Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation	A Employer identification number
THE MICHELE & AGNESE CESTONE FOUNDATION, INC C/O BRUCE BICKEL, PNC PRIVATE FOUNDA	52-1720903
Number and street (or P O box number if mail is not delivered to street address): 1 PNC PLAZA 249 5TH AVENUE — Room/suite: 3RD F	B Telephone number (412)762-3502
City or town, state, and ZIP code: PITTSBURGH, PA 15222	C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 17,615,368.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,231,608.	1,224,779.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<202,885.>			
b Gross sales price for all assets on line 6a 2,924,349.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income		23,339.		STATEMENT 1
12 **Total.** Add lines 1 through 11	1,028,723.	1,248,118.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	75,000.	0.		75,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees STMT 2	71,151.	39,105.		32,046.
17 Interest	58.	385.		0.
18 Taxes STMT 3		3,259.		
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 4	9,494.	12,922.		8,427.
24 **Total operating and administrative expenses.** Add lines 13 through 23	155,703.	55,671.		115,473.
25 Contributions, gifts, grants paid	874,000.			874,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	1,029,703.	55,671.		989,473.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<980.>			
b **Net investment income** (if negative, enter -0-)		1,192,447.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

				Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets		1	Cash - non-interest-bearing			
		2	Savings and temporary cash investments	634,415.	322,237.	322,237.
		3	Accounts receivable ▶			
			Less: allowance for doubtful accounts ▶			
		4	Pledges receivable ▶			
			Less: allowance for doubtful accounts ▶			
		5	Grants receivable			
		6	Receivables due from officers, directors, trustees, and other disqualified persons			
		7	Other notes and loans receivable ▶			
			Less: allowance for doubtful accounts ▶			
		8	Inventories for sale or use			
		9	Prepaid expenses and deferred charges			
		10a	Investments - U.S. and state government obligations			
		b	Investments - corporate stock STMT 5	3,659,842.	3,782,762.	4,393,026.
		c	Investments - corporate bonds STMT 6	3,881,126.	3,034,620.	3,196,464.
		11	Investments - land, buildings, and equipment basis ▶			
			Less accumulated depreciation ▶			
		12	Investments - mortgage loans			
		13	Investments - other STMT 7	8,735,292.	9,770,076.	9,703,641.
		14	Land, buildings, and equipment: basis ▶			
			Less accumulated depreciation ▶			
		15	Other assets (describe ▶)			
		16	**Total assets** (to be completed by all filers)	16,910,675.	16,909,695.	17,615,368.
Liabilities		17	Accounts payable and accrued expenses	50,000.	50,000.	
		18	Grants payable			
		19	Deferred revenue			
		20	Loans from officers, directors, trustees, and other disqualified persons			
		21	Mortgages and other notes payable			
		22	Other liabilities (describe ▶)			
		23	**Total liabilities** (add lines 17 through 22)	50,000.	50,000.	
Net Assets or Fund Balances			**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
		24	Unrestricted			
		25	Temporarily restricted			
		26	Permanently restricted			
			Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
		27	Capital stock, trust principal, or current funds	16,860,675.	16,859,695.	
		28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
		29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
		30	**Total net assets or fund balances**	16,860,675.	16,859,695.	
		31	**Total liabilities and net assets/fund balances**	16,910,675.	16,909,695.	

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	16,860,675.
2	Enter amount from Part I, line 27a	2	<980.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	16,859,695.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,859,695.

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	US TRUST - SEE STMT 9	P		
b	US TRUST - CGD	P		
c	MORGAN STANLEY - SALE OF IRONWOOD	P		
d	FLOWTHROUGH FROM PARTNERSHIPS	P		
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,966,085.		2,949,497.	16,588.
b	21,863.			21,863.
c	3,414.		283,668.	<280,254.>
d	<67,013.>			<67,013.>
e				

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				16,588.
b				21,863.
c				<280,254.>
d				<67,013.>
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	<308,816.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,031,069.	17,167,644.	.060059
2010	532,270.	16,920,936.	.031456
2009	615,658.	16,233,752.	.037925
2008	1,280,331.	17,757,667.	.072100
2007	940,682.	15,858,276.	.059318

2	Total of line 1, column (d)	2	.260858
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	.052172
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	17,097,175.
5	Multiply line 4 by line 3	5	891,994.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,924.
7	Add lines 5 and 6	7	903,918.
8	Enter qualifying distributions from Part XII, line 4	8	989,473.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	11,924.
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	11,924.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	11,924.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,134.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	38,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	44,134.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	32,210.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	32,210.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BRUCE BICKEL Telephone no. ▶ (412)762-3502

Located at ▶ PNC PRIVATE FOUNDATION MANAGEMENT, PITTSBURGH, PA ZIP+4 ▶ 15222

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | No: X

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHELE J. CESTONE WEST ORANGE, NJ 07052	TRUSTEE & PRESIDENT 35.00	75,000.	0.	0.
MARIA A. CESTONE, ESQUIRE WEST ORANGE, NJ 07052	TRUSTEE & SECRETARY 1.00	0.	0.	0.
PANDORA THOMPSON, ESQUIRE WESTFIELD, NJ 07090	TRUSTEE & VICE-PRESIDENT 1.00	0.	0.	0.
ALBERT ALVARADO HILLSIDE, NJ 07205	TRUSTEE & TREASURER 1.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NOT APPLICABLE		0.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NOT APPLICABLE	0.
2	
All other program-related investments. See instructions.	
3 NOT APPLICABLE	0.
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	17,330,600.
b	Average of monthly cash balances	1b	26,938.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	17,357,538.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,357,538.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	260,363.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,097,175.
6	**Minimum investment return.** Enter 5% of line 5	6	854,859.

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	854,859.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 11,924.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	11,924.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	842,935.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	842,935.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	842,935.

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	989,473.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	989,473.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	11,924.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	977,549.

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				842,935.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011 166,769.				
f **Total** of lines 3a through e	166,769.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 989,473.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				842,935.
e Remaining amount distributed out of corpus	146,538.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	313,307.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	313,307.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 166,769.				
e Excess from 2012 146,538.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

Check here ▶ ☐ 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:

SEE STATEMENT 8

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 11				874,000.
Total			▶ 3a	874,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,231,608.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900003	<4,454.>	01	4,454.	
8 Gain or (loss) from sales of assets other than inventory	900003	2.	18	<202,887.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<4,452.>		1,033,175.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,028,723.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

[signature] 11/13/13 PRESIDENT

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
MICHAEL M. COMSTOCK	M. M. C[signature], CPA	11/11/13		P00474378
Firm's name ▶ SISTERSON & CO. LLP			Firm's EIN ▶ 25-1467156	
Firm's address ▶ 310 GRANT STREET SUITE 2100 PITTSBURGH, PA 15219			Phone no. 412-281-2025	

FORM 990-PF — OTHER INCOME — STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISC. INVESTMENT INCOME	0.	23,339.	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	23,339.	

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
US TRUST BANK FEES	39,105.	39,105.		0.
US TRUST MANAGEMENT FEES	32,046.	0.		32,046.
TO FORM 990-PF, PG 1, LN 16C	71,151.	39,105.		32,046.

FORM 990-PF — TAXES — STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
US TRUST FOREIGN TAXES	0.	3,259.		0.
TO FORM 990-PF, PG 1, LN 18	0.	3,259.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE & INTERNET	1,467.	0.		1,467.
TAX PREP FEES	6,930.	0.		6,930.
NJ FEES	30.	0.		30.
PNC MISCELLENEOUS EXPENSE	666.	666.		0.
ACCOUNT MAINTENANCE FEE - MORGAN STANLEY	95.	95.		0.

US TRUST INVESTMENT EXPENSE	0.	2,383.		0.
MISCELLANEOUS EXPENSE	306.	0.		0.
OTHER INCOME/(LOSS) FROM PARTNERSHIPS	0.	6,619.		0.
OTHER EXPENSE FROM PARTNERHIPS	0.	3,159.		0.
TO FORM 990-PF, PG 1, LN 23	9,494.	12,922.		8,427.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
US TRUST - (SEE STMT. 10)	3,782,762.	4,393,026.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,782,762.	4,393,026.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
US TRUST - (SEE STMT. 10)	3,034,620.	3,196,464.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,034,620.	3,196,464.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MACVEST	COST	7,738,039.	7,738,039.
FOUNDVEST	COST	877,200.	877,200.
ULITITEK	COST	12,224.	0.
US TRUST - OTHER ASSETS (SEE STMT #10)	COST	248,125.	276,746.
US TRUST HEDGE FUNDS (SEE STMT #10)	COST	380,730.	304,418.
US TRUST PRIVATE EQUITY (SEE STMT #10)	COST	67,700.	61,180.
WORLDVIEW, LLC	COST	400,000.	400,000.
WORLDVIEW - NOTE RECEIVABLE	COST	21,058.	21,058.
ACP POWER & ENERGY REAL ASSET FUND - B	COST	25,000.	25,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,770,076.	9,703,641.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 8
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

PNC WEALTH MANAGEMENT - ATTENTION: BRUCE BICKEL 1 PNC PLAZA (3RD FLOOR)
249 5TH AVENUE
PITTSBURGH, PA 15222

TELEPHONE NUMBER

(412) 762-3502

FORM AND CONTENT OF APPLICATIONS

LETTER WITH HISTORY AND TAX EXEMPT STATUS

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

CARE & WELFARE OF ANIMALS

Proceeds From Broker Transactions

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
GENERAL ELECTRIC CO	GE	369604103	200	05/26/11	01/05/12	$3,660.93	$3,841.84	$-180.91
GENERAL ELECTRIC CO	GE	369604103	200	05/11/11	01/05/12	$3,660.93	$4,047.00	$-386.07
CONOCOPHILLIPS	COP	20825C104	100	05/26/11	01/05/12	$7,294.35	$7,242.50	$51.85
CHUBB CORP	CB	171232101	100	10/12/11	01/05/12	$6,903.37	$6,223.80	$679.57
TRAVELERS COS INC	TRV	89417E109	100	01/12/11	01/05/12	$5,846.39	$5,409.50	$436.89
PHILIP MORRIS INTL INC	PM	718172109	200	10/12/11	01/05/12	$15,644.69	$13,264.94	$2,379.75
CHEVRONTEXACO CORP	CVX	166764100	100	10/12/11	01/05/12	$10,845.29	$9,794.50	$1,050.79
NUCOR CORP	NUE	670346105	200	05/11/11	01/05/12	$8,062.96	$8,902.88	$-839.92
HOME DEPOT INC	HD	437076102	200	10/12/11	01/05/12	$8,538.17	$6,997.86	$1,540.31
UNITED PARCEL SVC INC CL B	UPS	911312106	100	05/26/11	01/05/12	$7,228.36	$7,282.50	$-54.14
HOME DEPOT INC	HD	437076102	100	05/11/11	01/05/12	$4,269.09	$3,719.50	$549.59
ABBOTT LABS	ABT	002824100	100	10/12/11	01/05/12	$5,641.39	$5,284.50	$356.89
BB & T CORP	BBT	054937107	300	02/08/11	01/05/12	$7,780.86	$8,692.50	$-911.64
PFIZER INC	PFE	717081103	400	10/12/11	01/05/12	$8,569.83	$7,570.00	$999.83
PHILIP MORRIS INTL INC	PM	718172109	100	10/12/11	01/26/12	$7,697.35	$6,632.47	$1,064.88
MICROSOFT CORP	MSFT	594918104	100	01/05/12	01/26/12	$2,958.44	$2,742.50	$215.94
MICROSOFT CORP	MSFT	594918104	100	02/08/11	01/26/12	$2,958.44	$2,820.50	$137.94
PAYCHEX INC	PAYX	704326107	200	10/12/11	01/26/12	$6,512.87	$5,664.96	$847.91
NUCOR CORP	NUE	670346105	100	05/11/11	01/26/12	$4,404.41	$4,451.44	$-47.03

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acqusition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
INTEL CORP	INTC	458140100	300	10/12/11	01/26/12	$8,077.34	$6,955.41	$1,121.93
BB & T CORP	BBT	054937107	200	02/08/11	01/26/12	$5,560.89	$5,795.00	$-234.11
AVON PRODUCTS INC	AVP	054303102	700	01/05/12	01/26/12	$12,932.25	$12,187.28	$744.97
AVON PRODUCTS INC	AVP	054303102	1600	09/15/11	01/26/12	$29,559.44	$34,776.32	$-5,216.88
AVON PRODUCTS INC	AVP	054303102	500	10/12/11	01/26/12	$9,237.32	$10,967.45	$-1,730.13
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	10/12/11	01/31/12	$33.32	$32.10	$1.22
AMERICAN ELECTRIC POWER INC	AEP	025537101	1200	05/26/11	02/02/12	$47,417.09	$46,088.64	$1,328.45
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	10/12/11	02/29/12	$33.04	$32.43	$0.61
PRUDENTIAL SHORT-TERM CORPORA	PIFZ X	74441R508	4336.51	01/05/12	03/12/12	$50,000.00	$49,349.52	$650.48
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	10/12/11	03/30/12	$34.86	$34.95	$-0.09
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	10/12/11	04/30/12	$32.98	$33.28	$-0.30
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	10/12/11	05/31/12	$33.23	$34.79	$-1.56
TRAVELERS COS INC	TRV	89417E109	100	10/12/11	06/29/12	$6,373.36	$5,128.93	$1,244.43
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	10/12/11	06/29/12	$31.59	$33.27	$-1.68
PHILLIPS 65	PSX	718546104	200	10/12/11	06/29/12	$6,599.01	$6,230.79	$368.22
VERIZON COMMUNICATIONS	VZ	92343V104	200	01/05/12	06/29/12	$8,920.80	$7,761.00	$1,159.80
PHILLIPS 65	PSX	718546104	50	01/26/12	06/29/12	$1,649.75	$1,612.52	$37.23
PAYCHEX INC	PAYX	704326107	200	10/12/11	06/29/12	$6,296.86	$5,664.96	$631.90
AT&T INC	T	00206R102	300	10/12/11	06/29/12	$10,681.68	$8,713.50	$1,968.18
ABBOTT LABS	ABT	002824100	100	01/26/12	06/29/12	$6,376.36	$5,540.50	$835.86
ABBOTT LABS	ABT	002824100	100	10/12/11	06/29/12	$6,376.35	$5,284.50	$1,091.85
COCA COLA	KO	191216100	200	01/05/12	06/29/12	$15,578.65	$13,940.96	$1,637.69
HOME DEPOT INC	HD	437076102	100	10/12/11	06/29/12	$5,271.38	$3,498.93	$1,772.45
HOME DEPOT INC	HD	437076102	100	09/15/11	06/29/12	$5,271.38	$3,386.50	$1,884.88
KIMBERLY CLARK CORP	KMB	494368103	100	01/05/12	06/29/12	$8,330.31	$7,262.50	$1,067.81
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	10/12/11	07/31/12	$32.71	$34.45	$-1.74
PRUDENTIAL SHORT-TERM CORPORA	PIFZ X	74441R508	8643.04	01/05/12	08/22/12	$100,000.00	$98,357.82	$1,642.18
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	10/12/11	08/31/12	$32.83	$32.43	$0.40

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
GENERAL ELECTRIC CO	GE	369604103	200	10/12/11	09/19/12	$4,452.90	$3,293 00	$1,159.90
LOCKHEED MARTIN CORP	LMT	539830109	190	10/12/11	09/19/12	$17,421.65	$14,525.98	$2,895.67
AT&T INC	T	00206R102	400	10/12/11	09/19/12	$15,025 66	$11,618.00	$3,407.66
PRUDENTIAL SHORT-TERM CORPORA	PIFZ X	74441R508	21514.63	01/05/12	09/26/12	$250,000 00	$244,836.49	$5,163.51
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	10/12/11	09/28/12	$33.57	$31.59	$1.98
KRAFT FOODS GROUP INC	KRFT	50076Q106	0.67	06/29/12	10/30/12	$30.61	$26.79	$3.82

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
UNITED STATES TREAS NTS	UNIT18	912828HZ6	111000	11/12/08	01/05/12	$129,071.75	$118,543.00	$10,528.75
UNITED STATES TREAS NTS	UNIT15	912828DM9	115000	09/08/09	01/05/12	$127,622.66	$122,701.00	$4,921.66
ARTISAN EMERGING MKTS FUND	ARTZ X	04314H832	12943.79	06/15/10	01/05/12	$151,442.31	$175,000.00	$-23,557.69
UNITED STATES TREAS NT	UNIT18	912828JR2	272000	06/09/09	01/05/12	$315,136.41	$277,068.00	$38,068 41
UNITED OVERSEAS BANK,LTD	UOB SP	6916781#3	1250	08/19/10	01/06/12	$14,877.27	$17,374.36	$-2,497.09
PHILIP MORRIS INTL INC	PM	718172109	100	01/12/11	01/26/12	$7,697.35	$5,627.50	$2,069.85
LINEAR TECHNOLOGY CORP	LLTC	535678106	100	07/26/10	01/26/12	$3,343.43	$3,216.50	$126.93
DIAGEO CAPTIAL PLC		25243YAK5	25000	10/23/07	01/30/12	$25,000.00	$25,287.00	$-287.00
FEDERAL NATL MTG ASSN	FN3930071	31412NJQ0	407.34	10/21/08	01/31/12	$407.34	$446.84	$-39.50
FEDERAL NATL MTG ASSN	FN3995018	31416BK72	138.17	05/12/09	01/31/12	$138.17	$149.81	$-11.64
FEDERAL NATL MTG ASSN	FN3995069	31416BMS4	1002.22	11/05/08	01/31/12	$1,002.22	$1,088.19	$-85.97
FEDERAL NATL MTG ASSN	FN3916916	31411WVH7	1136.72	12/08/08	01/31/12	$1,136.72	$1,334.59	$-197.87
FEDERAL NATL MTG ASSN	FN3889982	31410KXK5	503.85	04/15/09	01/31/12	$503.85	$543.62	$-39.77
FEDERAL NATL MTG ASSN	FN3889697	31410KNN0	1499.97	10/21/08	01/31/12	$1,499.97	$1,731.94	$-231.97
FED NATL MTG ASSN	FN3889579	31410KJY1	3041.96	10/14/08	01/31/12	$3,041.96	$3,630.12	$-588.16
FEDERAL NATIONAL MORTGAGE	FN3745275	31403C6L0	570.99	04/15/09	01/31/12	$570.99	$603.11	$-32.12

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FEDERAL NATL MTG ASSN	FN3735580	31402RFV6	1751.08	05/16/08	01/31/12	$1,751.08	$1,751.08	$0.00
FEDERAL NATL MTG ASSN	FN3995876	31416CJV9	614.5	07/13/09	01/31/12	$614.50	$770.99	$-156.49
FEDERAL HOME LN MTG CORP	FH5000000	3128M5ED8	2321.76	01/01/51	01/31/12	$2,321.76	$2,453.78	$-132.02
FEDERAL NATL MTG ASSN	FN3190391	31368HNG4	383.04	04/15/09	01/31/12	$383.04	$460.01	$-76.97
FEDERAL HOME LN MTG CORP	FH5000000	3128M5ED8	2656.93	01/01/51	02/29/12	$2,656.93	$2,808.01	$-151.08
FEDERAL NATL MTG ASSN	FN3190391	31368HNG4	463.85	04/15/09	02/29/12	$463.85	$557.06	$-93.21
FEDERAL NATL MTG ASSN	FN3735580	31402RFV6	1999.19	05/16/08	02/29/12	$1,999.19	$1,999.19	$0.00
FEDERAL NATIONAL MORTGAGE	FN3745275	31403C6L0	617.69	04/15/09	02/29/12	$617.69	$652.44	$-34.75
FED NATL MTG ASSN	FN3889579	31410KJY1	3550.27	10/14/08	02/29/12	$3,550.27	$4,236.71	$-686.44
FEDERAL NATL MTG ASSN	FN3995876	31416CJV9	710.3	07/13/09	02/29/12	$710.30	$891.19	$-180.89
FEDERAL NATL MTG ASSN	FN3889982	31410KXK5	586.01	04/15/09	02/29/12	$586.01	$632.27	$-46.26
FEDERAL NATL MTG ASSN	FN3916916	31411WVH7	562.51	12/08/08	02/29/12	$562.51	$660.43	$-97.92
FEDERAL NATL MTG ASSN	FN3930071	31412NJQ0	958.85	10/21/08	02/29/12	$958.85	$1,051.83	$-92.98
FEDERAL NATL MTG ASSN	FN3995018	31416BK72	169.5	05/12/09	02/29/12	$169.50	$183.78	$-14.28
FEDERAL NATL MTG ASSN	FN3995069	31416BMS4	1419.24	11/05/08	02/29/12	$1,419.24	$1,540.98	$-121.74
FEDERAL NATL MTG ASSN	FN3889697	31410KNN0	1490.56	10/21/08	02/29/12	$1,490.56	$1,721.07	$-230.51
FIDELITY ADVISOR FLOATING RATE	FFRI X	315807552	15094.76	01/26/11	03/12/12	$147,777.70	$149,287.17	$-1,509.47
PIMCO COMMODITY REALRETURN ST	PCRI X	722005667	3607.5	09/27/10	03/12/12	$25,000.00	$29,473.31	$-4,473.31
FEDERAL NATL MTG ASSN	FN3735580	31402RFV6	2014.77	05/16/08	03/31/12	$2,014.77	$2,014.77	$0.00
FEDERAL NATIONAL MORTGAGE	FN3745275	31403C6L0	638.63	04/15/09	03/31/12	$638.63	$674.56	$-35.93
FEDERAL NATL MTG ASSN	FN3995876	31416CJV9	761.57	07/13/09	03/31/12	$761.57	$955.52	$-193.95
FEDERAL NATL MTG ASSN	FN3889697	31410KNN0	1317.56	10/21/08	03/31/12	$1,317.56	$1,521.32	$-203.76
FEDERAL NATL MTG ASSN	FN3889982	31410KXK5	558.37	04/15/09	03/31/12	$558.37	$602.44	$-44.07
FEDERAL NATL MTG ASSN	FN3916916	31411WVH7	2631.01	12/08/08	03/31/12	$2,631.01	$3,088.99	$-457.98
FEDERAL NATL MTG ASSN	FN3930071	31412NJQ0	1577.92	10/21/08	03/31/12	$1,577.92	$1,730.92	$-153.00
FEDERAL NATL MTG ASSN	FN3995018	31416BK72	177.18	05/12/09	03/31/12	$177.18	$192.11	$-14.93
FEDERAL NATL MTG ASSN	FN3995069	31416BMS4	1413.55	11/05/08	03/31/12	$1,413.55	$1,534.80	$-121.25
FEDERAL NATL MTG ASSN	FN3190391	31368HNG4	530.39	04/15/09	03/31/12	$530.39	$636.97	$-106.58

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FEDERAL HOME LN MTG CORP	FH5000000	3128M5ED8	3189.08	01/01/51	03/31/12	$3,189.08	$3,370.41	$-181.33
FED NATL MTG ASSN	FN3889579	31410KJY1	3755.59	10/14/08	03/31/12	$3,755.59	$4,481.73	$-726.14
PIMCO COMMODITY REALRETURN ST	PCRI X	722005667	22786.46	06/15/10	04/09/12	$151,985.68	$175,000.00	$-23,014.32
PIMCO COMMODITY REALRETURN ST	PCRI X	722005667	7408.41	09/27/10	04/09/12	$49,414.08	$60,526.69	$-11,112.61
PIMCO COMMODITY REALRETURN ST	PCRI X	722005667	10000	06/21/10	04/09/12	$66,700.00	$75,000.00	$-8,300.00
FEDERAL NATIONAL MORTGAGE	FN3745275	31403C6L0	615.01	04/15/09	04/30/12	$615.01	$649.61	$-34.60
FEDERAL NATL MTG ASSN	FN3995876	31416CJV9	659.4	07/13/09	04/30/12	$659.40	$827.33	$-167.93
FEDERAL NATL MTG ASSN	FN3889697	31410KNN0	1862.54	10/21/08	04/30/12	$1,862.54	$2,150.58	$-288.04
FEDERAL NATL MTG ASSN	FN3889982	31410KXK5	632.3	04/15/09	04/30/12	$632.30	$682.21	$-49.91
FEDERAL NATL MTG ASSN	FN3916916	31411WVH7	76.17	12/08/08	04/30/12	$76.17	$89.43	$-13.26
FEDERAL NATL MTG ASSN	FN3930071	31412NJQ0	1767.99	10/21/08	04/30/12	$1,767.99	$1,939.43	$-171.44
FEDERAL NATL MTG ASSN	FN3995018	31416BK72	185.89	05/12/09	04/30/12	$185.89	$201.55	$-15.66
FEDERAL NATL MTG ASSN	FN3995069	31416BMS4	1475.87	11/05/08	04/30/12	$1,475.87	$1,602.46	$-126.59
FEDERAL NATL MTG ASSN	FN3735580	31402RFV6	1818.26	05/16/08	04/30/12	$1,818.26	$1,818.26	$0.00
FEDERAL NATL MTG ASSN	FN3190391	31368HNG4	564.39	04/15/09	04/30/12	$564.39	$677.81	$-113.42
FEDERAL HOME LN MTG CORP	FH5000000	3128M5ED8	3211.42	01/01/51	04/30/12	$3,211.42	$3,394.02	$-182.60
FED NATL MTG ASSN	FN3889579	31410KJY1	4102.98	10/14/08	04/30/12	$4,102.98	$4,896.29	$-793.31
THORNBURG INVT TR INTL VALUE F	TGVI X	885215566	5468.61	06/23/10	05/03/12	$147,925.95	$133,652.87	$14,273.08
THORNBURG INVT TR INTL VALUE F	TGVI X	885215566	2158.9	07/02/10	05/03/12	$58,398.11	$50,000.00	$8,398.11
FEDERAL NATL MTG ASSN	FN3735580	31402RFV6	1947.22	05/16/08	05/31/12	$1,947.22	$1,947.22	$0.00
FEDERAL NATIONAL MORTGAGE	FN3745275	31403C6L0	695.84	04/15/09	05/31/12	$695.84	$734.99	$-39.15
FEDERAL NATL MTG ASSN	FN3995876	31416CJV9	876.57	07/13/09	05/31/12	$876.57	$1,099.80	$-223.23
FEDERAL NATL MTG ASSN	FN3889697	31410KNN0	1858.79	10/21/08	05/31/12	$1,858.79	$2,146.25	$-287.46
FEDERAL NATL MTG ASSN	FN3889982	31410KXK5	698.84	04/15/09	05/31/12	$698.84	$754.00	$-55.16
FEDERAL NATL MTG ASSN	FN3916916	31411WVH7	1612.08	12/08/08	05/31/12	$1,612.08	$1,892.69	$-280.61
FEDERAL NATL MTG ASSN	FN3930071	31412NJQ0	782.41	10/21/08	05/31/12	$782.41	$858.28	$-75.87
FEDERAL NATL MTG ASSN	FN3995018	31416BK72	212.45	05/12/09	05/31/12	$212.45	$230.35	$-17.90
FEDERAL NATL MTG ASSN	FN3995069	31416BMS4	1602.57	11/05/08	05/31/12	$1,602.57	$1,740.03	$-137.46

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FEDERAL NATL MTG ASSN	FN3190391	31368HNG4	574.13	04/15/09	05/31/12	$574.13	$689.50	$-115.37
FEDERAL HOME LN MTG CORP	FH5000000	3128M5ED8	3626.19	01/01/51	05/31/12	$3,626.19	$3,832.38	$-206.19
FED NATL MTG ASSN	FN3889579	31410KJY1	4787.5	10/14/08	05/31/12	$4,787.50	$5,713.16	$-925.66
BB & T CORP	BBT	054937107	200	05/11/11	06/29/12	$6,133.56	$5,443.00	$690.56
AT&T INC	T	00206R102	200	05/26/11	06/29/12	$7,121.12	$6,220.50	$900.62
PHILLIPS 66	PSX	718546104	125	07/01/10	06/29/12	$4,124.38	$2,786.71	$1,337.67
PHILLIPS 66	PSX	718546104	117.5	06/15/10	06/29/12	$3,876.92	$2,880.08	$996.84
BB & T CORP	BBT	054937107	200	01/12/11	06/29/12	$6,133.56	$5,370.06	$763.50
PHILLIPS 66	PSX	718546104	150	07/26/10	06/29/12	$4,949.26	$3,711.53	$1,237.73
PHILLIPS 66	PSX	718546104	100	09/08/10	06/29/12	$3,299.51	$2,500.62	$798.89
PHILIP MORRIS INTL INC	PM	718172109	100	09/08/10	06/29/12	$8,748.55	$5,373.75	$3,374.80
PHILLIPS 66	PSX	718546104	112.5	06/23/10	06/29/12	$3,711.95	$2,758.56	$953.39
FEDERAL NATL MTG ASSN	FN3995018	31416BK72	210.83	05/12/09	06/30/12	$210.83	$228.59	$-17.76
FEDERAL NATL MTG ASSN	FN3995069	31416BMS4	1397.92	11/05/08	06/30/12	$1,397.92	$1,517.83	$-119.91
FEDERAL NATL MTG ASSN	FN3930071	31412NJQ0	437.7	10/21/08	06/30/12	$437.70	$480.14	$-42.44
FEDERAL NATL MTG ASSN	FN3916916	31411WVH7	1120.98	12/08/08	06/30/12	$1,120.98	$1,316 11	$-195.13
FEDERAL NATL MTG ASSN	FN3889982	31410KXK5	692.01	04/15/09	06/30/12	$692.01	$746.63	$-54.62
FEDERAL NATL MTG ASSN	FN3889697	31410KNN0	2356.44	10/21/08	06/30/12	$2,356.44	$2,720.86	$-364.42
FED NATL MTG ASSN	FN3889579	31410KJY1	4547.12	10/14/08	06/30/12	$4,547.12	$5,426.30	$-879.18
FEDERAL NATIONAL MORTGAGE	FN3745275	31403C6L0	664.55	04/15/09	06/30/12	$664.55	$701.94	$-37.39
FEDERAL NATL MTG ASSN	FN3735580	31402RFV6	1868.79	05/16/08	06/30/12	$1,868.79	$1,868.79	$0.00
FEDERAL NATL MTG ASSN	FN3995876	31416CJV9	956.64	07/13/09	06/30/12	$956.64	$1,200.26	$-243.62
FEDERAL HOME LN MTG CORP	FH5000000	3128M5ED8	3418.43	01/01/51	06/30/12	$3,418.43	$3,612.81	$-194.38
FEDERAL NATL MTG ASSN	FN3190391	31368HNG4	559.78	04/15/09	06/30/12	$559.78	$672.27	$-112.49
FEDERAL HOME LN MTG CORP	FH5000000	3128M5ED8	3403.65	01/01/51	07/31/12	$3,403.65	$3,597.18	$-193.53
FEDERAL NATL MTG ASSN	FN3190391	31368HNG4	515.67	04/15/09	07/31/12	$515.67	$619.30	$-103.63
FEDERAL NATL MTG ASSN	FN3735580	31402RFV6	1841.73	05/16/08	07/31/12	$1,841.73	$1,841.73	$0.00
FEDERAL NATIONAL MORTGAGE	FN3745275	31403C6L0	632.11	04/15/09	07/31/12	$632.11	$667.67	$-35.56

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FED NATL MTG ASSN	FN3889579	31410KJY1	4673.89	10/14/08	07/31/12	$4,673.89	$5,577.58	$-903.69
FEDERAL NATL MTG ASSN	FN3995876	31416CJV9	989.55	07/13/09	07/31/12	$989.55	$1,241.55	$-252.00
FEDERAL NATL MTG ASSN	FN3889982	31410KXK5	646.9	04/15/09	07/31/12	$646.90	$697.96	$-51 06
FEDERAL NATL MTG ASSN	FN3916916	31411WVH7	1169.04	12/08/08	07/31/12	$1,169.04	$1,372.53	$-203.49
FEDERAL NATL MTG ASSN	FN3930071	31412NJQ0	838.74	10/21/08	07/31/12	$838.74	$920.07	$-81.33
FEDERAL NATL MTG ASSN	FN3995018	31416BK72	201.02	05/12/09	07/31/12	$201.02	$217.95	$-16.93
FEDERAL NATL MTG ASSN	FN3995069	31416BMS4	1402.63	11/05/08	07/31/12	$1,402.63	$1,522.94	$-120.31
FEDERAL NATL MTG ASSN	FN3889697	31410KNN0	1187.05	10/21/08	07/31/12	$1,187.05	$1,370.63	$-183.58
FEDERAL NATL MTG ASSN	FN3995069	31416BMS4	1624.07	11/05/08	08/31/12	$1,624.07	$1,763.38	$-139.31
FEDERAL NATL MTG ASSN	FN3995876	31416CJV9	715.45	07/13/09	08/31/12	$715.45	$897 65	$-182.20
FEDERAL HOME LN MTG CORP	FH5000000	3128M5ED8	3242.93	01/01/51	08/31/12	$3,242.93	$3,427.33	$-184.40
FEDERAL NATL MTG ASSN	FN3190391	31368HNG4	613.15	04/15/09	08/31/12	$613.15	$736.36	$-123.21
FEDERAL NATL MTG ASSN	FN3735580	31402RFV6	1944.86	05/16/08	08/31/12	$1,944.86	$1,944.86	$0.00
FEDERAL NATIONAL MORTGAGE	FN3745275	31403C6L0	695.25	04/15/09	08/31/12	$695.25	$734.36	$-39.11
FED NATL MTG ASSN	FN3889579	31410KJY1	4364.11	10/14/08	08/31/12	$4,364.11	$5,207.90	$-843.79
FEDERAL NATL MTG ASSN	FN3889697	31410KNN0	1395.58	10/21/08	08/31/12	$1,395.58	$1,611.41	$-215.83
FEDERAL NATL MTG ASSN	FN3889982	31410KXK5	695.3	04/15/09	08/31/12	$695.30	$750.18	$-54.88
FEDERAL NATL MTG ASSN	FN3916916	31411WVH7	1586.14	12/08/08	08/31/12	$1,586.14	$1,862.24	$-276.10
FEDERAL NATL MTG ASSN	FN3930071	31412NJQ0	481.99	10/21/08	08/31/12	$481.99	$528.73	$-46.74
FEDERAL NATL MTG ASSN	FN3995018	31416BK72	202.71	05/12/09	08/31/12	$202.71	$219.79	$-17.08
GENERAL ELECTRIC CO	GE	369604103	200	05/26/11	09/19/12	$4,452.90	$3,841.84	$611.06
LOCKHEED MARTIN CORP	LMT	539830109	60	05/31/10	09/19/12	$5,501.58	$4,930.99	$570.59
LOCKHEED MARTIN CORP	LMT	539830109	40	06/08/10	09/19/12	$3,667.72	$3,268.33	$399.39
LOCKHEED MARTIN CORP	LMT	539830109	10	06/23/10	09/19/12	$916.93	$801.10	$115.83
NUCOR CORP	NUE	670346105	300	05/11/11	09/19/12	$11,934.60	$13,354.32	$-1,419.72
FEDERAL NATL MTG ASSN	FN3889982	31410KXK5	519.49	04/15/09	09/30/12	$519.49	$560.50	$-41.01
FEDERAL NATL MTG ASSN	FN3916916	31411WVH7	564.99	12/08/08	09/30/12	$564.99	$663.34	$-98.35
FEDERAL NATL MTG ASSN	FN3930071	31412NJQ0	676.18	10/21/08	09/30/12	$676.18	$741.75	$-65.57

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FEDERAL NATL MTG ASSN	FN3995018	31416BK72	155.85	05/12/09	09/30/12	$155.85	$168.98	$-13.13
FEDERAL NATL MTG ASSN	FN3995069	31416BMS4	1260.02	11/05/08	09/30/12	$1,260.02	$1,368.10	$-108.08
FEDERAL NATL MTG ASSN	FN3995876	31416CJV9	802.89	07/13/09	09/30/12	$802.89	$1,007.36	$-204.47
FEDERAL NATL MTG ASSN	FN3889697	31410KNN0	1181.45	10/21/08	09/30/12	$1,181.45	$1,364.16	$-182.71
FED NATL MTG ASSN	FN3889579	31410KJY1	3665.17	10/14/08	09/30/12	$3,665.17	$4,373.83	$-708.66
FEDERAL NATIONAL MORTGAGE	FN3745275	31403C6L0	611.66	04/15/09	09/30/12	$611.66	$646.07	$-34.41
FEDERAL NATL MTG ASSN	FN3735580	31402RFV6	1801.79	05/16/08	09/30/12	$1,801.79	$1,801.79	$0.00
FEDERAL HOME LN MTG CORP	FH5000000	3128M5ED8	2593.02	01/01/51	09/30/12	$2,593.02	$2,740.46	$-147.44
FEDERAL NATL MTG ASSN	FN3190391	31368HNG4	425.58	04/15/09	09/30/12	$425.58	$511.10	$-85.52
FEDERAL NATL MTG ASSN	FN3889697	31410KNN0	1119.81	10/21/08	10/31/12	$1,119.81	$1,292.99	$-173.18
FED NATL MTG ASSN	FN3889579	31410KJY1	4374.34	10/14/08	10/31/12	$4,374.34	$5,220.11	$-845.77
FEDERAL NATL MTG ASSN	FN3916916	31411WVH7	606.05	12/08/08	10/31/12	$606.05	$711.54	$-105.49
FEDERAL NATL MTG ASSN	FN3930071	31412NJQ0	1033.11	10/21/08	10/31/12	$1,033.11	$1,133.29	$-100.18
FEDERAL NATL MTG ASSN	FN3995018	31416BK72	193.28	05/12/09	10/31/12	$193.28	$209.56	$-16.28
FEDERAL NATL MTG ASSN	FN3995069	31416BMS4	1928.7	11/05/08	10/31/12	$1,928.70	$2,094.14	$-165.44
FEDERAL NATL MTG ASSN	FN3995876	31416CJV9	869.3	07/13/09	10/31/12	$869.30	$1,090.68	$-221.38
FEDERAL NATL MTG ASSN	FN3889982	31410KXK5	648.79	04/15/09	10/31/12	$648.79	$700.00	$-51.21
FEDERAL HOME LN MTG CORP	FH5000000	3128M5ED8	3177.04	01/01/51	10/31/12	$3,177.04	$3,357.69	$-180.65
FEDERAL NATL MTG ASSN	FN3190391	31368HNG4	499.74	04/15/09	10/31/12	$499.74	$600.16	$-100.42
FEDERAL NATL MTG ASSN	FN3735580	31402RFV6	2027.52	05/16/08	10/31/12	$2,027.52	$2,027.52	$0.00
FEDERAL NATIONAL MORTGAGE	FN3745275	31403C6L0	705.39	04/15/09	10/31/12	$705.39	$745.07	$-39.68
WESTPAC BKG CORP	WBK 13	961214BM4	125000	06/15/11	11/29/12	$126,433.75	$127,036.25	$-602.50
SPDR S&P GLOBAL NAT RES ETF	GNR	78463X541	800	07/22/11	11/29/12	$40,192.13	$49,060.00	$-8,867.87
PIMCO GLOBAL MULTI-ASSET FUND	PGAI X	72201P100	6086.96	10/12/11	11/29/12	$70,000.00	$69,269.57	$730.43
J P MORGAN CHASE & CO	JPM 14	46623EJE0	100000	06/15/11	11/29/12	$101,536.00	$101,098.00	$438.00
ISHARES MSCI CHILE INVESTABLE	ECH	464286640	500	06/21/10	11/29/12	$29,894.03	$29,916.39 *	$-22.36
TEMPLETON INCOME TR GLOBAL BD	TGBA X	880208400	7374.63	07/22/11	11/29/12	$100,000.00	$103,023.60	$-3,023.60
FEDERAL NATIONAL MORTGAGE	FN3745275	31403C6L0	600.14	04/15/09	11/30/12	$600.14	$633.90	$-33.76

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FED NATL MTG ASSN	FN3889579	31410KJY1	4037.76	10/14/08	11/30/12	$4,037.76	$4,818.46	$-780.70
FEDERAL NATL MTG ASSN	FN3889697	31410KNN0	1438.61	10/21/08	11/30/12	$1,438.61	$1,661.09	$-222.48
FEDERAL NATL MTG ASSN	FN3889982	31410KXK5	550.71	04/15/09	11/30/12	$550.71	$594.18	$-43.47
FEDERAL NATL MTG ASSN	FN3916916	31411WVH7	1097.38	12/08/08	11/30/12	$1,097.38	$1,288.40	$-191.02
FEDERAL HOME LN MTG CORP	FH5000000	3128M5ED8	2593.89	01/01/51	11/30/12	$2,593.89	$2,741.38	$-147.49
FEDERAL NATL MTG ASSN	FN3995018	31416BK72	167.92	05/12/09	11/30/12	$167.92	$182.07	$-14.15
FEDERAL NATL MTG ASSN	FN3995069	31416BMS4	1674.89	11/05/08	11/30/12	$1,674.89	$1,818.56	$-143.67
FEDERAL NATL MTG ASSN	FN3735580	31402RFV6	1570.99	05/16/08	11/30/12	$1,570.99	$1,570.99	$0.00
FEDERAL NATL MTG ASSN	FN3190391	31368HNG4	469.01	04/15/09	11/30/12	$469.01	$563.26	$-94.25
FEDERAL NATL MTG ASSN	FN3995876	31416CJV9	899.19	07/13/09	11/30/12	$899.19	$1,128.18	$-228.99
FEDERAL NATL MTG ASSN	FN3930071	31412NJQ0	904 33	10/21/08	11/30/12	$904.33	$992.02	$-87.69
GENERAL DYNAMICS CORP	GD 14	369550AN8	25000	12/09/08	12/07/12	$26,294.25	$24,970.65	$1,323.60
VERIZON COMMUNICATIONS	VZ 18	92343VAQ7	8000	12/15/08	12/17/12	$11,216.48	$8,568.35	$2,648.13

Long term transactions for 28% gains and losses

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	06/23/10	01/31/12	$23.32	$16.51	$6.81
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	06/23/10	02/29/12	$23.13	$16.68	$6.45
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	06/23/10	03/30/12	$24.40	$17.98	$6.42

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Long term transactions for 28% gains and losses

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	06/23/10	04/30/12	$23.08	$17.11	$5.97
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	06/23/10	05/31/12	$23.26	$17.89	$5.37
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	06/23/10	06/29/12	$22.12	$17.12	$5.00
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	06/23/10	07/31/12	$22.89	$17.72	$5.17
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	06/23/10	08/31/12	$22.98	$16.68	$6.30
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	06/23/10	09/28/12	$23.50	$16.25	$7.25
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	06/23/10	10/31/12	$24.89	$17.89	$7.00
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	10/12/11	10/31/12	$35.56	$34.79	$0.77
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	06/23/10	11/30/12	$23.65	$16.94	$6.71
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	10/12/11	11/30/12	$33.79	$32.94	$0.85
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	06/23/10	12/31/12	$24.17	$17.63	$6.54
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	10/12/11	12/31/12	$34.54	$34.29	$0.25
FEDERAL HOME LN MTG CORP		3128M5ED8	2602.27	01/01/51	01/17/12	$2,602.27	$2,750.24	$-147.97
FEDERAL NATL MTG ASSN		31402RFV6	2176.34	05/16/08	01/25/12	$2,176.34	$2,176.34	$0.00
FEDERAL NATIONAL MORTGAGE		31403C6L0	639.97	04/15/09	01/25/12	$639.97	$675.97	$-36.00
FED NATL MTG ASSN		31410KJY1	3108.07	10/14/08	01/25/12	$3,108.07	$3,709.01	$-600.94
FEDERAL NATL MTG ASSN		31416CJV9	703.28	07/13/09	01/25/12	$703.28	$882.38	$-179.10
FEDERAL NATL MTG ASSN		31410KXK5	516.52	04/15/09	01/25/12	$516.52	$557.29	$-40.77
FEDERAL NATL MTG ASSN		31411WVH7	77.88	12/08/08	01/25/12	$77.88	$91.44	$-13.56
FEDERAL NATL MTG ASSN		31412NJQ0	1099.84	10/21/08	01/25/12	$1,099.84	$1,206.49	$-106.65
FEDERAL NATL MTG ASSN		31416BK72	150.81	05/12/09	01/25/12	$150.81	$163.51	$-12.70
FEDERAL NATL MTG ASSN		31416BMS4	1199.54	11/05/08	01/25/12	$1,199.54	$1,302.43	$-102.89
FEDERAL NATL MTG ASSN		31368HNG4	379.96	04/15/09	01/25/12	$379.96	$456.31	$-76.35
FEDERAL NATL MTG ASSN		31410KNN0	1186.56	10/21/08	01/25/12	$1,186.56	$1,370.06	$-183.50
					TOTALS.	$2,966,085.11	$2,949,497.46	$16,587.65

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Account: 51-03-302-1889583 IM MICHELE & AGNESE CESTONE FDN

Units	Description	CUSIP/ Sector(2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
0.000	BOFA MONEY MARKET RESERVES CAPITAL CLASS (Income Investment)	097100515	$0.00	$2.21	$0.00	$0.00	$0.00	0.00%
267,502.010	BOFA MONEY MARKET RESERVES CAPITAL CLASS	097100515	267,502.01	17.18	267,502.01 1.000	0.00	243.43	0.09
	Total Cash Equivalents		**$267,502.01**	**$19.39**	**$267,502.01**	**$0.00**	**$243.43**	**0.09%**
Foreign Currency								
500.000	CURRENCYSHARES CANADIAN DOLLAR TR	23129X105	$50,070.00 100.140	$0.00	$52,027.50 104.055	-$1,957.50	$61.00	0.12%
	Total Foreign Currency		**$50,070.00**	**$0.00**	**$52,027.50**	**-$1,957.50**	**$61.00**	**0.12%**
Total Cash/Currency			**$317,572.01**	**$19.39**	**$319,529.51**	**-$1,957.50**	**$304.43**	**0.09%**

Equities

(2)Industry Sector Codes: CND = Consumer Discretionary; CNS = Consumer Staples; ENR = Energy; FIN = Financials; HEA = Health Care; IND = Industrials; IFT = Information Technology; MAT = Materials; OEQ = Other Equities; TEL = Telecommunication Services; UTL = Utilities

Units	Description	CUSIP/ Sector(2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap								
1,560.000	ABBOTT LABS Ticker: ABT	002824100 HEA	$102,180.00 65.500	$0.00	$75,611.44 48.469	$26,568.56	$873.60	0.85%
1,300.000	AMERICAN ELEC PWR INC Ticker: AEP	025537101 UTL	55,484.00 42.680	0.00	50,070.22 38.516	5,413.78	2,444.00	4.40
2,295.000	AT&T INC Ticker: T	00206R102 TEL	77,364.45 33.710	0.00	58,545.67 25.510	18,818.78	4,131.00	5.34
3,100.000	BB&T CORP Ticker: BBT	054937107 FIN	90,241.00 29.110	0.00	78,390.29 25.287	11,850.71	2,480.00	2.74
1,195.000	CHEVRON CORP Ticker: CVX	166764100 ENR	129,227.30 108.140	0.00	95,711.35 80.093	33,515.95	4,302.00	3.32

STATEMENT 10

(1) Market Value in the Portfolio Detail section does not include Accrued Income.

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Settlement Date

Portfolio Detail

Account: 51-03-302-1889583 IM MICHELE & AGNESE CESTONE FDN

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
1,445.000	CHUBB CORP Ticker: CB	171232101 FIN	108,837.40 75.320	592.45	80,400.70 55.641	28,436.70	2,369.80	2.17
2,800.000	CISCO SYS INC Ticker: CSCO	17275R102 IFT	55,018.32 19.649	0.00	53,767.00 19.203	1,251.32	1,568.00	2.85
1,890.000	COCA COLA CO Ticker: KO	191216100 CNS	68,512.50 36.250	0.00	53,848.17 28.491	14,664.33	1,927.80	2.81
2,310.000	CONOCOPHILLIPS Ticker: COP	20825C104 ENR	133,956.90 57.990	0.00	108,868.71 47.129	25,088.19	6,098.40	4.55
800.000	DU PONT E I DE NEMOURS & CO Ticker: DD	263534109 MAT	35,982.80 44.979	0.00	40,692.88 50.866	-4,710.08	1,376.00	3.82
1,500.000	EXELON CORP Ticker: EXC	30161N101 UTL	44,610.00 29.740	0.00	58,696.46 39.131	-14,086.46	3,150.00	7.06
4,800.000	GENERAL ELEC CO Ticker: GE	369604103 IND	100,752.00 20.990	912.00	77,388.78 16.123	23,363.22	3,648.00	3.62
100.000	GOOGLE INC CL A COM Ticker: GOOG	38259P508 IFT	70,738.00 707.380	0.00	48,837.75 488.378	21,900.25	0.00	0.00
1,435.000	HOME DEPOT INC Ticker: HD	437076102 CND	88,754.75 61.850	0.00	42,195.11 29.404	46,559.64	1,664.60	1.87
4,610.000	INTEL CORP Ticker: INTC	458140100 IFT	95,058.20 20.620	0.00	97,728.88 21.199	-2,670.68	4,149.00	4.36
950.000	KIMBERLY CLARK CORP Ticker: KMB	494368103 CNS	80,208.50 84.430	703.00	61,037.00 64.249	19,171.50	2,812.00	3.50
896.000	KRAFT FOODS GROUP INC Ticker: KRFT	50076Q106 CNS	40,741.12 45.470	448.00	29,079.96 32.455	11,661.16	1,792.00	4.39
860.000	LOCKHEED MARTIN CORP Ticker: LMT	539830109 IND	79,369.40 92.290	0.00	62,320.12 72.465	17,049.28	3,956.00	4.98
1,095.000	MCDONALDS CORP Ticker: MCD	580135101 CND	96,589.95 88.210	0.00	84,737.97 77.386	11,851.98	3,372.60	3.49
2,460.000	MERCK & CO INC NEW COM Ticker: MRK	58933Y105 HEA	100,712.40 40.940	1,057.80	86,759.73 35.268	13,952.67	4,231.20	4.20

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Settlement Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: 51-03-302-1889583 IM MICHELE & AGNESE CESTONE FDN

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP/ Sector(2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur. Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
3,390.000	MICROSOFT CORP Ticker: MSFT	594918104 IFT	90,545.88 26.710	0.00	87,074.39 25.686	3,471.49	3,118.80	3.44
2,690.000	MONDELEZ INTL INC Ticker: MDLZ	609207105 CNS	68,469.11 25.453	349.70	53,842.23 20.016	14,626.88	1,398.80	2.04
1,700.000	NUCOR CORP Ticker: NUE	670346105 MAT	73,372.00 43.160	624.75	63,023.94 37.073	10,348.06	2,499.00	3.40
800.000	PEPSICO INC Ticker: PEP	713448108 CNS	54,744.00 68.430	430.00	56,343.43 70.429	-1,599.43	1,720.00	3.14
4,495.000	PFIZER INC Ticker: PFE	717081103 HEA	112,731.45 25.079	0.00	71,915.20 15.999	40,816.25	4,315.20	3.82
900.000	PHILIP MORRIS INTL INC Ticker: PM	718172109 CNS	75,276.00 83.640	765.00	43,102.88 47.892	32,173.12	3,060.00	4.06
600.000	PROCTER & GAMBLE CO Ticker: PG	742718109 CNS	40,734.00 67.890	0.00	39,081.00 65.135	1,653.00	1,348.80	3.31
1,550.000	TRAVELERS COS INC Ticker: TRV	89417E109 FIN	111,321.00 71.820	0.00	77,817.81 50.205	33,503.19	2,852.00	2.56
1,805.000	UNITED PARCEL SVC INC CL B Ticker: UPS	911312106 IND	133,082.65 73.730	0.00	118,238.43 65.506	14,844.22	4,115.40	3.09
1,815.000	VERIZON COMMUNICATIONS INC Ticker: VZ	92343V104 TEL	78,535.05 43.270	0.00	58,930.13 32.468	19,604.92	3,738.90	4.76
	Total U.S. Large Cap		**$2,493,150.13**	**$5,882.70**	**$2,014,057.63**	**$479,092.50**	**$84,512.90**	**3.39%**
U.S. Mid Cap								
6,529.851	COLUMBIA ACORN FUND CLASS Z SHARES Ticker: ACRNX	197199409 OEQ	$198,833.96 30.450	$0.00	$175,000.00 26.800	$23,833.96	$979.48	0.49%
750.000	GENUINE PARTS CO Ticker: GPC	372460105 CND	47,685.00 63.580	371.25	33,155.00 44.207	14,530.00	1,485.00	3.11
3,000.000	JPMORGAN ALERIAN MLP INDEX ETN Ticker: AMJ	46625H365 ENR	115,380.00 38.460	0.00	105,567.60 35.189	9,812.40	6,069.00	5.26

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Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Account: 51-03-302-1889583 IM MICHELE & AGNESE CESTONE FDN

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Mid Cap (cont)								
1,605.000	LINEAR TECHNOLOGY CORP Ticker: LLTC	535678106 IFT	55,051.50 34.300	0.00	48,559.07 30.255	6,492.43	1,669.20	3.03
2,815.000	PAYCHEX INC Ticker: PAYX	704326107 IFT	87,546.50 31.100	0.00	74,968.88 26.632	12,577.62	3,715.80	4.24
	Total U.S. Mid Cap		**$504,496.96**	**$371.25**	**$437,250.55**	**$67,246.41**	**$13,918.48**	**2.75%**
U.S. Small Cap								
7,168.459	COLUMBIA SMALL CAP CORE FUND CLASS Z SHARES Ticker: SMCEX	19765P810 OEQ	$116,415.77 16.240	$0.00	$100,000.00 13.950	$16,415.77	$716.85	0.61%
9,000,000.000	ULTITEK LTD Ticker: UITK	90386A102 IFT	3,600.00	0.00	0.00	3,600.00	0.00	0.00
	Total U.S. Small Cap		**$120,015.77**	**$0.00**	**$100,000.00**	**$20,015.77**	**$716.85**	**0.59%**
International Developed								
2,653.224	COLUMBIA ACORN INTERNATIONAL FUND CLASS Z SHARES Ticker: ACINX	197199813 OEQ	$108,357.67 40.840	$0.00	$100,000.00 37.690	$8,357.67	$2,223.40	2.05%
3,000.000	ISHR MSCI GERMANY INDEX FUND Ticker: EWG	464286806 OEQ	74,100.00 24.700	0.00	63,127.05 21.042	10,972.95	1,743.00	2.35
13,066.795	MAINSTAY EPOCH GLOBAL EQUITY YIELD FUND I Ticker: EPSYX	56063J864 OEQ	212,858.09 16.290	0.00	207,239.37 15.860	5,618.72	6,624.87	3.11
3,370.408	OPPENHEIMER INTL GROWTH FUND CL Y SHS Ticker: OIGYX	68380L407 OEQ	103,505.23 30.710	0.00	100,000.00 29.670	3,505.23	1,496.46	1.44
700.000	SPDR S&P GLOBAL NAT RES ETF Ticker: GNR	78463X541 OEQ	36,092.00 51.560	330.87	42,927.50 61.325	-6,835.50	683.20	1.89
	Total International Developed		**$534,912.99**	**$330.87**	**$513,293.92**	**$21,619.07**	**$12,770.93**	**2.38%**

STATEMENT 10

Settlement Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: 51-03-302-1889583 IM MICHELE & AGNESE CESTONE FDN

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP/ Sector (2)	Market Value (1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur. Yld/ YTM
Equities (cont)								
Emerging Markets								
500.000	ISHARES INC MSCI BRAZIL FREE INDEX FUND Ticker: EWZ	464286400 OEQ	$27,970.00 55.940	$64.58	$34,400.00 68.800	-$6,430.00	$784.50	2.80%
16,000.000	VANGUARD MSCI EMERGING MKTS ETF Ticker: VWO	922042858 OEQ	712,480.00 44.530	0.00	683,759.99 42.735	28,720.01	15,600.00	2.19
	Total Emerging Markets		**$740,450.00**	**$64.58**	**$718,159.99**	**$22,290.01**	**$16,384.50**	**2.21%**
Total Equities			**$4,393,025.85**	**$6,649.40**	**$3,782,762.09**	**$610,263.76**	**$128,303.66**	**2.92%**
Fixed Income								
Investment Grade Taxable								
	2013							
150,000.000	WELLS FARGO & CO NEW SR NT DTD 01/31/08 4.375% DUE 01/31/13 Moody's: A2 S&P: A+	949746NY3	$150,445.50 100.297	$2,752.60	$158,481.00 105.654	-$8,035.50	$6,562.50	4.36% 1.24
26,000.000	GENERAL ELEC CO NT DTD 01/28/03 5.000% DUE 02/01/13 Moody's: AA3 S&P: AA+	369604AY9	26,099.06 100.381	541.66	25,877.00 99.527	222.06	1,300.00	4.98 1.26
26,000.000	HEWLETT PACKARD CO NT DTD 03/03/08 4.500% DUE 03/01/13 Moody's: BAA1 S&P: BBB+	428236AQ6	26,138.58 100.533	390.00	26,071.00 100.273	67.58	1,170.00	4.47 1.42
26,000.000	BANK NEW YORK INC UNSECD MEDIUM TERM SR NT SER G DTD 03/27/08 4.500% DUE 04/01/13 Moody's: AA3 S&P: A+	06406HBJ7	26,264.68 101.018	292.50	26,054.00 100.208	210.68	1,170.00	4.45 0.55
24,000.000	CENTERPOINT ENERGY RES CORP SR NT SER B DTD 10/01/03 7.875% DUE 04/01/13 Moody's: BAA2 S&P: BBB+	15189YAB2	24,406.80 101.695	472.50	25,540.00 106.417	-1,133.20	1,890.00	7.74 1.29

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Settlement Date

Portfolio Detail

Account: 51-03-302-1889583 IM MICHELE & AGNESE CESTONE FDN

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
25,000.000	CME GROUP INC MTN DTD 08/12/08 5.400% DUE 08/01/13 Moody's: AA3 S&P: AA-	12572QAA3	25,712.50 102.850	562.50	25,171.00 100.684	541.50	1,350.00	5.25 0.56
25,000.000	WALGREEN CO SR NT DTD 07/17/08 4.875% DUE 08/01/13 Moody's: BAA1 S&P: BBB	931422AD1	25,616.75 102.467	507.81	25,127.00 100.508	489.75	1,218.75	4.75 0.71
23,000.000	*2014* KROGER CO SR NT DTD 11/25/08 7.500% DUE 01/15/14 Moody's: BAA2 S&P: BBB	501044CL3	24,602.18 106.966	795.42	22,956.00 99.809	1,646.18	1,725.00	7.01 0.82
26,000.000	MIDAMERICAN ENERGY HLDGS CO NEW SR NT SER D DTD 02/12/04 5.000% DUE 02/15/14 Moody's: BAA1 S&P: BBB+	59562VAK3	27,225.90 104.715	491.11	25,825.00 99.327	1,400.90	1,300.00	4.77 0.80
100,000.000	BB&T CORP UNSECD SR MEDIUM TERM NT DTD 05/04/09 5.700% DUE 04/30/14 Moody's: A2 S&P: A	05531FAA1	106,580.00 106.580	965.83	111,401.00 111.401	-4,821.00	5,700.00	5.34 0.77
23,000.000	*2015* BERKSHIRE HATHAWAY INC DEL SR UNSECD NT DTD 02/11/10 3.200% DUE 02/11/15 Moody's: AA2 S&P: AA+	084670AV0	24,213.94 105.278	286.22	22,981.00 99.917	1,232.94	736.00	3.04 0.70
27,000.000	CREDIT SUISSE FIRST BOSTON USA INC GLOBAL SR NT DTD 08/17/05 5.125% DUE 08/15/15 Moody's: A1 S&P: A+	22541LBK8	29,964.87 110.981	522.74	28,898.00 107.030	1,066.87	1,383.75	4.61 0.89
100,000.000	GENERAL ELEC CAP CORP SR UNSECD MTN DTD 09/21/09 4.375% DUE 09/21/15 Moody's: A1 S&P: AA+	36962G4F8	108,991.00 108.991	1,215.28	107,508.00 107.508	1,483.00	4,375.00	4.01 1.05

STATEMENT 10

Settlement Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: 51-03-302-1889583 IM MICHELE & AGNESE CESTONE FDN

Dec 01, 2012 through Dec 31, 2012

Units	Description	CUSIP/ Sector(2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
25,000.000	***2016*** TEVA PHARMACEUTICAL FIN LLC NT DTD 01/31/06 5.550% DUE 02/01/16 Moody's: A3 S&P: A-	88163VAC3	28,295.50 113.182	578.12	24,964.00 99.856	3,331.50	1,387.50	4.90 1.40
28,000.000	COMCAST CORP NEW NT DTD 06/09/05 4.950% DUE 06/15/16 Moody's: BAA1 S&P: BBB+	20030NAG6	31,562.16 112.722	61.60	26,908.00 96.100	4,654.16	1,386.00	4.39 1.18
28,000.000	***2018*** AT&T INC BD DTD 02/01/08 5.500% DUE 02/01/18 Moody's: A2 S&P: A-	00206RAJ1	33,356.12 119.129	641.66	26,744.00 95.514	6,612.12	1,540.00	4.61 1.60
11,000.000	GOLDMAN SACHS GROUP INC SR NT DTD 04/01/08 6.150% DUE 04/01/18 Moody's: A3 S&P: A-	38141GFM1	12,922.47 117.477	169.12	10,235.00 93.045	2,687.47	676.50	5.23 2.45
25,000.000	ORACLE CORP SR UNSECD NT DTD 04/09/08 5.750% DUE 04/15/18 Moody's: A1 S&P: A+	68389XAC9	30,425.25 121.701	303.47	24,739.00 98.956	5,686.25	1,437.50	4.72 1.53
27,000.000	VEOLIA ENVIRONNEMENT MTN DTD 05/27/08 6.000% DUE 06/01/18 Moody's: BAA1 S&P: BBB+	92334NAB9	31,655.88 117.244	134.99	26,993.00 99.974	4,662.88	1,620.00	5.11 2.60
23,000.000	PEPSICO INC SR UNSECD NT DTD 10/24/08 7.900% DUE 11/01/18 Moody's: AA3 S&P: A-	713448BJ6	31,037.35 134.945	302.83	22,944.00 99.757	8,093.35	1,817.00	5.85 1.71
15,000.000	VERIZON COMMUNICATIONS INC SR NT DTD 11/04/08 8.750% DUE 11/01/18 Moody's: A3 S&P: A-	92343VAQ7	20,827.05 138.847	218.75	16,065.65 107.104	4,761.40	1,312.50	6.30 1.83

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15881807300

Settlement Date

Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Account: 51-03-302-1889583 IM MICHELE & AGNESE CESTONE FDN

Units	Description	CUSIP/ Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur.Yld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
27,000,000	*2019* JPMORGAN CHASE & CO NT DTD 04/23/09 6.300% DUE 04/23/19 Moody's: A2 S&P: A	46625HHL7	33,311.52 123.376	321.30	29,980.00 111.037	3,331.52	1,701.00	5.10 2.23
24,000,000	JEFFERIES GROUP INC NEW SR UNSECD NT DTD 06/30/09 8.500% DUE 07/15/19 Moody's: BAA3 S&P: BBB	472319AF9	28,680.00 119.500	940.67	26,374.00 109.892	2,306.00	2,040.00	7.11 5.00
26,000,000	*2034* PACIFIC GAS & ELEC CO FIRST MTG DTD 03/23/04 6.050% DUE 03/01/34 Moody's: A3 S&P: BBB	694308GE1	33,498.40 128.840	524.33	25,569.00 98.342	7,929.40	1,573.00	4.69 4.19
31,000,000	*2035* ENTERPRISE PRODS OPER L P GTD SR NT SER B DTD 03/02/05 5.750% DUE 03/01/35 Moody's: BAA2 S&P: BBB	293791AT6	35,338.14 113.994	594.16	29,331.00 94.616	6,007.14	1,782.50	5.04 4.70
42,576.070	FEDERAL NATL MTG ASSN POOL #735580 DTD 05/01/05 5.000% DUE 06/01/35 Moody's: AAA S&P: AAA	31402RFV6	46,474.76 109.157	177.40	42,406.55 99.602	4,068.21	2,128.80	4.58 1.53
12,992.340	*2036* FEDERAL NATL MTG ASSN POOL #745275 DTD 01/01/06 5.000% DUE 02/01/36 Moody's: AAA S&P: AAA	31403C6L0	14,130.08 108.757	54.13	13,723.28 105.626	406.80	649.62	4.59 1.70
38,174.890	*2037* FEDERAL NATL MTG ASSN POOL #916916 DTD 05/01/07 6.000% DUE 05/01/37 Moody's: AAA S&P: AAA	31411WVH7	42,164.17 110.450	190.87	44,819.94 117.407	-2,655.77	2,290.49	5.43 2.45

STATEMENT 10

Settlement Date

Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Account: 51-03-302-1889583 IM MICHELE & AGNESE CESTONE FDN

Units	Description	CUSIP Sector (2)	Market Value (1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur.Yld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
24,000.000	WAL-MART STORES INC SR NT DTD 08/24/07 6.500% DUE 08/15/37 Moody's: AA2 S&P: AA	931142CK7	33,748.80 140.620	589.33	24,698.00 102.908	9,050.80	1,560.00	4.62 4.04
24,000.000	ASTRAZENECA PLC SR NT UNITED KINGDOM DTD 09/12/07 6.450% DUE 09/15/37 Moody's: A1 S&P: AA	046353AD0	32,504.16 135.434	455.80	23,994.00 99.975	8,510.16	1,548.00	4.76 4.20
23,000.000	SCHERING PLOUGH CORP SR UNSECD NT DTD 09/17/07 6.550% DUE 09/15/37 Moody's: AA3 S&P: AA	806605AH4	32,961.30 143.310	443.58	23,526.00 102.287	9,435.30	1,506.50	4.57 3.97
51,186.320	FEDERAL HOME LN MTG CORP POOL #G03432 DTD 10/01/07 5.500% DUE 11/01/37 Moody's: AAA S&P: AAA	3128M5ED8	55,295.56 108.028	234.60	54,096.83 105.686	1,198.73	2,815.25	5.09 2.73
75,842.990	2038 FEDERAL NATL MTG ASSN POOL #889579 DTD 05/01/08 6.000% DUE 05/01/38 Moody's: AAA S&P: AAA	31410KJY1	83,063.24 109.520	379.21	90,507.13 119.335	-7,443.89	4,550.58	5.47 2.76
3,030.360	FEDERAL NATL MTG ASSN POOL #995018 DTD 10/01/08 5.500% DUE 06/01/38 Moody's: AAA S&P: AAA	31416BK72	3,296.37 108.778	13.89	3,285.65 108.424	10.72	166.67	5.05 2.52
24,000.000	ENERGY TRANSFER PARTNERS L P SR NT DTD 03/28/08 7.500% DUE 07/01/38 Moody's: BAA3 S&P: BBB-	29273RAJ8	31,038.00 129.325	900.00	25,479.00 106.163	5,559.00	1,800.00	5.79 5.45
26,895.580	FEDERAL NATL MTG ASSN POOL #889697 DTD 06/01/08 6.000% DUE 07/01/38 Moody's: AAA S&P: AAA	31410KNN0	29,386.65 109.262	134.48	31,054.97 115.465	-1,668.32	1,613.73	5.49 2.85

STATEMENT 10

15891808300

Settlement Date

Portfolio Detail

Account: 51-03-302-1889583 IM MICHELE & AGNESE CESTONE FDN

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
8,901.580	FEDERAL NATL MTG ASSN POOL #190391 DTD 08/01/08 6.000% DUE 09/01/38 Moody's: AAA S&P: AAA	31368HNG4	9,726.04 109.262	44.51	10,690.38 120.095	-964.34	534.09	5.49 2.85
13,327.870	FEDERAL NATL MTG ASSN POOL #930071 DTD 10/01/08 6.000% DUE 10/01/38 Moody's: AAA S&P: AAA	31412NJQ0	14,562.30 109.262	66.64	14,620.21 109.697	-57.91	799.67	5.49 2.85
32,668.890	FEDERAL NATL MTG ASSN POOL #995069 DTD 11/01/08 6.000% DUE 10/01/38 Moody's: AAA S&P: AAA	31416BMS4	36,401.31 111.425	163.34	35,471.09 108.578	930.22	1,960.13	5.38 2.20
10,102.600	FEDERAL NATL MTG ASSN POOL #889982 DTD 10/01/08 5.500% DUE 11/01/38 Moody's: AAA S&P: AAA	31410KXK5	10,978.39 108.669	46.30	10,900.03 107.893	78.36	555.64	5.06 2.57
17,821.830	FEDERAL NATL MTG ASSN POOL #995876 DTD 06/01/09 6.000% DUE 11/01/38 Moody's: AAA S&P: AAA	31416CJV9	19,511.52 109.481	89.11	22,360.44 125.467	-2,848.92	1,069.31	5.48 2.76
28,000.000	***2039*** NEWMONT MNG CORP SR UNSECD NT DTD 09/18/09 6.250% DUE 10/01/39 Moody's: BAA1 S&P: BBB+	651639AM8	33,721.52 120.434	437.50	27,557.00 98.418	6,164.52	1,750.00	5.19 5.05
28,000.000	***2040*** CISCO SYS INC SR NT DTD 11/17/09 5.500% DUE 01/15/40 Moody's: A1 S&P: A+	17275RAF9	35,586.32 127.094	710.11	27,693.00 98.904	7,893.32	1,540.00	4.32 4.03
26,269.702	COLUMBIA US GOVT MTG FUND CL Z	19766J607	147,373.03 5.610	958.81	150,000.00 5.710	-2,626.97	4,807.36	3.26
1,905.000	ISHARES BARCLAYS TIPS BD FUND	464287176	231,286.05 121.410	16.36	201,394.00 105.719	29,892.05	5,130.17	2.21

STATEMENT 10

Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Account: 51-03-302-1889583 IM MICHELE & AGNESE CESTONE FDN

Units	Description	CUSIP/ Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
25,252.525	PRINCIPAL PFD SECS FUND INSTL CL	742530416	264,646.46 10.480	0.00	250,000.00 9.900	14,646.46	15,126.26	5.71
16,033.056	PRUDENTIAL SHORT-TERM CORPORATE BD FUND INC CL Z	74441R508	185,823.12 11.590	451.04	182,456.17 11.380	3,366.95	6,493.39	3.49
	Total Investment Grade Taxable		**$2,370,850.75**	**$21,144.18**	**$2,233,470.32**	**$137,380.43**	**$108,550.16**	**4.57%**
International Developed Bonds								
100,000.000	***2016*** BARCLAYS BK PLC SR UNSECD NT UNITED KINGDOM DTD 09/22/09 5.000% DUE 09/22/16 Moody's: A2 S&P: A+	06739FGF2	$112,089.00 112.089	$1,375.00	$107,771.00 107.771	$4,318.00	$5,000.00	4.46% 1.51
24,000.000	***2028*** RIO TINTO FIN USA LTD GTD NT AUSTRALIA DTD 06/27/08 7.125% DUE 07/15/28 Moody's: A3 S&P: A-	767201AD8	32,533.92 135.558	788.50	20,160.00 84.000	12,373.92	1,710.00	5.25 4.32
27,000.000	***2035*** PLACER DOME INC DEB CANADA DTD 04/15/04 6.450% DUE 10/15/35 Moody's: BAA1 S&P: BBB+	725906AN1	32,186.70 119.210	367.64	27,688.00 102.548	4,498.70	1,741.50	5.41 5.15
24,000.000	***2038*** TRANSOCEAN INC SR UNSECD NT CAYMAN ISLANDS DTD 12/11/07 6.800% DUE 03/15/38 Moody's: BAA3 S&P: BBB-	893830AT6	29,380.08 122.417	480.53	24,138.00 100.575	5,242.08	1,632.00	5.55 5.03
24,000.000	SHELL INTL FIN B V SR NT NETHERLANDS DTD 12/11/08 6.375% DUE 12/15/38 Moody's: AA1 S&P: AA	822582AD4	33,719.28 140.497	68.00	24,416.00 101.733	9,303.28	1,530.00	4.53 3.97
28,696.656	TEMPLETON GLOBAL BD FUND ADVISOR CL	880208400	382,813.39 13.340	0.00	396,976.40 13.834	-14,163.01	17,017.12	4.44

STATEMENT 10

15901809300

Settlement Date

Portfolio Detail

Account: 51-03-302-1889583 IM MICHELE & AGNESE CESTONE FDN

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
International Developed Bonds (cont)								
	Total International Developed Bonds		**$622,722.37**	**$3,079.67**	**$601,149.40**	**$21,572.97**	**$28,630.62**	**4.59%**
Global High Yield Taxable								
18,478.214	PIMCO EMERGING LOCAL BD FUND INSTL CL	72201F516	$202,890.79 10.980	$825.92	$200,000.00 10.824	$2,890.79	$8,869.54	4.37%
	Total Global High Yield Taxable		**$202,890.79**	**$825.92**	**$200,000.00**	**$2,890.79**	**$8,869.54**	**4.37%**
Total Fixed Income			**$3,196,463.91**	**$25,049.77**	**$3,034,619.72**	**$161,844.19**	**$146,050.32**	**4.56%**
Hedge Funds								
Hedge Funds Specific Strategy								
281,609.997	BA HIGHBRIDGE COMMODITIES FUND LLC CL I	99Z442594	$223,119.60 0.792	$0.00	$300,000.00 1.065	-$76,880.40	$0.00	0.00%
7,094.062	PIMCO GLOBAL MULTI-ASSET FUND INSTL CL	72201P100	81,297.95 11.460	419.05	80,730.43 11.380	567.52	1,532.32	1.88
	Total Hedge Funds Specific Strategy		**$304,417.55**	**$419.05**	**$380,730.43**	**-$76,312.88**	**$1,532.32**	**0.50%**
Total Hedge Funds			**$304,417.55**	**$419.05**	**$380,730.43**	**-$76,312.88**	**$1,532.32**	**0.50%**
Private Equity								
Private Equity Other								
70.000	ACP POWER AND ENERGY REAL ASSET FUND B CLASS A	8EN589991	$61,180.00 874.000	$0.00	$67,700.00 967.143	-$6,520.00	$0.00	0.00%
	Total Private Equity Other		**$61,180.00**	**$0.00**	**$67,700.00**	**-$6,520.00**	**$0.00**	**0.00%**
Total Private Equity			**$61,180.00**	**$0.00**	**$67,700.00**	**-$6,520.00**	**$0.00**	**0.00%**

STATEMENT 10

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Account: 51-03-302-1889583 IM MICHELE & AGNESE CESTONE FDN

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Tangible Assets								
Commodities								
17,000.000	ISHARES GOLD TRUST ISHARES	464285105	$276,746.40 16.279	$0.00	$248,124.97 14.596	$28,621.43	$0.00	0.00%
	Total Commodities		**$276,746.40**	**$0.00**	**$248,124.97**	**$28,621.43**	**$0.00**	**0.00%**
Total Tangible Assets			**$276,746.40**	**$0.00**	**$248,124.97**	**$28,621.43**	**$0.00**	**0.00%**
Total Portfolio			**$8,549,405.72**	**$32,137.61**	**$7,833,466.72**	**$715,939.00**	**$276,190.73**	**3.23%**
Accrued Income			$32,137.61					
Total			**$8,581,543.33**					

STATEMENT 10

2012 Michele Agnese Cestone Foundation Grant Distributions

THE MICHELE & AGNESE CESTONE FOUNDATION, INC.
FORM 990-PF (2012)
PAGE 11, PART XV

Date	Organization	Address	Address	City	State	Zip	Amount	Purpose
7/27/2012	Animal Medical Center	510 East 62nd Street		New York	NY	10065	$40,000 00	Guide Dog program
7/27/2012	Animal Rescue Hamptons	PO Box 901		Wainscott	NY	11975	$5,000 00	Puppy Mill Rescue
7/27/2012	Cares4Pets	659 N. 33rd Street		Philadelphia	PA	19104	$5,000 00	No Pet Ignored Program
7/27/2012	Defenders of Animal Rights	14412 Old York Road		Phoenix	MD	21131	$15,000 00	General Operating
7/27/2012	Defenders of Wildlife	1130 17th Street NW		Washington	DC	20036	$10,000 00	Wildlife Conservation
7/27/2012	Equine Advocates	PO Box 354		Chatham	NY	12037	$20,000 00	General Operating
7/27/2012	Greyhound Friends	PO Box 4416		Cherry Hill	NJ	08036	$3,000 00	General Operating
7/27/2012	Greyhound Rescue of N E Inc	PO Box 507		Mendon	MA	01756	$5,000 00	Greyhound Rescue
7/27/2012	Guardian Angles Medical Service Dogs, Inc	3251 NE 180th Avenue		Williston	FL	32696	$20,000 00	Service Dogs for Veterans
7/27/2012	Humane Society United States	700 Professional Drive		Gaithersburg	MD	20879	$10,000 00	Stop Puppy Mills
7/27/2012	Mylestone Equine Rescue	227 Still Valley Road		Phillipsburg	NJ	08865	$5,000 00	Horse Rescue
7/27/2012	North Shore Horse Rescue	2330 Sound Ave		Baiting Hollow	NY	11933	$3,000 00	General Operating
7/27/2012	Physicians Committee for Responsible Medicine	5100 Wisconsin Ave NW	Suite 400	Washington	DC	20016	$10,000 00	Medical Education
7/27/2012	Quack's Corner	45 East Ave		Bridgeton	NJ	08302	$12,000 00	General Operating
7/27/2012	Rude Ranch Animal Rescue	3200 Ivy Way		Harwood	MD	20776	$5,000 00	Spay/Neuter Program
7/27/2012	Sea Turtle Conservancy	4424 NW 13th Street	Suite B-11	Gainesville	FL	32609	$15,000 00	Sea Turtle Protection Prog
7/27/2012	Tourniquet, Inc	148-11 2nd Ave		Whitestone	NY	11357	$10,000 00	General Operating
7/27/2012	VACAMAS Programs for Youth	256 Macopin Road		W Milford	NJ	07480	$10,000 00	Working animal farm
7/27/2012	Washington Animal Rescue League	71 Oglethorpe Street, NW		Washington	DC	20011	$10,000 00	Assistance low-income
11/16/2012	World Animal Awareness Society	2531 Jackson Ave #246		Ann Arbor	MI	48103	$5,000 00	Abuse Prevention Film
11/16/2012	A Purrfect World	PO Box 1907		Bloomfield	NJ	07003	$6,000 00	General Operating
11/16/2012	American Society Prevention Cruelty Animals	520 Eighth Ave		New York	NY	10018	$15,000 00	Response Team Program
11/16/2012	City Critters	PO Box 1345		New York	NY	10013	$5,000 00	General Operating
11/16/2012	EcoHealth	460 West 34th Street	Suite 1701	New York	NY	10001	$10,000 00	Prevention Wildlife Trade
11/16/2012	The EQUUS Foundation, Inc	168 Long Lots Road		Westport	CT	06880	$5,000 00	Equine Care Network
11/16/2012	Farm Sanctuary	PO Box 150		Watkins Glen	NY	14891	$56,000 00	Advocacy Team Program
11/16/2012	For Our Friends	PO Box 203		Oakland Gardens	NY	11364	$21,000 00	Medical/Boarding Costs
11/16/2012	Friends of Animals	77 Post Road	Suite 205	Darien	CT	06820	$16,000 00	Spay/Neuter Program
11/16/2012	Glade Run Foundation	PO Box 70		Zelienople	PA	16063	$15,000 00	Care of Horses
11/16/2012	Helping Hands Monkeys for Disabled, Inc	541 Cambridge Street		Boston	MA	02134	$40,000 00	Training/Placement Prog
11/16/2012	HORSE of CT, Inc	43 Wilbur Road		Washington	CT	06777	$5,000 00	General Operating
11/16/2012	Humane Society - New York	306 East 59th Street		New York	NY	10022	$5,000 00	General Operating
11/16/2012	International Fund for Animal Welfare, Inc	290 Summer Street		Yarmouth Port	MA	02675	$14,000 00	Protecting Elephants
11/16/2012	Marine Mammal Stranding Center	3625 Brigantine Blvd		Brigantine	NJ	08203	$7,500 00	General Operating
11/16/2012	Mighty Mutts	PO Box 140139		Brooklyn	NY	11214	$10,000 00	General Operating
11/16/2012	National Aviary in Pittsburgh	Allegheny Commons West		Pittsburgh	PA	15212	$15,000 00	Veterinary Hospital
11/16/2012	Pals for Life	939 Radnor Road		Wayne	PA	19087	$5,000 00	General Operating
11/16/2012	Pet Peeves	8352 Jericho Turnpike		Woodbury	NY	11797	$7,500 00	Spay/Neuter Program
11/16/2012	Quack's Corner	45 East Ave		Bridgeton	NJ	08302	$23,000 00	General Operating
11/16/2012	Ramapo Bergen Animal Rescue	2 Shelter Lane		Oakland	NJ	07436	$10,000 00	Therapy dog training
11/16/2012	The Raptor Trust	1390 White Bridge Road		Millington	NJ	07946	$51,000 00	General Operating
11/16/2012	The Seeing Eye, Inc	PO Box 375		Morristown	NJ	07963	$25,000 00	Renovations
11/16/2012	Smitten by Kittens	PO Box 324		Morristown	NJ	07963	$5,000 00	Spay/Neuter Program
11/16/2012	West Orange Animal Welfare League	PO Box 232		West Orange	NJ	07052	$12,000 00	General Operating
11/16/2012	Woodlands	PO Box 5046		Clinton	NJ	08809	$10,000 00	General Operating
11/16/2012	Zoological Society of New Jersey	560 Northfield Ave		West Orange	NJ	07052	$5,000 00	Zoo Education Program
11/16/2012	Cornell University College of Veterinary Medicine	Alumni Affairs and Development	S2-005 Schurman Hall	Ithaca	NY	14853	$170,000 00	Veterinary Scholarships

2012 Michele Agnese Cestone Foundation Grant Distributions

Date	Organization	Address	Address	City	State	Zip	Amount	Purpose
11/16/2012	The Animal Medical Center	510 East 62nd Street		New York	NY	10065	$37,000 00	Cancer Studies/Grieving Ctr
11/16/2012	Canine Companions for Independence	4989 State Route 37 East		Delaware	OH	43015	$25,000 00	Veterans Program
11/16/2012	Guardian Angels Medical Service Dogs	3251 NE 180th Avenue		Williston	FL	32696	$25,000 00	Service Dogs for Veterans
						TOTAL	$874,000 00	

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions THE MICHELE & AGNESE CESTONE FOUNDATION, INC C/O BRUCE BICKEL, PNC PRIVATE FOUNDA	Employer identification number (EIN) or 52-1720903
	Number, street, and room or suite no If a P.O. box, see instructions. 1 PNC PLAZA 249 5TH AVENUE, NO. 3RD F	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PITTSBURGH, PA 15222	

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

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

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

- The books are in the care of ▶ BRUCE BICKEL PNC PRIVATE FOUNDATION MANAGEMENT - PITTSBURGH, PA 15222
  Telephone No ▶ (412)762-3502 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 44,134.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 44,134.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ M M. Cestone Title ▶ CPA Date ▶ 08/14/13

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01-21-13