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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 01-01-2012 , and ending 12-31-2012

Name of foundation
ARTHUR B SHIPLEY & MAE NELSON SHIPLEY

A Employer identification number
52-6318347

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 2907 - TRUST TAX DEPT

Room/suite

B Telephone number (see instructions)
(919) 716-9045

City or town, state, and ZIP code
WILSON, NC 278942907

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,761,713

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	75,677	75,677		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	39,224			
	b	Gross sales price for all assets on line 6a 1,116,046				
	7	Capital gain net income (from Part IV, line 2)		39,224		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	4	4		
	12	**Total.** Add lines 1 through 11	114,905	114,905		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	27,926	27,926		
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)	1,000			1,000
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	7,115	1,575		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	221	221		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	36,262	29,722	0	1,000
	25	Contributions, gifts, grants paid	132,849			132,849
	26	**Total expenses and disbursements.** Add lines 24 and 25	169,111	29,722	0	133,849
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-54,206			
	b	**Net investment income** (if negative, enter -0-)		85,183		
	c	**Adjusted net income** (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions. Cat No 11289X Form **990-PF** (2012)

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	5,376	2,645	2,645
2	Savings and temporary cash investments	17,914	37,906	37,906
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶		0	0
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	325,462		
b	Investments—corporate stock (attach schedule)	1,345,386	1,501,541	1,562,310
c	Investments—corporate bonds (attach schedule)	674,602	1,017,208	1,047,202
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	349,206	106,882	111,650
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,717,946	2,666,182	2,761,713
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
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	2,717,946	2,666,182	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,717,946	2,666,182	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,717,946	2,666,182	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,717,946
2	Enter amount from Part I, line 27a	2	-54,206
3	Other increases not included in line 2 (itemize) ▶	3	2,478
4	Add lines 1, 2, and 3	4	2,666,218
5	Decreases not included in line 2 (itemize) ▶	5	36
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,666,182

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	39,224
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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	122,653	2,747,479	0 044642
2010	112,288	2,630,672	0 042684
2009	55,847	2,349,859	0 023766
2008	69,599	2,368,398	0 029387
2007			

2	**Total** of line 1, column (d).	2	0 140479
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 03512
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,711,678
5	Multiply line 4 by line 3.	5	95,234
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	852
7	Add lines 5 and 6.	7	96,086
8	Enter qualifying distributions from Part XII, line 4.	8	133,849

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	852
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	852
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	852
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — **6a** 3,528		
b	Exempt foreign organizations—tax withheld at source — **6b**		
c	Tax paid with application for extension of time to file (Form 8868) — **6c** 0		
d	Backup withholding erroneously withheld — **6d**		
7	Total credits and payments Add lines 6a through 6d	7	3,528
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
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	2,676
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 426 **Refunded** ▶	11	2,250

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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶MD			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶BRANCH BANKING AND TRUST COMPANY Telephone no ▶(410) 230-1064

Located at ▶111 S CALVERT ST STE 2810 BALTIMORE MD ZIP+4 ▶212026174

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 |

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		No

See 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
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 ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ **Yes** ☑ **No**			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**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? ☐ **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**
	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?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
BRANCH BANKING AND TRUST COMPANY 111 S CALVERT ST STE 2810 BALTIMORE, MD 212026174	TRUSTEE 40	27,926		

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	

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	2,719,645
b	Average of monthly cash balances	1b	33,328
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,752,973
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	2,752,973
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	41,295
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,711,678
6	**Minimum investment return.** Enter 5% of line 5	6	135,584

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	135,584
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 852		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	852
3	Distributable amount before adjustments Subtract line 2c from line 1	3	134,732
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	134,732
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	134,732

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	133,849
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	133,849
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	852
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	132,997

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				134,732
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			132,849	
b Total for prior years 2010 , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. 0				
b From 2008. 0				
c From 2009. 0				
d From 2010. 0				
e From 2011. 0				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 133,849				
a Applied to 2011, but not more than line 2a			132,849	
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.				1,000
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				133,732
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008. . . . 0				
b Excess from 2009. . . . 0				
c Excess from 2010. . . . 0				
d Excess from 2011. . . . 0				
e Excess from 2012. . . . 0				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a 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 organization 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))

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
WINFIELD COMMUNITY VOL FIRE DEPT 1320 WEST OLD LIBERTY RD SYKESVILLE, MD 21784	NONE	EXEMPT	DONATION	132,849
Total . . . . ▶ **3a**				132,849
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	75,677	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	39,224	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a LITIGATION			14	4	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				114,905	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 114,905

(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) (See instructions)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2013-05-01 | ******

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
Firm's name			Firm's EIN	
Firm's address			Phone no	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
10 PHARMASSET, INC COMMON		2011-09-07	2012-02-09
10 ACME PACKET INC COMMON		2011-09-07	2012-02-15
130 AMGEN INC		2011-06-22	2012-02-15
20 ANNALY CAPITAL MANAGEMENT COMMON		2011-04-07	2012-02-15
6 APPLE COMPUTER COM		2010-07-22	2012-02-15
4 APPLE COMPUTER COM		2011-04-07	2012-02-15
210 BANCO SANTANDER CENT HISPANO S A ADR		2011-08-08	2012-02-15
10 BILL BARRETT CORP COMMON		2011-06-22	2012-02-15
40 BENCHMARK ELECTRONICS COMMON		2011-06-22	2012-02-15
160 CVS CORP		2011-09-07	2012-02-15
15 CARBO CERAMICS INC COMMON		2011-06-22	2012-02-15
99 623 COHEN & STEERS REALTY SHARES INSTITUTION		2011-10-17	2012-02-15
170 COMCAST CORP NEW CL A		2009-07-06	2012-02-15
40 COMPUTER SCIENCES CORP		2011-04-07	2012-02-15
80 CONOCOPHILLIPS COM		2003-06-19	2012-02-15
30 EXCO RESOURCES INC COMMON		2011-04-07	2012-02-15
20 ENERGIZER HOLDINGS INC COMMON		2011-04-07	2012-02-15
25 EXPEDIA INC COMMON		2011-08-08	2012-02-15
50 FOREST OIL CORP		2011-04-07	2012-02-15
20 FUEL SYSTEMS SOLUTIONS INC COMMON		2011-04-07	2012-02-15
20 GAFISA S A		2011-06-22	2012-02-15
20 HANCOCK HOLDING COMPANY		2011-06-22	2012-02-15
110 HECLA MINING		2011-04-07	2012-02-15
20 INTERDIGITAL INC COMMON		2011-04-07	2012-02-15
30 INTL SPEEDWAY A COMMON		2011-06-22	2012-02-15
10 INVESTMENT TECH GROUP INC COMMON		2011-06-22	2012-02-15
10 IRONWOOD PHARMACEUTICALS, INC COMMON		2011-04-07	2012-02-15
50 ISHARES FTSE/XINHUA CHINA 25 INDEX FUND		2011-06-22	2012-02-15
145 KRAFT FOODS INC-A COMMON			2012-02-15
10 LAKELAND FINANCIAL CORP		2011-04-07	2012-02-15

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30 LAYNE CHRISTENSEN COMPANY		2011-04-07	2012-02-15
20 LINKEDIN CORP COMMON		2011-12-08	2012-02-15
110 MARUI LTD ADR		2011-06-22	2012-02-15
110 MEDTRONIC INC			2012-02-15
40 NAVIGATORS GROUP INC COMMON		2011-04-07	2012-02-15
10 NETSCOUT SYSTEMS INC COMMON		2011-09-07	2012-02-15
30 NEXTERA ENERGY, INC COMMON		2011-04-07	2012-02-15
10 NINTENDO LTD ADR		2011-06-22	2012-02-15
30 OMNIVISION TECHNOLOGIES INC COMMON		2011-06-22	2012-02-15
20 PORTFOLIO RECOVERY ASSOC INC		2011-04-07	2012-02-15
60 PRESTIGE BRANDS HOLDINGS INC COMMON		2011-06-22	2012-02-15
90 PUBLICIS GROUPE ADR		2011-06-22	2012-02-15
180 RESOURCES CONNECTION INC			2012-02-15
10 REX ENERGY CORP COMMON		2011-06-22	2012-02-15
50 RUE21 INC COMMON		2011-04-07	2012-02-15
50 SAIC INC COMMON		2011-06-22	2012-02-15
10 SASOL LTD SPONSORED ADR		2011-06-22	2012-02-15
10 SCHNITZER STEEL INDS INC CL A		2011-06-22	2012-02-15
20 SUBSEA 7 SA		2011-06-22	2012-02-15
80 SUCCESSFACTORS, INC COMMON		2011-04-07	2012-02-15
40 SUPERIOR ENERGY SERVICES INC COMMON		2011-04-07	2012-02-15
20 THORATEC CORP		2011-06-22	2012-02-15
40 UNIVERSAL TECHNICAL INSTITUTE INC COMMON		2011-06-22	2012-02-15
50 WMS INDUSTRIES INC COMMON		2011-04-07	2012-02-15
70 WAL-MART STORES INC			2012-02-15
110 AT&T INC			2012-05-11
256 AT&T INC		2004-08-26	2012-05-11
170 ALCOA, INC		2011-06-22	2012-05-11
70 ALCOA, INC		2011-04-07	2012-05-11
95 AMERICAN EXPRESS CO COM STK*		2010-12-20	2012-05-11

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80 ANADARKO PETE CORP		2012-02-15	2012-05-11
210 BAKER HUGHES INCORPORATED			2012-05-11
150 BARRICK GOLD CORP COM (FOREIGN SECURITY)			2012-05-11
50 BERKSHIRE HATHAWAY INC DEL CL B COMMON		2010-03-17	2012-05-11
70 BERKSHIRE HATHAWAY INC DEL CL B COMMON			2012-05-11
20 CF INDUSTRIES HOLDINGS INC COMMON		2011-04-07	2012-05-11
90 CVS CORP		2011-09-07	2012-05-11
120 CA INC COMMOM		2011-04-07	2012-05-11
50 CARNIVAL CORP COMMON		2011-06-22	2012-05-11
190 CENOVUS ENERGY INC		2011-04-07	2012-05-11
180 CHINA RESOURCES ENTERPRISE LTD SP ADR			2012-05-11
460 CISCO SYS INC			2012-05-11
120 COCA-COLA CO COM STK*		2011-06-22	2012-05-11
67 324 COHEN & STEERS REALTY SHARES INSTITUTION		2011-10-17	2012-05-11
100 COMCAST CORP NEW CL A		2011-04-07	2012-05-11
185 COMCAST CORP NEW CL A		2009-07-06	2012-05-11
70 CREDIT SUISSE GRP SPONSORED ADR			2012-05-11
330 WALT DISNEY COMPANY THE		2003-06-19	2012-05-11
170 DU PONT E I DE NEMOURS & COMPANY			2012-05-11
240 EMC CORP		2011-10-13	2012-05-11
80 EBAY INC COM		2011-04-07	2012-05-11
190 EXPRESS SCRIPTS HOLDING CO COMMON		2011-10-13	2012-05-11
110 EXXON MOBIL CORP		2003-06-19	2012-05-11
90 EXXON MOBIL CORP			2012-05-11
30 FEDEX CORP COM		2011-06-22	2012-05-11
50 FEDEX CORP COM		2010-09-24	2012-05-11
70 FREEPORT MCMORAN CPR & GOLD CLASS B		2011-08-08	2012-05-11
530 GENERAL ELECTRIC CO COM STK			2012-05-11
10 GOOGLE INC CL A		2010-09-24	2012-05-11
10 GOOGLE INC CL A			2012-05-11

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210 HONEYWELL INTL INC			2012-05-11
40 INTERNATIONAL BUSINESS MACHINES COM		2003-06-19	2012-05-11
90 INVESTMENT TECH GROUP INC COMMON		2011-06-22	2012-05-11
40 ISHARES FTSE/XINHUA CHINA 25 INDEX FUND		2011-06-22	2012-05-11
360 J P MORGAN CHASE & CO			2012-05-11
140 JOHNSON + JOHNSON COM STK			2012-05-11
90 KELLOGG COMPANY		2011-12-08	2012-05-11
35 KRAFT FOODS INC-A COMMON		2008-02-07	2012-05-11
90 KRAFT FOODS INC-A COMMON		2011-06-22	2012-05-11
280 LOWES COS INC		2010-12-20	2012-05-11
110 LOWES COS INC		2011-06-22	2012-05-11
20 MCKESSON CORPORATION		2011-08-08	2012-05-11
70 MEDTRONIC INC		2011-06-22	2012-05-11
55 MEDTRONIC INC		2008-02-07	2012-05-11
250 MERCK & CO INC COMMON			2012-05-11
40 METLIFE COMMON		2011-08-08	2012-05-11
210 METLIFE COMMON		2011-04-07	2012-05-11
260 MICROSOFT CORP			2012-05-11
60 NETSCOUT SYSTEMS INC COMMON		2011-09-07	2012-05-11
50 PEPSICO INC		2003-06-19	2012-05-11
150 PROCTER & GAMBLE CO COM STK*			2012-05-11
270 ST JUDE MED INC			2012-05-11
310 AMEX FINANCIAL SELECT SPDR		2011-09-07	2012-05-11
176 UTILITIES SELECT SECTOR SPDR FUND		2010-02-19	2012-05-11
120 STERIS CORP COMMON		2011-04-07	2012-05-11
290 135 STERLING CAPITAL CORPORATE FUND NAME&CUSIP CHGE TO 85917K710		2011-08-08	2012-05-11
170 STRYKER CORP COMMON			2012-05-11
220 SUMITOMO CORPORATION		2011-06-22	2012-05-11
270 SYSCO		2011-12-08	2012-05-11
100 TEXAS INSTRUMENTS INC COM STK		2010-07-22	2012-05-11

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60 UNITEDHEALTH GROUP		2011-04-07	2012-05-11
40 UNITEDHEALTH GROUP		2012-02-15	2012-05-11
60 WAL-MART STORES INC			2012-05-11
100 WAL-MART DE MEXICO		2011-06-22	2012-05-11
260 WELLS FARGO & CO (NEW)			2012-05-11
110 WELLS FARGO & CO (NEW)		2011-08-08	2012-05-11
470 WEYERHAEUSER COMMON STK		2011-06-22	2012-05-11
400 XYLEM INC COMMON		2011-12-08	2012-05-11
310 TE CONNECTIVITY LTD		2011-04-07	2012-05-11
40 TE CONNECTIVITY LTD		2010-05-10	2012-05-11
5 COMPANHIA ENERGETICA DE MINAS GERAIS SPONSORED ADR PAR $ 01 REP NON		2011-06-22	2012-06-11
160 ABB LTD SPONSORED ADR		2009-07-06	2012-08-15
140 ACME PACKET INC COMMON		2012-05-11	2012-08-15
60 ADIDAS AG			2012-08-15
70 AEROVIRONMENT INC COMMON		2011-04-07	2012-08-15
220 ALLSCRIPTS HEALTHCARE SOLUTIONS		2011-04-07	2012-08-15
60 ARCELORMITTAL		2011-06-22	2012-08-15
30 ARCELORMITTAL			2012-08-15
110 ARUBA NETWORKS INC COMMON		2011-06-22	2012-08-15
140 ASAHI GLASS COMPANY LIMITED		2011-06-22	2012-08-15
110 ASAHI GLASS COMPANY LIMITED		2012-05-11	2012-08-15
50 BP AMOCO PLC ADS L C			2012-08-15
130 BANCO BRADESCO S A		2011-06-22	2012-08-15
30 BANCO BRADESCO S A		2012-05-11	2012-08-15
50 BANK OF NOVA SCOTIA		2011-06-22	2012-08-15
95 THE BANK OF YOKOHAMA LTD			2012-08-15
20 BELLE INTERNATIONAL HOLDINGS LIMITED		2011-08-08	2012-08-15
40 BHP BILLITON LIMITED		2011-06-22	2012-08-15
40 C H ROBINSON WORLDWIDE INC COMMON		2011-04-07	2012-08-15
40 CANADIAN NATL RY CO COMMON		2011-06-22	2012-08-15

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100 CANON INC ADR REPSTG 5 SHS		2011-06-22	2012-08-15
180 CHICO'S FAS INC COMMON		2011-04-07	2012-08-15
90 COMCAST CORP NEW CL A		2011-04-07	2012-08-15
330 COMPAGNIE FINANCIERE RICHEMONT SA		2012-05-11	2012-08-15
162 COMPANHIA ENERGETICA DE MINAS GERAIS SPONSORED ADR PAR $ 01 REP N		2011-06-22	2012-08-15
50 DENDREON CORP COMMON		2012-05-11	2012-08-15
110 DENDREON CORP COMMON		2011-04-07	2012-08-15
30 DEVON ENERGY CORPORATIOIN NEW		2012-05-11	2012-08-15
50 DIAGEO PLC SPONSORED ADR NEW		2012-05-11	2012-08-15
60 ENI S P A ADR		2011-06-22	2012-08-15
220 EXCO RESOURCES INC COMMON		2011-04-07	2012-08-15
70 EBAY INC COM		2011-04-07	2012-08-15
30 ENERGIZER HOLDINGS INC COMMON			2012-08-15
140 ERSTE BK DER OESTER SPAR-ADR		2011-06-22	2012-08-15
70 FAIR ISAAC INC COMMON		2011-04-07	2012-08-15
30 GDF SUEZ SPONS ADR		2011-08-08	2012-08-15
30 GDF SUEZ SPONS ADR			2012-08-15
10 GAFISA S A		2012-05-11	2012-08-15
250 GAFISA S A		2011-06-22	2012-08-15
150 GENERAL ELECTRIC CO COM STK			2012-08-15
60 GLAXO PLC SPONSORED ADR		2011-06-22	2012-08-15
30 GREEN DOT CORP CLASS A COMMON		2012-05-11	2012-08-15
80 GREEN DOT CORP CLASS A COMMON		2011-06-22	2012-08-15
70 GREEN MOUNTAIN COFFEE ROASTERS INC COMMO		2011-04-07	2012-08-15
40 HENKEL KGAA		2011-06-22	2012-08-15
180 ICAP PLC		2011-06-22	2012-08-15
120 INDUSTRIAL AND COMMERCIAL BANK OF CHINA		2011-06-22	2012-08-15
20 INFOSYS TECHNOLOGIES SP ADR		2011-09-07	2012-08-15
160 MINING AND METALLURGICAL CO NORILSK NICK		2011-06-22	2012-08-15
10 JUPITER TELECOMMUNICATIONS CO LTD ADR		2012-05-11	2012-08-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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20 JUPITER TELECOMMUNICATIONS CO LTD ADR		2011-06-22	2012-08-15
10 KB FINANCIAL GROUP INC COMMON		2012-05-11	2012-08-15
60 KB FINANCIAL GROUP INC COMMON		2011-06-22	2012-08-15
450 KINGFISHER PLC-SPONS ADR		2011-06-22	2012-08-15
10 LAYNE CHRISTENSEN COMPANY		2012-05-11	2012-08-15
90 LAYNE CHRISTENSEN COMPANY		2011-04-07	2012-08-15
30 MERCK & CO INC COMMON		2008-02-07	2012-08-15
40 MERCK & CO INC COMMON		2011-12-08	2012-08-15
100 MICROSOFT CORP			2012-08-15
8 MITSUI & CO LTD		2011-06-22	2012-08-15
160 MTN GROUP LTD ADR		2011-06-22	2012-08-15
110 NIDEC CORPORATION		2011-06-22	2012-08-15
10 NINTENDO LTD ADR		2012-05-11	2012-08-15
100 NINTENDO LTD ADR		2011-06-22	2012-08-15
40 OIL CO LUKOIL SPONSORED ADR		2011-06-22	2012-08-15
120 ORACLE SYS CORP			2012-08-15
180 ORACLE SYS CORP		2011-09-07	2012-08-15
263 157 PIMCO TOTAL RETURN FUND -#35		2011-06-22	2012-08-15
5 PETROCHINA COMPANY LTD COMMON		2012-05-11	2012-08-15
10 PETROCHINA COMPANY LTD COMMON		2011-06-22	2012-08-15
80 PETROLEO BRASILEIRO SA PETROBRAS COMMON		2011-06-22	2012-08-15
10 PETROLEO BRASILEIRO SA PETROBRAS COMMON		2012-05-11	2012-08-15
130 PING AN INSURANCE GROUP COMPANY OF CHINA		2011-06-22	2012-08-15
6 PRICELINE COM INC COMMON		2012-05-11	2012-08-15
110 PRUDENTIAL PLC			2012-08-15
60 RUE21 INC COMMON		2011-04-07	2012-08-15
190 SANDVIK AB		2011-06-22	2012-08-15
30 SBERBANK OF RUSSIA		2011-09-07	2012-08-15
120 SBERBANK OF RUSSIA		2011-08-08	2012-08-15
90 SUBSEA 7 SA		2011-06-22	2012-08-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
760 SUMITOMO MITSUI TRUST HOLDINGS INC		2011-06-22	2012-08-15
50 TARGET CORP COM		2003-06-19	2012-08-15
70 TECK RESOURCES LTD COMMON		2011-06-22	2012-08-15
130 UNILEVER N V NY SHS NEW F		2011-06-22	2012-08-15
150 VALE SA SP PREF ADR			2012-08-15
40 WESTPAC BANKING			2012-08-15
176 KINDER MORGAN MANAGEMENT LLC		2012-05-11	2012-08-29
100 HUMAN GENOME SCIENCES INC COMMON		2011-06-22	2012-09-05
190 HUMAN GENOME SCIENCES INC COMMON			2012-09-05
8 APPLE COMPUTER COM		2011-04-07	2012-10-09
210 BANCO SANTANDER CENT HISPANO S A ADR		2012-08-15	2012-10-09
60 BORGWARNER AUTOMOTIVE INC COMMON			2012-10-09
20 BORGWARNER AUTOMOTIVE INC COMMON		2011-09-07	2012-10-09
80 BROADCOM CORPORATION COMMON		2011-06-22	2012-10-09
10 BROADCOM CORPORATION COMMON		2012-05-11	2012-10-09
10 CARMAX INC COMMON		2012-05-11	2012-10-09
90 CARMAX INC COMMON		2011-04-07	2012-10-09
50 CHART INDUSTRIES INC COMMON			2012-10-09
90 CHICO'S FAS INC COMMON		2011-04-07	2012-10-09
100 CHICO'S FAS INC COMMON		2011-12-08	2012-10-09
50 CISCO SYS INC		2006-05-02	2012-10-09
100 CISCO SYS INC		2011-06-22	2012-10-09
40 CLIFFS NATURAL RESOURCES INC COMMON		2012-05-11	2012-10-09
93 562 COHEN & STEERS REALTY SHARES INSTITUTION		2011-10-17	2012-10-09
190 CONOCOPHILLIPS COM		2012-05-11	2012-10-09
30 CTRIP COM INTERNATIONAL LTD		2012-05-11	2012-10-09
100 CTRIP COM INTERNATIONAL LTD		2011-04-07	2012-10-09
901 104 DOUBLELINE TOTAL RETURN BOND FUND		2011-12-08	2012-10-09
60 FMC TECHNOLOGIES INC COMMON		2011-06-22	2012-10-09
20 F5 NETWORKS INC COMMON		2011-06-22	2012-10-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
10 F5 NETWORKS INC COMMON		2011-12-08	2012-10-09
60 GILEAD SCIENCES, INC		2011-04-07	2012-10-09
100 GRANITE REAL ESTATE INC		2011-04-07	2012-10-09
150 ILLINOIS TOOL WORKS INC		2012-05-11	2012-10-09
398 317 LAZARD EMERGING MKTS PORTFOLIO INST CLAS		2010-12-20	2012-10-09
90 MERCADOLIBRE INC COMMON		2012-05-11	2012-10-09
327 457 METROPOLITAN WEST TOTAL RETURN BOND FUND		2010-12-20	2012-10-09
70 MONSANTO CO		2012-05-11	2012-10-09
377 635 OPPENHEIMER DEVELOPING MARKETS FUND CL Y		2011-04-07	2012-10-09
160 PAREXEL INTERNATIONAL COMMON		2011-04-07	2012-10-09
90 PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR		2011-06-22	2012-10-09
30 PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR		2012-05-11	2012-10-09
6 PRICELINE COM INC COMMON		2012-05-11	2012-10-09
40 QUALCOMM INC COMMON		2011-09-07	2012-10-09
25 SALESFORCE COM INC COMMON		2012-05-11	2012-10-09
30 SALESFORCE COM INC COMMON		2011-04-07	2012-10-09
120 SALLY BEAUTY COMPANY INC COMMON		2011-04-07	2012-10-09
190 SUNCOR ENERGY, INC			2012-10-09
10 SYNAPTICS INC		2011-06-22	2012-10-09
260 TAIWAN SEMICONDUCTOR MANUFACTURING CO LT		2011-06-22	2012-10-09
220 TAIWAN SEMICONDUCTOR MANUFACTURING CO LT		2012-05-11	2012-10-09
25 TRIPADVISOR INC COMMON		2011-08-08	2012-10-09
110 UNITEDHEALTH GROUP		2012-02-15	2012-10-09
30 VMWARE INC CLASS A COMMON		2011-04-07	2012-10-09
40 VMWARE INC CLASS A COMMON		2012-05-11	2012-10-09
300 WASTE MGMT INC DEL COM		2012-05-11	2012-10-09
20 SINA COM		2012-05-11	2012-10-09
309 KINDER MORGAN MANAGEMENT LLC		2012-05-11	2012-12-04
60 ALLEGHENY TECHNOLOGIES INC			2012-12-11
90 AMETEK INC COMMON		2012-10-09	2012-12-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
70 ATHENAHEALTH INC COMMON		2011-04-07	2012-12-11
30 BAIDU INC		2011-04-07	2012-12-11
50 BORGWARNER AUTOMOTIVE INC COMMON		2012-05-11	2012-12-11
260 CARMAX INC COMMON		2012-05-11	2012-12-11
90 CAVIUM INC COMMON		2011-04-07	2012-12-11
10 CAVIUM INC COMMON		2012-05-11	2012-12-11
50 COGNIZANT TECHNOLOGY SOLUTIONS COMMON		2012-05-11	2012-12-11
70 DST SYSTEMS INC COMMON		2011-04-07	2012-12-11
60 DICKS SPORTING GOODS INC COMMON			2012-12-11
110 EBAY INC COM		2011-04-07	2012-12-11
100 EXELON CORPORATEION		2012-10-09	2012-12-11
80 EXPEDITORS INTL WASH INC COMMON		2011-04-07	2012-12-11
80 FAIR ISAAC INC COMMON		2011-04-07	2012-12-11
60 FASTENAL CO COMMON		2012-05-11	2012-12-11
30 FOSSIL INC COM		2011-06-22	2012-12-11
60 GILEAD SCIENCES, INC		2012-05-11	2012-12-11
10 GILEAD SCIENCES, INC		2011-04-07	2012-12-11
80 GILDAN ACTIVEWEAR INC		2011-06-22	2012-12-11
90 GRANITE REAL ESTATE INC		2011-04-07	2012-12-11
70 HARMAN INTERNATIONAL INDUSTRIES COMMON		2012-05-11	2012-12-11
140 HONDA MTR LTD AMERN SHS		2012-08-15	2012-12-11
140 HOYA CORP SPONSORED ADR		2012-10-09	2012-12-11
90 HOYA CORP SPONSORED ADR		2011-08-08	2012-12-11
30 IHS INC COMMON		2011-06-22	2012-12-11
60 ILLUMINA INC COM		2012-10-09	2012-12-11
70 INTL SPEEDWAY A COMMON		2011-06-22	2012-12-11
12 INTUITIVE SURGICAL INC COMMON		2011-04-07	2012-12-11
70 IRONWOOD PHARMACEUTICALS, INC COMMON		2011-04-07	2012-12-11
50 LUFKIN INDUSTRIES INC COMMON			2012-12-11
30 MSC INDUSTRIAL DIRECT INC CLASS A COMMON		2012-05-11	2012-12-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
60 MONSTER BEVERAGE CORP COMMON		2012-10-09	2012-12-11
170 MYLAN LAB INC*			2012-12-11
100 OCEANEERING INTERNATIONAL INC		2011-04-07	2012-12-11
90 T ROWE PRICE GROUP INC			2012-12-11
20 PRICESMART			2012-12-11
120 QLIK TECHNOLOGIES INC COMMON		2011-04-07	2012-12-11
50 RACKSPACE HOSTING INC COMMON		2012-10-09	2012-12-11
130 ROBERT HALF INTL COMMON		2011-04-07	2012-12-11
30 ROCKWELL AUTOMATION INC		2011-04-07	2012-12-11
70 ROGERS COMMUNICATIONS INC		2012-05-11	2012-12-11
25 SALESFORCE COM INC COMMON		2012-05-11	2012-12-11
30 SALIX PHARMACEUTICALS LTD COMMON		2012-08-15	2012-12-11
10 UNIVERSAL DISPLAY CORPORATION COMMON		2011-09-07	2012-12-11
10 UNIVERSAL DISPLAY CORPORATION COMMON		2012-05-11	2012-12-11
60 VERTEX PHARMACEUTICALS INC COM		2011-04-07	2012-12-11
80 VOLCANO CORP COMMON		2011-08-08	2012-12-11
20 YOUKU COM INC-SPON ADR		2012-05-11	2012-12-11
90 YOUKU COM INC-SPON ADR		2011-06-22	2012-12-11
70 ARCOS DORADOS HOLDINGS, INC		2011-12-08	2012-12-11
40 MICHAEL KORS HOLDINGS LTD		2012-05-11	2012-12-11
60 ACE LTD			2012-12-11
50 CORE LABORATORIES N V			2012-12-11
60 AVAGO TECHNOLOGIES LTD		2012-05-11	2012-12-11
120 ADOBE SYSTEM INC COMMON		2011-04-07	2012-12-17
120 COMCAST CORP NEW CL A			2012-12-17
80 HARRIS CORP		2011-04-07	2012-12-17
10 INTERDIGITAL INC COMMON		2012-05-11	2012-12-17
30 INTERDIGITAL INC COMMON		2011-04-07	2012-12-17
40 ITRON INC COMMON		2011-08-08	2012-12-17
60 LVMH MOET-HENNESSEY UNSPON ADR			2012-12-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
30 LVMH MOET-HENNESSEY UNSPON ADR			2012-12-17
160 LINCOLN NATL CORP IND		2011-08-08	2012-12-17
30 LINDSAY MFG CO COMMON		2011-10-13	2012-12-17
10 LINDSAY MFG CO COMMON		2012-10-09	2012-12-17
30 SIEMENS AG SPONSORED ADR		2011-06-22	2012-12-17
60 STANCORP FINANCIAL GROUP INC COMMON		2011-04-07	2012-12-17
2090 784 STERLING CAPITAL TOTAL RETURN BOND FUND		2010-12-20	2012-12-17
70 TEXAS INSTRUMENTS INC COM STK		2011-04-07	2012-12-17
35 TEXAS INSTRUMENTS INC COM STK		2010-07-22	2012-12-17
60 THORATEC CORP		2011-06-22	2012-12-17
10 THORATEC CORP		2012-05-11	2012-12-17
160 ASSURED GUARANTY LTD		2011-06-22	2012-12-17
60 BUNGE LIMITED			2012-12-17
20 BUNGE LIMITED		2011-08-08	2012-12-17
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,370		720	650
355		489	-134
8,813		7,577	1,236
329		348	-19
3,057		1,556	1,501
2,038		1,350	688
1,748		1,891	-143
277		455	-178
695		628	67
6,995		5,878	1,117
1,337		2,281	-944
4,167		3,523	644
4,864		2,358	2,506
1,297		1,993	-696
5,873		2,192	3,681
223		628	-405
1,548		1,451	97
841		689	152
688		1,321	-633
523		587	-64
123		189	-66
674		628	46
538		1,057	-519
756		960	-204
772		831	-59
103		141	-38
150		147	3
1,994		2,076	-82
5,543		4,488	1,055
250		229	21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
761		958	-197
1,733		1,444	289
1,712		1,598	114
4,328		5,359	-1,031
1,917		2,097	-180
211		129	82
1,796		1,680	116
178		239	-61
485		936	-451
1,380		1,702	-322
803		740	63
2,408		2,519	-111
2,359		2,746	-387
102		107	-5
1,266		1,433	-167
633		839	-206
519		516	3
411		535	-124
444		488	-44
3,195		3,023	172
1,116		1,582	-466
706		621	85
527		748	-221
1,142		1,827	-685
4,322		3,414	908
3,718		3,152	566
8,654		5,101	3,553
1,549		2,636	-1,087
638		1,259	-621
5,696		3,979	1,717

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,544		7,020	-1,476
8,820		10,942	-2,122
5,637		7,261	-1,624
4,102		4,114	-12
5,743		4,999	744
3,483		2,785	698
4,127		3,306	821
3,127		2,903	224
1,589		1,838	-249
6,282		7,480	-1,198
1,301		1,545	-244
7,691		9,484	-1,793
9,308		7,970	1,338
3,007		2,381	626
2,963		2,474	489
5,481		2,566	2,915
1,484		2,033	-549
15,022		6,542	8,480
8,811		7,592	1,219
6,309		5,494	815
3,279		2,522	757
10,624		7,673	2,951
9,188		4,069	5,119
7,518		7,131	387
2,634		2,749	-115
4,390		4,213	177
2,461		3,056	-595
10,155		16,495	-6,340
6,107		5,270	837
6,107		5,053	1,054

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,370		9,679	2,691
8,067		3,407	4,660
814		1,273	-459
1,424		1,661	-237
13,611		14,392	-781
9,058		8,371	687
4,584		4,440	144
1,369		1,027	342
3,521		3,125	396
8,370		7,115	1,255
3,288		2,582	706
1,808		1,452	356
2,673		2,704	-31
2,100		2,588	-488
9,545		11,085	-1,540
1,392		1,368	24
7,306		9,456	-2,150
8,130		6,998	1,132
1,163		774	389
3,347		2,234	1,113
9,597		9,503	94
10,569		12,405	-1,836
4,610		3,956	654
6,340		5,240	1,100
3,606		4,156	-550
3,006		2,933	73
9,090		8,287	803
2,999		2,959	40
7,506		7,903	-397
3,101		2,537	564

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,322		2,681	641
2,215		2,188	27
3,575		2,813	762
2,635		2,933	-298
8,632		7,436	1,196
3,652		2,713	939
9,472		9,985	-513
10,485		9,697	788
10,355		10,549	-194
1,336		1,181	155
9		8	1
2,840		2,413	427
2,377		3,483	-1,106
2,288		2,121	167
1,639		2,100	-461
2,519		4,683	-2,164
913		1,964	-1,051
457		521	-64
1,847		2,954	-1,107
854		1,603	-749
671		798	-127
2,118		2,020	98
2,178		2,557	-379
503		458	45
2,630		2,985	-355
1,789		1,923	-134
1,825		1,998	-173
2,725		3,625	-900
2,225		2,990	-765
3,649		3,087	562

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,394		4,658	-1,264
2,878		2,760	118
3,065		2,226	839
2,023		1,931	92
3,156		2,610	546
232		450	-218
510		4,286	-3,776
1,744		1,948	-204
5,362		5,024	338
2,638		2,744	-106
1,615		4,605	-2,990
3,168		2,206	962
1,981		2,205	-224
1,322		3,523	-2,201
3,077		2,161	916
723		847	-124
723		731	-8
33		38	-5
830		2,362	-1,532
3,141		5,344	-2,203
2,805		2,488	317
304		686	-382
811		2,648	-1,837
1,688		4,542	-2,854
2,945		2,739	206
1,883		2,608	-725
1,386		1,795	-409
824		999	-175
2,498		4,043	-1,545
659		697	-38

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,317		1,500	-183
328		332	-4
1,967		2,809	-842
3,982		3,942	40
207		197	10
1,862		2,873	-1,011
1,321		1,382	-61
1,762		1,415	347
3,013		2,976	37
2,392		2,686	-294
3,040		3,211	-171
2,257		2,574	-317
132		152	-20
1,319		2,391	-1,072
2,339		2,519	-180
3,794		2,141	1,653
5,690		4,898	792
2,992		2,897	95
626		682	-56
1,252		1,412	-160
1,730		2,659	-929
216		214	2
1,986		2,566	-580
3,435		4,080	-645
2,838		2,537	301
1,615		1,720	-105
2,671		3,200	-529
350		345	5
1,400		1,504	-104
2,060		2,198	-138

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,014		2,584	-570
3,244		1,875	1,369
2,010		3,215	-1,205
4,488		4,195	293
2,628		4,044	-1,416
4,979		4,423	556
13		13	
1,425		2,552	-1,127
2,708		1,457	1,251
5,045		2,699	2,346
1,569		1,389	180
4,191		4,512	-321
1,397		1,377	20
2,653		2,595	58
332		341	-9
319		300	19
2,867		2,923	-56
3,491		2,664	827
1,661		1,380	281
1,845		1,059	786
941		1,074	-133
1,882		1,548	334
1,663		2,254	-591
4,080		3,308	772
10,990		10,272	718
547		576	-29
1,822		4,550	-2,728
10,273		10,002	271
2,626		2,469	157
2,031		2,135	-104

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,016		1,111	-95
4,133		2,491	1,642
3,624		2,725	899
8,880		8,531	349
7,648		8,488	-840
7,822		6,962	860
3,615		3,389	226
6,345		5,062	1,283
12,734		13,893	-1,159
5,006		4,276	730
1,969		2,714	-745
656		615	41
3,713		4,080	-367
2,421		2,041	380
3,783		3,478	305
4,540		4,020	520
3,080		1,748	1,332
6,344		7,982	-1,638
232		260	-28
3,965		3,393	572
3,355		3,411	-56
813		689	124
6,293		6,017	276
2,738		2,410	328
3,651		4,123	-472
9,604		10,108	-504
1,190		1,080	110
23		22	1
1,699		2,816	-1,117
3,401		3,128	273

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,322		3,225	2,097
2,811		4,174	-1,363
3,356		3,923	-567
9,273		7,811	1,462
3,214		4,105	-891
357		244	113
3,614		3,069	545
4,362		3,791	571
2,929		1,894	1,035
5,718		3,467	2,251
3,011		3,602	-591
3,098		4,084	-986
3,405		2,470	935
2,585		2,662	-77
2,702		3,426	-724
4,581		3,094	1,487
763		415	348
2,867		2,727	140
3,274		2,452	822
2,894		3,014	-120
4,639		4,493	146
2,710		2,974	-264
1,742		1,970	-228
2,722		2,655	67
3,168		3,084	84
1,875		1,940	-65
6,458		4,438	2,020
779		1,026	-247
2,941		2,782	159
2,128		2,165	-37

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,297		3,417	-120
4,734		3,694	1,040
5,371		4,410	961
5,859		5,469	390
1,492		1,505	-13
2,304		3,222	-918
3,381		3,387	-6
3,875		4,061	-186
2,436		2,807	-371
3,173		2,534	639
4,129		3,478	651
1,262		1,377	-115
262		522	-260
262		358	-96
2,501		2,831	-330
1,945		2,151	-206
307		473	-166
1,384		2,615	-1,231
877		1,582	-705
2,053		1,637	416
4,797		3,851	946
5,379		5,016	363
2,062		1,865	197
4,450		4,141	309
4,395		2,614	1,781
3,862		4,088	-226
427		268	159
1,281		1,440	-159
1,776		1,502	274
2,158		1,845	313

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,079		944	135
4,062		3,488	574
2,252		1,707	545
751		737	14
3,243		3,988	-745
2,110		2,816	-706
23,040		22,622	418
2,139		2,449	-310
1,070		888	182
2,268		1,864	404
378		335	43
2,259		2,499	-240
4,331		4,074	257
1,444		1,206	238
			83

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			650
			-134
			1,236
			-19
			1,501
			688
			-143
			-178
			67
			1,117
			-944
			644
			2,506
			-696
			3,681
			-405
			97
			152
			-633
			-64
			-66
			46
			-519
			-204
			-59
			-38
			3
			-82
			1,055
			21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-197
			289
			114
			-1,031
			-180
			82
			116
			-61
			-451
			-322
			63
			-111
			-387
			-5
			-167
			-206
			3
			-124
			-44
			172
			-466
			85
			-221
			-685
			908
			566
			3,553
			-1,087
			-621
			1,717

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-1,476
			-2,122
			-1,624
			-12
			744
			698
			821
			224
			-249
			-1,198
			-244
			-1,793
			1,338
			626
			489
			2,915
			-549
			8,480
			1,219
			815
			757
			2,951
			5,119
			387
			-115
			177
			-595
			-6,340
			837
			1,054

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			2,691
			4,660
			-459
			-237
			-781
			687
			144
			342
			396
			1,255
			706
			356
			-31
			-488
			-1,540
			24
			-2,150
			1,132
			389
			1,113
			94
			-1,836
			654
			1,100
			-550
			73
			803
			40
			-397
			564

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			641
			27
			762
			-298
			1,196
			939
			-513
			788
			-194
			155
			1
			427
			-1,106
			167
			-461
			-2,164
			-1,051
			-64
			-1,107
			-749
			-127
			98
			-379
			45
			-355
			-134
			-173
			-900
			-765
			562

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-1,264
			118
			839
			92
			546
			-218
			-3,776
			-204
			338
			-106
			-2,990
			962
			-224
			-2,201
			916
			-124
			-8
			-5
			-1,532
			-2,203
			317
			-382
			-1,837
			-2,854
			206
			-725
			-409
			-175
			-1,545
			-38

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-183
			-4
			-842
			40
			10
			-1,011
			-61
			347
			37
			-294
			-171
			-317
			-20
			-1,072
			-180
			1,653
			792
			95
			-56
			-160
			-929
			2
			-580
			-645
			301
			-105
			-529
			5
			-104
			-138

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-570
			1,369
			-1,205
			293
			-1,416
			556
			-1,127
			1,251
			2,346
			180
			-321
			20
			58
			-9
			19
			-56
			827
			281
			786
			-133
			334
			-591
			772
			718
			-29
			-2,728
			271
			157
			-104

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-95
			1,642
			899
			349
			-840
			860
			226
			1,283
			-1,159
			730
			-745
			41
			-367
			380
			305
			520
			1,332
			-1,638
			-28
			572
			-56
			124
			276
			328
			-472
			-504
			110
			1
			-1,117
			273

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			2,097
			-1,363
			-567
			1,462
			-891
			113
			545
			571
			1,035
			2,251
			-591
			-986
			935
			-77
			-724
			1,487
			348
			140
			822
			-120
			146
			-264
			-228
			67
			84
			-65
			2,020
			-247
			159
			-37

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-120
			1,040
			961
			390
			-13
			-918
			-6
			-186
			-371
			639
			651
			-115
			-260
			-96
			-330
			-206
			-166
			-1,231
			-705
			416
			946
			363
			197
			309
			1,781
			-226
			159
			-159
			274
			313

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			135
			574
			545
			14
			-745
			-706
			418
			-310
			182
			404
			43
			-240
			257
			238

TY 2012 Other Decreases Schedule

Name: ARTHUR B SHIPLEY & MAE NELSON SHIPLEY

EIN: 52-6318347

Description	Amount
ROUNDING	36

TY 2012 Other Expenses Schedule

Name: ARTHUR B SHIPLEY & MAE NELSON SHIPLEY

EIN: 52-6318347

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADR FEES	221	221		0

TY 2012 Other Income Schedule

Name: ARTHUR B SHIPLEY & MAE NELSON SHIPLEY

EIN: 52-6318347

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LITIGATION PROCEEDS	4	4	

TY 2012 Other Increases Schedule

Name: ARTHUR B SHIPLEY & MAE NELSON SHIPLEY

EIN: 52-6318347

Description	Amount
DIFF MUTUAL FDS REC/REP	1,197
PRIOR YEAR WASH SALE ADJUSTMENTS	1,281