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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation General William W Spruance Foundation		A Employer identification number 51-0351914
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 302-383-3828
27 Selbourne Drive		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code Wilmington DE 19807		
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) ▶ \$ 5,699,006	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)	2,890,588			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	432	432	n/a	
	4 Dividends and interest from securities	145,771	145,771		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	391,265			
	b Gross sales price for all assets on line 6a 2,935,779				
	7 Capital gain net income (from Part IV, line 2)		391,265		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	209	209			
12 Total. Add lines 1 through 11	3,428,265	537,677	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	7,500			7,500
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	10,918	2,500		8,418
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	28,019	28,019		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,149	1,149		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	4,193			4,193
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	51,779	31,668	0	20,111
	25 Contributions, gifts, grants paid	284,590			284,590
26 Total expenses and disbursements. Add lines 24 and 25	336,369	31,668	0	304,701	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	3,091,896				
b Net investment income (if negative, enter -0-)		506,009			
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	3,368	3,337	3,337
	2 Savings and temporary cash investments	776,206	414,209	414,209
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)		107,480	111,313
	b Investments—corporate stock (attach schedule)	1,253,560	3,213,982	3,744,361
	c Investments—corporate bonds (attach schedule)		88,042	90,546
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	44,313	1,331,630	1,335,240
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,077,447	5,158,680	5,699,006
Net Assets or Fund Balances	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	
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	27 Capital stock, trust principal, or current funds	2,077,447	5,158,680	
	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)	2,077,447	5,158,680	
	31 Total liabilities and net assets/fund balances (see instructions)	2,077,447	5,158,680	

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	2,077,447
2 Enter amount from Part I, line 27a	2	3,091,896
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	5,169,343
5 Decreases not included in line 2 (itemize) ▶ amortization of bond premiums	5	10,663
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,158,680

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 2,935,779		2,544,514	391,265

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

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

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	304,701
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c) (see instructions)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	n/a

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	128,485	2,992,343	0.042938
2010	112,769	2,602,228	0.043336
2009	125,463	2,284,222	0.054926
2008	8,464	2,823,556	0.002998
2007	114,805	3,047,530	0.037671

2 Total of line 1, column (d)	2	0.181869
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.036374
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,692,214
5 Multiply line 4 by line 3	5	207,049
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,060
7 Add lines 5 and 6	7	212,109
8 Enter qualifying distributions from Part XII, line 4	8	304,701

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)

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)	1	5,060
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	5,060
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	5,060
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0
8	Enter any penalty for underpayment of estimated tax. Check here <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	5,060
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be credited to 2013 estimated tax. 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
1a		
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1b		
c Did the foundation file Form 1120-POL for this year?		X
1c		
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation: \$ _____ (2) On foundation managers: \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers: \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
2		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
3		
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4a		
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
5		
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	
6		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV.	X	
7		
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) Delaware		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
8b		
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
9		
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
10		

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 ▶ n/a	13	X	
14	The books are in care of ▶ Merrill Lynch Wealth Management Telephone no ▶ 303-571-5529 Located at ▶ The Hart Group, 1201 Market Street, Suite 2000, Wilmington DE ZIP+4 ▶ 19801			
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			
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 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ▶ 20 11 , 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	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
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

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
William E. Spruance 1350 River Reach Drive, No. 210 Ft Lauderdale,	President 50	0	0	0
Thomas W. Spruance 27 Selbourne Drive Wilmington, DE 19807	Vice-President 50	0	0	0

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See 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	5,221,493
b	Average of monthly cash balances	1b	557,404
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,778,897
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	5,778,897
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	86,683
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,692,214
6	Minimum investment return. Enter 5% of line 5	6	284,611

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	284,611
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,060
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,060
3	Distributable amount before adjustments Subtract line 2c from line 1	3	279,551
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	279,551
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	279,551

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	304,701
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	304,701
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	5,060
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	299,641

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				279,551
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			145,045	
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				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 304,701				
a Applied to 2011, but not more than line 2a			145,045	
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				159,656
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				119,895
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				
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

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

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

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
b 85% of line 2a				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
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)					
a Paid during the year See attached schedule					284,590

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

General William W Spruance Foundation

Employer identification number

51-0351914

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization
General William W. Spruance Foundation

Employer identification number
51-0351914

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Estate of William W Spruance 27 Selbourne Drive Wilmington DE 19807 Foreign State or Province. Foreign Country:	\$ 2,890,588	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization General William W. Spruance Foundation	Employer identification number 51-0351914
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ 0
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	William E. Spruance		1350 River Reach Drive, No 210	FL Lauderdale	FL	33315		President	0.50	0	0	0
2	Thomas W. Spruance		27 Selbourne Drive	Wilmington	DE	19807		Vice-President	0.50	0	0	0

2012 FORM 990-PF, RETURN OF PRIVATE FOUNDATION

Part I, Analysis of Revenue and Expenses

* Revenue

Line 1, Contributions, gifts, grants, etc., received.

01/13/12	2500 shs Barrick Gold Corporation @ 47.3325	\$118,331.25
01/13/12	1750 shs Berkshire Hathaway Inc. @ 81.4625	142,559.38
01/13/12	9800 shs Boeing Company @ 70.5975	691,855.49
01/13/12	2500 shs Chesapeake Energy Okla @ 27.635	69,087.50
01/13/12	4000 shs Cisco Systems Inc. @ 21.21	84,840.00
01/13/12	1500 shs Coca-Cola Company @ 63.315	94,972.50
01/13/12	5000 shs Novagold Resources Inc @ 13.805	69,025.00
01/13/12	6300 shs Osisko Mining Corp 13.65	85,994.68
01/13/12	2000 shs Schlumberger Ltd @ 85.9775	171,955.00
01/13/12	5000 shs Seadrill Ltd @ 33.6325	168,162.50
01/13/12	5000 shs Talisman Energy Inc @ 23.0325	115,162.50
01/13/12	6000 shs United Techs Corp. @ 79.235	475,410.00
01/13/12	1000 shs Weatherford Intl Ltd. @ 23.6975	23,697.50
01/13/12	5000 shs Central Fund of Canada A @ 19.25	96,250.00
01/13/12	3000 shs Powershares DB US Dollar Index @ 27.06975	81,209.25
01/13/12	3000 shs iShares Barclays 1-3 Year @ 84.025	252,075.00
01/13/12	4000 shs Market Vector Jr Gold ETF @ 35.99	143,960.00
01/13/12	Cash	4,636.00
03/14/12	Cash	<u>1,404.08</u>

Line 1, Total contributions, gifts, grants, etc., received

\$2,890,587.63

Line 3, Interest on savings and temporary cash investments

Bank Deposit Interest 2012	\$17.13
ML Bank Deposit Program 2012	<u>415.00</u>

Total, line 3

432.13

Line 4, Dividends and interest from securities

Dividends

Abbott Labs		
02/15/12	\$480.00	
05/15/12	64.26	
05/15/12	255.00	
08/15/12	64.26	
08/15/12	255.00	
11/15/12	49.47	
11/15/12	<u>255.00</u>	
		\$1,422.99
Ace Limited		
04/20/12	\$30.08	
08/21/12	31.36	
10/19/12	31.36	
12/28/12	<u>29.40</u>	
		122.20
Agilent Technologies, Inc.		
07/25/12	\$10.30	
10/24/12	<u>\$16.60</u>	
		26.90
American Express		
05/10/12	\$19.00	
08/10/12	19.00	
11/09/12	<u>19.00</u>	
		57.00
American Tower REIT Inc.		
12/31/12	<u>\$29.28</u>	
		29.28
Amerisourcebergen Corp.		
06/04/12	\$29.12	
09/04/12	<u>29.12</u>	
		58.24
Anadarko Petroleum Corp.		
06/27/12	\$12.33	
09/26/12	8.37	
12/26/12	<u>7.92</u>	
		28.62
Annheuser-Busch Inbev		
05/14/12	<u>\$193.47</u>	
		193.47
Apple, Inc.		
08/16/12	\$259.70	
11/15/12	<u>249.10</u>	
		508.80

AT&T		
02/01/12	\$440.00	
05/01/12	220.00	
05/01/12	150.92	
08/01/12	220.00	
08/01/12	150.92	
11/01/12	220.00	
11/01/12	<u>144.76</u>	1,546.60
AT&T, pfd		
02/15/12	<u>\$398.44</u>	398.44
Avon Products		
06/01/12	\$31.97	
09/04/12	<u>50.37</u>	82.34
Bank of America Corp.		
03/23/12	\$20.00	
06/22/12	10.00	
09/28/12	10.00	
12/28/12	<u>10.00</u>	50.00
Bank of Nova Scotia		
04/26/12	\$81.01	
07/27/12	79.07	
10/29/12	<u>79.10</u>	239.18
Barrick Gold Corporation		
03/15/12	\$375.00	
06/15/12	250.00	
09/17/12	250.00	
12/17/12	<u>250.00</u>	1,125.00
BG Group Plc		
06/01/12	\$53.40	
09/07/12	<u>56.67</u>	110.07
BHP Billiton Ltd.		
09/28/12	<u>\$189.24</u>	189.24
Blackrock Commodity Strategies Fd		
12/28/12	<u>\$28.04</u>	28.04
Blackrock Emerging		
04/02/12	\$30.32	
05/01/12	239.63	
06/01/12	255.98	
07/02/12	285.04	
08/01/12	288.85	
09/04/12	254.77	
10/01/12	180.02	
11/01/12	197.17	
12/03/12	194.08	
12/31/12	<u>194.68</u>	2,120.54
Blackrock Global		
07/23/12	\$2,212.56	
12/21/12	<u>1,885.14</u>	4,097.70

Blackrock Hi Yield Bd

04/02/12	\$97.57
05/01/12	769.92
06/01/12	811.44
07/02/12	782.52
08/01/12	773.61
09/04/12	797.50
10/01/12	729.46
11/01/12	731.78
12/03/12	732.56
12/31/12	<u>730.65</u>

6,957.01

Blackrock Strategic

04/02/12	\$25.59
05/01/12	188.18
06/01/12	219.57
07/02/12	217.49
08/01/12	225.59
09/04/12	205.24
10/01/12	193.93
11/01/12	209.99
12/03/12	181.52
12/31/12	<u>166.17</u>

1,833.27

Blackrock US Mortgage

04/02/12	\$50.16
05/01/12	250.57
06/01/12	220.57
07/02/12	235.90
08/01/12	218.02
09/04/12	200.66
10/01/12	188.16
11/01/12	186.89
12/03/12	183.73
12/31/12	<u>204.16</u>

1,938.82

BNP Paribas Spd Adr

07/18/12	<u>\$118.04</u>
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118.04

Boeing Company

03/02/12	\$4,312.00
06/01/12	146.52
06/01/12	2,156.00
09/07/12	146.52
09/07/12	2,156.00
12/07/12	165.00
12/07/12	<u>2,156.00</u>

11,238.04

Bristol-Myers Squibb

02/01/12	\$680.00
05/01/12	340.00
05/01/12	124.78
08/01/12	340.00
08/01/12	124.78
11/01/12	340.00
11/01/12	<u>119.68</u>

2,069.24

British Sky BDCT Spd Adr

11/26/12	<u>\$237.41</u>
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237.41

Broadcom Corp.		
06/18/12	\$21.70	
09/17/12	21.70	
12/10/12	<u>21.70</u>	65.10
Cameco Corp.		
04/13/12	\$12.53	
07/13/12	<u>12.29</u>	24.82
Canadian National Railway Co		
06/29/12	\$37.37	
09/28/12	36.93	
12/31/12	<u>36.46</u>	110.76
Caterpillar Inc.		
05/21/11	\$71.76	
08/20/12	81.12	
11/20/12	78.52	
12/31/12	<u>74.36</u>	305.76
Celanese Corp		
05/01/12	\$11.16	
08/16/12	<u>13.95</u>	25.11
Central Fund of Canada		
11/14/12	<u>\$25.00</u>	25.00
Centurylink Inc.		
06/15/12	\$111.65	
09/21/12	111.65	
12/21/12	<u>105.85</u>	329.15
Chesapeake Energy OK		
01/31/12	\$218.75	
04/30/12	109.38	
07/31/12	109.38	
10/31/12	<u>109.38</u>	546.89
Chevron Corp		
06/11/12	\$144.90	
09/10/12	144.90	
12/10/12	<u>133.20</u>	423.00
China Construct		
07/30/12	<u>\$244.87</u>	244.87
China Life Ins Co Sps Adr		
08/16/12	<u>\$62.34</u>	62.34
Chubb Corp.		
07/10/12	\$52.07	
10/09/12	<u>49.20</u>	101.27
Cisco Systems, Inc.		
04/25/12	\$160.00	
07/25/12	160.00	
10/24/12	280.00	
12/19/12	<u>280.00</u>	880.00

Coach, Inc.		
07/02/12.	\$27 60	
10/01/12	<u>27.60</u>	55 20
Coca Cola		
04/02/12	\$637.50	
04/02/12	637.50	
07/02/12	637.50	
07/02/12	186.66	
10/01/12	637.50	
10/01/12	184 11	
12/17/12	637.50	
12/17/12	<u>178.25</u>	3,736 52
Comcast Crp. New CI A		
04/25/12	\$55.90	
07/25/12	55 90	
10/24/12	<u>55 90</u>	167 70
Comcast Crp. New CI A SP		
04/25/12	\$32 34	
07/25/12	32 34	
10/24/12	<u>30.71</u>	95 39
Conoco Phillips		
03/01/12	\$5,280 00	
06/01/12	71 28	
06/01/12	2,640.00	
09/04/12	71.28	
09/04/12	2,640 00	
12/03/12	66 66	
12/03/12	<u>2,640.00</u>	13,409.22
Consolidated Energy Inc.		
05/25/12	\$12 13	
08/24/12	12.13	
11/23/12	12.13	
12/28/12	<u>12.13</u>	48 52
Costco Wholesale Corp.		
06/08/12	\$39 05	
08/24/12	55 00	
11/30/12	50.60	
12/18/12	<u>1,288.00</u>	1,432 65
Daimler A		
04/09/12	<u>\$203 92</u>	203 92
Danaher Corp.		
04/27/12	\$10 53	
07/27/12	10 53	
10/26/12	10 53	
12828/12	<u>10.30</u>	41.89
Deere Co		
05/01/12	\$64.86	
08/01/12	64 86	
11/01/12	<u>62 10</u>	191.82
Diageo Plc Spds Sdr		
10/26/12	<u>\$203 34</u>	203.34

Dominion Res Inc.		
06/20/12,	\$111.83	
09/20/12	107.08	
12/20/12	<u>103.39</u>	
		322.30
Dongfeng Motor Group		
09/17/12	<u>\$78.52</u>	
		78.52
Dow Chemical Co		
04/30/12	\$31.00	
07/30/12	39.68	
10/30/12	39.68	
12/31/12	<u>36.48</u>	
		146.84
Duke Energy Corp.		
03/16/12	\$775.00	
06/18/12	387.50	
09/17/12	394.74	
12/17/12	<u>394.74</u>	
		1,951.98
Eaton Corp.		
05/25/12	\$92.34	
08/24/12	92.34	
10/19/12	<u>92.34</u>	
		277.02
E. I. DuPont de Nemours		
03/14/12	\$1,640.00	
06/12/12	115.24	
06/12/12	860.00	
09/12/12	115.24	
09/12/12	860.00	
12/14/12	108.36	
12/14/12	<u>860.00</u>	
		4,558.84
Eli Lilly & Co		
12/10/12	<u>\$70.07</u>	
		70.07
Enbridge Inc.		
06/01/12	\$61.20	
09/04/12	64.65	
12/03/12	<u>59.37</u>	
		185.22
Energy Transfer Partners		
02/14/12	\$1,787.50	
05/15/12	893.75	
08/14/12	893.75	
11/14/12	<u>893.75</u>	
		4,468.75
EQT Corp.		
06/01/12	\$21.56	
09/04/12	21.56	
12/03/12	<u>20.24</u>	
		63.36
Exxon Mobil Corp.		
06/11/12	\$210.33	
09/10/12	123.12	
12/10/12	<u>115.71</u>	
		449.16

FirstEnergy Corp.		
06/01/12	\$61 05	
09/04/12	61 05	
12/03/12	<u>57 20</u>	179.30
Freeport-McMoran Cpr & Gold		
05/01/12	\$39 69	
08/01/12	<u>39 69</u>	79.38
Frontier Communications Corp		
03/30/12	\$24.00	
06/29/12	12 00	
09/28/12	12.00	
12/31/12	<u>12 00</u>	60 00
General Dynamics Coop.		
05/11/12	\$45.90	
08/10/12	45 90	
11/09/12	45 90	
12/26/12	<u>43 35</u>	181.05
General Electric Co.		
01/25/12	\$340 00	
04/25/12	340.00	
07/25/12	170 00	
07/25/12	96 05	
10/25/12	170 00	
10/25/12	<u>92 14</u>	1,208.19
General Mills		
05/01/12	\$37 21	
08/01/12	40.26	
11/01/12	<u>40.26</u>	117.73
Global Small Cap Port		
07/23/12	\$1,599 38	
12/14/12	<u>836 65</u>	2,436 03
Goldman Sachs Group, Inc		
06/28/12	\$29.44	
09/27/12	29 44	
12/28/12	<u>32 00</u>	90 88
Hennes and Mauritz		
05/25/12	<u>\$247 61</u>	247.61
Home Depot Inc.		
06/14/12	\$132 24	
09/13/12	98 31	
12/13/12	<u>94 25</u>	324.80
Honeywell International Inc.		
06/08/12	\$30.55	
09/10/12	30.55	
12/10/12	<u>31.57</u>	92.67

HSBC Holding			
07/05/12	\$78.75		
10/04/12	95.40		
12/12/12	<u>51.75</u>		
		225.90	
Icici Bank Ltd			
06/28/12	<u>\$80.39</u>		
		80.39	
Imperial Tob Grp Spd Adr			
08/24/12	<u>\$176.86</u>		
		176.86	
Intel Corp.			
06/01/12	\$54.81		
09/04/12	58.73		
12/03/12	<u>56.03</u>		
		169.57	
International Business Machines			
06/11/12	\$56.10		
09/10/12	56.10		
12/10/12	<u>51.85</u>		
		164.05	
Ishares Barclays 1-3 Year			
02/07/12	\$93.77		
03/07/12	105.72		
04/09/12	45.43		
05/07/12	41.48		
06/07/12	41.80		
07/09/12	39.19		
08/07/12	38.92		
09/10/12	35.31		
10/05/12	32.67		
11/07/12	33.39		
12/07/12	<u>30.15</u>		
		537.83	
Ishares MSCI Emerging			
06/28/12	\$1,573.21		
12/27/12	<u>858.86</u>		
		2,432.07	
Itau Unibanco Banco Holding			
08/13/12	\$1.51		
08/27/12	28.17		
09/13/12	1.51		
10/11/12	1.52		
11/13/12	1.70		
12/13/12	<u>1.62</u>		
		36.03	
Jeffries Group Inc.			
05/15/12	\$33.30		
08/15/12	<u>33.30</u>		
		66.60	
Johnson Controls Inc.			
07/03/12	\$21.24		
10/02/12	21.24		
12/28/12	<u>22.42</u>		
		64.90	
Johnson & Johnson			
06/12/12	\$61.61		
09/11/12	61.61		
12/11/12	<u>70.15</u>		
		193.37	

JP Morgan Chase		
10/31/12	<u>\$131.40</u>	131.40
Kimberly Clark		
07/03/12	\$58.46	
10/02/12	<u>55.50</u>	113.96
JP Morgan Chase		
04/30/12	\$138.30	
07/31/12	<u>138.30</u>	276.60
Kasikornbank Pcl		
05/08/12	<u>\$43.24</u>	43.24
Las Vegas Sands Corp.		
06/29/12	\$67.00	
09/28/12	63.75	
12/18/12	701.25	
12/28/12	<u>63.75</u>	895.75
Limited Brands Inc.		
06/22/12	\$44.25	
09/07/12	41.50	
09/07/12	166.00	
12/10/12	41.50	
12/26/10	<u>498.00</u>	791.25
Linde Ag Shs		
05/14/12	<u>\$142.22</u>	142.22
Lorillard Inc		
06/11/12	\$102.30	
09/10/12	97.65	
12/10/12	<u>93.00</u>	292.95
Manpowergroup		
06/15/12	<u>\$59.34</u>	59.34
Market Vector Jr. Gold		
12/31/12	<u>\$1,500.00</u>	1,500.00
McDonalds Corp		
06/15/12	\$106.40	
09/18/12	179.90	
12/17/12	<u>197.89</u>	484.19
Makita Corp		
07/09/12	<u>\$73.56</u>	73.56
Marathon Oil Corp		
06/11/12	\$28.73	
09/10/12	28.73	
12/10/12	<u>27.03</u>	84.49
Marathon Petroleum Corp.		
06/11/12	\$21.25	
09/10/12	29.75	
12/10/12	<u>28.00</u>	79.00

Meadwestvaco Corp.			
06/01/12	\$49.75		
09/04/12	49.75		
12/03/12	<u>46.50</u>		
		146.00	
Mercadolibre Inc.			
04/16/12	\$4.03		
07/16/12	6.21		
10/15/12	<u>6.21</u>		
		16.45	
Merck & Co.			
07/09/12	\$86.94		
10/05/12	<u>189.42</u>		
		276.36	
Microsoft Corp			
06/14/12	\$141.00		
09/13/12	170.20		
12/13/12	<u>184.69</u>		
		495.89	
Mid Cap Value Opps			
07/23/12	\$136.58		
12/14/12	<u>955.04</u>		
		1,091.62	
Monsanto Co New Del			
04/27/12	\$29.40		
07/27/12	37.20		
10/26/12	<u>44.63</u>		
		111.23	
National Oilwell Varco			
06/29/12	\$9.12		
09/28/12	15.84		
12/21/12	<u>16.64</u>		
		41.60	
Nextera Energy Inc.			
06/15/12	\$88.80		
09/17/12	85.20		
12/17/12	<u>82.20</u>		
		256.20	
NIDEC Corporation			
06/12/12	<u>\$35.27</u>		
		35.27	
Nissan Motors Ltd			
07/05/12	\$107.25		
12/04/12	<u>156.17</u>		
		263.42	
Nitto Denko Corp.			
07/10/12	<u>\$77.67</u>		
		77.67	
Noble Group Ltd			
07/18/12	\$76.13		
07/18/12	<u>-16.11</u>		
		60.02	
Northeast Utilities			
06/29/12	\$49.39		
09/28/12	49.39		
12/31/12	<u>45.96</u>		
		144.74	
Northrop Grumman Corp.			
06/13/12	\$48.40		
09/12/12	48.40		
12/12/12	<u>45.65</u>		
		142.45	

NTT Docomo Inc.		
07/02/12	\$140 04	
11/29/12	<u>187 38</u>	
		327 42
Occidental Petroleum Corp.		
07/16/12	\$62 64	
10/15/12	60.48	
12/27/12	<u>58.32</u>	
		181.44
Oracle Corp.		
11/02/12	\$16.74	
12/21/12	<u>50 22</u>	
		66.96
Peabody Energy Corporation		
06/05/12	\$8.59	
08/21/12	8 59	
11/23/12	<u>8.59</u>	
		25.77
Pepsico, Inc.		
09/28/12	<u>\$95 14</u>	
		95 14
Pfizer Inc		
06/05/12	\$164.78	
09/05/12	164 78	
12/04/12	<u>161.26</u>	
		490 82
Phillips 66		
09/04/12	\$400.00	
09/04/12	10.80	
12/03/12	500 00	
12/03/12	<u>13 50</u>	
		924 30
Philip Morris Intl Inc		
04/12/12	\$142.45	
07/12/12	142.45	
10/11/12	<u>149.60</u>	
		434 50
Praxair Inc.		
06/15/12	\$41.80	
09/17/12	40.15	
12/17/12	<u>40 15</u>	
		122 10
Precision Castparts		
07/02/12	\$1.62	
10/01/12	1.62	
12/31/12	<u>1.62</u>	
		4 86
Procter & Gamble		
02/15/12	\$525 00	
05/15/12	281.00	
05/15/12	175.34	
08/15/12	281.00	
08/15/12	89.92	
11/15/12	281.00	
11/15/12	<u>83.74</u>	
		1,717.00
Prudential Financial Inc.		
12/14/12	<u>\$179.20</u>	
		179 20

Public Service Enterprise Group		
06/29/12	\$51.12	
09/28/12	51.12	
12/31/12	<u>47.93</u>	150.17
Qualcomm Inc		
06/20/12	\$114.50	
09/26/12	114.50	
12/21/12	<u>111.50</u>	340.50
Range Resources Corp.		
06/29/12	<u>\$4.72</u>	4.72
Raytheon Co		
05/03/12	\$95.50	
08/09/12	95.50	
11/01/12	<u>91.00</u>	282.00
Reckitt Benckiser Gr Adr		
10/12/12	<u>\$145.92</u>	145.92
Rio Tinto PLC		
09/13/12	<u>\$207.17</u>	207.17
Rogers Communications		
07/03/12	\$74.04	
10/03/12	<u>72.31</u>	146.35
Royal Dutch Shell		
09/20/12	\$127.28	
12/20/12	<u>151.36</u>	278.64
Sanofi Adr		
05/30/12	<u>\$587.86</u>	587.86
Schlumberger Ltd.		
04/13/12	\$550.00	
07/13/12	275.00	
07/13/12	74.80	
10/12/12	275.00	
10/12/12	<u>23.65</u>	1,198.45
Schneider Electric SA		
06/11/12	<u>\$212.73</u>	212.73
Seadrill Ltd.		
03/23/12	\$4,000.00	
06/07/12	2,050.00	
06/07/12	375.00	
09/20/12	2,100.00	
12/21/12	<u>4,250.00</u>	12,775.00
Sempra Energy		
07/16/12	\$45.00	
10/15/12	<u>45.00</u>	90.00
SMC Corp.		
12/04/12	\$9.51	
12/04/12	<u>25.53</u>	35.04

Southern Co		
03/06/12	\$708 75	
06/06/12	91.14	
06/06/12	367 50	
09/06/12	91 14	
09/06/12	367 50	
12/06/12	87 71	
12/04/12	<u>367 50</u>	
		2,081 24
Spectra Energy Corp.		
03/12/12	\$714.00	
06/11/12	357 00	
09/10/12	357 00	
12/10/12	<u>388.88</u>	
		1,816 88
Stanley Black & Decker		
06/19/12	\$55 76	
09/18/12	93 59	
12811/12	<u>89.67</u>	
		239.02
Starbucks Corp.		
05/25/12	\$35 87	
08/24/12	35 87	
11/30/12	<u>42 84</u>	
		114 58
Swatch Group Ag		
06/08/12	<u>\$73 76</u>	
		73 76
Taiwan S Manufacturing Adr		
07/30/12	<u>\$145 23</u>	
		145 23
Talisman Energy Inc.		
06/29/12	\$337.50	
09/28/12	168.75	
12/31/12	<u>168.75</u>	
		675.00
Teleflex, Inc.		
03/16/12	\$3,060 00	
06/15/12	1,530.00	
09/14/12	1,530 00	
12/14/12	<u>1,530 00</u>	
		7,650.00
Teva Pharmaceutical Industries		
06/04/12	\$20.13	
09/04/12	23 31	
12/03/12	<u>40 07</u>	
		83.51
3M Company		
06/12/12	\$45.43	
09/12/12	45.43	
12/12/12	<u>43.07</u>	
		133.93
Tokyo Electronics Ltd.		
06/18/12	<u>\$38.22</u>	
		38.22
Toronto Dominion Bank		
04/30/12	\$42.94	
07/31/12	42.32	
10/31/12	<u>60.00</u>	
		145 26

Total S A.		
07/10/12	\$127.25	
10/18/12	<u>124.60</u>	
		251.85
Travelers Companies		
06/29/12	\$97.98	
09/28/12	93.38	
12/31/12	<u>89.70</u>	
		281.06
Tullow Oil Plc Shs		
06/08/12	\$32.78	
10/19/12	<u>11.94</u>	
		44.72
US Bancorp (New)		
04/16/12	\$55.19	
07/16/12	55.19	
10/15/12	<u>52.85</u>	
		163.23
Unilever NV NY		
06/13/12	\$105.53	
09/12/12	96.95	
12/12/12	<u>97.01</u>	
		299.49
United Techs Corp.		
03/12/12	\$2,880.00	
06/11/12	78.72	
06/11/12	1,440.00	
09/10/12	87.74	
09/10/12	1,605.00	
12/10/12	79.18	
12/10/12	<u>1,605.00</u>	
		7,775.64
Verizon Communications		
02/01/12	\$500.00	
05/01/12	250.00	
05/01/12	338.00	
08/01/12	250.00	
08/01/12	370.50	
11/01/12	257.50	
11/01/12	<u>303.85</u>	
		2,269.85
VF Corporation		
06/18/12	\$56.88	
09/20/12	54.00	
12/20/12	<u>61.77</u>	
		172.65
Visa Inc. CL A		
06/05/12	\$15.18	
09/04/12	15.18	
12/04/12	<u>22.77</u>	
		53.13
Vodophone Grop PLc		
08/01/12	<u>\$748.00</u>	
		748.00
Wal-mart Stores Inc.		
06/04/12	\$45.32	
09/04/12	45.32	
12/27/12	<u>42.93</u>	
		133.57

Wells Fargo & Co. New Del		
06/01/12	\$179 08	
09/04/12	179 08	
12/03/12	<u>171.38</u>	529 54
Weyerhaeuser Co.		
06/01/12	\$47.40	
09/14/12	45 30	
11/30/12	<u>48 28</u>	140 98
Whole Foods Market Inc		
04/17/12	\$15 54	
07/10/12	15.54	
10/09/12	9 24	
12/21/12	<u>126 00</u>	166 32
Williams Partners		
02/10/12	\$1,525.00	
05/11/12	777.50	
08/10/12	792 50	
11/09/12	<u>807 50</u>	3,902.50
Wilmington Prime Money Market Fund-W Class		
01/04/12	\$7.26	
02/02/12	6 63	
03/02/12	<u>0 64</u>	14 53
Zoomlion Heavy Industry		
08/20/12	<u>\$42.77</u>	42 77
Interest		
AT&T, Inc., 5 5%, due 2/1/2018		
08/01/12	<u>\$192 50</u>	192 50
BHP Billiton Fin USA Ltd, 1 625%, due 02/24/2017		
08/24/12	<u>\$65 00</u>	65.00
BP Capital Markets PLC, 3.875%, due 03/10/15		
09/10/12	<u>\$135 63</u>	135.63
Cisco Systems, Inc		
07/16/12	<u>\$178 00</u>	178.00
Citigroup Funding, Inc.		
06/11/12	<u>\$67.50</u>	67.50
Citigroup, Inc		
07/16/12	<u>\$126 50</u>	126 50
General Electric Cap Corp, 2.95%, due 05/09/2016		
05/09/12	<u>\$59.00</u>	59.00
General Electric Company, 5% due 2/1/2013		
08/01/12	\$150 00	
11/09/12	<u>59 00</u>	209.00
Goldman Sachs Group, Inc.		
07/16/12	<u>\$214 00</u>	214.00
Federal Home Loan Mortgage Corp, .75%, due 12/19/2014		
12/19/12	<u>\$41.25</u>	41.25

Federal Home Loan Mortgage Corp, 4.875%, due 11/15/2013		
05/15/12	\$219.38	
11/15/12	<u>219.38</u>	
		438.76
Federal Home Loan Mortgage Corp, 5.375%, due 06/12/2017		
06/12/12	\$215.00	
12/12/12	<u>215.00</u>	
		430.00
Federal National Mortgage Assoc., 4.375%, due 09/15/12		
09/17/12	<u>\$218.75</u>	
		218.75
JP Morgan Chase & Co, 5.125%, due 09/15/14		
09/17/12	<u>\$205.00</u>	
		205.00
Pepsico, Inc.		
06/01/12	\$100.00	
12/01/12	<u>100.00</u>	
		200.00
Verizon Communications, 6.35% due 4/1/2019		
04/02/12	\$222.25	
10/01/12	<u>190.50</u>	
		412.75
Wal-mart Stores, Inc.		
04/02/12	\$115.00	
10/01/12	<u>100.63</u>	
		215.63
US Treasury Note, 1.0%, due 10/31/2016		
04/30/12	\$55.00	
10/31/12	<u>50.00</u>	
		105.00
US Treasury Note, 1.25%, due 9/30/2015		
04/02/12	\$43.75	
10/01/12	<u>37.50</u>	
		81.25
US Treasury Note, 1.5%, due 08/31/2018		
08/31/12	<u>\$37.50</u>	
		37.50
US Treasury Note, 2.0%, due 4/30/2016		
04/30/12	\$40.00	
10/31/12	<u>40.00</u>	
		80.00
US Treasury Note, 2.0%, due 02/15/2022		
08/15/12	<u>\$50.00</u>	
		50.00
US Treasury Note, 2.625%, due 6/30/2014		
07/02/12	\$78.75	
12/31/12	<u>26.25</u>	
		105.00
US Treasury Note, 2.625%, due 8/15/2020		
08/15/12	<u>\$78.75</u>	
		78.75
US Treasury Note, 3.5%, due 05/15/2020		
05/15/12	\$105.00	
11/15/12	<u>87.50</u>	
		192.50
US Treasury Inflation Bond, 2%, due 1/15/2026		
07/16/12	<u>\$81.10</u>	
		81.10
US Treasury Inflation Bond, 3.125%, due 02/15/2042		
08/15/12	<u>\$78.13</u>	
		78.13

US Treasury Note, 4 25%, due 11/15/2017		
05/15/12	\$127.50	
11/15/12	<u>106.25</u>	
		233.75
US Treasury Bond, 4.25%, due 05/15/2039		
05/15/12	\$191.25	
11/15/12	<u>127.50</u>	
		318.75
US Treasury Bond, 5 25%, due 11/15/2028		
05/15/12	\$157.50	
11/15/12	<u>131.25</u>	
		288.75

Total Line 4 145,771.13

Line 6a and 7, Net Gain or Loss from Sales of Assets

Redeem 1000 shs AT&T Senior Notes		
02/15/12	\$25,000.00	
Basis	<u>25,000.00</u>	
		\$0.00
Sale of 157 shs AT&T		
03/23/12	\$4,932.27	
Basis	<u>5,750.68</u>	
		-818.41
Sale of 374 shs Abbott Labs		
03/23/12	\$22,519.96	
Basis	<u>15,257.59</u>	
		7,262.37
Sale of 23 shs Annheuser Busch Inbev Adr		
03/23/12	\$1,679.89	
Basis	<u>1,651.76</u>	
		28.13
Sale of 1250 shs Barrick Gold Corp		
03/23/12	\$54,680.40	
Basis	<u>59,165.63</u>	
		-4,485.23
Sale of 1000 shs Bank of America		
03/23/12	\$9,656.23	
Basis	<u>43,324.25</u>	
		-33,668.02
Sale of 875 shs Berkshire Hathaway Inc..		
03/23/12	\$70,926.22	
Basis	<u>71,279.69</u>	
		-353.47
Sale of 4602 shs Boeing Co.		
03/23/12	\$339,966.63	
Basis	<u>324,889.68</u>	
		15,076.95
Sale of 633 shs Bristol-Myers Squibb Co.		
03/23/12	\$20,772.16	
Basis	<u>14,313.70</u>	
		6,458.46
Sale of 2500 shs Central Fund of Canada		
03/23/12	\$54,327.02	
Basis	<u>48,125.00</u>	
		6,202.02

Sale of 3892 shs Conoco Phillips		
03/23/12	\$297,444.64	
Basis	<u>88,018.97</u>	209,425.67
Sale of 1250 shs Chesapeake Energy Okla.		
03/23/12	\$30,756.95	
Basis	<u>34,543.75</u>	-3,786.80
Sale of 2000 shs Cisco Systems Inc.		
03/23/12	\$40,846.46	
Basis	<u>42,420.00</u>	-1,573.54
Sale of 884 shs Coca Cola		
03/23/12	\$63,187.18	
Basis	<u>53,961.94</u>	9,225.24
Sale of 1500 shs DB US Dollar Ind Bearish		
03/23/12	\$40,985.26	
Basis	<u>40,604.63</u>	380.64
Sale of 1550 shs Duke Energy Corp.		
03/23/12	\$32,233.22	
Basis	<u>35,288.46</u>	-3,055.24
Sale of 1732 shs DuPont EI de Nemours		
03/23/12	\$90,765.56	
Basis	<u>82,914.85</u>	7,850.71
Sale of 120 shs Frontier Communications		
03/23/12	\$509.39	
Basis	<u>1,095.16</u>	-585.77
Sale of 435 shs General Electric		
03/23/12	\$8,636.63	
Basis	<u>15,240.83</u>	-6,604.20
Sale of 3 shs Google, Inc. Cl A		
03/23/12	\$1,944.36	
Basis	<u>1,935.90</u>	8.46
Sale of 204 shs Hennes and Mauritz		
03/23/12	\$1,504.27	
Basis	<u>1,474.92</u>	29.35
Sale of 1500 shs Ishares Barclays 1-3 Year		
03/23/12	\$126,424.47	
Basis	<u>126,037.50</u>	386.97
Sale of 2500 shs Ishares Gold Tr		
03/23/12	\$40,535.77	
Basis	<u>22,156.71</u>	18,379.07
Sale of 2000 shs Market Vector Jr Gld ETF		
03/23/12	\$49,346.11	
Basis	<u>71,980.00</u>	-22,633.89
Sale of 2500 shs Novagold Resources, Inc.		
03/23/12	\$17,431.19	
Basis	<u>34,512.50</u>	-17,081.31
Sale of 3150 shs Osisko Mining Corp.		
03/23/12	\$34,365.88	
Basis	<u>42,997.34</u>	-8,631.46

Sale of 188 shs Procter & Gamble 03/23/12	\$12,658 99	
Basis	<u>11,833.46</u>	825.53
Sale of 728 shs Schlumberger Ltd. 03/23/12	\$52,617 43	
Basis	<u>62,591 62</u>	-9,974 19
Sale of 1275 shs Spectra Energy Corp. 03/23/12	\$40,460 76	
Basis	<u>38,756.84</u>	1,703 93
Sale of 2500 shs Seadrill Ltd. 03/23/12	\$93,888 81	
Basis	<u>84,081 25</u>	9,807 56
Sale of 564 shs Southern Company 03/23/12	\$24,892.48	
Basis	<u>17,850.43</u>	7,042.05
Sale of 2500 shs Talisman Energy Inc. 03/23/12	\$32,699.41	
Basis	<u>57,581 25</u>	-24,881 84
Sale of 4500 shs Teleflex Inc. 03/23/12	\$264,984.48	
Basis	<u>78,890 63</u>	186,093 86
Sale of 2836 shs United Techs Corp. 03/23/12	\$231,909.73	
Basis	<u>224,710.46</u>	7,199 27
Sale of 1000 shs Energy Transfer Partners LP 03/23/12	\$46,893 46	
Basis	<u>18,488 00</u>	28,405.46
Sale of 1000 shs Williams Partners LP 03/23/12	\$56,064.09	
Basis	<u>19,776.50</u>	36,287.59
Sale of 500 shs Weatherford Intl. Ltd. 03/23/12	\$8,412.10	
Basis	<u>11,848 75</u>	-3,436 65
Sale of 4 shs Apple Inc. 04/05/12	\$2,525 75	
Basis	<u>2,391 34</u>	134 41
Sale of 88 shs Infineon Techs Ag Spd 04/25/12	\$850 78	
Basis—Wash Sale/IRS Regs.	<u>850 78</u>	0 00
Sale of 62 shs Infineon Techs Ag Spd 04/25/12	\$599.42	
Basis	<u>607 60</u>	-8.18
Sale of 78 shs Linde Ag Shs Sp Adr 04/11/12	\$1,316.51	
Basis	<u>1,346 58</u>	-30.07
Sale of 146 shs Medco Health Solutions 04/03/12	\$4,204.80	
Basis	<u>3,333.03</u>	871.77
Sale of 96 shs Nissan Motor Ltd Spn Adr 03/28/12	\$2,051.47	
Basis	<u>1,973.76</u>	77.71

Sale of 214 shs Oracle Corp			
04/05/12	\$6,300 15		
Basis	<u>6,162 26</u>		
			137.89
Sale of 88 shs UBS Ag Reg			
04/24/12	\$1,089 16		
Basis	<u>1,242 01</u>		
			-152 85
Sale of 183 shs Standard Chartered 5USD			
04/25/12	\$4,480 99		
Basis	<u>4,617.09</u>		
			-136.10
Sale of 152 shs Procter & Gamble Co			
04/27/12	\$9,730 08		
Basis	<u>9,567 48</u>		
			162.60
Sale of 45 shs Anheuser-Busch Inbev			
05/18/12	\$3,068.23		
Basis	<u>3,231.70</u>		
			-163.47
Sale of 159 shs Activision Blizzard Inc			
05/04/12	\$1,960 95		
Basis	<u>2,025 02</u>		
			-64 07
Sale of 191 shs Check Point Softward Tech			
04/27/12	\$11,285 96		
Basis	<u>11,926.21</u>		
			-640.25
Sale of 52 shs Green Mountain Coffee Ros			
05/03/12	\$1,466 37		
Basis	<u>2,784 60</u>		
			-1,318 23
Sale of 16 shs Liberty Global Incser A			
05/18/12	\$756.27		
Basis	<u>798.56</u>		
			-42 29
Sale of 57 shs Makita Corp			
05/18/12	\$1,947 19		
Basis	<u>2,257.77</u>		
			-310 58
Sale of 46 shs Makita Corp			
05/21/12	\$1,588.93		
Basis	<u>1,822.06</u>		
			-233 13
Sale of 34 shs Nitto Denko Corp.			
05/02/12	\$1,449 53		
Basis	<u>1,359 66</u>		
			89.87
Sale of 57 shs Nitto Denko Corp.			
05/18/12	\$2,205.65		
Basis	<u>2,279.43</u>		
			-73.78
Sale of 34 shs Nitto Denko Corp.			
05/21/12	\$1,303.18		
Basis	<u>1,359 66</u>		
			-56.48
Sale of 49 shs Reckitt Benckiser Gr Adr			
04/27/12	\$567.53		
Basis	<u>553.70</u>		
			13.83
Sale of 40 shs Swatch Group Ag			
04/30/12	\$918.29		
Basis	<u>921.20</u>		
			-2.91
Sale of 68 shs Swatch Group Ag			
05/02/12	\$1,573.49		
Basis	<u>1,566 04</u>		
			7.45
Sale of 50 shs Universal Display Corp.			
05/18/12	\$1,414.24		
Basis	<u>2,226 65</u>		
			-812 41

Sale of 20 shs Universal Display Corp		
05/18/12	\$565.71	
Basis	<u>903.74</u>	-338 03
Sale of 279 shs Vallourec SA		
05/11/12	\$2,397.37	
Basis	<u>3,537.72</u>	-1,140 35
Sale of 287 shs Kasikornbank Pcl		
05/08/12	\$1,467.55	
Basis	<u>1,455.09</u>	12.46
Sale of 384 shs Kasikornbank Pcl		
05/09/12	\$1,924.88	
Basis	<u>1,946.88</u>	-22 00
Sale of 194 shs Activision Blizzard Inc.		
05/30/12	\$2,305.37	
Basis	<u>2,470.78</u>	-165 41
Sale of 3 shs Google, Inc. Cl A		
05/02/12	\$1,812.60	
Basis--Wash sale/IRS Regs.	<u>1,812.60</u>	0 00
Sale of 10 shs Google, Inc. CL A		
05/02/12	\$6,042.00	
Basis	<u>6,453.00</u>	-411 00
Sale of 109 shs Home Depot Inc.		
06/15/12	\$5,633.74	
Basis	<u>5,349.72</u>	284.02
Sale of 24 shs Impenal Tob Grp Sps Adr		
05/31/12	\$1,728.44	
Basis	<u>1,923.60</u>	-195.16
Sale of 43 shs Lam Research Corp.		
05/30/12	\$1,626.52	
Basis	<u>1,873.75</u>	-247 23
Sale of 99 shs Lam Research Corp		
06/26/12	\$3,594.59	
Basis	<u>4,313.99</u>	-719 40
Sale of 41shs Linde Ag Shs Sp Adr		
05/17/12	\$632.30	
Basis--Wash Sale/IRS Regs.	<u>632.30</u>	0.00
Sale of 80 shs Linde Ag Shs Sp Adr		
05/17/12	\$1,233.77	
Basis	<u>1,381.11</u>	-147.34
Sale of 495 shs Marvell Technology Group.		
06/15/12	\$5,714.05	
Basis	<u>7,731.41</u>	-2,017.36
Sale of 70 shs Nidec Corporation		
06/25/12	\$1,350.33	
Basis--Wash Sale/IRS Reegs.	<u>1,350.33</u>	0.00

Sale of 13 shs Nidec Corporation		
06/25/12	\$250.78	
Basis	<u>285.97</u>	
		-35 19
Sale of 80 shs Nidec Corporation		
06/26/12	\$1,523.89	
Basis	<u>1,759.84</u>	
		-235.95
Sale of 219 shs NXP Semiconductors NV		
06/15/12	\$4,464.11	
Basis	<u>5,861.17</u>	
		-1,397.06
Sale of 83 shs NXP Semiconductors NV		
06/18/12	\$1,700.68	
Basis	<u>2,221.35</u>	
		-520 67
Sale of 130 shs PGX Petroleo E-Spon Adr		
06/11/12	\$595.56	
Basis--Wash Sale/IRS Regs.	<u>595.56</u>	
		0.00
Sale of 13 shs PGX Petroleo E-Spon Adr		
06/11/12	\$59.56	
Basis	<u>118.90</u>	
		-59 34
Sale of 364 shs PGX Petroleo E-Spon Adr		
06/12/12	\$1,615.54	
Basis	<u>3,329.18</u>	
		-1,713 64
Sale of 130 shs PGX Petroleo E-Spon Adr		
06/11/12	\$576.97	
Basis	<u>1,296.57</u>	
		-719.60
Sale of 94 shs OGX Petroleo E-Spon Adr		
06/12/12	\$417.21	
Basis	<u>802.73</u>	
		-385 52
Sale of 118 shs Range Resources Corp.		
06/15/12	\$6,735.37	
Basis	<u>6,946.66</u>	
		-211 29
Sale of 165 shs Reckitt Benckiser Gr Adr		
05/31/12	\$1,746.30	
Basis	<u>1,864.50</u>	
		-118 20
Sale of 21 shs Rogers Communications		
05/30/12	\$732.48	
Basis	<u>802.83</u>	
		-70.35
Sale of 55 shs Tokyo Electronics Ltd		
06/08/12	\$4,933.25	
Basis	<u>6,381.65</u>	
		-1,448.40
Sale of 11 shs Tokyo Electronics Ltd.		
06/08/12	\$986.66	
Basis	<u>983.16</u>	
		3.50
Sale of 51 shs UBS Ag Reg		
05/16/12	\$586.84	
Basis--Wash sale/IRS Regs.	<u>586.84</u>	
		0.00
Sale of 44 shs UBS Ag Reg		
05/16/12	\$506.30	
Basis	<u>616.24</u>	
		-109.94

Sale of 231 shs UBS Ag Reg		
06/26/12	\$2,620.98	
Basis	<u>3,235.24</u>	-614.26
Sale of 36 shs Veeco Instruments, Inc		
05/30/12	\$1,255.64	
Basis	<u>1,084.30</u>	171.34
Sale of 186 shs Schlumberger Ltd		
06/28/12	\$11,504.66	
Basis	<u>15,991.82</u>	-4,487.16
Sale of \$4,000 US Treas, 2 625%, due June 30, 2014		
07/13/12	\$4,184.83	
Basis	<u>4,170.35</u>	14.48
Sale of 12 shs Annheuser-Busch Inbev Adr		
07/03/12	\$947.13	
Basis	<u>861.79</u>	85.34
Sale of 206 shs Alpha Natural Resources		
06/29/12	\$1,781.47	
Basis	<u>3,346.53</u>	-1,565.06
Sale of 4 shs Apple Inc.		
07/09/12	\$2,446.13	
Basis	<u>2,391.34</u>	54.79
Sale of 85 shs Celgene Corp		
07/26/12	\$5,709.09	
Basis	<u>6,471.05</u>	-761.96
Sale of 72 shs Celgene Corp.		
07/26/12	\$4,835.95	
Basis	<u>4,772.82</u>	63.13
Sale of 153 shs Exxon Mobil Corp		
07/26/12	\$13,218.24	
Basis	<u>13,103.59</u>	114.65
Sale of 127 shs Freeport-McMoran Cpr & Gold		
07/12/12	\$4,031.92	
Basis	<u>4,893.78</u>	-861.86
Sale of 162 shs Hennes and Mauritz		
07/03/12	\$1,141.44	
Basis	<u>1,171.26</u>	-29.82
Sale of 444 shs Infineon Technologies.		
07/09/12	\$2,790.03	
Basis	<u>4,351.20</u>	-1,561.17
Sale of 88 shs Infineon Technologies		
07/09/12	\$552.99	
Basis	<u>899.07</u>	-346.08
Sale of 59 shs Nidec Corporation		
06/27/12	\$1,131.17	
Basis	<u>1,297.88</u>	-166.71
Sale of 25 shs Nidec Corporation		
06/28/12	\$472.85	
Basis	<u>549.95</u>	-77.10

Sale of 70 shs Nidec Corporation 06/28/12	\$1,324.01	
Basis	<u>1,629.92</u>	
		-305.91
Sale of 107 shs Novartis ADR 07/09/12	\$5,934.42	
Basis	<u>5,907.86</u>	
		26.56
Sale of 87 shs Netapp, Inc. 07/12/12	\$5,287.45	
Basis	<u>8,412.20</u>	
		-3,124.75
Sale of 59 shs Swatch Group AG 07/12/12	\$1,036.14	
Basis	<u>1,358.77</u>	
		-322.63
Sale of 205 shs Schneider Elec. SA ADR 07/03/12	\$2,307.49	
Basis	<u>2,683.06</u>	
		-375.57
Sale of 153 shs Tullow Oil PLC 06/27/12	\$1,664.32	
Basis	<u>1,782.37</u>	
		-118.05
Sale of 53 shs UBS AG 06/27/12	\$608.32	
Basis	<u>742.29</u>	
		-133.97
Sale of 51 shs UBS AG 06/27/12	\$585.37	
Basis	<u>716.69</u>	
		-131.32
Sale of 125 shs Verizon Communications 07/26/12	\$5,568.59	
Basis	<u>4,180.26</u>	
		1,388.33
Sale of 62 shs Zoomlion Heavy Industry 07/30/12	\$699.74	
Basis--Wash Sale/IRS Regs.	<u>699.74</u>	
		0.00
Sale of 24 shs Zoomlion Heavy Industry 07/30/12	\$270.87	
Basis--Wash Sale/IRS Regs.	<u>270.87</u>	
		0.00
Sale of 22 shs Zoomlion Heavy Industry 07/30/12	\$248.29	
Basis--Wash Sale/IRS Regs.	<u>248.29</u>	
		0.00
Sale of 8 shs Zoomlion Heavy Industry 07/30/12	\$90.29	
Basis--Wash Sale/IRS Regs.	<u>90.29</u>	
		0.00
Sale of 14 shs Zoomlion Heavy Industry 07/30/12	\$158.01	
Basis	<u>178.00</u>	
		-19.99
Sale of 45 shs Whole Foods Markets 07/12/12	\$4,196.87	
Basis	<u>3,727.17</u>	
		469.70
Sale of 6 shs Abbott Labs 08/20/12	\$395.39	
Basis	<u>244.77</u>	
		150.62

Sale of 15 shs Bristol-Myers Squibb Co		
08/20/12	\$471.59	
Basis	<u>339.19</u>	132 40
Sale of 10 shs Coca-Cola Company		
08/20/12	\$393.99	
Basis	<u>241.60</u>	152 39
Sale of 10 shs El DuPont de Nemours		
08/20/12	\$503.49	
Basis	<u>478.72</u>	24 77
Sale of 6 shs Procter & Gamble		
08/20/12	\$399.95	
Basis	<u>377.66</u>	22 29
Sale of 7 shs Southern Company		
08/20/12	\$321.64	
Basis	<u>221.55</u>	100 09
Sale of 8 shs United Techs Corp		
08/20/12	\$643.83	
Basis	<u>633.88</u>	9 95
Sale of \$1000 BHP Billiton Fin 1.62%		
08/20/12	\$1,012.15	
Basis	<u>995.17</u>	16 98
Sale of \$1000 BP Cap Markets PI 3.87%		
08/21/12	\$1,075.22	
Basis	<u>1,065.02</u>	10.20
Sale of \$1000 General Electric Co. 5 0%		
08/20/12	\$1,019.69	
Basis	<u>1,019.48</u>	0.21
Sale of \$8000 Goldman Sachs Gro 5.35%		
08/01/12	\$8,622.48	
Basis	<u>8,461.27</u>	161.21
Sale of %1000 Verizon Communications 6 35%		
08/20/12	\$1,261.25	
Basis	<u>1,209.70</u>	51.55
Sale of \$1000 Walmart Stores 2 87%		
08/21/12	\$1,059.76	
Basis	<u>1,053.31</u>	6 45
Sale of \$1000 Federal Nat'l Mortgage Assoc. Note 4 375%		
08/20/12	\$1,002.57	
Basis	<u>1,019.44</u>	-16 87
Sale of \$1000 US Treasury 1.000% due 10/31/2016		
08/20/12	\$1,014.96	
Basis	<u>998.79</u>	16.17
Sale of \$1000 US Treasury Bond5 25% due 11/15/28		
08/20/12	\$1,382.30	
Basis	<u>1,300.39</u>	81.91
Sale of \$1000 US Treasury Inflation Bond, 2.0%, due 1/15/26		
08/20/12	\$1,465.68	
Basis	<u>1,417.94</u>	47.74

Sale of \$1000 US Treasury Bond 4 25%, due 11/15/2017		
08/20/12	\$1,173.55	
Basis	<u>1,148.76</u>	24.79
Sale of \$1000 US Treasury Bond 4 25%, due 5/15/2039		
08/20/12	\$1,276.40	
Basis	<u>1,180.21</u>	96.19
Sale of \$1000 US Treasury Bond 3 5%, due 5/15/2020		
08/20/12	\$1,156.36	
Basis	<u>1,115.32</u>	41.04
Sale of \$1000 US Treasury Bond 1 25%, due 9/30/2015		
08/20/12	\$1,025.82	
Basis	<u>1,016.42</u>	9.40
Sale of 65 shs Acco Brands		
07/30/12	\$552.26	
Basis	<u>659.85</u>	-107.59
Sale of 14 shs AT&T		
08/20/12	\$516.87	
Basis	<u>512.80</u>	4.07
Sale of 44 shs Anadarko Petroleum		
08/14/12	\$3,025.06	
Basis	<u>3,492.29</u>	-467.23
Sale of 4 shs Apple Inc.		
08/20/12	\$2,639.22	
Basis	<u>2,391.34</u>	247.88
Sale of 6 shs British Sky Bdct Spd Adr		
08/20/12	\$290.33	
Basis	<u>264.54</u>	25.79
Sale of 6 shs Bank of Nova Scotia		
08/20/12	\$321.83	
Basis	<u>335.16</u>	-13.33
Sale of 17 shs BG Group PLC		
08/20/12	\$350.19	
Basis	<u>402.73</u>	-52.54
Sale of 6 shs BHP Billiton Ltd		
08/20/12	\$413.21	
Basis	<u>428.06</u>	-14.85
Sale of 10 shs Comcast Corp		
08/20/12	\$329.99	
Basis	<u>293.85</u>	36.14
Sale of 5 shs Canadian National Railway		
08/20/12	\$463.43	
Basis	<u>389.96</u>	73.47
Sale of 13 shs Costco Wholesale Corporation		
08/20/12	\$1,247.19	
Basis	<u>1,170.81</u>	76.38
Sale of 6 shs Chevron Corp.		
08/20/12	\$674.14	
Basis	<u>636.50</u>	37.64

Sale of 5 shs Caterpillar Inc			
08/20/12	\$448.84		
Basis	<u>538.57</u>		
			-89.73
Sale of 118 shs China Construct			
08/27/12	\$1,594.14		
Basis	<u>1,844.09</u>		
			-249.95
Sale of 57 shs China Construct			
08/27/12	\$766.54		
Basis	<u>890.79</u>		
			-124.25
Sale of 152 shs China Construct			
08/27/12	\$2,044.14		
Basis	<u>2,341.42</u>		
			-297.28
Sale of 7 shs Chubb Corp.			
08/20/12	\$514.63		
Basis	<u>474.44</u>		
			40.19
Sale of 7 shs Diageo Plc			
08/20/12	\$742.54		
Basis	<u>668.46</u>		
			74.08
Sale of 9 shs Dominion Res Inc New			
08/20/12	\$485.00		
Basis	<u>452.95</u>		
			32.05
Sale of 14 shs Dongfeng Motor Group H			
08/09/12	\$1,041.53		
Basis	<u>1,353.63</u>		
			-312.10
Sale of 1 shs Dongfeng Motor Group H			
08/10/12	\$73.20		
Basis	<u>96.69</u>		
			-23.49
Sale of 10 shs Dongfeng Motor Group H			
08/10/12	\$732.06		
Basis	<u>979.70</u>		
			-247.64
Sale of 4 shs Dongfeng Motor Group H			
08/13/12	\$290.61		
Basis	<u>391.88</u>		
			-101.27
Sale of 4 shs Dongfeng Motor Group H			
08/13/12	\$290.61		
Basis	<u>391.25</u>		
			-100.64
Sale of 5 shs Dongfeng Motor Group H			
08/14/12	\$356.59		
Basis	<u>489.07</u>		
			-132.48
Sale of 2 shs Dongfeng Motor Group H			
08/14/12	\$142.64		
Basis	<u>171.78</u>		
			-29.14
Sale of 8 shs Dongfeng Motor Group H			
08/15/12	\$546.81		
Basis	<u>687.12</u>		
			-140.31
Sale of 3 shs Dongfeng Motor Group H			
08/15/12	\$205.06		
Basis	<u>255.42</u>		
			-50.36

Sale of 4 shs Dongfeng Motor Group H 08/16/12	\$269 43	
Basis	<u>340.57</u>	-71.14
Sale of 8 shs Dongfeng Motor Group H 08/20/12	\$538 87	
Basis	<u>627.45</u>	-88 58
Sale of 6 shs Deere Co. 08/20/12	\$462 35	
Basis	<u>484 99</u>	-22 64
Sale of 10 shs Enbridge Inc. 08/20/12	\$397 99	
Basis	<u>379 00</u>	18.99
Sale of 7 shs Exxon Mobil Corp 08/20/12	614.73	
Basis	<u>599 51</u>	15.22
Sale of 9 shs Express Scripts Holding 08/20/12	542.60	
Basis	<u>505.85</u>	36 75
Sale of 23 shs General Electric 08/20/12	\$480 69	
Basis	<u>805 84</u>	-325 15
Sale of 3 shs Google, Inc. Cl A 08/15/12	\$2,017.97	
Basis	<u>1,935 90</u>	82.07
Sale of 1 shs Google, Inc. Cl A 08/20/15	\$674 65	
Basis	<u>645 30</u>	29 35
Sale of 7 shs HSBC Holding Plc. 08/20/12	\$311.07	
Basis	<u>308 51</u>	2 56
Sale of 8 shs Home Depot Inc. 08/20/12	\$449.03	
Basis	<u>392.64</u>	56.39
Sale of 4 shs Imperial Tob Grp. 08/20/12	\$309.39	
Basis—Wash Sale/IRS Regs.	<u>320 60</u>	0 00
Sale of 12 shs Intel Corp. 08/20/12	\$315.11	
Basis	<u>333.77</u>	-18.66
Sale of 3 shs IBM 08/20/12	\$601 97	
Basis	<u>615 93</u>	-13.96
Sale of 23 shs JP Morgan Chase 08/20/12	\$860.18	
Basis	<u>1,032.01</u>	-171 83
Sale of 4 shs Kimberly Clark 08/20/12	\$335.71	
Basis	<u>292.64</u>	43.07

Sale of 13 shs Las Vegas Sands Corp. 08/20/12	\$558.34	
Basis	<u>745.07</u>	
		-186.73
Sale of 3 shs Lonllard Inc. 08/20/12	\$390.38	
Basis	<u>389.37</u>	
		1.01
Sale of 11 shs Limited Brands Inc. 08/20/12	\$543.83	
Basis	<u>530.04</u>	
		13.79
Sale of 5 shs Monsanto Co New 08/20/12	\$435.54	
Basis	<u>390.80</u>	
		44.74
Sale of 22 shs Merck and Co Inc. 08/20/12	\$962.70	
Basis	<u>831.70</u>	
		131.00
Sale of 13 shs McDonalds Corp. 08/20/12	\$1,143.97	
Basis	<u>1,241.02</u>	
		-97.05
Sale of 10 shs Microsoft Corp. 08/20/12	\$306.79	
Basis	<u>317.96</u>	
		-11.17
Sale of 21 shs Nissan Motor Ltd. 08/20/12	\$415.58	
Basis—Wash Sale/IRS Regs.	<u>431.76</u>	
		0.00
Sale of 5 shs National Oilwell Varco 08/20/12	\$389.14	
Basis—Wash Sale/IRS Regs.	<u>400.40</u>	
		0.00
Sale of 78 shs Novartis Adr 07/30/12	\$4,537.51	
Basis	<u>4,306.67</u>	
		230.84
Sale of 19 shs Novartis Adr 07/30/12	\$1,105.29	
Basis	<u>1,048.23</u>	
		57.06
Sale of 4 shs Novartis Adr 07/30/12	\$232.70	
Basis	<u>208.19</u>	
		24.51
Sale of 25 shs NTT Docomo Inc 08/20/12	\$423.74	
Basis	<u>426.82</u>	
		-3.08
Sale of 6 shs Nextera Energy Inc. 08/20/12	\$414.35	
Basis	<u>362.24</u>	
		52.11
Sale of 4 shs Occidental Petroleum Corp. 08/20/12	\$354.43	
Basis	<u>386.74</u>	
		-32.31
Sale of 9 shs Philip Morris Intl Inc. 08/20/12	\$838.69	
Basis	<u>780.24</u>	
		58.45

Sale of 8 shs Pepsico Inc.		
08/20/12	\$584.87	
Basis	<u>559.75</u>	25.12
Sale of 16 shs Pfizer Inc.		
08/20/12	\$383.35	
Basis	<u>349.69</u>	33.66
Sale of 3 shs Praxair Inc		
08/20/12	\$324.26	
Basis	<u>333.27</u>	-9.01
Sale of 9 shs Raytheon Co Delaware		
08/20/12	\$508.67	
Basis	<u>467.51</u>	41.16
Sale of 5 shs Royal Dutch Shell		
08/20/12	\$366.89	
Basis	<u>329.39</u>	37.50
Sale of 134 shs Reckitt Benckiser Gr		
08/15/12	\$1,500.84	
Basis	<u>1,514.20</u>	-13.36
Sale of 126 shs Reckitt Benckiser Gr		
08/16/12	\$1,402.30	
Basis	<u>1,423.80</u>	-21.50
Sale of 9 shs Rogers Communications B		
08/20/12	\$367.73	
Basis	<u>344.07</u>	23.66
Sale of 29 shs Sanofi Adr		
08/08/12	\$1,199.35	
Basis	<u>1,107.67</u>	91.68
Sale of 7 shs Sanofi Adr		
08/20/12	\$290.00	
Basis	<u>267.37</u>	22.63
Sale of 287 shs Schneider Elec		
08/08/12	\$3,458.12	
Basis	<u>3,756.29</u>	-298.17
Sale of 115 shs Schneider Elec		
08/08/12	\$1,385.67	
Basis	<u>1,225.52</u>	160.15
Sale of 8 shs Total SA		
08/20/12	\$398.95	
Basis	<u>430.59</u>	-31.64
Sale of 10 shs Travelers Cos.		
08/20/12	\$654.49	
Basis	<u>581.54</u>	72.95
Sale of 15 shs Unilever NV		
08/20/12	\$517.49	
Basis	<u>503.16</u>	14.33
Sale of 12 shs US Bancorp		
08/20/12	\$396.23	
Basis	<u>376.17</u>	20.06

Sale of 4 shs V F Corporation 08/20/12	\$603.31	
Basis	<u>585.68</u>	17.63
Sale of 26 shs Verizon Communications 08/20/12	\$1,140.33	
Basis	<u>869.49</u>	270.84
Sale of 182 shs Verifone Systems Inc. 08/14/12	\$6,139.03	
Basis	<u>9,091.72</u>	-2,952.69
Sale of 36 shs Vodafone Grop Plc 08/20/12	\$1,059.46	
Basis	<u>993.78</u>	65.68
Sale of 62 shs Zoomlion Heavy Industry 07/27/12	\$678.89	
Basis	<u>904.38</u>	-225.49
Sale of 24 shs Zoomlion Heavy Industry 07/27/12	\$262.80	
Basis	<u>347.51</u>	-84.71
Sale of 22 shs Zoomlion Heavy Industry 07/27/12	\$240.90	
Basis	<u>315.20</u>	-74.30
Sale of 7 shs Zoomlion Heavy Industry 07/27/12	\$76.66	
Basis	<u>89.00</u>	-12.34
Sale of 65 shs Zoomlion Heavy Industry 07/31/12	\$726.00	
Basis	<u>826.43</u>	-100.43
Sale of 6 shs Zoomlion Heavy Industry 07/31/12	\$67.02	
Basis	<u>85.01</u>	-17.99
Sale of 2 shs Zoomlion Heavy Industry 08/01/12	\$22.97	
Basis	<u>28.34</u>	-5.37
Sale of 15 shs Zurich Insurance Group 08/20/12	\$360.14	
Basis	<u>359.24</u>	0.90
Sale of 6 shs Wal-Mart Stores 08/20/12	\$433.55	
Basis	<u>363.84</u>	69.71
Sale of 14 shs Weyerhaeuser Co. 08/20/12	\$335.43	
Basis	<u>303.45</u>	31.98
Sale of 2 shs Komerční Banka 08/20/12	\$371.99	
Basis	<u>369.79</u>	2.20
Sale of 20 shs Wells Fargo & Co, New 08/20/12	\$681.18	
Basis	<u>670.68</u>	10.50

Sale of 285 shs Blackrock US Mortgage PTF		
08/20/12	\$2,966 85	
Basis	<u>2,909 85</u>	57 00
Sale of 369 shs Blackrock Emerging		
08/20/12	\$4,092 21	
Basis	<u>3,951.99</u>	140.22
Sale of 218 shs Blackrock Strategic		
08/20/12	\$2,145.12	
Basis	<u>2,129 86</u>	15 26
Sale of 674 shs Blackrock High Yield		
08/20/12	\$5,290.90	
Basis	<u>5,216.76</u>	74 14
Sale of 140 shs Blackrock Global Alloc.		
08/20/12	\$2,704 80	
Basis	<u>2,751 00</u>	-46.20
Sale of 23 shs Abbott Labs		
08/29/12	\$1,512 14	
Basis	<u>938 40</u>	573.74
Sale of 6000 shs Citigroup Funding 2.25%		
09/07/12	\$6,030 53	
Basis	<u>6,029 97</u>	0.56
Sale of 10,000 Fed National Mortgage Association 4.375%		
09/17/12	\$10,000.00	
Basis	<u>10,194.43</u>	-194.43
Sale of 1000 US Treasury 4.25%, due 5/15/39		
09/19/12	\$1,265.31	
Basis	<u>1,179 84</u>	85.47
Sale of 224 shs Amerisourcebergen Corp.		
08/29/12	\$8,401 98	
Basis	<u>8,643 06</u>	-241 08
Sale of 17 BG Group		
08/20/12	\$350 19	
Basis	<u>402 73</u>	-52.54
Sale of 17 BG Group		
08/20/12	\$350.19	
Basis-Wash Sale/IRS Regs.	<u>350.19</u>	0.00
Sale of 63 shs BNP Paribas Sponsored Adr		
09/19/12	\$1,619.17	
Basis	<u>1,563.03</u>	56.14
Sale of 61 shs Cameco Corp.		
09/17/12	\$1,320.61	
Basis	<u>1,399.51</u>	-78 90
Sale of 64 shs Cameco Corp.		
09/18/12	\$1,392.30	
Basis	<u>1,468 34</u>	-76 04
Sale of 92 shs Coach Inc.		
09/21/12	\$5,205.55	
Basis	<u>7,026.95</u>	-1,821.40

Sale of 131 shs Cerner Corp.		
09/13/12	\$9,365.19	
Basis	<u>9,978.27</u>	-613.08
Sale of 71 shs Daimler A		
09/19/12	\$3,649.43	
Basis	<u>4,252.90</u>	-603.47
Sale of 22 shs Daimler		
09/19/12	\$1,130.81	
Basis	<u>1,032.11</u>	98.70
Sale of 2 shs Google		
09/19/12	\$1,438.72	
Basis	<u>1,290.60</u>	148.12
Sale of 191 shs ING GP NV Sponsored Adr		
09/19/12	\$1,652.59	
Basis	<u>1,660.80</u>	-8.21
Sale of 182 shs Noble Group Ltd		
09/19/12	\$3,954.01	
Basis	<u>4,004.00</u>	-49.99
Sale of 27 shs Sanofi Adr		
09/19/12	\$1,195.60	
Basis	<u>1,031.28</u>	164.32
Sale of 97 shs Taiwan S Manufacturing Adr		
09/19/12	\$1,459.68	
Basis	<u>1,458.27</u>	1.41
Sale of 33 shs Valeant Pharmaceuticals		
09/13/12	\$1,923.80	
Basis	<u>1,751.01</u>	172.79
Sale of 5 shs Abbott Labs		
10/15/12	\$359.04	
Basis	<u>203.98</u>	155.06
Sale of 7 shs Boeing Company		
10/09/12	\$494.15	
Basis-Wash Sale/IRS Regs	<u>494.15</u>	0.00
Sale of 15 shs Bristol-Meyers Squibb		
10/15/12	\$508.19	
Basis	<u>339.19</u>	169.00
Sale of 7 shs Conoco Phillips		
10/09/12	\$406.97	
Basis	<u>122.01</u>	284.96
Sale of 13 shs Coca Cola		
10/09/12	\$502.18	
Basis	<u>314.08</u>	188.10
Sale of 6 shs El DuPont de Nemours		
10/15/12	\$292.49	
Basis	<u>287.23</u>	5.26
Sale of 5 shs Procter & Gamble		
10/15/12	\$342.79	
Basis	<u>314.72</u>	28.07

Sale of 5 shs Schlumberger Ltd		
10/09/12	\$360.04	
Basis	<u>429.89</u>	-69.85
Sale of 1,000 Cisco Systems Inc , 4.45%		
10/15/12	\$1,186.38	
Basis	<u>1,125.21</u>	61.17
Sale of \$1,000 Goldman Sachs Gro, 5.75%		
10/15/12	\$1,169.53	
Basis	<u>1,098.29</u>	71.24
Sale of \$1,000 US Treasury, 4.25%, due 5/15/39		
10/15/12	\$1,291.95	
Basis	<u>1,179.56</u>	112.39
Sale of 5 shs American Tower REIT Inc		
10/15/12	\$373.99	
Basis	<u>356.45</u>	17.54
Sale of 6 shs American Express Company		
10/09/12	\$350.45	
Basis	<u>342.42</u>	8.03
Sale of 56 shs Activision Blizzard Inc		
09/28/12	\$631.47	
BasisWash Sale/IRS Regs	<u>631.47</u>	0.00
Sale of 17 shs Activision Blizzard Inc		
09/28/12	\$191.69	
Basis	<u>216.51</u>	-24.82
Sale of 215 shs Activision Blizzard Inc.		
10/02/12	\$2,397.74	
Basis	<u>2,738.24</u>	-340.50
Sale of 108 shs Activision Blizzard Inc.		
10/02/12	\$1,201.99	
Basis	<u>1,375.49</u>	-173.50
Sale of 56 shs Activision Blizzard Inc.		
10/02/12	\$623.26	
Basis	<u>744.94</u>	-121.68
Sale of 5 shs Anadarko Pete Corp		
10/09/12	\$347.24	
Basis	<u>396.85</u>	-49.61
Sale of 46 shs Avon Products Inc.		
10/12/12	\$786.81	
Basis	<u>972.92</u>	-186.11
Sale of 71 shs Avon Products Inc.		
10/15/12	\$1,220.96	
Basis	<u>1,501.69</u>	-280.73
Sale of 22 shs Avon Products Inc.		
10/16/12	\$376.55	
Basis	<u>465.31</u>	-88.76

Sale of 59 shs Avon Products Inc. 10/16/12	\$1,009.86	
Basis	<u>969.25</u>	40.61
Sale of 21 shs Avon Products Inc. 10/17/12	\$361.84	
Basis	<u>344.99</u>	16.85
Sale of 2 shs Biogen Idec Inc. 10/09/12	\$299.43	
Basis	<u>240.66</u>	58.77
Sale of 22 shs Baidu Inc. Spon Adr 10/25/12	\$2,529.88	
Basis	<u>2,864.10</u>	-334.22
Sale of 10 shs Comcast Corp New CL A 10/15/12	\$361.99	
Basis	<u>297.16</u>	64.83
Sale of 8 shs CenturyLink Inc. 10/09/12	\$314.31	
Basis	<u>310.99</u>	3.32
Sale of 3 shs Costco Wholesale Corp. 10/09/12	\$300.62	
Basis	<u>270.19</u>	30.43
Sale of 4 shs China Life Ins. Co. 10/17/12	\$172.11	next
Basis	<u>155.56</u>	16.55
Sale of 29 shs China Life Ins. Co 10/18/12	\$1,274.88	
Basis	<u>1,127.85</u>	147.03
Sale of 4 shs Chevron Corp. 10/09/12	\$472.19	
Basis	<u>424.33</u>	47.86
Sale of 127 shs Celanese Corp. 10/08/12	\$4,694.36	
Basis	<u>5,538.46</u>	-844.10
Sale of 59 shs Celanese Corp. 10/05/12	\$2,205.90	
Basis	<u>2,572.98</u>	-367.08
Sale of 61 shs Cerner Corp. 10/26/12	\$4,647.20	
Basis	<u>4,646.37</u>	0.83
Sale of 9 shs Danaher Corp. 10/15/12	\$504.71	
Basis	<u>487.74</u>	16.97
Sale of 3 shs Diageo PLC 10/15/12	\$341.30	
Basis	<u>286.48</u>	54.82
Sale of 6 shs ExxonMobil Corp. 10/09/12	\$556.55	
Basis	<u>513.87</u>	42.68

Sale of 6 shs EQT Corp.		
10/09/12	\$362.57	
Basis	<u>296.88</u>	65.69
Sale of 6 shs Express Scripts Hldg Co		
10/15/12	\$381.53	
Basis	<u>337.23</u>	44.30
Sale of 7 shs FirstEnergy Corp.		
10/09/12	\$314.36	
Basis	<u>313.37</u>	0.99
Sale of 3 shs F5 Networks Inc.		
10/09/12	\$306.89	
Basis	<u>283.93</u>	22.96
Sale of 68 shs Ishares MSCI Emerging		
10/09/12	\$2,807.66	
Basis	<u>2,905.64</u>	-97.98
Sale of 52 shs Ishares MSCI Emerging		
10/15/12	\$2,150.67	
Basis	<u>2,221.96</u>	-71.29
Sale of 5 shs General Dynamics Corp		
10/09/12	\$330.04	
Basis	<u>362.35</u>	-32.31
Sale of 15 shs General Electric		
10/15/12	\$339.14	
Basis	<u>525.55</u>	-186.41
Sale of 8 shs General Mills		
10/15/12	\$313.99	
Basis	<u>309.00</u>	4.99
Sale of 4 shs Google Inc. CI A		
09/27/12	\$3,012.84	
Basis	<u>2,581.20</u>	431.64
Sale of 7 shs Gilead Sciences Inc.		
10/09/12	\$483.20	
Basis	<u>403.12</u>	80.08
Sale of 5 shs Honeywell Intl Inc.		
10/15/12	\$302.19	
Basis	<u>297.35</u>	4.84
Sale of 7 shs HSBC Hldg Plc		
10/15/12	\$338.16	
Basis	<u>308.51</u>	29.65
Sale of 83 shs HSBC Hldg Plc		
10/18/12	\$4,103.44	
Basis	<u>3,658.04</u>	445.40
Sale of 59 shs Hennes and Mauntz		
10/15/12	\$409.45	
Basis-Wash Sale/IRS Regs.	<u>409.45</u>	0.00

Sale of 8 shs Home Depot Inc.		
10/09/12	\$489.27	
Basis	<u>392.64</u>	96.63
Sale of 6 shs Home Depot Inc.		
10/15/12	\$361.85	
Basis	<u>294.48</u>	67.37
Sale of 31 shs Icici Bank Ltd.		
10/18/12	\$1,240.07	
Basis	<u>1,105.80</u>	134.27
Sale of 2 shs International Business Machines		
10/15/12	\$416.67	
Basis	<u>410.62</u>	6.05
Sale of 153 shs ING GP NV Spd Adr		
10/18/12	\$1,409.64	
Basis	<u>1,330.38</u>	79.26
Sale of 156shs ING GP NV Spd Adr		
10/19/12	\$504.09	
Basis	<u>486.94</u>	17.15
Sale of 89 shs ING GP NV Spd Adr		
10/19/12	\$801.16	
Basis	<u>518.23</u>	282.93
Sale of 32 shs ING GP NV Spd Adr		
10/22/12	\$294.34	
Basis	<u>186.33</u>	108.01
Sale of 444 shs Jeffries Group Inc.		
09/28/12	\$6,050.78	
Basis	<u>8,300.71</u>	-2,249.93
Sale of 7 shs Eli Lilly & Co.		
10/15/12	\$367.94	
Basis	<u>325.95</u>	41.99
Sale of 4 shs Monsanto Co		
10/15/12	\$358.53	
Basis	<u>312.64</u>	45.89
Sale of 10 shs Marathon Oil Corp		
10/09/12	\$297.09	
Basis	<u>323.95</u>	-26.86
Sale of 13 shs Meadwestvaco Corp.		
10/09/12	\$392.59	
Basis	<u>352.76</u>	39.83
Sale of 5 shs Marathon Petroleum Corp.		
10/09/12	\$289.34	
Basis	<u>219.00</u>	70.34
Sale of 95 shs ManpowerGroup		
09/28/12	\$3,508.53	
Basis	<u>4,313.72</u>	-805.19
Sale of 43 shs ManpowerGroup		
10/01/12	\$1,578.84	
Basis	<u>1,952.52</u>	-373.68

Sale of 10 shs Microsoft Corp		
10/09/12	\$292.99	
Basis	<u>317.96</u>	-24.97
Sale of 4 shs National-Oil Well Varco		
10/09/12	\$322.35	
Basis	<u>320.32</u>	2.03
Sale of 6 shs NTT Docomo Inc		
10/01/12	\$97.70	
Basis	<u>102.44</u>	-4.74
Sale of 175 shs NTT Domoco In.		
10/02/12	\$2,801.27	
Basis	<u>2,987.74</u>	-186.47
Sale of 64 shs NTT Domoco Inc.		
10/03/12	\$1,018.98	
Basis	<u>1,092.66</u>	-73.68
Sale of 10 shs Northeast Utilities		
10/09/12	\$394.29	
Basis	<u>365.15</u>	29.14
Sale of 5 shs Northrop Grumman Corp.		
10/09/12	\$343.74	
Basis	<u>302.75</u>	40.99
Sale of 9 shs Pub Svc Enterprise Group		
10/09/12	\$291.23	
Basis	<u>269.31</u>	21.92
Sale of 6 shs Qualcomm Inc		
10/09/12	\$363.53	
Basis	<u>397.05</u>	-33.52
Sale of 7 shs Rio Tinto Plc		
10/09/12	\$339.84	
Basis-Wash Sale/IRS Regs.	<u>339.84</u>	0.00
Sale of 116 shs Rackspace Hosting Inc.		
09/28/12	\$7,624.16	
Basis	<u>6,549.59</u>	1,074.57
Sale of 9 shs Roche Holding Ltd		
10/15/12	\$442.79	
Basis	<u>389.88</u>	52.91
Sale of 40 shs Rogers Communications		
10/25/12	\$1,742.13	
Basis	<u>1,529.20</u>	212.93
Sale of 5 shs Semptra Energy		
10/09/12	\$333.94	
Basis	<u>291.10</u>	42.84
Sale of 9 shs Sanofi Adr		
10/15/12	\$392.21	
Basis	<u>343.76</u>	48.45
Sale of 8 shs Stanley Black & Decker		
10/09/12	\$581.19	
Basis	<u>620.32</u>	-39.13

Sale of 7 shs Starbucks Corp.		
10/15/12	\$332.35	
Basis	<u>384.40</u>	
		-52.05
Sale of 195 shs Taiwan S Manufacturing Adr		
10/25/12	\$2,988.83	
Basis	<u>2,931.57</u>	
		57.26
Sale of 4 shs 3M Company		
10/09/12	\$376.27	
Basis	<u>353.16</u>	
		23.11
Sale of 8 shs Unilever NV NY		
10/15/12	\$292.23	
Basis	<u>268.35</u>	
		23.88
Sale of 2 shs V F Corporation		
10/15/12	\$323.89	
Basis	<u>292.84</u>	
		31.05
Sale of 4 shs Ace Limited		
10/15/12	\$309.19	
Basis	<u>290.64</u>	
		18.55
Sale of 18 shs Weyerhaeuser Co.		
10/15/12	\$491.57	
Basis	<u>390.16</u>	
		101.41
Sale of 3 shs Whole Foods Market		
10/09/12	\$295.01	
Basis	<u>248.48</u>	
		46.53
Sale of 1 sh Komerčni Banka As		
10/18/12	\$217.76	
Basis	<u>184.89</u>	
		32.87
Sale of 2 shs Komerčni Banka As		
10/18/12	\$431.86	
Basis	<u>369.79</u>	
		62.07
Sale of 2 shs Komerčni Banka As		
10/22/12	\$434.19	
Basis	<u>369.79</u>	
		64.40
Sale of 123 shs Blackrock US Mortgage		
10/15/12	\$1,292.73	
Basis	<u>1,255.83</u>	
		36.90
Sale of 123 shs Blackrock Global Small Cap		
10/10/12	\$1,515.36	
Basis	<u>1,544.88</u>	
		-29.52
Sale of 109 shs Blackrock MDCP VI Opp		
10/10/12	\$1,301.46	
Basis	<u>1,325.44</u>	
		-23.98
Sale of 294 shs Blackrock Comm Strat		
10/10/12	\$3,054.66	
Basis	<u>3,116.40</u>	
		-61.74
Sale of 132 shs Blackrock Comm Strat		
10/15/12	\$1,366.20	
Basis	<u>1,399.20</u>	
		-33.00

Sale of 189 shs Blackrock Emerging 10/10/12	\$2,171.61	
Basis	<u>2,024.19</u>	147.42
Sale of 100 shs Blackrock Emerging 10/15/12	\$1,157.00	
Basis	<u>1,071.00</u>	86.00
Sale of 68 shs Blackrock Strategic 10/10/12	\$680.68	
Basis	<u>664.36</u>	16.32
Sale of 115 shs Blackrock Strategic 10/15/12	\$1,153.45	
Basis	<u>1,123.55</u>	29.90
Sale of 157 shs Blackrock High Yield Inst 10/10/12	\$1,251.29	
Basis	<u>1,215.18</u>	36.11
Sale of 295 shs Blackrock High Yield Inst 10/15/12	\$2,360.00	
Basis	<u>2,283.30</u>	76.70
Sale of 222 shs Blackrock Global Alloc 10/10/15	\$4,351.20	
Basis	<u>4,362.30</u>	-11.10
Sale of 99 shs Blackrock Global Alloc 10/15/12	\$1,948.32	
Basis	<u>1,945.35</u>	2.97
Sale of 10 shs Coca Cola 11/01/12	\$374.94	
Basis	<u>241.60</u>	133.34
Sale of 8 shs United Technologies 11/01/12	\$641.03	
Basis	<u>633.88</u>	7.15
Sale of 14 shs British Sky Bdct 11/01/12	\$558.87	
Basis	<u>479.44</u>	79.43
Sale of 199 shs BG Group Plc 11/01/12	\$682.62	
Basis	<u>617.25</u>	65.37
Sale of 160 shs BG Group Plc 11/07/12	\$3,378.34	
Basis	<u>4,714.31</u>	-1,335.97
Sale of 36 shs BG Group Plc 11/12/12	\$2,640.89	
Basis	<u>3,790.40</u>	-1,149.51
Sale of 17 shs BG Group Plc 11/12/12	\$594.20	
Basis	<u>825.64</u>	-231.44

Sale of 65 shs BG Group Plc			
11/12/12	\$280.59		
Basis	<u>404.79</u>		
			-124.20
Sale of 39 shs BG Group Plc			
11/12/12	\$1,072.87		
Basis	<u>1,253.68</u>		
			-180.81
Sale of 7 shs BHP Billiton Ltd.			
11/12/12	\$643.73		
Basis	<u>808.11</u>		
			-164.38
Sale of 3 shs Chevron Corp.			
11/01/12	\$499.70		
Basis	<u>499.40</u>		
			0.30
Sale of 8 shs Caterpillar Inc.			
11/01/12	\$333.95		
Basis	<u>318.25</u>		
			15.70
Sale of 3 shs Diageo Plc Spd Adr			
11/01/12	\$692.46		
Basis	<u>861.71</u>		
			-169.25
Sale of 7 shs Dominion Res Inc.			
11/01/12	\$348.11		
Basis	<u>286.48</u>		
			61.63
Sale of 5 shs Deere Co.			
11/01/12	\$368.82		
Basis	<u>352.29</u>		
			16.53
Sale of 10 shs Dow Chemical Co.			
11/01/12	\$431.99		
Basis	<u>404.16</u>		
			27.83
Sale of 10 shs Ebay Inc.			
11/01/12	\$490.99		
Basis	<u>371.74</u>		
			119.25
Sale of 7 shs Enbridge Inc.			
11/01/12	\$279.64		
Basis	<u>265.30</u>		
			14.34
Sale of 7 shs Eaton Corp.			
11/01/12	\$340.47		
Basis	<u>341.77</u>		
			-1.30
Sale of 84 shs Ishares MSCI Emerging			
11/01/12	\$3,509.44		
Basis	<u>3,589.32</u>		
			-79.88
Sale of 193 shs Hennes and Mauntz			
11/27/12	\$1,230.45		
Basis-Wash Sale/IRS Regs.	<u>1,230.45</u>		
			0.00
Sale of 36 shs Hennes and Mauritz			
11/27/12	\$229.51		
Basis	<u>260.28</u>		
			-30.77
Sale of 14 shs JP Morgan Chase & Co.			
11/01/12	\$594.07		
Basis	<u>628.18</u>		
			-34.11

Sale of 6 shs Johnson & Johnson		
11/01/12	\$429.89	
Basis	<u>387.32</u>	42.57
Sale of 3 shs Lorillard Inc.		
11/01/12	\$351.57	
Basis	<u>389.37</u>	-37.80
Sale of 9 shs Linde Ag Sp Adr		
11/01/12	\$153.53	
Basis-Wash Sale/IRS Regs	<u>153.53</u>	0.00
Sale of 8 shs Linde Ag Sp Adr		
11/01/12	\$136.48	
Basis-Wash Sale/IRS Regs.	<u>136.48</u>	0.00
Sale of 8 shs Merck & Co. Inc.		
11/01/12	\$369.83	
Basis	<u>302.44</u>	67.39
Sale of 28 shs Microsoft Corp.		
11/01/12	\$817.58	
Basis	<u>890.28</u>	-72.70
Sale of 43 shs NTT Docomo Inc		
11/12/12	\$615.86	
Basis	<u>734.13</u>	-118.27
Sale of 85 shs NTT Docomo Inc.		
11/12/12	\$1,225.64	
Basis	<u>1,451.18</u>	-225.54
Sale of 6 shs NTT Docomo Inc		
11/12/12	\$86.52	
Basis	<u>99.64</u>	-13.12
Sale of 8 shs NTT Docomo Inc.		
11/09/12	\$115.72	
Basis	<u>132.86</u>	-17.14
Sale of 39 shs NTT Docomo Inc.		
11/13/12	\$557.30	
Basis	<u>647.69</u>	-90.39
Sale of 62 shs NTT Docomo Inc.		
11/13/12	\$885.96	
Basis	<u>974.37</u>	-88.41
Sale of 21 shs NTT Docomo Inc.		
11/13/12	\$300.09	
Basis	<u>335.71</u>	-35.62
Sale of 5 shs Nextera Energy Inc		
11/01/12	\$349.64	
Basis	<u>301.87</u>	47.77
Sale of 4 shs Occidental Petroleum Corp.		
11/01/12	\$318.59	
Basis	<u>386.74</u>	-68.15

Sale of 6 shs Prudential Financial Inc 11/01/12	\$346.97	
Basis	<u>378 00</u>	
		-31.03
Sale of 11 shs Peabody Energy Corp 11/01/12	\$320 75	
Basis	<u>336 60</u>	
		-15.85
Sale of 6 shs Phillip Morris Intl 11/01/12	\$531.41	
Basis	<u>520 16</u>	
		11 25
Sale of 6 shs Qualcomm Inc 11/01/12	\$356.33	
Basis	<u>397 05</u>	
		-40.72
Sale of 10 shs Rio Tinto Plc 11/01/12	\$512 39	
Basis-Wash Sale/IRS Regs.	<u>512 39</u>	
		0 00
Sale of 8 shs Raytheon Co. 11/01/12	\$459 35	
Basis	<u>415.56</u>	
		43.79
Sale of 8 shs Royal Dutch Shell 11/01/12	\$577 67	
Basis	<u>527 03</u>	
		50.64
Sale of 145 shs Reckitt Benckiser 11/01/12	\$1,805.14	
Basis	<u>1,638 50</u>	
		166.64
Sale of 39 shs Rogers Communications 11/01/12	\$1,693 07	
Basis	<u>1,490 97</u>	
		202.10
Sale of 8 shs Sanofi 11/27/12	\$358 98	
Basis	<u>305 56</u>	
		53.42
Sale of 36 shs Sanofi 11/09/12	\$1,605 45	
Basis	<u>1,375 04</u>	
		230.41
Sale of 31 shs Swatch Group 11/01/12	\$671.13	
Basis-Wash Sale/IRS Regs.	<u>671.13</u>	
		0.00
Sale of 7 shs Total S.A 11/26/12	\$354 75	
Basis	<u>376.77</u>	
		-22.02
Sale of 7 shs Teva Pharmaceutical Industres 11/01/12	\$286.85	
Basis-Wash Sale/IRS Regs.	<u>286 85</u>	
		0.00
Sale of 8 shs Travelers Companies 11/01/12	\$572 23	
Basis	<u>465 23</u>	
		107.00

Sale of 124 shs Tullow Oil		
11/01/12	\$1,390.12	
Basis	<u>1,444.54</u>	
		-54.42
Sale of 11 shs US Bancorp		
11/01/12	\$368.60	
Basis	<u>344.82</u>	
		23.78
Sale of 2 shs VF Corporation		
11/07/12	\$319.91	
Basis	<u>292.84</u>	
		27.07
Sale of 19 shs Venzon Communications		
11/01/12	\$862.10	
Basis	<u>635.40</u>	
		226.70
Sale of 4 shs VMWare, Inc.		
11/01/12	\$349.31	
Basis	<u>429.88</u>	
		-80.57
Sale of 12 shs Zurich Insurance Group		
11/01/12	\$296.03	
Basis	<u>287.39</u>	
		8.64
Sale of 141 shs PT Bank Rakyat Indonesia		
11/07/12	\$103.54	
Basis	<u>90.08</u>	
		13.46
Sale of 555 shs PT Bank Rakyat Indonesia		
11/07/12	\$407.59	
Basis	<u>363.86</u>	
		43.73
Sale of 15 shs Wells Fargo & Co.		
11/01/12	\$506.46	
Basis	<u>503.01</u>	
		3.45
Sale of 108 shs Blackrock US Mortgage		
11/01/12	\$1,134.00	
Basis	<u>1,102.68</u>	
		31.32
Sale of 63 shs Blackrock Global Small Cap		
11/27/12	\$788.76	
Basis	<u>791.28</u>	
		-2.52
Sale of 66 shs Blackrock Mid cap VL		
11/01/12	\$802.56	
Basis	<u>802.56</u>	
		0.00
Sale of 64 shs Blackrock Comm Strat		
11/01/12	\$659.84	
Basis	<u>678.40</u>	
		-18.56
Sale of 119 Blackrock Emerging		
11/01/12	\$1,376.83	
Basis	<u>1,274.49</u>	
		102.34
Sale of 120 shs Blackrock Strategic		
11/01/12	\$1,202.40	
Basis	<u>1,172.40</u>	
		30.00

Sale of 278 Blackrock High Yield Inst		
11/27/12	\$2,221.22	
Basis	<u>2,151.72</u>	69.50
Sale of 194 shs Blackrock Global Alloc		
11/01/12	\$3,814.04	
Basis	<u>3,812.10</u>	1.94
Sale of 128 shs Asml Holding NV		
12/03/12	\$1,518.34	
Basis	<u>0.00</u>	1,518.34
Sale of 19 shs China Life Insurance Co.		
12/17/12	\$893.59	
Basis	<u>738.93</u>	154.66
Sale of 236 shs Eaton Corp.		
12/03/12	\$12,249.72	
Basis	<u>11,522.39</u>	727.33
Sale of 21 shs Imperial Tob Grp Sps Adr		
11/30/12	\$1,679.20	
Basis	<u>1,683.15</u>	-3.95
Sale of 87 shs Linde Ag Shs Sp Adr		
11/30/12	\$1,497.74	
Basis	<u>1,501.96</u>	-4.22
Sale of 19 shs Sanofi Adr		
12/14/12	\$893.47	
Basis	<u>725.71</u>	167.76
Sale of 20 shs Sanofi Adr		
12/17/12	\$938.10	
Basis	<u>763.91</u>	174.19
Sale of 98 shs Swatch Group		
12/12/12	\$2,399.15	
Basis	<u>2,256.94</u>	142.21
Sale of 70 shs Teva Pharmaceutical Industries		
12/18/12	\$2,696.69	
Basis	<u>2,996.00</u>	-299.31
Sale of 7 shs Teva Pharmaceutical Industries		
12/18/12	\$269.66	
Basis	<u>301.68</u>	-32.02
Sale of 17 shs Teva Pharmaceutical Industries		
12/18/12	\$654.91	
Basis	<u>666.42</u>	-11.51
Sale of 11 shs Teva Pharmaceutical Industries		
12/18/12	\$423.76	
Basis	<u>443.91</u>	-20.15
Sale of 30 shs Teva Pharmaceutical Industries		
12/18/12	\$1,155.73	
Basis	<u>1,210.92</u>	-55.19

Sale of 22 shs Teva Pharmaceutical Industries		
12/18/12	\$847.55	
Basis	<u>908.06</u>	
		-60.51
Sale of 247 shs Tullow Oil Plc		
12/05/12	\$2,481.45	
Basis	<u>2,877.43</u>	
		-395.98
Sale of 76 shs Tullow Oil Plc		
12/05/12	\$763.53	
Basis	<u>869.58</u>	
		-106.05
Sale of 9 shs SMC Corp.		
12/05/12	\$1,578.36	
Basis	<u>1,452.87</u>	
		125.49
Blackrock Emerging		
Capital gain distribution-short term		
12/26/12		3,744.49
Blackrock Emerging		
Capital gain distribution-long term		
07/23/12		430.32
12/26/12		3,844.38
Blackrock Hi Yield Bd		
Capital gain distribution-short term		
12/26/12		519.96
Blackrock US Mortgage		
Capital gain distribution-short term		
12/26/12		850.89
Blackrock US Mortgage		
Capital gain distribution-long term		
12/26/12		86.55

Total Line 6a		391,265.32
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Line 11, Other income:

03/30/12	Mirant Corp Escrow payment	64.58
04/25/12	Cash in lieu of fractional share	15.05
05/10/12	Cash in lieu of fractional share	41.05
05/17/12	Cash in lieu of fractional share	6.69
05/25/12	Cash in lieu of fractional share	2.04
07/23/12	Return of Capital-UBS	44.19
12/14/12	Cash in lieu of fractional share	<u>35.47</u>

209.07

Line 12, Total Revenue		3,428,265.28
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** Operating and Administrative Expenses

Line 13, Compensation of officers, etc

12/21/12	Thomas W Spruance		
			\$7,500.00

Line 16a, Legal fees

10/31/12	Richards, Layton & Finger, P A	\$3,760.20	
12/27/12	Richards, Layton & Finger, P A.	<u>7,158.00</u>	

10,918.20

Line 16c, Other professional fees

01/09/12	Wilmington Trust-principal fees	\$243.74	
01/09/12	Wilmington Trust-income fees	131.26	
02/03/12	Wilmington Trust-fiduciary tax service fee	1,500.00	
02/03/12	Wilmington Trust-principal fees	243.74	
02/03/12	Wilmington Trust-income fees	131.26	
02/03/12	Merrill Lynch-initial annual charge	150.00	
03/26/12	BR PI Fee	1,182.01	
04/12/12	BR PI Fee	8,971.50	
05/14/12	CertIF fee	3.72	
05/14/12	CertIF fee	7.41	
05/25/12	CertIF fee	16.49	
05/25/12	CertIF fee	4.58	
06/08/12	CertIF fee	4.43	
06/08/12	CertIF fee	5.24	
06/11/12	CertIF fee	14.76	
06/12/12	CertIF fee	0.86	
06/18/12	CertIF fee	2.97	
07/02/12	CertIF fee	1.59	
07/05/12	CertIF fee	10.06	
07/09/12	CertIF fee	2.47	
07/10/12	CertIF fee	6.75	
07/12/12	BR PI Fee	7,315.85	
07/18/12	CertIF fee	7.28	
07/25/12	CertIF fee	6.01	
07/25/12	CertIF fee	(7.28)	
07/30/12	CertIF fee	16.35	
08/01/12	CertIF fee	14.80	
08/16/12	CertIF fee	2.28	
08/20/12	CertIF fee	3.78	
08/27/12	CertIF fee	2.06	
09/17/12	CertIF fee	2.75	
10/11/12	BR PI Fee	7,530.82	
10/12/12	Transfer fee	30.00	
10/12/12	CertIF fee	14.49	
10/19/12	CertIF fee	1.86	
10/31/12	Wire transfer fee	30.00	
10/31/12	Wire transfer fee	30.00	
10/31/12	Wire transfer fee	30.00	
11/29/12	CertIF fee	2.24	
12/03/12	CertIF fee	0.42	
12/04/12	CertIF fee	12.08	
12/21/12	Wire transfer fees	120.00	
12/24/13	Wire transfer fees	90.00	
12/26/12	Wire transfer fees	30.00	
12/27/12	Wire transfer fees	30.00	
12/27/12	Wire transfer fees	30.00	
12/27/12	Transfer fee	30.00	
12/27/12	CertIF fee	2.18	
12/27/12	CertIF fee	<u>6.03</u>	

28,018.84

Line 18, Taxes:

03/15/12	Foreign Income Tax Withheld	\$56.25
04/09/12	Foreign Income Tax Withheld	53.78
04/13/12	Foreign Income Tax Withheld	1.88
04/26/12	Foreign Income Tax Withheld	12.15
04/30/12	Foreign Income Tax Withheld	6.44
05/08/12	Foreign Income Tax Withheld	4.32
05/14/12	Foreign Income Tax Withheld	48.37
05/14/12	Foreign Income Tax Withheld	37.51
05/25/12	Foreign Income Tax Withheld	37.14
05/30/12	Foreign Income Tax Withheld	176.36
06/01/12	Foreign Income Tax Withheld	9.18
06/04/12	Foreign Income Tax Withheld	5.03
06/08/12	Foreign Income Tax Withheld	25.82
06/11/12	Foreign Income Tax Withheld	63.82
06/12/12	Foreign Income Tax Withheld	2.47
06/13/12	Foreign Income Tax Withheld	15.83
06/18/12	Foreign Income Tax Withheld	2.68
06/29/12	Foreign Income Tax Withheld	5.61
06/15/12	Foreign Income Tax Withheld	37.50
06/29/12	Foreign Income Tax Withheld	50.63
07/02/12	Foreign Income Tax Withheld	9.80
07/03/12	Foreign Income Tax Withheld	11.11
07/05/12	Foreign Income Tax Withheld	7.51
07/09/12	Foreign Income Tax Withheld	5.15
07/10/12	Foreign Income Tax Withheld	5.44
07/10/12	Foreign Income Tax Withheld	38.18
07/13/12	Foreign Income Tax Withheld	1.84
07/18/12	Foreign Income Tax Withheld	35.41
07/27/12	Foreign Income Tax Withheld	11.86
07/30/12	Foreign Income Tax Withheld	24.49
07/30/12	Foreign Income Tax Withheld	29.05
07/31/12	Foreign Income Tax Withheld	6.35
08/16/12	Foreign Income Tax Withheld	6.23
08/20/12	Foreign Income Tax Withheld	4.28
08/27/12	Foreign Income Tax Withheld	4.23
09/04/12	Foreign Income Tax Withheld	9.70
09/04/12	Foreign Income Tax Withheld	3.73
09/12/12	Foreign Income Tax Withheld	14.54
09/17/12	Foreign Income Tax Withheld	7.85
09/17/12	Foreign Income Tax Withheld	37.50
09/28/12	Foreign Income Tax Withheld	25.31
09/28/12	Foreign Income Tax Withheld	5.54
10/03/12	Foreign Income Tax Withheld	10.85
10/04/12	Foreign Income Tax Refund	(7.40)
10/18/12	Foreign Income Tax Withheld	37.38
10/29/12	Foreign Income Tax Withheld	11.87
10/31/12	Foreign Income Tax Withheld	9.00
11/14/12	Foreign Income Tax Withheld	3.75
11/28/12	Foreign Income Tax Refund	(0.45)
11/29/12	Foreign Income Tax Withheld	13.12
12/03/12	Foreign Income Tax Withheld	8.91
12/03/12	Foreign Income Tax Withheld	8.29
12/04/12	Foreign Income Tax Withheld	10.93
12/04/12	Foreign Income Tax Withheld	0.67
12/04/12	Foreign Income Tax Withheld	1.79
12/12/12	Foreign Income Tax Withheld	14.55
12/17/12	Foreign Income Tax Withheld	37.50
12/31/12	Foreign Income Tax Withheld	25.31
12/31/12	Foreign Income Tax Withheld	<u>5.47</u>

1,149.41

Line 21, Travel, conferences, and meetings			
09/27/12	Travel to University of Tampa	\$2,994.59	
12/21/12	Travel to Yellowstone Park	<u>1,198.86</u>	
			4,193.45
Line 24, Total operating and administrative expenses.			51,779.90
Line 25, Contributions, gifts, grants paid:			
08/22/12	University of Tampa	\$50,000.00	
10/09/12	University of Tampa	22,590.00	
10/09/12	University of Tampa	20,000.00	
10/12/12	Tampa General Hospital Foundation	20,000.00	
10/31/12	Yellowstone Park Foundation	20,000.00	
10/31/12	Jack Creek Preserve Foundation	16,000.00	
12/21/12	Family Legacy Mission International	20,000.00	
12/21/12	Dallas Opera	10,000.00	
12/21/12	Dallas Children's Advocacy Center	10,000.00	
12/21/12	Dallas Symphony Association	5,000.00	
12/24/12	Zoological Society of Florida	8,000.00	
12/24/12	Henderson Behavioral Health	8,000.00	
12/24/12	Pinion, Inc.	8,000.00	
12/24/12	Calvary Chapel of Ft. Lauderdale	8,000.00	
12/26/12	National Christian Foundation	45,000.00	
12/27/12	Lake Region Audubon Society	6,000.00	
12/28/12	Embry-Riddle Aeronautical University	<u>8,000.00</u>	
Line 25, Total Contributions, gifts, grants paid			284,590.00
Line 26a, Total expenses and disbursements			336,369.90
Line 27a, Excess of revenue over expenses and disbursements			3,091,895.38
Line 27b, Net investment income			506,009.00

Part II, Balance Sheets	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Mkt Value
*Assets			
Line 1, Cash	\$3,368.00	\$3,336.73	\$3,336.73
Total Line 1	\$3,368.00	\$3,336.73	\$3,336.73
Line 2, Savings and temporary cash investments:			
Wilmington Prime MM Fund-W Class	\$776,205.91		
BIF Money Fund		\$76,159.00	\$76,159.00
ML Bank Deposit Program		338,050.00	338,050.00
Total Line 2	\$776,205.91	\$414,209.00	\$414,209.00
Line 10a, Investments - US and state government obligations:			
\$9000 Federal Home Ln Mtg Corp., 4.875%, Nov 15, 2013		\$9,351.61	\$9,371.79
\$2000 US Treasury Note, 2.625%, Jun 30, 2014		2,065.42	2,071.40
\$6000 US Treasury Note, 1.250%, Sep 30, 2015		6,087.16	6,150.00
\$4000 US Treasury Note, 2.0%, Apr 30, 2016		4,146.20	4,208.44
\$10,000 US Treasury Note, 1.0%, Oct 31, 2016		9,987.93	10,190.60
\$8000 Federal Natl Mtg Assoc, 5.375%, Jun 12, 2017		9,381.41	9,619.84
\$5000 US Treasury Note, 4.25%, Nov 15, 2017		5,694.44	5,854.70
\$5000 US Treasury Note, 1.5%, Aug 31, 2018		4,993.57	5,176.95
\$5000 US Treasury Note, 3.5%, May 15, 2020		5,551.67	5,805.10
\$6000 US Treasury Note, 2.625%, Aug 15, 2020		6,280.29	6,588.78
\$5000 US Treasury Note, 2.0%, Feb 15, 2022		4,892.21	5,170.70
\$6000 US Treasury Inflation Bond, 2.0%, Jan 15, 2026		8,519.32	9,170.45
\$5000 US Treasury Bond, 5.25%, Nov 15, 2028		6,475.77	6,907.80
\$6000 US Treasury Bond, 4.25%, May 15, 2039		7,072.02	7,654.68
\$5000 US Treasury Bond, 3.125%, Feb 15, 2042		4,814.47	5,228.15
\$1000 US Treasury Bond, 3.125%, Feb 15, 2042		1,075.43	1,045.63
\$11000 Federal Home Ln Mtg Corp., 75%, Dec 19, 2014		11,091.08	11,097.57
Total Line 10a	\$0.00	\$107,480.00	\$111,312.58

Line 10b, Investments - corporate stock:

1000 shs Abbott Laboratories
92 shs Abbott Laboratories
500 shs Abbott Laboratories
60 shs Ace Limited
27 shs Agilent Technologies, Inc.
29 shs Agilent Technologies, Inc.
13 shs Agilent Technologies, Inc.
16 shs Agilent Technologies, Inc.
18 shs Agilent Technologies, Inc.
46 shs Agilent Technologies, Inc.
17 shs Agilent Technologies, Inc.
17 shs Agilent Technologies, Inc.
224 shs AIA Group Ltd
58 shs Alexion Pharms Inc.
83 shs Amazon.Com Inc
89 shs American Express Company
122 shs American Tower REIT, Inc.
88 shs Anadarko Petroleum Corp.
67 shs Anheuser-Busch Inbev ADR
36 shs Anheuser-Busch Inbev ADR
5 shs Anheuser-Busch Inbev ADR
8 shs Anheuser-Busch Inbev ADR
94 shs Apple, Inc.
33 shs ASML Holding NV NY
28 shs ASML Holding NV NY
22 shs ASML Holding NV NY
15 shs ASML Holding NV NY
31 shs ASML Holding NV NY
75 shs Assa Abloy AB ADR
131 shs Assa Abloy AB ADR
63 shs Assa Abloy AB ADR
78 shs Assa Abloy AB ADR
66 shs Assa Abloy AB ADR
49 shs Assa Abloy AB ADR
1000 shs AT&T
313 shs AT&T
500 shs AT&T
1000 shs AT&T, preferred
27 shs Atlas Copco A ADR
71 shs Atlas Copco A ADR
46 shs Atlas Copco A ADR
24 shs Atlas Copco A ADR
53 shs Atlas Copco A ADR
44 shs Atlas Copco A ADR

\$40,795.70		
	\$3,753.20	\$6,026.00
	20,397.85	32,750.00
	4359.60	4788.00
	1,149.38	1,105.38
	1,222.99	1,187.26
	554.58	532.22
	661.87	655.04
	725.01	736.92
	1,757.09	1,883.24
	673.90	695.98
	627.88	695.98
	3,517.88	3,545.92
	6,311.08	5,436.92
	16,221.52	20,822.21
	5,079.23	5,115.72
	8,697.27	9,426.94
	6,984.58	6,539.28
	4,811.63	5,856.47
	3,098.12	3,146.76
	431.78	437.05
	663.06	699.28
	56,196.54	50,024.25
	2,302.08	2,124.87
	1,967.01	1,802.92
	1,638.51	1,416.58
	1,083.61	965.85
	2,004.20	1,996.09
	1,235.91	1,388.25
	2,132.94	2,424.81
	1,026.27	1,166.13
	1,291.25	1,443.78
	1,132.46	1,221.66
	821.31	906.99
36,628.52		
	9,379.04	10,551.23
	18,314.26	16,855.00
25,000.00	0.00	0.00
	647.91	752.22
	1,712.79	1,978.06
	1,118.92	1,281.56
	594.40	668.64
	1,324.47	1,476.58
	1,072.46	1,225.84

2000 shs Bank of America Corp
1000 shs Bank of America Corp
139 shs Bank of Nova Scotia
1250 shs Barrick Gold Corporation
875 shs Berkshire Hathaway
159 shs BHP Billiton Ltd
84 shs Biogen Idec Inc.
95 shs BNP Paribas Sponsored Adr
42 shs BNP Paribas Sponsored Adr
291 shs Boeing Company
7 shs Boeing Company
35 shs Boeing Company
42 shs Boeing Company
4900 shs Boeing Company
2000 shs Bristol-Meyers Squibb Co
337 shs Brnstol-Meyers Squibb Co
1000 shs Bristol-Meyers Squibb Co.
7 shs British Sky Bdct Spd Adr
34 shs British Sky Bdct Spd Adr
38 shs British Sky Bdct Spd Adr
13 shs British Sky Bdct Spd Adr
34 shs British Sky Bdct Spd Adr
38 shs British Sky Bdct Spd Adr
25 shs British Sky Bdct Spd Adr
20 shs British Sky Bdct Spd Adr
8 shs British Sky Bdct Spd Adr
32 shs British Sky Bdct Spd Adr
217 shs Broadcom Corp Calif CI A
97 shs Canadian National Railway Co.
126 shs Canon Inc
143 shs Caterpillar Inc. Del
146 shs CenturyLink Inc Shs
1250 shs Chesapeake Energy Okla
148 shs Chevron Corp.
62 shs China Life Insurance Co Sp Adr
120 shs Chubb Corp
2000 shs Cisco Systems Inc.
1000 shs Coca-Cola Company
699 shs Coca-Cola Company
1000 shs Coca-Cola Company
1500 shs Coca-Cola Company
334 shs Comcast Corp New CI A
189 shs Comcast Corp New CI A Sp
8000 shs ConocoPhillips
101 shs ConocoPhillips
4000 shs Conoco Phillips
97 shs Consol Energy Inc.
126 shs Costco Wholesale Crp. Del
58 shs Costco Wholesale Corporation
412 shs Danaher Corp Del

86,648.49		
	43,324.25	11,610.00
	7,764.54	8,045.32
	59,165.63	43,762.50
	71,279.69	78,487.50
	11,343.50	12,468.78
	10,107.72	12,295.08
	2,356.95	2,774.95
	662.49	1,226.82
	20,543.88	21,929.76
	487.58	527.52
	2,710.84	2,637.60
	2,925.33	3,165.12
	345,927.75	369,264.00
45,224.96		
	7,620.41	10,982.83
	22,612.48	32,590.00
	308.63	352.73
	1,484.50	1,713.26
	1,677.64	1,914.82
	557.21	655.07
	1,449.90	1,713.26
	1,627.90	1,914.82
	1,213.67	1,259.75
	948.91	1,007.80
	379.98	403.12
	1,537.73	1,612.48
	8,291.55	7,206.57
	7,565.13	8,827.97
	4,525.62	4,940.46
	15,403.03	12,814.02
	5,675.56	5,711.52
	34,543.75	20,775.00
	15,700.40	16,004.72
	2,411.26	3,080.78
	8,133.29	9,038.40
	42,420.00	39,298.80
48,326.05		
	16,887.84	25,338.75
	24,163.03	36,250.00
	47,486.25	54,375.00
	9,925.01	12,478.24
	5,553.77	6,788.88
180,922.86		
	1,760.43	5,856.99
	69,736.72	231,960.00
	3,292.18	3,113.70
	10,474.02	12,439.98
	4,966.67	5,726.34
	22,327.81	23,030.80

130 shs Deere Co
112 shs Diageo Plc Spd Adr New
196 shs Dominion Res Inc New VA
114 shs Dow Chemical Co
3100 shs Duke Energy Corp.
516 shs Duke Energy Corp
4000 shs E I DuPont de Nemours & Company
252 shs E I DuPont de Nemours & Company
2000 shs E I DuPont de Nemours & Company
343 shs EMC Corp
236 shs Eaton Corp
234 shs Ebay Inc.
143 shs Eli Lilly & Co.
209 shs Enbridge Inc
2000 shs Energy Transfer Partners LP
1000 shs Energy Transfer Partners LP
92 shs EQT Corp.
60 shs Expeditors International Wash In.
49 shs Expeditors International Wash In.
103 shs Express Scripts Holding Co.
119 shs Express Scripts Holding Co.
56 shs Express Scripts Holding Co.
203 shs Exxon Mobil Corp.
146 shs Fanuc Ltd-Unsp
74 shs Fanuc Ltd-Unsp
88 shs Fifth Third Bancorp.
232 shs Fifth Third Bancorp.
104 shs FirstEnergy Corp
219 shs Fusion-IO Inc
240 shs Frontier Communications Corp
120 shs Frontier Communications Corp
39 shs F5 Networks Inc
47 shs F5 Networks Inc
2000 shs General Electric Co.
527 shs General Electric Co
1000 shs General Electric Co
114 shs General Mills
85 shs General Dynamics
160 shs Gilead Sciences Inc.
64 shs Goldman Sachs Group Inc.
14 shs Google Inc. CL A
3 shs Google Inc CL A
8 shs Google Inc CL A
4 shs Google Inc. CL A
466 shs Hennes and Mauritz Ab
59 shs Hennes and Mauritz Ab
193 shs Hennes and Mauntz Ab
191 shs Hennes and Mauritz Ab
150 shs Hennes and Mauntz Ab
99 shs Hennes and Mauritz Ab
95 shs Hennes and Mauritz Ab
325 shs Home Depot, Inc.
77 Shs Honeywell Intl Inc. Del
78 shs HSBC Hldg Plc
37 shs HSBC Hldg Plc
87 shs Icici Bank Ltd Spd Adr
22 shs Icici Bank Ltd Spd Adr
22 shs Icici Bank Ltd Spd Adr
103 shs Imperial Tob Grp Sps Adr
4 shs Impenal Tob Grp Sps Adr
13 shs Imperial Tob Grp Sps Adr
37 shs Imperial Tob Grp Sps Adr

	10,508.04	11,234.60
	10,695.29	13,056.96
	9,864.17	10,152.80
	3,941.56	3,685.55
70,576.93		
	35,288.46	32,920.80
191,489.26		
	12,063.82	11,334.58
	95,744.63	89,957.00
	8,565.05	8,677.90
	12,249.72	12,786.48
	8,698.67	11,933.46
	6,658.77	7,052.76
	7,921.01	9,053.88
36,976.00		
	18,488.00	42,930.00
	4,552.16	5,426.16
	2,356.57	2,373.00
	1,942.02	1,937.95
	5,789.11	5,562.00
	6,788.85	6,426.00
	3,184.08	3,024.00
	17,385.81	17,569.65
	4,175.59	4,536.22
	2,119.98	2,299.18
	1,331.62	1,337.60
	3,502.25	3,526.40
	4,655.81	4,343.04
	6,641.96	5,021.67
2,190.32		
	1,095.16	513.60
	3,407.10	3,497.40
	4,439.61	4,566.05
70,072.82		
	18,464.18	11,061.73
	35,036.41	20,990.00
	4,403.18	4,607.88
	6,159.95	5,887.95
	9,214.28	11,752.00
	8,014.72	8,163.84
	9,034.20	9,903.32
	1,879.13	2,122.14
	5,353.70	5,659.04
	2,692.30	2,829.52
	3,369.18	3,220.06
	463.04	407.69
	1,425.60	1,333.63
	1,139.05	1,319.81
	1,115.73	1,036.50
	721.68	684.09
	718.01	656.45
	15,951.00	20,101.25
	4,579.19	4,887.19
	3,437.68	4,139.46
	1,452.83	1,963.59
	3,103.38	3,794.07
	739.62	959.42
	623.89	959.42
	8,255.45	7,981.47
	324.66	309.96
	1,056.54	1,007.37
	2,954.68	2,867.13

20 shs Imperial Tob Grp Sps Adr
7 shs Imperial Tob Grp Sps Adr
249 shs Intel Corp.
61 shs International Business Machines
11 shs Intuitive Surgical, Inc
5 shs Intuitive Surgical, Inc.
206 shs Itau Unibanco Holding
24 shs Itau Unibanco Holding
31 shs Itau Unibanco Holding
95 shs Johnson & Johnson
20 shs Johnson & Johnson
118 shs Johnson Controls Inc
424 shs JP Morgan Chase & Co
75 shs Kimberly Clark
7 shs Komerčni Banka As
2 shs Komerčni Banka As
4 shs Komerčni Banka As
255 shs Las Vegas Sands Corp
56 shs Liberty Global Inc Ser A
21 shs Liberty Global Inc Ser A
14 shs Liberty Global Inc Ser A
18 shs Liberty Global Inc Ser A
7 shs Liberty Global Inc Ser A
166 shs Limited Brands Inc.
211 shs Linde Ag Shs Sp Adr
9 shs Linde Ag Shs Sp Adr
8 shs Linde Ag Shs Sp Adr
41 shs Linde Ag Shs Sp Adr
114 shs Linde Ag Shs Sp Adr
130 shs Linde Ag Shs Sp Adr
38 shs Linde Ag Shs Sp Adr
70 shs Linde Ag Shs Sp Adr
4 shs Linde Ag Shs Sp Adr
60 shs Lorillard Inc
159 shs Marathon Oil Corp
80 shs Marathon Petroleum Corp.
139 shs McDonalds Corp
118 shs McDonalds Corp
186 shs Meadwestvaco Corp
37 shs Mercadolibre Inc
20 shs Mercadolibre Inc.
7 shs Mercadolibre Inc.
177 shs Merck and Co. Inc
266 shs Merck and Co. Inc.
135 shs Michael Kors Holdings Ltd.
657 shs Microsoft Corp.
146 shs Microsoft Corp.
89 shs Monsanto Co. New Del
26 shs Monsanto Co. New Del
67 shs National-Oilwell Varco
5 shs National-Oilwell Varco
56 shs National-Oilwell Varco
137 shs Nextera Energy Inc.
311 shs Nissan Motors Ltd Spn Adr
21 shs Nissan Motors Ltd Spn Adr
70 shs Nissan Motors Ltd Spn Adr
112 shs Nissan Motors Ltd Spn Adr
98 shs Nissan Motors Ltd Spn Adr
134 shs Northeast Utilities
83 shs Northrop Grumman Corp.
416 shs Novacopper Inc.
2500 shs Novagold Resources Inc.

	1,567.22	1,549.80
	514.77	542.43
	6,925.63	5,134.38
	12,523.91	11,684.55
	5,864.24	5,394.07
	2,553.99	2,451.85
	2,712.96	3,390.76
	408.18	395.04
	486.74	510.26
	6,132.60	6,659.50
	1,353.34	1,402.00
	3,758.82	3,619.06
	19,024.83	18,642.90
	5,486.99	6,332.25
	1,294.27	1,474.66
	369.24	421.33
	614.66	842.66
	14,614.76	11,770.80
	2,794.96	3,525.76
	1,153.45	1,322.16
	798.75	881.44
	1,052.54	1,133.28
	436.47	440.72
	7,998.72	7,811.96
	3,642.68	3,732.59
	158.81	159.21
	140.31	141.52
	707.94	725.29
	1,706.40	2,016.66
	2,016.60	2,299.70
	592.75	672.22
	1,216.14	1,238.30
	69.34	70.76
	7,787.40	7,000.20
	5,150.82	4,874.94
	3,504.00	5,040.00
	13,269.42	12,261.19
	10,703.86	10,408.78
	5,047.11	5,927.82
	3,575.31	2,906.35
	1,452.71	1,571.00
	557.93	549.85
	6,691.37	7,246.38
	11,560.81	10,890.04
	6,426.93	6,889.05
	20,889.84	17,548.27
	4,383.29	3,899.62
	6,956.24	8,423.85
	2,075.72	2,460.90
	5,365.35	4,579.45
	375.88	341.75
	4,083.76	3,827.60
	8,271.20	9,479.03
	6,394.16	5,936.99
	417.79	400.89
	1,342.76	1,336.30
	2,141.95	2,138.08
	1,712.53	1,870.82
	4,893.05	5,236.72
	5,025.65	5,609.14
	1,302.08	752.96
	33,210.42	11,275.00

108 shs Occidental Petroleum Corp. Cal
279 shs Oracle Corp
3150 shs Osisko Mining Corp.
90 shs Peabody Energy Corp.
177 shs Pepsico, Inc.
733 shs Pfizer Inc.
170 shs Philip Morris Intl Inc
54 shs Phillips 66
2000 shs Phillips 66
35 shs Posco Spn Adr
73 shs Praxair Inc
34 shs Precision Castparts
20 shs Precision Castparts
9 shs Priceline Com, Inc.
6 shs Priceline Com, Inc.
1000 shs Procter & Gamble Co.
149 shs Procter & Gamble Co.
500 shs Procter & Gamble Co
64 shs Prudential Financial Inc
48 shs Prudential Financial Inc
3560 shs PT Bank Rakyat Indonesia
1725 shs PT Bank Rakyat Indonesia
1989 shs PT Bank Rakyat Indonesia
135 shs Public Svc Enterprise
446 shs Qualcomm Inc
174 shs Raytheon Co Delaware New
400 shs Reckitt Benckiser Gr Adr
207 shs Reckitt Benckiser Gr Adr
39 shs Reckitt Benckiser Gr Adr
141 Red Hat Inc
201 shs Rio Tinto Plc Spnd Adr
7 shs Rio Tinto Plc Spnd Adr
10 shs Rio Tinto Plc Spnd Adr
20 shs Rio Tinto Plc Spnd Adr
42 shs Rio Tinto Plc Spnd Adr
10 shs Rio Tinto Plc Spnd Adr
18 shs Rio Tinto Plc Spnd Adr
142 shs Roche Holdings Ltd Spn Adr
34 shs Roche Holdings Ltd Spn Adr
48 shs Roche Holdings Ltd Spn Adr
42 shs Roche Holdings Ltd Spn Adr
22 shs Roche Holdings Ltd Spn Adr
14 shs Roche Holdings Ltd Spn Adr
22 shs Roche Holdings Ltd Spn Adr
102 shs Rogers Communications B
22 shs Rogers Communications B
63 shs Royal Dutch Shell
49 shs Royal Dutch Shell
23 shs Royal Dutch Shell
17 shs Royal Dutch Shell
24 shs Royal Dutch Shell
83 shs Salesforce Com, Inc.
193 shs Sanofi Adr
16 shs Sanofi Adr
28 shs Sanofi Adr
225 shs Sberbank Spnd Adr
55 shs Sberbank Spnd Adr
75 shs Sberbank Spnd Adr
47 shs Sberbank Spnd Adr
29 shs Sberbank Spnd Adr
46 shs Sberbank Spnd Adr
81 shs Schlumberger Ltd.
1000 shs Schlumberger Ltd.

	10,441.91	8,273.88
	8,805.74	9,296.28
	42,997.34	25,308.68
	2,754.01	2,394.90
	12,384.39	12,112.11
	16,020.08	18,383.13
	14,737.93	14,218.80
	559.57	2,867.40
	20,724.71	106,200.00
	2,877.28	2,875.25
	8,109.57	7,989.85
	5,807.54	6,440.28
	3,552.63	3,788.40
	6,867.33	5,583.51
	3,909.57	3,722.34
62,943.93		
	9,378.65	10,115.61
	31,471.97	33,945.00
	4,032.00	3,413.12
	2,617.81	2,559.84
	2,333.93	2,568.18
	1,275.64	1,244.42
	1,481.81	1,434.86
	4,039.70	4,131.00
	29,514.32	27,589.38
	9,038.48	10,015.44
	4,520.00	5,128.00
	2,460.32	2,653.74
	460.41	499.98
	7,274.47	7,467.36
	10,718.43	11,676.09
	395.34	406.63
	514.00	580.90
	874.10	1,161.80
	1,999.00	2,439.78
	516.99	580.90
	887.64	1,045.62
	6,151.44	7,171.00
	1,338.41	1,717.00
	2,064.59	2,424.00
	1,879.22	2,121.00
	1,058.79	1,111.00
	706.86	707.00
	1,042.84	1,111.00
	3,899.46	4,643.04
	890.94	1,001.44
	4,150.36	4,466.07
	3,250.14	3,473.61
	1,615.23	1,630.47
	1,269.89	1,205.13
	1,684.49	1,701.36
	12,678.25	13,952.30
	7,371.73	9,144.34
	729.05	758.08
	1,218.08	1,326.64
	2,894.74	2,826.00
	547.63	690.80
	901.78	942.00
	558.23	590.32
	347.36	364.24
	504.41	577.76
	6,964.17	5,613.19
	85,977.50	69,298.60

2500 shs Seadrill Ltd
70 shs Semptra Energy
32 shs SMC Corp 6273
4 shs SMC Corp 6273
1500 shs Southern Co
179 shs Southern Co
750 shs Southern Co.
2550 shs Spectra Energy
1275 shs Spectra Energy
128 shs Stanley Black & Decker
55 shs Stanley Black & Decker
204 shs Starbucks Corp.
58 shs Swatch Group Ag Unspsd
31 shs Swatch Group Ag Unspsd
59 shs Swatch Group Ag Unspsd
86 shs Swatch Group Ag Unspsd
70 shs Swatch Group Ag Unspsd
2500 shs Talisman Energy Inc.
9000 shs Teleflex, Inc.
4500 shs Teleflex, Inc.
169 shs Terex Corp Del New
99 shs Terex Corp Del New
187 shs Tesla Mtrs Inc
59 shs Toronto Dominion Bank
19 shs Toronto Dominion Bank
163 shs Total S A. Sp Adr
195 shs Travelers Companies Inc.
142 shs Under Armour Inc.
307 shs Unilever NV NY Reg Shs
148 shs United Techs Corp.
3000 shs United Techs Corp.
260 shs US Bancorp (New)
71 shs VF Corporation
110 shs Valeant Pharmaceuticals
97 shs Veeco Instruments Inc
51 shs Veeco Instruments Inc
16 shs Veeco Instruments Inc.
1000 shs Verizon Communications
330 shs Verizon Communications
176 shs Verizon Communications
65 shs Verizon Communications
500 shs Verizon Communications
69 shs Visa Inc. CL A
77 shs VMware, Inc.
450 shs Vodafone Grop Plc Sp Adr
76 shs Vodafone Grop Plc Sp Adr
119 shs Vodafone Grop Plc Sp Adr
59 shs Vodafone Grop Plc Sp Adr
32 shs Vodafone Grop Plc Sp Adr
42 shs Vodafone Grop Plc Sp Adr
108 shs Wal-Mart Stores, Inc.
9 shs Want Want China-Unspon
6 shs Want Want China-Unspon
5 shs Want Want China-Unspon
8 shs Want Want China-Unspon
19 shs Want Want China-Unspon
89 shs Want Want China-Unspon
500 shs Weatherford Intl Ltd
779 shs Wells Fargo & Co. New Del
284 shs Weyerhaeuser Co.
63 shs Whole Foods Markets Inc.

	84,081.25	92,000.00
	4,075.40	4,965.80
	5,165.77	5,758.64
	641.82	719.83
47,474.55		
	5,665.30	7,662.99
	23,737.28	32,107.50
77,513.67	0.00	0.00
	38,756.83	34,909.50
	9,925.12	9,468.16
	3,623.99	4,068.35
	11,202.41	10,940.52
	1,335.74	1,473.20
	681.78	787.40
	1,269.29	1,498.60
	1,772.67	2,184.40
	1,557.66	1,778.00
	57,581.25	28,325.00
157,781.25	0.00	0.00
	78,890.62	320,895.00
	3,983.80	4,750.59
	2,364.72	2,782.89
	6,306.58	6,333.69
	4,967.80	4,975.47
	1,544.91	1,602.27
	8,773.26	8,477.63
	11,339.97	14,004.90
	7,167.47	6,891.26
	10,297.91	11,758.10
	11,726.78	12,137.48
	237,705.00	246,030.00
	8,150.35	8,304.40
	10,395.82	10,718.87
	5,836.71	6,574.70
	2,921.59	2,860.53
	1,463.62	1,503.99
	487.52	471.84
33,442.06		
	12,442.65	14,279.10
	6,922.85	7,615.52
	2,633.63	2,812.55
	16,721.03	21,635.00
	8,343.60	10,459.02
	8,275.19	7,248.78
	12,422.25	11,335.50
	2,122.51	1,914.44
	3,199.08	2,997.61
	1,586.05	1,486.21
	910.71	806.08
	1,118.70	1,057.98
	6,549.12	7,368.84
	560.64	629.10
	378.98	419.40
	314.70	349.50
	506.37	559.20
	1,215.25	1,328.10
	552.65	559.20
	11,848.75	5,595.00
	26,122.99	26,626.22
	6,155.78	7,900.88
	5,218.04	5,743.08

2000 shs Williams Partners LP
1000 shs Williams Partners LP
151 shs Zurich Insurance Group
35 shs Zurich Insurance Group
43 shs Zurich Insurance Group
40 shs Zurich Insurance Group
39 shs Zurich Insurance Group
73 shs 3M Company
Total Line 10b

Line 10c, Investments-corporate bonds

\$5000 General Electric Co , 5 00%, Feb 1, 2013
\$8000 JP Morgan Chase & Co , 5 125\$, Sep 15, 2014
\$7000 BP Capital Markets, Plc, 3 875%, Mar 10, 2015
\$7000 Walmart Stores Inc , 2 875%, Apr 1, 2015
\$7000 Goldman Sachs Group, Inc , 5 75%, Jan 24, 2022
\$4000 General Electric Cap Corp , 2 95%, May 9, 2016
\$8000 BHP Billiton Fin USA Ltd , 1 625%, Feb 24, 2017
\$7000 AT&T, Inc , 5 5%, Feb 1, 2018
\$4000 Pepsico, Inc , 5.0%, Jun 1, 2018
\$6000 Verizon Communications, 6 35%, Apr 1, 2019
\$7000 Cisco Systems Inc , 4 45%, Jan 15, 2020
\$4000 Citigroup, Inc , 4 5%, Jan 14, 2022
\$4000 Wells Fargo & Company, 3 5%, Mar 8, 2022
\$4000 Anheuser-Busch Inbev, 2 5%, Jul 15, 2022
Total Line 10c

Line 13, Investments-other
Mutual Funds-

6,496 shs Blackrock US Mortgage
13,296 shs Blackrock Commodity
5,895 shs Blackrock Emerging
6,807 shs Blackrock Strategic
17,095 shs Blackrock Hi Yield Bond
13,970 shs Blackrock Global
2,500 shs Central Fund of Canada
1,500 shs DB US Dollar Ind
5,541 shs Global Small Cap Port
1,500 shs Ishares Barclays 1-3 Year
5,000 shs Ishares Gold Trust
2,500 shs Ishares Gold Trust
3,274 shs Ishares MSCI Emerging
2,000 shs Market Vector Jr. Gold
5,746 shs Mid Cap Value Opps
Total Line 13

Line 16, Total assets

39,553 00		
	19,776.50	48,660 00
	3,616 36	4,046 80
	724 09	938 00
	897.91	1,152 40
	1,036 84	1,072 00
	956 48	1,045 20
	6,445 17	6,778 05
\$1,253,560 37	\$3,213,981 81	\$3,744,361 31
	\$5,018 50	\$5,019.05
	8,417 34	8,508 32
	7,392 83	7,457 45
	7,323 03	7,354 27
	7,675 79	8,275 47
	4,158 22	4,213 48
	7,961 36	8,180.64
	8,075 00	8,339 03
	4,583 72	4,744 20
	7,196 21	7,582 68
	7,854 07	8,116 99
	4,028 29	4,462 80
	4,332 87	4,266 60
	4,025 07	4,025 04
	\$88,042 30	\$90,546 02
	\$66,324 16	\$66,973 76
	140,865 88	134,954 40
	63,135 45	62,133 30
	66,504 39	68,750 70
	132,315.30	138,298 55
	274,510 50	277,025 10
	48,125 00	52,575 00
	40,604 63	40,815 00
	69,594 96	70,813 98
	126,037 50	126,630 00
\$44,313 00		
	22,156 50	40,698 00
	139,604 69	145,201 90
	71,980 00	39,580 00
	69,871 36	70,790 72
\$44,313 00	\$1,331,630 32	\$1,335,240 41
\$2,077,447 28	\$5,158,680 16	\$5,699,006 05

****Net Assets or Fund Balances**

Line 27, Capital stock or trust principal

\$2,077,447.28

\$5,158,680.16

Line 30, Total net assets or fund balances

\$2,077,447.28

\$5,158,680.16

Line 31, Total liabilities and net assets/fund balances

\$2,077,447.28

\$5,158,680.16

Part III Analysis of Changes in Net Assets of Fund Balances

1 Total net assets of fund balances at beginning of year

\$2,077,447.28

2 Enter amount from Part I, line 27a

3,091,895.38

3 Other increases not included in line 2

4 Add lines 1, 2 and 3

5,169,342.66

5 Decreases not included in line 2, (amortization of bond premiums)

(10,662.50)

6 Total net assets or fund balances at end of year - Part II, column (b),
line 31

\$5,158,680.16

Part V

Line 1 - Enter the appropriate amount in each column for each year

(a)

Base period years

Tax year beginning in

2011

Adjusted qualifying
distributions

\$128,485.00

2010

112,769.00

2009

125,463.00

2008

8,464.00

2007

114,805.00

(c)

Net value of non
charitable-use assets

\$2,992,343.00

2,602,228.00

2,284,222.00

2,823,556.00

3,047,530.00

(d)

Distribution ratio
(col. (b) / col. (c))

0.042938

0.043336

0.054926

0.002998

0.037671

Line 2 - Total of line 1, column (d)

0.181869

Line 3 - Average distribution ratio for the number of years the foundation
has been in existence

0.036374

Line 4 - Enter the net value of noncharitable-use assets for
from 2012 Part X, line 5

\$5,692,214.28

Line 5 - line 4 x line 3

207,048.60

Line 6 - Enter 1% of Net investment income

506,009.00

5,060.09

Line 7 - line 5 + line 6

212,108.69

Line 8 - Enter qualifying distributions from Part XII, line 4

\$304,701.00

Part VI

Line 1b - Domestic organizations that meet the section 4940(e) requirements in Part V, enter 1%
of Part I, line 27b

\$5,060.09

Line 7-Total credits and payments

0.00

Line 9-Tax due

5,060.09

Part VII-A

Line 10 - No persons became substantial contributors during the tax year. The foundation's creator passed away on January 15, 2011. In accordance with the terms of his Supplemental Trust, a charitable gift to the Foundation was made on January 13, 2012, as reflected on Line 1 of Part I.

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

(a) Name and address	(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
William E Spruance 900 N E 18th Ave , #1105 Ft Lauderdale, FL 33304	President	-0-	-0-	-0-
Thomas W Spruance 27 Selbourne Drive Centreville, DE 19807	Vice President	-0-	-0-	-0-

Part X-Minimum Investment Return

Line 1 - Fair market value of assets not used directly in carrying out charitable, etc., purposes:

a Average monthly fair market value of securities -

	Total FMV
January	\$5,014,263.33
February	5,118,910.58
March	5,380,830.14
April	5,372,663.21
May	4,979,822.54
June	5,169,709.54
July	5,221,696.75
August	5,262,737.43
September	5,373,596.72
October	5,234,066.26
November	5,246,485.25
December	5,283,139.13
(62,657,920.88 / 12) =	\$5,221,493.41

b Average monthly cash balances

	Total FMV
January	\$781,032.86
February	810,494.66
March	511,710.56
April	494,015.19
May	512,206.83
June	511,059.00
July	521,703.78
August	536,708.30
September	546,225.53
October	507,872.24
November	538,277.45
December	417,545.73
(6,688,852.13 / 12) =	557,404.34

c Fair market value of all other assets

d Total \$5,778,897.75

Line 2 - Acquisition indebtedness applicable to line 1 assets 0.00

Line 3 - line 1d - line 2 5,778,897.75

Line 4 - Cash deemed held for charitable activities @ 1.5% 86,683.47

Line 5 - Net value of noncharitable-use assets 5,692,214.28

Line 6 - Minimum investment return - line 5 @ 5% \$284,610.71

Part XI-Distributable Amount

Line 1 - Minimum investment return from Part X, line 6		\$284,610.71
Line 2 -		
a Tax on investment income for 2012 from Part VI, line 5	5,060.09	
b Income tax for 2012	0.00	
c Line 2a + line 2b		5,060.09
Line 3 - Distributable amount before adjustments		\$279,550.62
Line 7 - Distributable amount as adjusted		\$279,550.62

Part XII-Qualifying Distributions

Line 4 - Qualifying distributions	\$304,701.00
Line 5 - Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income - enter 1% of Part I, line 27b	\$5,060.09
Line 6 - Adjusted qualifying distributions	\$299,640.91

Part XIII-Undistributed Income		Years prior to		
	(a) Corpus	(b) 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				279,550 62
2 Undistributed income, if any, as of 2012			\$145,045.00	
2b Undistributed income, prior years				
3 Excess distributions carryover				
4 Qualifying distributions for 2012 from Part XII, line 4	304,701.00			
4a Applied to 2011			145,045.00	
4b Applied to prior years				
4c Treated as distributions of corpus				
4d Applied to 2012 distributable amount				159,656 00
4e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012				
6a Enter the net total of corpus				
6f Undistributed income for 2012				119,894 62
9 Excess distributions carryover to 2013				

Part XV		Supplementary Information		
3 Grants and Contributions Paid Durng the Year or Approved for Future Payment				
Recipient Name and address	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
University of Tampa 401 West Kennedy Boulevard Tampa, FL 33606	N/A	Public	A grant to public charity for scholarship purposes	\$50,000 00
University of Tampa 401 West Kennedy Boulevard Tampa, FL 33606	N/A	Public	A grant to public charity for Education Department	22,590 00
University of Tampa 401 West Kennedy Boulevard Tampa, FL 33606	N/A	Public	A grant to public charity for Career Center	20,000 00
Tampa General Hospital Foundation P O. Box 1289 Tampa, FL 33601-1289	N/A	Public	A grant to public charity for transplant fund	20,000 00
Yellowstone Park Foundation 222 East Main Street, Ste 301 Bozeman, MT 59715	N/A	Public	A grant to public charity for conservation purposes	20,000 00
Jack Creek Preserve Foundation P O. Box 160925 Big Sky, MT 59716	N/A	Public	A grant to public charity for education and camp services	16,000 00
Family Legacy Mission International 5005 W Royal Lane, Ste. 252 Irving, TX 75063	N/A	Public	A grant to public charity for religious purposes	20,000 00
Dallas Opera 2403 Flora St , Ste 500 Dallas, TX 75201	N/A	Public	A grant to public charity for promotion of opera	10,000 00
Dallas Children's Advocacy Center 5351 Samuell Blvd. Dallas, TX 75228	N/A	Public	A grant to public charity for protection of children	10,000 00
Dallas Symphony Association 2301 Flora St. Dallas, TX 75201	N/A	Public	A grant to public charity for promotion of the symphony	5,000 00
Zoological Society of Florida 12400SW a52nd St. Miami, FL 33177	N/A	Public	A grant to public charity for conservation	8,000 00
Henderson Behavioral Health 4740 N. State Rd., Ste 201 Laud Lakes, FL 33319-5839	N/A	Public	A grant to public charity for health related issues	8,000 00
Pinion, Inc. 100 SE 3rd Ave., Ste 2700 Ft. Lauderdale, FL 33394	N/A	Public	A grant to public charity for fundraising for Special Olympics	8,000 00
Calvary Chapel of Ft. Lauderdale 2401 W Cypress Creek Road Ft. Lauderdale, FL 33309	N/A	Public	A grant to public charity for religious purposes	8,000.00

National Chrstian Foundation
 11625 Rainwater Dr., Ste 500
 Alparetta, GA 30009

N/A	Public	A grant to public charity for religious purposes	45,000 00
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Lake Region Audubon Society
 115 Lameraux Road
 Winter Haven, FL 33884

N/A	Public	A grant to public charity for conservation	6,000 00
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Embry-Riddle Aeronautical Univ.
 600 S Clyde Morris Blvd.
 Daytona Beach, Florida 32114-3900

N/A	Public	A grant to public charity for educational purposes	8,000 00
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Total			\$284,590 00
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