGO & CO 8% PFD									
CALLABLE 12/15/17									
SERIES J									
WFCJ									
Acquired 06/28/12 S		2,230	30.46	67,925.80		65,450.50	-2,475.30		
Acquired 06/28/12 S		1,070	30.44	32,575.80		31,404.50	-1,171.30		
Total	3.11	3,300		\$100,501.60	29.3500	\$96,855.00	-\$3,646.60	\$6,600.00	6.81
Total Preferreds/Fixed Rate Cap Securities	34.09			\$1,282,840.56		\$1,060,502.00	-\$222,338.56	\$63,169.10	5.98

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Schedule of Realized Gains and Losses

Friday, February 01, 2013

NE25 MONROE / HILLIKER / ANDERSON

2012 Tax Year

Prepared For

2229-4371

FREDA B RUNYON FOUNDATION
6140 QUARTZ DR
EL DORADO CA 95623-4712

Quantity	Name	Security	Open Date	Cost Amount	Adjusted Cost Amount	Trade Price	Close Date	Close Amt	Close Price	Realized	% Gain or Loss
Short											
129 6330	INVESCO MD CP CORE EQY Y	GTAYX	12/12/2011 ^M	2 772 88 ^d		21 3900	2/2/2012	2,955 84	22 8000	182 78	6 59
3 7890	INVESCO MD CP CORE EQY Y	GTAYX	12/12/2011 ^M	81 05 ^d		21 3900	2/2/2012	88 39	22 8000	5 34	6 59
688 4320	AMERICAN CENTY SUCT INV	TWCIX	2/2/2012 ^C	28,963 98 ^d		41 4700	10/31/2012	30 395 75	43 5200	1 431 77	4 94
3,959 8330	AMER CENT GRWTH FND CL I	TWGSX	8/3/2011 ^M	104,500 00 ^d		28 3900	2/2/2012	105,965 13	26 7800	1 465 13	1 40
145 4560	AMER CENT GRWTH FND CL I	TWGSX	12/22/2011 ^M	3 584 04 ^d		24 6400	2/2/2012	3 892 40	26 7800	308 36	8 60
28 3650	AMER CENT GRWTH FND CL I	TWGSX	12/22/2011 ^M	898 91 ^d		24 6400	2/2/2012	759 05	26 7800	60 14	6 60
12 3600	E/V GLBL MRCO ABSLUTE I	EIGMX	3/1/2011 ^M	126 32 ^d	126 06	10 2200	2/2/2012	123 60	10 0000	-2 46	-1 95
12 2940	E/V GLBL MRCO ABSLUTE I	EIGMX	4/1/2011 ^M	125 28 ^d	125 06	10 1900	2/2/2012	122 94	10 0000	-2 12	-1 69
11 8780	E/V GLBL MRCO ABSLUTE I	EIGMX	5/2/2011 ^M	121 75 ^d	121 57	10 2500	2/2/2012	118 78	10 0000	-2 79	2 29
10 9160	E/V GLBL MRCO ABSLUTE I	EIGMX	6/1/2011 ^M	111 56 ^d	111 41	10 2200	2/2/2012	109 18	10 0000	2 25	-2 02
10 8590	E/V GLBL MRCO ABSLUTE I	EIGMX	7/1/2011 ^M	108 30 ^d	108 18	10 1800	2/2/2012	106 58	10 0000	-1 59	-1 47
11 0450	E/V GLBL MRCO ABSLUTE I	EIGMX	8/1/2011 ^M	112 22 ^d	112 13	10 1600	2/2/2012	110 45	10 0000	1 68	1 50
11 1350	E/V GLBL MRCO ABSLUTE I	EIGMX	9/1/2011 ^M	112 57 ^d	112 51	10 1100	2/2/2012	111 35	10 0000	-1 16	-1 03
11 1030	E/V GLBL MRCO ABSLUTE I	EIGMX	10/3/2011 ^M	109 25 ^d	109 22	9 8400	2/2/2012	111 03	10 0000	1 81	1 66
11 3960	E/V GLBL MRCO ABSLUTE I	EIGMX	11/2/2011 ^M	113 39 ^d		9 9500	2/2/2012	113 96	10 0000	0 57	0 50
11 1320	E/V GLBL MRCO ABSLUTE I	EIGMX	12/1/2011 ^M	110 10 ^d		9 8900	2/2/2012	111 32	10 0000	1 22	1 11
11 6170	E/V GLBL MRCO ABSLUTE I	EIGMX	1/3/2012 ^C	114 08 ^d		9 8200	2/2/2012	116 17	10 0000	2 09	1 83
11 4230	E/V GLBL MRCO ABSLUTE I	EIGMX	2/1/2012 ^C	114 12 ^d		9 9900	2/2/2012	114 23	10 0000	0 11	0 10
4 0180	GABELLI EQUITY INC FD-A	GCAEX	2/28/2011 ^M	84 22 ^d	83 86	20 9600	2/2/2012	85 74	21 3400	2 08	2 47
3 9490	GABELLI EQUITY INC FD-A	GCAEX	3/31/2011 ^M	84 34 ^d	83 88	21 3600	2/2/2012	84 27	21 3400	0 41	0 49
3 8180	GABELLI EQUITY INC FD-A	GCAEX	4/29/2011 ^M	84 46 ^d	84 11	22 1200	2/2/2012	81 47	21 3400	-2 64	-3 13
3 8900	GABELLI EQUITY INC FD-A	GCAEX	5/31/2011 ^M	84 57 ^d	84 25	21 7400	2/2/2012	83 01	21 3400	-1 24	-1 47
3 9780	GABELLI EQUITY INC FD-A	GCAEX	6/30/2011 ^M	84 69 ^d	84 45	21 3000	2/2/2012	84 85	21 3400	0 40	0 47
3 9740	GABELLI EQUITY INC FD-A	GCAEX	7/29/2011 ^M	84 81 ^d	84 65	21 3400	2/2/2012	84 80	21 3400	0 15	0 18
4 2680	GABELLI EQUITY INC FD-A	GCAEX	8/30/2011 ^M	84 93 ^d	84 85	19 9000	2/2/2012	91 08	21 3400	6 23	7 34
4 5410	GABELLI EQUITY INC FD-A	GCAEX	9/29/2011 ^M	85 05 ^d		18 7300	2/2/2012	96 91	21 3400	11 86	13 94
4 0940	GABELLI EQUITY INC FD-A	GCAEX	10/28/2011 ^M	85 19 ^d		20 8100	2/2/2012	87 37	21 3400	2 18	2 56
4 4130	GABELLI EQUITY INC FD-A	GCAEX	11/29/2011 ^M	85 31 ^d		19 3300	2/2/2012	94 18	21 3400	8 87	10 40
4 2220	GABELLI EQUITY INC FD-A	GCAEX	12/28/2011 ^M	85 45 ^d	85 39	20 2400	2/2/2012	90 10	21 3400	4 71	5 51
4 0520	GABELLI EQUITY INC FD-A	GCAEX	1/30/2012 ^C	85 57 ^d		21 1200	2/2/2012	88 49	21 3400	0 92	1 08
911 7750	GABELLI EQUITY INCOME I	GCIEX	2/2/2012 ^C	19 739 93 ^d		21 8500	10/31/2012	20 597 00	22 5900	857 07	4 34
7 1360	GATEWAY FD CL Y	GTEYX	12/21/2011 ^M	187 10 ^d		26 2200	10/31/2012	195 02	27 3300	7 92	4 23
48 3110	GATEWAY FD CL Y	GTEYX	2/2/2012 ^C	1 238 04 ^d		26 6900	10/31/2012	1,265 70	27 3300	29 68	2 40
6 1970	GATEWAY FD CL Y	GTEYX	3/23/2012 ^C	168 83 ^d		26 9200	10/31/2012	169 36	27 3300	2 53	1 52
6 3360	GATEWAY FD CL Y	GTEYX	6/22/2012 ^C	168 99 ^d		26 6700	10/31/2012	173 17	27 3300	4 18	2 47

Schedule of Realized Gains and Losses

Friday, February 01, 2013

NE2S MONROE / HILLIKER / ANDERSON

2012 Tax Year

Prepared For
2229-4371
FREDA B RUNYON FOUNDATION

Quantity	Name	Security	Open Date	Cost Amount	Adjusted Cost Amount	Trade Price	Close Date	Close Amt	Close Price	Realized	% Gain or Loss
Short - Continued											
6 1540	GATEWAY FD CL Y	GTEYX	9/21/2012 ^C	169 74 ^M		27 5800	10/31/2012	168 20	27 3300	-1 54	-0 91
172 0730	PRINCIPAL MIDCAP BLEND P	PMCPX	2/2/2012 ^C	2,453 77 ^M		14 2800	10/31/2012	2,888 50	15 6300	235 73	9 61
11 8180	SCOUT FUNDS INTL FUND	UMBWX	8/27/2011 ^M	379 27 ^M		32 0900	2/2/2012	360 83	30 5300	-18 44	-4 88
20 2440	SCOUT FUNDS INTL FUND	UMBWX	12/19/2011 ^M	547 60 ^M		27 0500	2/2/2012	618 06	30 5300	70 46	12 87
2 837 3610	WELLS FARGO GROWTH ADM	SGRXK	8/3/2011 ^M	104 500 00 ^M		38 8300	2/2/2012	110 430 08	38 8200	5,930 08	5 67
36 0900	WELLS FARGO GROWTH ADM	SGRXK	12/12/2011 ^M	1 329 19 ^M		38 8300	2/2/2012	1 404 63	38 9200	75 44	5 68
2 907 9910	WFA PRMR LRG GRWTH ADMIN	WFPDX	2/2/2012 ^C	29 079 91 ^M		10 0000	10/31/2012	30 475 75	10 4800	1,395 84	4 80
				302,956 74	1,601 36			315,021 51		12,068 13	
Long											
2,368 2520	INVESCO MD CP CORE EQY Y	GTAYX	2/4/2009 ^M	36,402 07 ^M		15 3709	2/2/2012	53 996 14	22 8000	17 594 07	48 33
177 7300	INVESCO MD CP CORE EQY Y	GTAYX	8/21/2009 ^M	3 552 15 ^M		19 9861	2/2/2012	4 052 24	22 8000	500 09	14 08
2 4800	INVESCO MD CP CORE EQY Y	GTAYX	12/14/2009 ^M	51 12 ^M		20 6082	2/2/2012	58 54	22 8000	5 42	10 60
855 5210	INVESCO MD CP CORE EQY Y	GTAYX	1/21/2010 ^M	18,077 10 ^M		21 1289	2/2/2012	19,505 88	22 8000	1,428 78	7 80
538 6430	INVESCO MD CP CORE EQY Y	GTAYX	8/15/2010 ^M	11,484 19 ^M		21 3205	2/2/2012	12,281 06	22 8000	796 87	6 94
67 0350	INVESCO MD CP CORE EQY Y	GTAYX	12/13/2010 ^M	1,539 53 ^M		22 9680	2/2/2012	1,528 40	22 8000	11 13	-0 72
2 5750	INVESCO MD CP CORE EQY Y	GTAYX	12/13/2010 ^M	59 01 ^M		22 9680	2/2/2012	58 71	22 8000	-0 30	0 51
1 174 2810	E VNC L CAP VAL FD CL I	EILVX	2/4/2009 ^M	15 524 00 ^M		13 2200	10/31/2012	22 875 00	19 4800	7,351 00	47 35
3 290 6500	E/V GLBL MRCO ABSOLUTE I	EIGMX	8/15/2010 ^M	34,025 32 ^M	33,748 43	10 3400	2/2/2012	32,806 50	10 0000	-839 93	-2 47
4 2930	E/V GLBL MRCO ABSOLUTE I	EIGMX	10/1/2010 ^M	44 39 ^M	44 13	10 3400	2/2/2012	42 93	10 0000	-1 20	2 70
13 3500	E/V GLBL MRCO ABSOLUTE I	EIGMX	11/1/2010 ^M	137 64 ^M	137 23	10 3100	2/2/2012	133 50	10 0000	-3 73	-2 71
12 9650	E/V GLBL MRCO ABSOLUTE I	EIGMX	12/1/2010 ^M	133 80 ^M	133 41	10 3200	2/2/2012	129 65	10 0000	-3 76	-2 81
13 5190	E/V GLBL MRCO ABSOLUTE I	EIGMX	1/3/2011 ^M	138 84 ^M	138 43	10 2700	2/2/2012	135 19	10 0000	-3 24	-2 33
13 6400	E/V GLBL MRCO ABSOLUTE I	EIGMX	2/1/2011 ^M	139 40 ^M	139 04	10 2200	2/2/2012	136 40	10 0000	-2 64	-1 89
2 785 8160	GABELLI EQUITY INC FD-A	GCAEX	8/15/2010 ^M	51,037 88 ^M	50 473 64	18 3200	2/2/2012	59,451 44	21 3400	8,977 80	17 59
4 4650	GABELLI EQUITY INC FD-A	GCAEX	8/30/2010 ^M	83 58 ^M	82 77	18 7200	2/2/2012	95 28	21 3400	12 51	14 97
4 3920	GABELLI EQUITY INC FD-A	GCAEX	10/29/2010 ^M	83 71 ^M	82 90	19 0600	2/2/2012	93 72	21 3400	10 82	12 83
4 3670	GABELLI EQUITY INC FD-A	GCAEX	11/26/2010 ^M	83 84 ^M	83 03	19 2000	2/2/2012	93 19	21 3400	10 18	12 12
4 1140	GABELLI EQUITY INC FD-A	GCAEX	12/31/2010 ^M	83 97 ^M	83 25	20 4100	2/2/2012	87 79	21 3400	4 54	5 41
4 0180	GABELLI EQUITY INC FD-A	GCAEX	1/31/2011 ^M	84 10 ^M	83 46	20 9400	2/2/2012	85 70	21 3400	2 24	2 66
309 2080	GATEWAY FD CL Y	GTEYX	2/4/2009 ^M	7,214 16 ^M		23 3312	10/31/2012	8,450 59	27 3300	1,238 43	17 14
5 4340	GATEWAY FD CL Y	GTEYX	3/31/2009 ^M	122 54 ^M		22 5515	10/31/2012	148 51	27 3300	25 97	21 19
3 9200	GATEWAY FD CL Y	GTEYX	8/30/2009 ^M	92 81 ^M		23 6711	10/31/2012	107 13	27 3300	14 32	15 43
538 3840	GATEWAY FD CL Y	GTEYX	9/21/2009 ^M	13,222 26 ^M		24 6507	10/31/2012	14,659 38	27 3300	1,437 12	10 87
5 8010	GATEWAY FD CL Y	GTEYX	9/28/2009 ^M	137 13 ^M		24 4807	10/31/2012	153 07	27 3300	15 94	11 62
4 5740	GATEWAY FD CL Y	GTEYX	12/24/2009 ^M	115 46 ^M		25 2405	10/31/2012	125 00	27 3300	9 54	8 28
487 2080	GATEWAY FD CL Y	GTEYX	1/21/2010 ^M	11,801 86 ^M		25 2605	10/31/2012	12,768 75	27 3300	968 89	8 19

Schedule of Realized Gains and Losses

Friday, February 01 2013

NE2S MONROE / HILLIKER / ANDERSON

2012 Tax Year

Prepared For
2229-4371
FREDA B RUNYON FOUNDATION

Quantity	Name	Security	Open Date	Cost Amount	Adjusted Cost Amount	Trade Price	Close Date	Close Amt	Close Price	Realized	% Gain or Loss
Long - Continued											
5 9420	GATEWAY FD CL Y	GTEYX	3/29/2010 ^u	151 28 ^u		25 4804	10/31/2012	162 39	27 3300	11 11	7 34
8 9310	GATEWAY FD CL Y	GTEYX	5/28/2010 ^u	169 90 ^u		24 5107	10/31/2012	189 42	27 3300	19 52	11 49
5 1810	GATEWAY FD CL Y	GTEYX	9/27/2010 ^u	130 30 ^u		25 2405	10/31/2012	141 05	27 3300	10 75	8 25
8 1980	GATEWAY FD CL Y	GTEYX	12/23/2010 ^u	161 17 ^u		28 0002	10/31/2012	169 39	27 3300	8 22	5 10
5 1390	GATEWAY FD CL Y	GTEYX	3/25/2011 ^u	135 74 ^u		26 4100	10/31/2012	140 45	27 3300	4 71	3 47
5 4100	GATEWAY FD CL Y	GTEYX	6/24/2011 ^u	142 11 ^u		26 3001	10/31/2012	147 85	27 3300	5 74	4 04
8 6060	GATEWAY FD CL Y	GTEYX	9/23/2011 ^u	165 28 ^u		25 0200	10/31/2012	180 54	27 3300	15 28	9 23
110 7000	ING GLOBAL REAL ESTATE-I	IGLIX	2/4/2009 ^u	1 097 69 ^u	1,081 74	9 9158	10/31/2012	1 045 00	17 5700	853 28	78 84
172 0320	MFS VALUE FD CL I	MEIIX	2/4/2009 ^u	2,774 31 ^u		16 1267	2/2/2012	4,063 40	23 6200	1 289 09	46 47
1 347 6840	MFS VALUE FD CL I	MEIIX	2/4/2009 ^u	21,733 64 ^u		16 1267	10/31/2012	34,190 75	25 3700	12,457 11	57 32
907	POWERSHARES DB COMMD ETF	DBC	9/15/2010 ^u	21,259 27 ^u		23 4380	2/2/2012	25,383 77	27 9650	4,105 50	19 31
44 2280	RS GLB NAT RES FND CL Y	RSNYX	9/15/2010 ^u	1,378 11 ^u		31 1584	2/2/2012	1 648 85	37 2800	270 74	19 65
321 7820	ROYCE TOTAL RETURN FD W	RTRWX	2/4/2009 ^u	2,552 22 ^u		7 9320	2/2/2012	4 353 44	13 5300	1,801 22	70 57
870 0880	SCOUT FUNDS INTL FUND	UMBWX	2/4/2009 ^u	17 184 23 ^u		19 7500	2/2/2012	26,583 78	30 5300	9,379 55	54 58
9 0890	SCOUT FUNDS INTL FUND	UMBWX	6/22/2009 ^u	208 88 ^u		22 8800	2/2/2012	277 48	30 5300	68 62	32 85
552 1380	SCOUT FUNDS INTL FUND	UMBWX	9/21/2009 ^u	15,528 11 ^u		28 1200	2/2/2012	16 856 77	30 5300	1,330 68	8 57
4 9550	SCOUT FUNDS INTL FUND	UMBWX	12/21/2009 ^u	140 98 ^u		28 4500	2/2/2012	151 27	30 5300	10 29	7 30
508 3530	SCOUT FUNDS INTL FUND	UMBWX	1/25/2010 ^u	14 564 32 ^u		28 8500	2/2/2012	15 520 03	30 5300	955 71	6 58
17 3350	SCOUT FUNDS INTL FUND	UMBWX	6/28/2010 ^u	467 88 ^u		28 9900	2/2/2012	529 23	30 5300	61 35	13 11
193 6980	SCOUT FUNDS INTL FUND	UMBWX	9/15/2010 ^u	5,743 14 ^u		29 6500	2/2/2012	5,913 81	30 5300	170 47	2 97
20 3010	SCOUT FUNDS INTL FUND	UMBWX	12/20/2010 ^u	644 76 ^u		31 7800	2/2/2012	619 79	30 5300	-24 97	-3 87
94	SPDR DJ WLSHRE INTL ETF	RWX	9/21/2009 ^u	3 371 70 ^u		35 8891	10/31/2012	3 818 31	40 8000	444 61	13 19
				315,173 88	86,309 46			387,102 28	72,793 10		

Schedule of Realized Gains and Losses

Friday February 01, 2013

2012 Tax Year

NE2S MONROE / HILLIKER / ANDERSON

Prepared For
2229-4371
FREDA B RUNYON FOUNDATION

Quantity	Name	Security	Open Date	Cost Amount	Adjusted Cost Amount	Trade Price	Close Date	Close Amt	Close Price	Realized	% Gain or Loss
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Report Summary				618,130.70	87,910.82			702,123.77		84,861.23	
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Realized Gains or Losses	
Short Term	12,068.13
Long Term	72,793.10

Legend	
() Security Held Away	
Open Date	Cost Amount
C Covered Tax Lot	E Pre Effective
M Noncovered Tax Lot	O Post Effective
N Net Row Contains Both Covered and Noncovered Tax Lots	N Not Average Cost
W - Open Date Reflects Wash Sale Date	M Net Row Contains Tax Lots with Multiple Elections

Filter - "All Tax Years" represents the current and the previous two tax years

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*Prices for Independently Valued Direct Investments cannot be displayed on this report and are not included in the portfolio value shown. Refer to your client statement or contact your investment executive for further information. Wells Fargo Advisors is the trade name used by two separate, registered broker-dealers and non-bank affiliates of Wells Fargo & Company providing certain retail securities brokerage services: Wells Fargo Advisors, LLC, member FINRA/SIPC, and Wells Fargo Advisors Financial Network, LLC, member FINRA/SIPC. Wells Fargo Advisors is not a legal or tax advisor. Securities and Insurance Products are Not FDIC-Insured, Not Bank Guaranteed, and May Lose Money.

Schedule of Realized Gains and Losses

2012 Tax Year

Friday, February 01, 2013
NE2S MONROE / HILLIKER / ANDERSON

Prepared For

7226-7417
FREDA B RUNYON FOUNDATION
SHARON C BAIERLEIN-PRESIDENT
RONALD BAIERLEIN-VICEPRESIDENT
6140 QUARTZ DR
EL DORADO CA 95623-7848

Quantity	Name	Security	Open Date	Cost/Amount	Adjusted Cost/Amount	Trade Price	Close Date	Close Amt	Close Price	Realized	% Gain or Loss
Short											
2 170	WACHOVIA CAP 6 375% PFD	92978X-20-1	2/8/2012 ^M	56,137 90 ^M		25 8700	6/15/2012	54,250 00	25 0000	1,887 90	3 36
630	WACHOVIA CAP 6 375% PFD	92978X-20-1	2/8/2012 ^M	16 291 80 ^M		25 8600	6/15/2012	15 750 00	25 0000	541 80	-3 33
100	WACHOVIA CAP 6 375% PFD	92978X-20-1	2/8/2012 ^M	2 589 50 ^M		25 8450	6/15/2012	2,500 00	25 0000	89 50	-3 46
				75,019 20				72,500 00		-2,519 20	
Long											
100 000	BARCLAYS STEP VAR% 09302	06740P-QM-1	9/14/2010 ^M	100,857 00 ^M		100 8520	10/1/2012	100 000 00	100 0000	-857 00	-0 85
100,000	BOSTON 4 125% 051521	10112R-AS-3	2/10/2011 ^M	96,105 00 ^M	96,532 82	96 1000	6/26/2012	103,450 00	103 4550	6 917 18	7 20
50 000	CA ST 6 85%03/01/22	13063B-FS-6	9/15/2010 ^M	56,880 00 ^M	56,053 94	113 7500	6/26/2012	60,237 50	120 4850	4,183 56	7 36
100 000	CREDIT 5 4% 01/14/20	22548Q-AD-9	9/14/2010 ^M	107 887 00 ^M	106,991 79	107 9620	2/6/2012	100,647 50	100 6500	-6 344 29	-5 88
100 000	CREDIT 5 4% 01/14/20	22548Q-AD-9	9/15/2010 ^M	108 200 00 ^M	107,182 23	108 1950	2/6/2012	100,647 50	100 6500	-8,534 73	-8 04
100 000	GENERAL E 5 45% 101520	36966R-4U-7	9/14/2010 ^M	108,483 00 ^M	107,241 74	108 4780	6/26/2012	109,097 50	109 1000	1,855 76	1 71
100 000	GENERAL E 5 45% 101520	36966R-4U-7	9/15/2010 ^M	108,383 00 ^M	107 161 45	108 3780	6/26/2012	109,097 50	109 1000	1,636 05	1 79
200,000	HSBC USA INC 5% 092720	40428H-PB-2	2/10/2011 ^M	196,905 00 ^M		98 4500	9/24/2012	211,995 00	106 0000	15,090 00	7 66
100 000	UBS AG 5 875% 07/15/16	90261X-BY-7	9/14/2010 ^M	112,050 00 ^M	109 391 88	112 0450	2/6/2012	104,331 00	104 3380	-5 080 98	-4 52
90,000	RABOBANK 4 5% 011121	21685W-BT-3	2/10/2011 ^M	90,503 60 ^M	90,449 16	100 5540	6/26/2012	94 886 50	105 4350	4 437 34	4 90
100,000	CHARLES 4 45% 07/22/20	808513-AD-7	9/14/2010 ^M	106,546 00 ^M	105,530 01	106 5410	6/26/2012	109 885 00	109 8900	4,354 99	4 09
100 000	SIMON 4 375% 030121	828807-CF-2	2/10/2011 ^M	99,005 00 ^M		99 0000	6/26/2012	107,410 00	107 4150	8,405 00	8 49
100 000	WI ST 3 8%05/01/22	97705L-A4-9	9/15/2010 ^M	101 258 00 ^M	101 082 31	101 2530	6/26/2012	107,241 00	107 2460	6,158 69	6 08
				1,383,162 60	967,617 43			1,416,925 00		34,541 57	
Misc											
100 000	PRUDENTIAL 6% 02/15/23	74432A-WX-4	2/10/2011 ^M	102 305 00 ^M	100,000 00	102 3000	8/15/2012	100 000 00	100 0000		
				102,305 00	100,000 00			100,000 00			

Schedule of Realized Gains and Losses

Friday, February 01 2013
NE2S MONROE / HILLIKER / ANDERSON

2012 Tax Year

Prepared For

7226-7417
FREDA B RUNYON FOUNDATION
SHARON C BAERLEIN-PRESIDENT
RONALD BAERLEIN-VICEPRESIDENT

Quantity	Name	Security	Open Date	Cost Amount	Adjusted Cost Amount	Trade Price	Close Date	Close Amt	Close Price	Realized	% Gain or Loss
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Report Summary				1,570,488.80	1,087,617.43			1,501,426.00		32,022.37	
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Realized Gains or Losses	
Short Term	-2,519.20
Long Term	34,541.57

Legend	
(*) Security Held Away	
Open Date	Cost Amount
C Covered Tax Lot	E - Pre Effective
N Noncovered Tax Lot	O - Post Effective
M Net Row Contains Both Covered and Noncovered Tax Lots	N - Not Average Cost
W Open Date Reflects Wash Sale Date	M Net Row Contains Tax Lots with Multiple Elections

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