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

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

Name of foundation: The DeVito Family Trust (fka The Beechmont Foundation)

A Employer identification number: 52-6705998

Number and street (or P O. box number if mail is not delivered to street address): c/o M. DeVito, Village Square 2, 5100 Falls Road — Room/suite: 220

B Telephone number (see the instructions): (410) 433-1469

City or town: Baltimore — State: MD — ZIP code: 21210

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 [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, column (c), line 16)* ► $ 5,249,654.

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) (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 (att sch)				
2 Ck ► [X] if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	139,078.	139,078.		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain/(loss) from sale of assets not on line 10	173,332.	L-6a Stmt		
b Gross sales price for all assets on line 6a 2,655,900.				
7 Capital gain net income (from Part IV, line 2)		173,332.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	312,410.	312,410.		
ADMINISTRATIVE OPERATING AND EXPENSES 13 Compensation of officers, directors, trustees, etc	30,000.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule) L-16a Stmt	3,157.			
b Accounting fees (attach sch)				
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	2,163.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	21,228.	20,928.		300.
24 **Total operating and administrative expenses.** Add lines 13 through 23	56,548.	20,928.		300.
25 Contributions, gifts, grants paid	252,025.			252,025.
26 **Total expenses and disbursements.** Add lines 24 and 25	308,573.	20,928.		252,325.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	3,837.			
b **Net investment income** (if negative, enter -0-)		291,482.		
c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	35,145.	35,020.	35,020.
	2 Savings and temporary cash investments	184,305.	114,744.	114,744.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) L-10b Stmt	1,921,029.	2,577,761.	3,207,495.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	1,206,534.	1,124,515.	1,164,016.
	11 Investments – land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) L-13 Stmt	1,207,231.	702,982.	728,379.
	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)	4,554,244.	4,555,022.	5,249,654.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
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 ▶ X and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	4,554,244.	4,555,022.	
	30 **Total net assets or fund balances** (see instructions)	4,554,244.	4,555,022.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	4,554,244.	4,555,022.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,554,244.
2	Enter amount from Part I, line 27a	2	3,837.
3	Other increases not included in line 2 (itemize) ▶ See Other Increases Stmt	3	32,786.
4	Add lines 1, 2, and 3	4	4,590,867.
5	Decreases not included in line 2 (itemize) ▶ See Other Decreases Stmt	5	35,845.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,555,022.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g , real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Publicly traded securities	P	various	various
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	2,658,900.		2,485,568.	173,332.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a	0.	0.	0.	173,332.
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** 173,332.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 — **3**

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	224,507.	5,158,682.	0.043520
2010	171,200.	4,641,892.	0.036882
2009	78,000.	4,469,819.	0.017450
2008	248,345.	5,208,517.	0.047681
2007	255,000.	5,887,784.	0.043310

2	**Total** of line 1, column (d)	2	0.188843
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	0.037769
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,119,721.
5	Multiply line 4 by line 3	5	193,367.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,915.
7	Add lines 5 and 6	7	196,282.
8	Enter qualifying distributions from Part XII, line 4	8	252,325.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary – see instrs)			
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	2,915.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,915.
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	2,915.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 3,069.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	3,069.
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	154.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► 154.	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*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		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ ______ **(2)** On foundation managers ► $ ______			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ______			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *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
4 a 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		
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, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MD - Maryland			
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 ► Mr. Mathias DeVito Telephone no. ► (410) 433-1469

Located at ► 5100 Falls Rd., Suite 220, Baltimore, MD ZIP + 4 ► 21210

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

			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
1 a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)?		1 b		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?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)		2 b		
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__				
3 a	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.)*		3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4 b		X

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

		Yes	No
5 a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes	☒ No
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No
b	If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **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)		
6 a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If 'Yes' to 6b, file Form 8870		
7 a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No
b	If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? **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
Mathias J. DeVito, Village Square 2 5100 Falls Road Baltimore, MD 21210	Trustee 1.00	0.	0.	0.
Ann DeVito Walker 1223 A Providence Road, Baltimore, MD 21286	Trustee/Executive Direc 15.00	30,000.	0.	0.
Rosetta K. DeVito 5100 Falls Road Baltimore MD 21210	Trustee 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► None

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 ▶		None

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 NONE	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0.
2	
All other program-related investments See instructions. 3	
Total. Add lines 1 through 3 ▶	None

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	5,039,377.
b	Average of monthly cash balances	1b	158,309.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,197,686.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,197,686.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	77,965.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,119,721.
6	**Minimum investment return.** Enter 5% of line 5	6	255,986.

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	255,986.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,915.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,915.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	253,071.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	253,071.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	253,071.

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	252,325.
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	252,325.
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	2,915.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	249,410.

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				253,071.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			250,910.	
b Total for prior years 20 __, 20 __, 20 __				
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 ▶ $ 252,325.				
a Applied to 2011, but not more than line 2a			250,910.	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				1,415.
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).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		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				251,656.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	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) 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).)

Mathias J. DeVito

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

NONE

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Association of Baltimore Area Grantmakers 2 E. Read Street Baltimore, MD 21202	N/A	Public	To support donee's activities	1,500.
Kennedy Kreiger Institute 707 N. Broadway Baltimore, MD 21205	N/A	Public	To support donee's activities	1,000.
Boys Hope Girls Hope 3700 E. Northern Parkway Baltimore, MD 21210	N/A	Public	Girls Home Campaign	25,000.
Boys Hope Girls Hope 3700 E. Northern Parkway Baltimore MD 21210	N/A	Public	Director of Development Position	15,000.
Dyslexic Tutoring Program 711 W. 40th Street Baltimore MD 21211	N/A	Public	To support donee's activities	10,000.
Maryvale Preparatory School 11300 Falls Road Brooklandville MD 21022	N/A	Public	To support donee's activities	10,000.
Baltimore School for the Arts 712 Cathedral Street Baltimore, MD 21201	N/A	Public	To support donee's activities	1,000.
Baltimore Chesapeake Bay Outward Bound Center, Inc. 1900 Eagle Drive Baltimore MD 21207	N/A	Public	Scholarship Funds	5,000.
Project PLASE, Inc. 1814 Maryland Avenue Baltimore MD 21201	N/A	Public	Permanent Housing Program donee's activities	15,000.
See Line 3a statement				168,525.
Total			► 3a	252,025.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
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	139,078.	
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	173,332.	
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)				312,410.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 312,410.

(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.)
	N/A

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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

2 a 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) is based on all information of which preparer has any knowledge

Marty DeVito | 5/1/13 | Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
John T. Faulkingham	[signature]	29 Apr '13		P01218237
Firm's name ► DLA Piper LLP (US)			Firm's EIN ► 52-0616490	
Firm's address ► 6225 Smith Avenue Baltimore MD 21209			Phone no (410) 580-4781	

Form 990-PF Part I, Line 6a	Net Gain or Loss From Sale of Assets	2012

Name: The DeVito Family Trust (fka The Beechmont Foundation)

Employer Identification Number: 52-6705998

Asset Information:

Description of Property: Capital Gains - see Part IV
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Taxes withheld	1,663.			
2012 estimated tax	500.			
Total	2,163.			

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
SunTrust Agency Fees	20,928.	20,928.		
Association of Baltimore Area Gr	300.			300.
Total	21,228.	20,928.		300.

Form 990-PF, Page 2, Part III, Line 3
Other Increases Stmt

Contributions made in 2012 but cleared in 2013	30,000.
Income earned in 2011 but posted in 2012	2,786.
Total	32,786.

Form 990-PF, Page 2, Part III, Line 5
Other Decreases Stmt

Income earned in 2012 but posted in 2013	4,197.
Contributions made in 2011 but cleared in 2012	30,000.
Balancing adjustment	1,648.
Total	35,845.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

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	Person or Business Checkbox Amount
a Paid during the year				
SquashWise, Inc. 3600 Clipper Mill Road Baltimore MD 21211	N/A	Public	To support donee's activities	Person or [ ] Business [X] 10,000.
Maryland Foster Youth Resource Center 2530 N. Charles Street, Suite 304 Baltimore MD 21218	N/A	Public	To support donee's activities	Person or [ ] Business [X] 15,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
Boys Latin School of Maryland 822 West Lake Avenue Baltimore MD 21210	N/A	Public	To support donee's activities	Person or [ ] Business [X] 2,500.
Hampden Family Center 1104-1108 West 36th Street Baltimore MD 21211	N/A	Public	After-School Enrichment Program	Person or [ ] Business [X] 10,000.
St. Vincent de Paul of Baltimore 2305 N. Charles Street Baltimore MD 21218	N/A	Public	Camp St. Vincent	Person or [ ] Business [X] 9,600.
Incentive Mentoring Program P.O. Box 1584 Baltimore MD 21203	N/A	Public	To support donee's activities	Person or [ ] Business [X] 15,000.
Chesapeake Center for Youth Development P.O. Box 19618 Baltimore MD 21225	N/A	Public	To support donee's activities	Person or [ ] Business [X] 15,000.
Laurel Advocacy and Referral Services, I 311 Laurel Avenue Laurel MD 20707	N/A	Public	To support donee's activities	Person or [ ] Business [X] 20,000.
National Senior Citizens Law Center 1444 Eye Street, NW, Suite 1100 Washington DC 20005	N/A	Public	To support donee's activities	Person or [ ] Business [X] 2,500.
Open Society Institute 201 N. Charles Street, Suite 1300 Baltimore MD 21201	N/A	Public	To support donee's activities	Person or [ ] Business [X] 2,500.
Garrison Forest School 300 Garrison Forest Road Owings Mills MD 21117	N/A	Public	To support donee's activities	Person or [ ] Business [X] 1,000.
K.U.R.E. at Wilmer 110 East Lake Avenue Baltimore MD 21212	N/A	Public	To support donee's activities	Person or [ ] Business [ ] 2,500.
CASA of Baltimore 305 W. Chesapeake Avenue, Suite 117 Towson MD 21204	N/A	Public	To support donee's activities	Person or [ ] Business [X] 5,000.
Episcopal Community Services of Maryland 1101 Valley Street Baltimore MD 21202	N/A	Public	To support donee's activities	Person or [ ] Business [X] 20,000.
Episcopal Community Services of Maryland 1101 Valley Street Baltimore MD 21202	N/A	Public	Transportation Services for ARK to Irvine	Person or [ ] Business [X] 2,925.
Episcopal Community Services of Maryland 1101 Valley Street Baltimore MD 21202	N/A	Public	ARK Preschool of Baltimore	Person or [ ] Business [X] 5,000.
Irvine Nature Center 11201 Garrison Forest Road Owings Mills MD 21117	N/A	Public	Growing Green Leaders Program	Person or [ ] Business [X] 15,000.

Form 990-PF, Page 11, Part XV, line 3a Continued
Line 3a statement

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	Person or Business Checkbox Amount
a Paid during the year				
Talmar, Inc. 1994 Cromwell Ridge Road Baltimore MD 21234	N/A	Public	To support donee's activities	Person or [ ] Business [X] 10,000.
The Franciscan Center 101 West 23rd Street Baltimore MD 21218	N/A	Public	To support donee's activities	Person or [ ] Business [X] 3,000.
Believe in Tomorrow Children's Foundation 6601 Frederick Road Baltimore MD 21228	N/A	Public	To support donee's activities	Person or [ ] Business [X] 2,000.
Total				168,525.

Form 990-PF, Page 1, Part I
Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DLA Piper LLP (US)	Legal services	3,157.			
Total		3,157.			

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
See Attachment for detail	2,577,761.	3,207,495.
Total	2,577,761.	3,207,495.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
26,887.494 units Doubleline Funds Tr Total Return Bond Fund Cl I	304,060.	304,635.

Form 990-PF, Page 2, Part II, Line 10c Continued
L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
21,812.961 units Neuberger Berman Income Funds High Income Bond Fund Cl Instl	197,514.	206,787.
14,391.496units PIMCO Funds Low Duration Fund Instl Cl	149,822.	151,255.
13,478.942 units PIMCO Funds Pac Inv Mgmt Ser Inv Grade Corp Bond Fund Instl Cl	136,457.	149,886.
9,507.031 units PIMCO Funds Emerging Local Bond Fund Instl Cl	102,771.	104,387.
23,940.520 units Ridgeworth Fund - Intermediate Bond	233,891.	247,066.
Total	1,124,515.	1,164,016.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
13,421.263 units Aberdeen Funds Equity Long Short Instl Cl	148,730.	153,942.
22,766.043 units Forum Funds Absolute Strategies Fd Instl Cl	245,012.	252,248.
23,129.136 units Wasatch Funds Long/Short Fund	309,240.	322,189.
Total	702,982.	728,379.

Supporting Statement of:

Form 990-PF, p1/Line 13(a)

Description	Amount
Salary - Ann DeVito Walker	30,000.
Total	30,000.

Supporting Statement of:

Form 990-PF,p12/Line 4 Column (d)

Description	Amount
Total Ordinary Dividends	123,544.
Total Capital Gains Distributions	15,534.
Total	139,078.

SUNTRUST

Statement Period December 1 , 2012 - December 31, 2012

Account Number 7043627

THE DEVITO FAMILY TRUST IMA

Account Statement

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Common Stocks								
Energy								
APACHE CORP COM Symbol APA CUSIP 037411105	287.000	78.500	22,529.50	0 43	12,191.20	195	0.00	0.87
CAMERON INTL CORP COM Symbol CAM CUSIP 13342B105	369.000	56.460	20,833.74	0.40	14,330.30	0	0.00	0.00

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
CHEVRON CORP COM Symbol CVX CUSIP. 166764100	386.000	108.140	41,742.04	0.80	17,404.82	1,389	0.00	3.33
NATIONAL OILWELL VARCO INC COM Symbol NOV CUSIP: 637071101	409.000	68.350	27,955.15	0.54	26,473.35	212	0.00	0.76
OCCIDENTAL PETROLEUM CORP COM Symbol: OXY CUSIP 674599105	342.000	76.610	26,200.62	0.50	22,959.17	738	0.00	2.82
SCHLUMBERGER LTD COM Symbol· SLB CUSIP. 806857108	484.000	69.298	33,540.52	0.64	28,433.86	532	133.10	1.59
WILLIAMS COS INC COM Symbol WMB CUSIP: 969457100	880.000	32.740	28,811.20	0.55	15,314.90	1,144	0.00	3.97
Total Energy			**$201,612.77**	**3.86%**	**$137,107.60**	**$4,212**	**$133.10**	**2.08%**
Materials								
ECOLAB INC COM Symbol ECL CUSIP: 278865100	315.000	71 900	22,648.50	0.43	18,700.83	289	0.00	1.28
FREEPORT-MCMORAN COPPER & GOLD INC COM Symbol FCX CUSIP· 35671D857	322 000	34.200	11,012.40	0 21	5,606.92	402	0.00	3.65
PRAXAIR INC COM Symbol· PX CUSIP 74005P104	216.000	109.450	23,641.20	0.45	12,894.62	475	0.00	2.01
Total Materials			**$57,302.10**	**1.09%**	**$37,202.37**	**$1,167**	**$0.00**	**2.03%**
Industrials								

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
B/E AEROSPACE INC COM Symbol. BEAV CUSIP· 073302101	740.000	49.400	36,556.00	0.70	26,472.54	0	0.00	0.00
EMERSON ELEC CO COM Symbol EMR CUSIP 291011104	414.000	52.960	21,925.44	0.42	15,190.08	678	0.00	3.10
FLOWSERVE CORP COM Symbol FLS CUSIP. 34354P105	195.000	146.800	28,626.00	0.55	16,015.35	280	70.20	0.98
FLUOR CORP COM NEW Symbol FLR CUSIP 343412102	368.000	58.740	21,616.32	0.41	16,256.40	235	0.00	1.09
GENERAL ELECTRIC CO COM Symbol GE CUSIP. 369604103	1,783.000	20.990	37,425.17	0.72	37,401.37	1,355	338.77	3.62
PACCAR INC COM Symbol· PCAR CUSIP· 693718108	370.000	45.210	16,727.70	0.32	17,854.85	296	0.00	1.77
QUANTA SVCS INC COM Symbol PWR CUSIP. 74762E102	820.000	27 290	22,377.80	0.43	17,980.13	0	0.00	0.00
UNION PACIFIC CORP COM Symbol· UNP CUSIP. 907818108	190.000	125.720	23,886.80	0 46	8,939.79	524	131.10	2.19
UNITED PARCEL SVC INC CL B COM Symbol UPS CUSIP· 911312106	253.000	73.730	18,653.69	0.36	12,440.08	576	0.00	3.09
Total Industrials			**$227,794.92**	**4.37%**	**$168,550.59**	**$3,947**	**$540.07**	**1.73%**

Consumer Discretionary

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
COAH INC COM Symbol. COH CUSIP 189754104	493.000	55.510	27,366.43	0.52	16,069.33	591	0.00	2.16
COMCAST CORP COM CL A Symbol· CMCSA CUSIP. 20030N101	420.000	37.360	15,691.20	0.30	14,504.62	273	68.25	1.74
DARDEN RESTAURANTS INC COM Symbol· DRI CUSIP: 237194105	410.000	45.070	18,478.70	0.35	18,342 46	820	0.00	4 44
HOME DEPOT INC COM Symbol HD CUSIP: 437076102	556.000	61.850	34,388.60	0.66	12,566.54	644	0.00	1.88
MACY'S INC COM Symbol: M CUSIP. 55616P104	1,010.000	39.020	39,410.20	0.76	25,327.77	808	202.00	2.05
MATTEL INC COM Symbol. MAT CUSIP: 577081102	670.000	36.620	24,535.40	0.47	19,821.54	830	0.00	3.39
WALT DISNEY CO COM Symbol DIS CUSIP 254687106	750.000	49.790	37,342.50	0.72	15,426.97	562	0.00	1.51
Total Consumer Discretionary			**$197,213.03**	**3.78%**	**$122,059.23**	**$4,530**	**$270.25**	**2.29%**
Consumer Staples								
BEAM INC COM Symbol BEAM CUSIP: 073730103	350.000	61.090	21,381.50	0.41	19,995.14	287	0.00	1.34
CVS CAREMARK CORP COM Symbol· CVS CUSIP· 126650100	909.000	48.350	43,950.15	0.84	25,715.51	818	0.00	1.86

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
PEPSICO INC COM Symbol· PEP CUSIP 713448108	289.000	68.430	19,776.27	0.38	15,579.78	621	155.34	3 14
PHILIP MORRIS INTL INC COM Symbol· PM CUSIP. 718172109	612.000	83.640	51,187.68	0.98	26,893.72	2,080	520.20	4.06
PROCTER & GAMBLE CO COM Symbol PG CUSIP. 742718109	377.000	67.890	25,594.53	0.49	18,963.91	847	0.00	3.31
WAL-MART STORES INC COM Symbol: WMT CUSIP· 931142103	265.000	68.230	18,080.95	0 35	19,138.64	421	0.00	2.33
Total Consumer Staples			**$179,971.08**	**3.45%**	**$126,286.70**	**$5,076**	**$675.54**	**2.82%**
Health Care								
ABBOTT LABS COM Symbol. ABT CUSIP 002824100	715.000	65.500	46,832.50	0.90	33,416.32	400	0.00	0.85
AMGEN INC COM Symbol AMGN CUSIP 031162100	469.000	86.200	40,427.80	0.78	23,550.38	881	0.00	2.18
BAXTER INTL INC COM Symbol. BAX CUSIP· 071813109	429.000	66.660	28,597 14	0.55	22,811.41	772	193.05	2.70
EXPRESS SCRIPTS HLDG CO COM Symbol: ESRX CUSIP· 30219G108	529.000	54.000	28,566.00	0.55	16,974.11	0	0.00	0.00
MERCK & CO INC PAR 0.5 COM Symbol· MRK CUSIP 58933Y105	1,197.000	40.940	49,005.18	0.94	36,137.16	2,058	514.71	4.20

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
PFIZER INC COM Symbol· PFE CUSIP 717081103	1,745.000	25.079	43,763.38	0.84	32,864.25	1,675	0.00	3.83
TEVA PHARMACEUTICAL INDS LTD SPONS ADR Symbol. TEVA CUSIP: 881624209	643.000	37.340	24,009.62	0.46	32,713.40	516	0.00	2.15
Total Health Care			**$261,201.62**	**5.02%**	**$198,467.03**	**$6,305**	**$707.76**	**2.41%**
Financials								
ALLSTATE CORP COM Symbol. ALL CUSIP 020002101	505.000	40.170	20,285.85	0.39	19,433.51	444	0.00	2.19
BANK OF AMERICA CORP COM Symbol· BAC CUSIP. 060505104	2,114.000	11.610	24,543.54	0.47	21,322.53	84	0.00	0.34
BB&T CORP COM Symbol. BBT CUSIP· 054937107	645.000	29.110	18,775.95	0.36	14,981.47	516	0.00	2.75
CAPITAL ONE FINL CORP COM Symbol COF CUSIP: 14040H105	723.000	57.930	41,883.39	0.80	28,704.78	144	0.00	0.34
GOLDMAN SACHS GROUP INC COM Symbol GS CUSIP· 38141G104	207.000	127.560	26,404.92	0.51	26,618.28	414	0.00	1.57
HARTFORD FINL SVCS GROUP INC COM Symbol HIG CUSIP: 416515104	992.000	22.440	22,260.48	0.43	25,722.64	396	99.20	1.78
INVESCO LTD USD0.2 BERMUDA COM Symbol IVZ CUSIP G491BT108	701.000	26.090	18,289.09	0.35	12,155.14	483	0.00	2.64

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
JP MORGAN CHASE & CO COM Symbol JPM CUSIP: 46625H100	1,030.000	43.969	45,288.17	0 87	34,727 48	1,236	0.00	2.73
MORGAN STANLEY COM Symbol MS CUSIP 617446448	1,313.000	19.120	25,104.56	0.48	23,244.73	262	0.00	1.05
PNC FINL SVCS GROUP INC COM Symbol PNC CUSIP 693475105	565.000	58.310	32,945.15	0.63	32,529.34	904	0.00	2.74
WELLS FARGO & CO COM NEW Symbol: WFC CUSIP 949746101	1,084.000	34.180	37,051.12	0.71	25,417.12	953	0.00	2.57
Total Financials			**$312,832.22**	**6.00%**	**$264,857.02**	**$5,840**	**$99.20**	**1.86%**
Information Technology								
APPLE INC COM Symbol AAPL CUSIP 037833100	175.000	532.173	93,130.28	1.79	23,867.42	1,855	0.00	1.99
EMC CORP COM Symbol EMC CUSIP 268648102	1,166.000	25.300	29,499.80	0.57	17,092.77	0	0 00	0.00
GOOGLE INC CL A COM Symbol GOOG CUSIP. 38259P508	67.000	707.380	47,394.46	0.91	25,484.79	0	0.00	0.00
INTEL CORP COM Symbol: INTC CUSIP 458140100	1,580.000	20.620	32,579.60	0.62	33,226.45	1,422	0.00	4.36
INTERNATIONAL BUSINESS MACHS CORP COM Symbol IBM CUSIP 459200101	185.000	191.550	35,436.75	0.68	30,108.43	629	0.00	1.77

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
INTUIT INC COM Symbol. INTU CUSIP 461202103	385.000	59.475	22,898.03	0.44	18,007.98	261	0.00	1.14
MICROSOFT CORP COM Symbol. MSFT CUSIP 594918104	1,355.000	26.709	36,191.64	0.69	41,104.26	1,246	0.00	3.44
ORACLE CORP COM Symbol. ORCL CUSIP 68389X105	1,265.000	33.320	42,149.80	0.81	25,351.77	303	0.00	0.72
QUALCOMM CORP COM Symbol. QCOM CUSIP· 747525103	485.000	61.859	30,001.91	0.58	26,850.34	485	0.00	1.62
TERADATA CORP DEL COM Symbol TDC CUSIP. 88076W103	405.000	61.890	25,065.45	0.48	20,041.91	0	0.00	0.00
VISA INC CL A COM Symbol V CUSIP· 92826C839	303.000	151.580	45,928.74	0.88	20,801.15	399	0.00	0.87
Total Information Technology			**$440,276.46**	**8.45%**	**$281,937.27**	**$6,602**	**$0.00**	**1.49%**
Telecommunication Services								
VERIZON COMMUNICATIONS INC COM Symbol· VZ CUSIP· 92343V104	858.000	43.270	37,125.66	0.71	25,018.89	1,767	0.00	4.76
Total Telecommunication Services			**$37,125.66**	**0.71%**	**$25,018.89**	**$1,767**	**$0.00**	**4.76%**
Mutual Funds-Equity								
JANUS FDS PERKINS SMALL CAP VALUE FD CL I Symbol. JSCOX CUSIP 47103C183	4,889 980	21.050	102,934.08	1.97	99,088.68	1,579	0.00	1.53

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
MANNING & NAPIER FDS WORLD OPPTYS SER CL A Symbol: EXWAX CUSIP: 563821545	87,267.018	7.750	676,319.39	12.97	642,504.00	10,559	0.00	1.56
OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y Symbol ODVYX CUSIP· 683974505	11,659.067	34.880	406,668.26	7.80	367,992.48	2,903	0.00	0.71
T ROWE PRICE FDS DIVERSIFIED SMALL CAP GROWTH FD Symbol. PRDSX CUSIP: 779917103	6,091.947	17.440	106,243.56	2.04	106,689.24	0	0.00	0.00
Total Mutual Funds-Equity			**$1,292,165.29**	**24.78%**	**$1,216,274.40**	**$15,041**	**$0.00**	**1.16%**
Total Common Stocks			**$3,207,495.15**	**61.51%**	**$2,577,761.10**	**$54,492**	**$2,425.92**	**1.69%**
Other								
Other Funds								
ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP 003020336	13,421.263	11.470	153,941.89	2.95	148,730.29	0	0.00	0.00
FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP 34984T600	22,766 043	11.080	252,247.76	4.84	245,011.69	68	0.00	0.03
WASATCH FDS LONG/SHORT FD CUSIP 936793835	23,129.136	13.930	322,188.86	6.18	309,240.00	508	0.00	0.16
Total Other Funds			**$728,378.51**	**13.97%**	**$702,981.98**	**$577**	**$0.00**	**0.07%**
Total Other			**$728,378.51**	**13.97%**	**$702,981.98**	**$577**	**$0.00**	**0.07%**

Miscellaneous

Other Assets