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

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

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

Name of foundation: **HOFHEIMER-WRIGHT FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address): **6020 ST. ANDREWS LANE**

City or town, state, and ZIP code: **RICHMOND, VA 23226**

Room/suite: _____

A Employer identification number: **54-6036164**

B Telephone number: **804-282-1548**

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 1,917,620.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		25,328.	25,328.		STATEMENT 1
4 Dividends and interest from securities		29,436.	29,436.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		20,007.			
b Gross sales price for all assets on line 6a		344,555.			
7 Capital gain net income (from Part IV, line 2)			20,007.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		74,771.	74,771.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		2,400.	2,400.		0.
c Other professional fees STMT 4		8,537.	8,537.		0.
17 Interest					
18 Taxes STMT 5		1,891.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		620.	620.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		13,448.	11,557.		0.
25 Contributions, gifts, grants paid		96,000.			96,000.
26 Total expenses and disbursements. Add lines 24 and 25		109,448.	11,557.		96,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-34,677.			
b Net investment income (if negative, enter -0-)			63,214.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Operating and Administrative Expenses

P
21
✓

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	66,698.	40,479.	40,479.
	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	33,333.	33,333.	33,333.
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	263,539.	322,185.	339,359.
	b Investments - corporate stock STMT 9	1,153,896.	1,124,236.	1,220,256.
	c Investments - corporate bonds STMT 10	301,078.	252,243.	284,193.
11 Investments - land, buildings, and equipment: basis				
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis				
Less accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers)	1,818,544.	1,772,476.	1,917,620.	
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			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	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 <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,370,427.	1,370,427.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	448,117.	402,049.	STATEMENT 7	
30 Total net assets or fund balances	1,818,544.	1,772,476.		
31 Total liabilities and net assets/fund balances	1,818,544.	1,772,476.		

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 1,818,544.
2 Enter amount from Part I, line 27a	2 -34,677.
3 Other increases not included in line 2 (itemize)	3 0.
4 Add lines 1, 2, and 3	4 1,783,867.
5 Decreases not included in line 2 (itemize) CORRECTION OF INVESTMENT COST BASIS	5 11,391.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 1,772,476.

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 LONG-TERM CAPITAL GAIN DIVIDENDS	P	VARIOUS	12/31/12
b SEE EXHIBIT A	P	VARIOUS	12/31/12
c SEE EXHIBIT A	P	VARIOUS	12/31/12
d SEE EXHIBIT B	P	VARIOUS	12/31/12
e SEE EXHIBIT B	P	VARIOUS	12/31/12

(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 121.			121.
b 29,713.		26,801.	2,912.
c 169,078.		159,000.	10,078.
d 12,526.		11,574.	952.
e 133,117.		127,173.	5,944.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			121.
b			2,912.
c			10,078.
d			952.
e			5,944.

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	20,007.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	73,250.	1,926,748.	.038017
2010	101,536.	1,930,800.	.052588
2009	95,816.	1,834,482.	.052231
2008	119,736.	2,066,439.	.057943
2007	125,356.	2,459,639.	.050965

2 Total of line 1, column (d)	2	.251744
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	.050349
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,908,295.
5 Multiply line 4 by line 3	5	96,081.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	632.
7 Add lines 5 and 6	7	96,713.
8 Enter qualifying distributions from Part XII, line 4	8	96,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,264.
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	1,264.
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	1,264.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,360.	
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	1,360.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	96.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 96. Refunded <input type="checkbox"/> 0.	11	0.	

Part VII-A Statements Regarding Activities

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

N/A

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of THE FOUNDATION Telephone no. 804-282-1548 Located at 6020 ST ANDREWS LANE, RICHMOND, VA ZIP+4 23226
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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.
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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
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?
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
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.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
6b		X
7b		

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

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

(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
WESLEY WRIGHT JR 6020 ST. ANDREWS LANE RICHMOND, VA 23226	SECRETARY / TREASURER	0.00	0.	0.
ELISE H WRIGHT 6020 ST. ANDREWS LANE RICHMOND, VA 23226	PRESIDENT	0.00	0.	0.
ELISE P. WRIGHT 15 WOODENS LANE LAMBERTVILLE, NJ 08530	DIRECTOR	0.00	0.	0.
WESLEY WRIGHT, III 216 MANOR ROAD DOUGLASTON, NY 11363	DIRECTOR	0.00	0.	0.

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

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

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

Part 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	1,798,837.
b	Average of monthly cash balances	1b	105,185.
c	Fair market value of all other assets	1c	33,333.
d	Total (add lines 1a, b, and c)	1d	1,937,355.
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	1,937,355.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,060.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,908,295.
6	Minimum investment return. Enter 5% of line 5	6	95,415.

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	95,415.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,264.
2b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
2c	Add lines 2a and 2b	2c	1,264.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	94,151.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	94,151.
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	94,151.

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	96,000.
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	96,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	96,000.

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				94,151.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	5,162.			
b From 2008	17,442.			
c From 2009	4,960.			
d From 2010	5,924.			
e From 2011	1,678.			
f Total of lines 3a through e	35,166.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	96,000.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				94,151.
e Remaining amount distributed out of corpus	1,849.			
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	37,015.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	5,162.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	31,853.			
10 Analysis of line 9:				
a Excess from 2008	17,442.			
b Excess from 2009	4,960.			
c Excess from 2010	5,924.			
d Excess from 2011	1,678.			
e Excess from 2012	1,849.			

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		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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).)

ELISE H WRIGHT

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, chartable fields, kinds of institutions, or other factors:

Part XV. Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CAMP DUDLEY YMCA, INC. 126 DUDLEY ROAD WESTPORT, NY 12993		501(C)(3)	TO PROVIDE FINANCIAL SUPPORT	1,000.
NEW JERSEY RELIEF FUND PO BOX 95 MENDHAM, NJ 07945-0095		501(C)(3)	TO PROVIDE FINANCIAL SUPPORT	500.
PRINCETON UNIVERSITY 330 ALEXANDER ST. PRINCETON, NJ 08540		501(C)(3)	TO PROVIDE FINANCIAL SUPPORT	51,500.
SCHOOL FOR LANGUAGE AND COMMUNICATIONS DEVELOPMENT 100 GLEN COVE AVENUE GLEN COVE, NY 11542		501(C)(3)	TO PROVIDE FINANCIAL SUPPORT	25,000.
ST. CATHERINE'S SCHOOL FOUNDATION 6001 GROVE AVENUE RICHMOND, VA 23226		501(C)(3)	TO PROVIDE FINANCIAL SUPPORT	250.
Total	SEE CONTINUATION SHEET(S)			96,000.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ST. CHRISTOPHER'S SCHOOL FOUNDATION 711 ST. CHRISTOPHER'S ROAD RICHMOND, VA 23226		501(C)(3)	TO PROVIDE FINANCIAL SUPPORT	6,500.
ZION EPISCOPAL CHURCH 243-01 NORTHERN BLVD. DOUGLASTON, NY 11363		501(C)(3)	TO PROVIDE FINANCIAL SUPPORT	3,500.
THE VALENTINE MUSEUM 1015 E CLAY STREET RICHMOND, VA 23219		501(C)(3)	TO PROVIDE FINANCIAL SUPPORT	7,500.
VIZLA CLUB OF AMERICA - WELFARE FOUNDATION PO BOX 639 STEVENSVILLE, MD 21666		501(C)(3)	TO PROVIDE FINANCIAL SUPPORT	250.
Total from continuation sheets				17,750.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (14, 25,328), 4 Dividends and interest from securities (14, 29,436), 5 Net rental income or (loss) from real estate (a-b), 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, 20,007), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (0, 74,771), 13 Total (13, 74,771).

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

Table with 2 columns: 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). Row 1: NONE NOT APPLICABLE

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

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

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1: N/A

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1: N/A

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: 7/14/13 Title: Sec/Treas

May the IRS discuss this return with the preparer shown below (see Instr)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name: BETH P. BRADBERRY Preparer's signature: [Signature] Date: 6/10/13 Check [] if self-employed PTIN: P00622198 Firm's name: ROSELINE TAX ADVISORS, LLC Firm's EIN: 20-3565336 Firm's address: 140 VIRGINIA STREET, SUITE 300 RICHMOND, VA 23219 Phone no.: 804-545-7440

charlesschwab

EXHIBIT B

TAXPAYER: HOFHEIMER-WRIGHT FOUNDATION

EIN: 54-6036164

Total Known Realized Gain/(Loss) \$/ %
\$6,896.16/4.91%

Total Known Short-Term Gain/(Loss)
\$951.93

Total Known Long-Term Gain/(Loss)
\$5,944.23

Total Known Proceeds
\$145,642.61

Total Known Cost Basis
\$138,746.45

Cost Basis - Realized Gain/(Loss) - Filtered by: From 01/01/2012 Through 12/31/2012

Symbol	Name	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis ³	Short Term	Long Term	Total	Total %	Notes ¹
060505AQ7	BANK OF AMERICA 6.25%12NOTES DUE 04/15/12	04/15/2012	05/18/2006	25,000.00000	\$25,000.00	\$25,000.00	\$0.00	\$0.00	\$0.00	0.00%	
617446HC6	MORGAN STANLEY 6.6%12NOTES DUE 04/01/12	04/01/2012	04/24/2006	20,000.00000	\$20,000.00	\$20,000.00	\$0.00	\$0.00	\$0.00	0.00%	
9128277L0	US TREAS NT 4.875%02/XX**MATU RED**DUE 02/15/12	02/15/2012	03/30/2006	25,000.00000	\$25,000.00	\$25,000.00	\$0.00	\$0.00	\$0.00	0.00%	
<input type="checkbox"/> ABT	ABBOTT LABORATORIES	04/20/2012	Hide Lots	50.00000	\$2,995.03	\$2,380.54	\$172.14	\$442.35	\$614.49	25.81%	
		04/20/2012	04/27/2006	25.00000	\$1,497.51	\$1,055.16		\$442.35	\$442.35	41.92%	
		04/20/2012	05/09/2011	25.00000	\$1,497.52	\$1,325.38	\$172.14		\$172.14	12.99%	
DIS	DISNEY WALT CO	08/31/2012	06/17/2008	50.00000	\$2,466.64	\$1,663.36	\$803.28	\$803.28	\$803.28	48.29%	
DRI	DARDEN RESTAURANTS INC	12/21/2012	06/01/2010	75.00000	\$3,339.20	\$3,278.90	\$60.30	\$60.30	\$60.30	1.84%	
EGL	ENGILITY HLDGS INC	08/29/2012	04/18/2006	8.00000	\$133.90	\$160.40	(\$26.50)	(\$26.50)	(\$26.50)	(16.52%)	
EGL	ENGILITY HLDGS INC	07/18/2012	04/18/2006	0.33333	\$5.87	\$6.68	(\$0.81)	(\$0.81)	(\$0.81)	(12.13%)	
F	FORD MOTOR COMPANY NEW	11/06/2012	12/10/2009	375.00000	\$4,253.91	\$3,376.45	\$877.46	\$877.46	\$877.46	25.99%	
<input type="checkbox"/> HIG	HARTFORD FINL SVCS GRP	08/31/2012	Hide Lots	200.00000	\$3,558.99	\$4,874.54	(\$1,315.55)	(\$1,315.55)	(\$1,315.55)	(26.99%)	
		08/31/2012	11/24/2010	125.00000	\$2,224.37	\$2,886.79	(\$662.42)	(\$662.42)	(\$662.42)	(22.95%)	
		08/31/2012	03/23/2011	75.00000	\$1,334.62	\$1,987.75	(\$653.13)	(\$653.13)	(\$653.13)	(32.86%)	
<input type="checkbox"/> HNZ	HEINZ H J CO	05/25/2012	Hide Lots	50.00000	\$2,658.58	\$2,337.68	\$320.90	\$320.90	\$320.90	13.73%	
		05/25/2012	07/17/2008	25.00000	\$1,329.29	\$1,228.73	\$100.56	\$100.56	\$100.56	8.18%	
		05/25/2012	02/02/2010	25.00000	\$1,329.29	\$1,108.95	\$220.34	\$220.34	\$220.34	19.87%	
<input type="checkbox"/> HPQ	HEWLETT-PACKARD COMPANY	04/20/2012	Hide Lots	150.00000	\$3,684.18	\$7,040.12	(\$3,355.94)	(\$3,355.94)	(\$3,355.94)	(47.67%)	

Symbol	Name	Sold/ Closed:	Acquired/ Opened:	Quantity Sold	Total Proceeds	Cost Basis	Short-Term	Long-Term	Total	Total %	Notes
		04/20/2012	06/01/2010	75.00000	\$1,842.09	\$3,471.25	(\$1,629.16)	(\$1,629.16)	(\$1,629.16)	(46.93%)	
	INTL BUSINESS MACHINES	04/20/2012	01/21/2011	75.00000	\$1,842.09	\$3,568.87	(\$1,726.78)	(\$1,726.78)	(\$1,726.78)	(48.38%)	
IBM		03/22/2012	09/26/2007	25.00000	\$5,136.86	\$2,935.57	\$2,201.29	\$2,201.29	\$2,201.29	74.99%	
☐ JBL	JABIL CIRCUIT INC	11/06/2012	Hide Lots	275.00000	\$5,061.79	\$5,574.40	(\$512.61)	(\$512.61)	(\$512.61)	(9.20%)	
		11/06/2012	04/29/2011	200.00000	\$3,681.30	\$3,972.32	(\$291.02)	(\$291.02)	(\$291.02)	(7.33%)	
		11/06/2012	05/09/2011	75.00000	\$1,380.49	\$1,602.08	(\$221.59)	(\$221.59)	(\$221.59)	(13.83%)	
KRFT	KRAFT FOODS GROUP	10/02/2012	05/25/2012	0.33333	\$15.29	\$13.58	\$1.71	\$1.71	\$1.71	12.59%	
KSS	KOHL'S CORP	03/22/2012	11/07/2011	50.00000	\$2,388.66	\$2,792.74	(\$404.08)	(\$404.08)	(\$404.08)	(14.47%)	
LINTA	LIBERTY INTERACTIVE A SERIES A	12/21/2012	11/17/2010	200.00000	\$3,907.18	\$2,692.06	\$1,215.12	\$1,215.12	\$1,215.12	45.14%	
LVNAR	LIBERTY INTERACTIVE 12RIGHTS EXP 10/09/12	09/25/2012	11/17/2010	4.00000	\$53.60	\$33.98	\$19.62	\$19.62	\$19.62	57.74%	
LVNTA	LIBERTY INTERACTIVE CPASERA LIBERTY VENTURES	11/06/2012	11/17/2010	10.00000	\$573.54	\$355.52	\$218.02	\$218.02	\$218.02	61.32%	
MDLZ	MONDELEZ INTL INC CL A	12/21/2012	05/25/2012	100.00000	\$2,554.06	\$2,512.02	\$42.04	\$42.04	\$42.04	1.67%	
NSRGY	NESTLE S A REG B ADR F1 ADR REPS 1 ORD	04/20/2012	04/07/2006	75.00000	\$4,709.96	\$2,177.98	\$2,531.98	\$2,531.98	\$2,531.98	116.25%	
PM	PHILIP MORRIS INTL INC	03/22/2012	09/18/2008	25.00000	\$2,163.34	\$1,281.99	\$881.35	\$881.35	\$881.35	68.75%	
PTEN	PATTERSON UTI ENERGY INC	07/09/2012	05/09/2011	125.00000	\$1,823.60	\$3,638.28	(\$1,814.68)	(\$1,814.68)	(\$1,814.68)	(49.88%)	
SUN	SUNOCO INC	05/25/2012	08/12/2011	75.00000	\$3,533.05	\$2,136.78	\$1,396.27	\$1,396.27	\$1,396.27	65.34%	
SXC	SUNCOKE ENERGY INC	01/18/2012	08/12/2011	0.78484	\$10.09	\$8.51	\$1.58	\$1.58	\$1.58	18.57%	
SXC	SUNCOKE ENERGY INC	02/09/2012	08/12/2011	39.00000	\$587.09	\$422.96	\$164.13	\$164.13	\$164.13	38.81%	
☐ T	A T & T INC NEW	11/06/2012	Hide Lots	100.00000	\$3,475.27	\$2,668.37	\$806.90	\$806.90	\$806.90	30.24%	
		11/06/2012	08/10/2009	25.00000	\$868.82	\$639.20	\$229.62	\$229.62	\$229.62	35.92%	
		11/06/2012	08/09/2010	75.00000	\$2,606.45	\$2,029.17	\$577.28	\$577.28	\$577.28	28.45%	
TGT	TARGET CORPORATION	08/31/2012	01/21/2011	50.00000	\$3,209.23	\$2,813.48	\$395.75	\$395.75	\$395.75	14.07%	
UNH	UNITEDHEALTH GROUP INC	07/09/2012	12/24/2009	100.00000	\$5,573.82	\$3,182.04	\$2,391.78	\$2,391.78	\$2,391.78	75.16%	
UNM	UNUM GROUP	08/31/2012	04/20/2012	100.00000	\$1,939.99	\$2,361.85	(\$421.86)	(\$421.86)	(\$421.86)	(17.86%)	
WLP	WELLPOINT INC	07/09/2012	02/25/2010	75.00000	\$4,638.03	\$4,610.89	\$27.14	\$27.14	\$27.14	0.59%	

Symbol	Name	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis ³	Short Term	Long Term	Total	Total %	Notes ¹
XYL	XYLEM INC	08/31/2012	02/02/2010	50.00000	\$1,191.86	\$1,414.78	(\$222.92)	(\$222.92)	(\$222.92)	(15.76%)	

Disclosures

The Realized Gain/Loss page provides summary information of closed transactions. Not all closed transactions appear on this page. We calculate cost basis using data that you or your client have provided to us or that we have obtained from market data supplied by third party sources. We may also display cost basis data that we have not calculated but that has been supplied by you or your client, a prior custodian or another third party source. Because the accuracy of cost basis data depends upon these third party inputs, we are not able to guarantee the availability, accuracy or completeness of such cost basis data. Only covered transactions will be reported to the IRS. Schwab does not provide tax or legal advice. Please have your clients consult with a tax advisor regarding their specific tax situation.

Footnotes apply where indicated on the data view.

Missing: Indicates cost basis has not been provided for this security.

Not Tracked: Indicates original cost basis is not available.

1. a Data for this holding has been edited or provided by the Advisor.
e Data for this holding has been edited or provided by the end client.
t Data for this holding has been edited or provided by a third party.
w Cost Basis adjusted due to a wash sale.
3. Cost Basis for fixed income securities is now adjusted to reflect amortized/accreted values. Click the acquired/opened date to view original cost in the Details page. Note: Some securities, including variable rate/term instruments and mortgage backed securities, may only reflect original cost even when the amortization/accretion preference is on.
8. Total excludes missing cost basis information, or values not tracked by Schwab

(0307-0369)

Charles SCHWAB

EXHIBIT A

TAXPAYER: HOFHEIMER-WRIGHT FOUNDATION

EIN: 54-6036164

Total Known Realized Gain/(Loss) \$/ %
 \$12,989,86/6.93%

Total Known Short-Term Gain/(Loss)
 \$2,912.48

Total Known Long-Term Gain/(Loss)
 \$10,077.38

Total Known Proceeds
 \$198,790.88

Total Known Cost Basis
 \$185,801.02

Cost Basis - Realized Gain/(Loss) - Filtered by: From 01/01/2012 Through 12/31/2012

Symbol	Name	Acquired/Opened	Sold/Closed	Quantity Sold	Total Proceeds	Cost Basis	Short Term Gain/(Loss)	Total	Total %	Notes
060505AQ7	BANK OF AMERICA 6.25%12NOTES DUE 04/15/12	04/15/2012	05/18/2006	25,000,000	\$25,000.00	\$25,000.00	\$0.00	\$0.00	0.00%	
617446HC6	MORGAN STANLEY 6.6%12NOTES DUE 04/01/12	04/01/2012	04/24/2006	20,000,000	\$20,000.00	\$20,000.00	\$0.00	\$0.00	0.00%	
ABT	ABBOTT LABORATORIES	04/20/2012	05/09/2011	100,000	\$5,999.02	\$5,271.51	\$727.51	\$727.51	13.80%	
DIS	DISNEY WALT CO	08/31/2012	06/17/2008	75,000	\$3,704.45	\$2,492.48	\$1,211.97	\$1,211.97	48.63%	
DRI	DARDEN RESTAURANTS INC	12/21/2012	06/01/2010	150,000	\$6,687.35	\$6,547.80	\$139.55	\$139.55	2.13%	
EGL	ENGILITY HLDGS INC	08/29/2012	Hide Lots	16,000	\$277.81	\$307.95	(\$30.14)	(\$30.14)	(9.79%)	
		08/29/2012	05/18/2006	7,666	\$133.12	\$148.79	(\$15.67)	(\$15.67)	(10.53%)	
		08/29/2012	01/28/2009	8,333	\$144.69	\$159.16	(\$14.47)	(\$14.47)	(9.09%)	
EGL	ENGILITY HLDGS INC	07/18/2012	05/18/2006	0,666	\$11.73	\$12.94	(\$1.21)	(\$1.21)	(9.35%)	
F	FORD MOTOR COMPANY NEW	11/06/2012	12/10/2009	825,000	\$9,370.61	\$7,417.45	\$1,953.16	\$1,953.16	26.33%	
HIG	HARTFORD FINL SVCS GRP	08/31/2012	Hide Lots	400,000	\$7,127.99	\$9,645.18	(\$2,517.19)	(\$2,517.19)	(26.10%)	
		08/31/2012	11/24/2010	275,000	\$4,900.49	\$6,338.93	(\$1,438.44)	(\$1,438.44)	(22.69%)	
		08/31/2012	03/23/2011	125,000	\$2,227.50	\$3,306.25	(\$1,078.75)	(\$1,078.75)	(32.63%)	
HNZ	HEINZ H J CO	05/25/2012	02/02/2010	125,000	\$6,661.45	\$5,504.45	\$1,157.00	\$1,157.00	21.02%	
HPQ	HEWLETT-PACKARD COMPANY	04/20/2012	Hide Lots	300,000	\$7,377.30	\$14,060.24	(\$6,682.94)	(\$6,682.94)	(47.53%)	
		04/20/2012	06/01/2010	150,000	\$3,688.65	\$6,932.50	(\$3,243.85)	(\$3,243.85)	(46.79%)	
		04/20/2012	01/21/2011	150,000	\$3,688.65	\$7,127.74	(\$3,439.09)	(\$3,439.09)	(48.25%)	
JBL	JABIL CIRCUIT INC	11/06/2012	Hide Lots	550,000	\$10,133.59	\$10,987.19	(\$853.60)	(\$853.60)	(7.77%)	
		11/06/2012	04/29/2011	500,000	\$9,212.35	\$9,915.80	(\$703.45)	(\$703.45)	(7.09%)	

Symbol	Name	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis	Short Term	Long Term	Total	Total %	Notes
		11/06/2012	05/09/2011	50 00000	\$921.24	\$1,071.39		(\$150.15)	(\$150.15)	(14.01%)	
KRFT	KRAFT FOODS GROUP	10/02/2012	05/25/2012	0.66667	\$30.57	\$27.12	\$3.45		\$3.45	12.72%	
KSS	KOHL'S CORP	03/22/2012	11/07/2011	125.00000	\$5,985.07	\$6,966.85	(\$981.78)		(\$981.78)	(14.09%)	
<input type="checkbox"/>	LINTA LIBERTY INTERACTIVE A SERIES A	12/21/2012	Hide Lots	625 00000	\$12,228.97	\$8,528.11		\$3,700.86	\$3,700.86	43.40%	
		12/21/2012	11/17/2010	425.00000	\$8,315.70	\$5,710.81		\$2,604.89	\$2,604.89	45.61%	
		12/21/2012	12/08/2010	200.00000	\$3,913.27	\$2,817.30		\$1,095.97	\$1,095.97	38.90%	
<input type="checkbox"/>	LVNAR LIBERTY INTERACTIVE 12RTRIGHT'S EXP 10/09/12	09/25/2012	Hide Lots	11.00000	\$147.40	\$107.64		\$39.76	\$39.76	36.94%	
		09/25/2012	11/17/2010	7.48000	\$100.23	\$72.08		\$28.15	\$28.15	39.05%	
		09/25/2012	12/08/2010	3.52000	\$47.17	\$35.56		\$11.61	\$11.61	32.65%	
<input type="checkbox"/>	LVNTA LIBERTY INTERACTIVE CPASERA LIBERTY VENTURES	11/06/2012	Hide Lots	31.00000	\$1,799.00	\$1,116.94		\$682.06	\$682.06	61.07%	
		11/06/2012	11/17/2010	21.25000	\$1,233.19	\$754.18		\$479.01	\$479.01	63.51%	
		11/06/2012	12/08/2010	9.75000	\$565.81	\$362.76		\$203.05	\$203.05	55.97%	
LVNTA	LIBERTY INTERACTIVE CPASERA LIBERTY VENTURES	08/10/2012	12/08/2010	0.25000	\$10.99	\$9.30		\$1.69	\$1.69	18.17%	
M	MACYS INC	03/22/2012	03/27/2009	75.00000	\$2,976.19	\$724.07		\$2,252.12	\$2,252.12	311.04%	
MDLZ	MONDELEZ INTL INC CL A	12/21/2012	05/25/2012	200 00000	\$5,117.08	\$5,017.54	\$99.54		\$99.54	1.98%	
NSRGY	NESTLE S A REG B ADR F1 ADR REPS 1 ORD	04/20/2012	10/11/2006	175.00000	\$11,001.84	\$6,065.46		\$4,936.38	\$4,936.38	81.39%	
PTEN	PATTERSON UTI ENERGY INC	07/09/2012	05/09/2011	250.00000	\$3,656.15	\$7,266.55	(\$3,610.40)		(\$3,610.40)	(49.69%)	
RAI	REYNOLDS AMERICAN INC	03/22/2012	12/10/2009	75.00000	\$3,083.24	\$1,990.53		\$1,092.71	\$1,092.71	54.90%	
SUN	SUNOCO INC	05/25/2012	08/12/2011	175.00000	\$8,257.11	\$4,974.74	\$3,282.37		\$3,282.37	65.98%	
SXC	SUNCOKE ENERGY INC	02/09/2012	08/12/2011	92.00000	\$1,398.53	\$995.51	\$403.02		\$403.02	40.48%	
SXC	SUNCOKE ENERGY INC	01/18/2012	08/12/2011	0.83130	\$10.68	\$9.00	\$1.68		\$1.68	18.67%	
<input type="checkbox"/>	T A T & T INC NEW	12/21/2012	Hide Lots	300.00000	\$10,053.72	\$7,913.36		\$2,140.36	\$2,140.36	27.05%	
		12/21/2012	08/10/2009	125 00000	\$4,189.05	\$3,191.97		\$997.08	\$997.08	31.24%	
		12/21/2012	08/09/2010	175.00000	\$5,864.67	\$4,721.39		\$1,143.28	\$1,143.28	24.21%	
TGT	TARGET CORPORATION	07/09/2012	01/21/2011	75.00000	\$4,329.70	\$4,208.55		\$121.15	\$121.15	2.88%	

Symbol	Name	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis ³	Short Term	Long Term	Total	Total %	Notes ¹
UNH	UNITEDHEALTH GROUP INC	07/09/2012	12/24/2009	200.00000	\$11,157.64	\$6,354.13		\$4,803.51	\$4,803.51	75.60%	
UNM	UNUM GROUP	08/31/2012	04/20/2012	150.00000	\$2,914.99	\$3,538.30	(\$623.31)		(\$623.31)	(17.62%)	
WLP	WELLPOINT INC	07/09/2012	02/25/2010	150.00000	\$9,286.07	\$9,211.78		\$74.29	\$74.29	0.81%	
XYL	XYLEM INC	08/31/2012	02/02/2010	125.00000	\$2,994.64	\$3,528.35		(\$533.71)	(\$533.71)	(15.13%)	

Disclosures

The Realized Gain/Loss page provides summary information of closed transactions. Not all closed transactions appear on this page. We calculate cost basis using data that you or your client have provided to us or that we have obtained from market data supplied by third party sources. We may also display cost basis data that we have not calculated but that has been supplied by you or your client, a prior custodian or another third party source. Because the accuracy of cost basis data depends upon these third party inputs, we are not able to guarantee the availability, accuracy or completeness of such cost basis data.

Only covered transactions will be reported to the IRS. Schwab does not provide tax or legal advice. Please have your clients consult with a tax advisor regarding their specific tax situation.

Footnotes apply where indicated on the data view.

Missing: Indicates cost basis has not been provided for this security.

Not Tracked: Indicates original cost basis is not available.

- a Data for this holding has been edited or provided by the Advisor.
 - e Data for this holding has been edited or provided by the end client.
 - t Data for this holding has been edited or provided by a third party.
 - w Cost Basis adjusted due to a wash sale.
3. Cost Basis for fixed income securities is now adjusted to reflect amortized/accreted values. Click the acquired/opened date to view original cost in the Details page. Note: Some securities, including variable rate/term instruments and mortgage backed securities, may only reflect original cost even when the amortization/accretion preference is on.
8. Total excludes missing cost basis information, or values not tracked by Schwab.

(0307-0369)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
SCHWAB INTEREST-DISCLAIMED	18,762.
SCHWAB INTEREST-GENERAL	6,566.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	25,328.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCHWAB DIVIDENDS-DISCLAIMED	19,939.	0.	19,939.
SCHWAB DIVIDENDS-GENERAL	9,497.	0.	9,497.
TOTAL TO FM 990-PF, PART I, LN 4	29,436.	0.	29,436.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,400.	2,400.		0.
TO FORM 990-PF, PG 1, LN 16B	2,400.	2,400.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SCHWAB-GENEARAL: INV. MGMT	2,729.	2,729.		0.
SCHWAB-DISCLAIMED: INV. MGMT	5,808.	5,808.		0.
TO FORM 990-PF, PG 1, LN 16C	8,537.	8,537.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	1,891.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,891.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	620.	620.		0.
TO FORM 990-PF, PG 1, LN 23	620.	620.		0.

FORM 990-PF OTHER FUNDS STATEMENT 7

DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
RE OR ACCUMULATED INCOME	448,117.	402,049.
TOTAL TO FORM 990-PF, PART II, LINE 29	448,117.	402,049.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SCHWAB-GENERAL FUND	X		131,619.	136,746.
SCHWAB-DISCLAIMED FUND	X		190,566.	202,613.
TOTAL U.S. GOVERNMENT OBLIGATIONS			322,185.	339,359.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			322,185.	339,359.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHWAB-GENERAL FUND	361,992.	394,670.
SCHWAB-DISCLAIMED FUND	762,244.	825,586.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,124,236.	1,220,256.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHWAB-GENERL FUND	49,564.	54,608.
SCHWAB-DISCLAIMED FUND	202,679.	229,585.
TOTAL TO FORM 990-PF, PART II, LINE 10C	252,243.	284,193.