Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: Matz Warner Family Foundation

A Employer identification number: 54-6676431

Number and street (or P O box number if mail is not delivered to street address): c/o Sloan, 7 St Paul St- Ste 1500

Room/suite:

B Telephone number: 410 347 8787

City or town, state, and ZIP code: Baltimore, MD 21202

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 676,714.

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

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

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

	Line		(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	47,262.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	14,442.	14,442.		Statement 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	17,002.			
	b	Gross sales price for all assets on line 6a 219,910.				
	7	Capital gain net income (from Part IV, line 2)		17,002.		
	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	78,706.	31,444.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees Stmt 2	1,500.	1,500.		0.
	b	Accounting fees				
	c	Other professional fees				
	17	Interest				
	18	Taxes Stmt 3	273.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses Stmt 4	2,248.	2,248.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	4,021.	3,748.		0.
	25	Contributions, gifts, grants paid	33,940.			33,940.
	26	**Total expenses and disbursements.** Add lines 24 and 25	37,961.	3,748.		33,940.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	40,745.			
	b	**Net investment income** (if negative, enter -0-)		27,696.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	<2,014.>		
	2 Savings and temporary cash investments	90,814.	70,748.	70,748.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 5	492,550.	554,870.	530,239.
	c Investments - corporate bonds Stmt 6	145,500.	141,750.	75,000.
	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 ▶ tax credit)	500.	727.	727.
	16 **Total assets** (to be completed by all filers)	727,350.	768,095.	676,714.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	697,597.	740,698.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	29,573.	27,397.	
	30 **Total net assets or fund balances**	727,350.	768,095.	
	31 **Total liabilities and net assets/fund balances**	727,350.	768,095.	

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	727,350.
2	Enter amount from Part I, line 27a	2	40,745.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	768,095.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	768,095.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	see attached schedule	P		
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	219,910.		202,908.	17,002.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				17,002.
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** 17,002.

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	30,547.	631,497.	.048372
2010	26,309.	597,212.	.044053
2009	21,749.	536,211.	.040561
2008	26,121.	661,340.	.039497
2007	30,202.	513,281.	.058841

2	**Total** of line 1, column (d)	2	.231324
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	.046265
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	637,218.
5	Multiply line 4 by line 3	5	29,481.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	277.
7	Add lines 5 and 6	7	29,758.
8	Enter qualifying distributions from Part XII, line 4	8	33,940.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	277.
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	277.
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	277.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	727.		
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	727.
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	450.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 450. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO			
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)*

		Line	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 ▶ Robert Matz Telephone no. ▶

Located at ▶ 416 Columbine Street, Denver, CO ZIP+4 ▶80206

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

		Line	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.

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

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

			Yes	No
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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	[ ] Yes [ ] No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] 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.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Robert Matz 416 Columbine Street Denver, CO 80206	Trustee 0.00	0.	0.	0.
Peggy L Warner 416 Columbine Street Denver, CO 80206	Tustee 0.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	596,461.
b	Average of monthly cash balances		1b	49,866.
c	Fair market value of all other assets		1c	595.
d	**Total** (add lines 1a, b, and c)		1d	646,922.
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	646,922.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	9,704.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	637,218.
6	**Minimum investment return** Enter 5% of line 5		6	31,861.

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	31,861.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 277.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	277.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	31,584.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	31,584.
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	31,584.

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	33,940.
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	33,940.
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	277.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	33,663.

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				31,584.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			29,753.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 33,940.				
a Applied to 2011, but not more than line 2a			29,753.	
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				4,187.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				27,397.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

Check here ▶ [X] 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				
See attached list			Unrestricted	33,940.
Total			▶ 3a	33,940.
b Approved for future payment				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	14,442.	
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			14	17,002.	
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)		0.		31,444.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 31,444.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ [signature] Signature of officer or trustee | 9/15/13 Date | ▶ Trustee Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Robert Sloan	[signature]	9/12/13		P01383695
Firm's name ▶ Whiteford, Taylor & Preston LLP			Firm's EIN ▶ 52-0619214	
Firm's address ▶ 7 Saint Paul Street Baltimore, MD 21202			Phone no. (410) 347-8700	

223622
12-05-12

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Investments	14,442.	0.	14,442.
Total to Fm 990-PF, Part I, ln 4	14,442.	0.	14,442.

Form 990-PF Legal Fees Statement 2

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
WTP	1,500.	1,500.		0.
To Fm 990-PF, Pg 1, ln 16a	1,500.	1,500.		0.

Form 990-PF Taxes Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	273.	0.		0.
To Form 990-PF, Pg 1, ln 18	273.	0.		0.

Form 990-PF Other Expenses Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign tax	265.	265.		0.
Advisory fees	1,983.	1,983.		0.
To Form 990-PF, Pg 1, ln 23	2,248.	2,248.		0.

Form 990-PF Corporate Stock Statement 5

Description	Book Value	Fair Market Value
stock	554,870.	530,239.
Total to Form 990-PF, Part II, line 10b	554,870.	530,239.

Form 990-PF Corporate Bonds Statement 6

Description	Book Value	Fair Market Value
bonds	141,750.	75,000.
Total to Form 990-PF, Part II, line 10c	141,750.	75,000.

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
15 ASTRAZENECA PLC-SPONS ADR		11/30/10	$46.96	$46.29	$704 47	$694.35	$26	3.67%	0.2%	0.2%
10 ASTRAZENECA PLC-SPONS ADR		12/13/10	$48.74	$46.29	$487.35	$462.90	$17	3.67%	0.1%	0.1%
10 ASTRAZENECA PLC-SPONS ADR		12/21/10	$45.80	$46.29	$457.95	$462.90	$17	3.67%	0.1%	0.1%
95					$4,148.40	$4,397.55	$162	3.67%	1.2%	1 2%
10 CELGENE CORP	CELG	05/31/11	$60.30	$67.60	$602.99	$676.00	$0	0.00%	0.2%	0 2%
5 GILEAD SCIENCES INC	GILD	02/22/06	$30.47	$40.93	$152.36	$204.65	$0	0.00%	0.1%	0.1%
6 GILEAD SCIENCES INC		09/06/06	$30.95	$40.93	$185.70	$245.58	$0	0.00%	0.1%	0.1%
14 GILEAD SCIENCES INC		02/08/10	$46.24	$40.93	$647.30	$573.02	$0	0.00%	0.2%	0 2%
1 GILEAD SCIENCES INC		02/08/10	$46.24	$40.93	$46.24	$40.93	$0	0.00%	0.0%	0.0%
10 GILEAD SCIENCES INC		03/16/10	$47.55	$40.93	$475.53	$409.30	$0	0.00%	0.1%	0 1%
25 GILEAD SCIENCES INC		08/08/11	$36.86	$40 93	$921 40	$1,023 25	$0	0 00%	0.3%	0.3%
15 GILEAD SCIENCES INC		08/16/11	$38.58	$40.93	$578.65	$613.95	$0	0.00%	0.2%	0.2%
76					$3,007.18	$3,110.68	$0	0.00%	0.8%	0 8%
9 PERRIGO INC	PRGO	11/10/11	$90.21	$97.30	$811.85	$875.70	$3	0.33%	0.2%	0.2%
7 PERRIGO INC		12/01/11	$98.13	$97.30	$686.91	$681.10	$2	0.33%	0.2%	0 2%
16					$1,498.76	$1,556.80	$5	0.33%	0.4%	0.4%
40 PFIZER INC	PFE	06/13/06	$23.24	$21.64	$929 72	$865.60	$35	4.07%	0.2%	0 2%
20 PFIZER INC		11/14/06	$26.06	$21.64	$521.11	$432.80	$18	4.07%	0.1%	0.1%
40 PFIZER INC		04/30/07	$26.61	$21.64	$1,064.44	$865.60	$35	4.07%	0.2%	0.2%
75 PFIZER INC		05/21/07	$27.46	$21.64	$2,059.28	$1,623.00	$66	4.07%	0.4%	0.4%
25 PFIZER INC		06/27/07	$25.59	$21.64	$639.73	$541.00	$22	4.07%	0.1%	0.1%
65 PFIZER INC		08/11/09	$15.81	$21 64	$1,027.37	$1,406.60	$57	4.07%	0.4%	0 4%
35 PFIZER INC		08/27/10	$16.01	$21.64	$560.20	$757.40	$31	4.07%	0.2%	0.2%
25 PFIZER INC		11/18/10	$16.83	$21.64	$420 80	$541.00	$22	4 07%	0.1%	0.1%
25 PFIZER INC		06/10/11	$20.28	$21.64	$506.94	$541 00	$22	4.07%	0.1%	0.1%
25 PFIZER INC		07/29/11	$19.29	$21.64	$482.15	$541 00	$22	4.07%	0.1%	0.1%
375					$8,211.74	$8,115.00	$330	4.07%	2.2%	2.2%
Total					$17,469 07	$17,856.03	$497	2.78%	4.8%	4.8%
HOSPITAL SUPPLIES										
7 ALLERGAN INC	AGN	11/22/10	$68.02	$87.74	$476.17	$614.18	$1	0.23%	0.2%	0.2%

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
13 ALLERGAN INC		01/18/11	$72.13	$87.74	$937.67	$1,140.62	$3	0.23%	0.3%	0.3%
10 ALLERGAN INC		02/11/11	$73.90	$87.74	$738.97	$877.40	$2	0.23%	0 2%	0.2%
5 ALLERGAN INC		03/14/11	$71.06	$87.74	$355.32	$438.70	$1	0.23%	0.1%	0.1%
5 ALLERGAN INC		03/23/11	$68.24	$87.74	$341.20	$438.70	$1	0.23%	0.1%	0.1%
40					$2,849.33	$3,509.60	$8	0.23%	0.9%	0.9%
5 JOHNSON & JOHNSON	JNJ	06/24/10	$59.51	$65.58	$297.53	$327.90	$11	3.48%	0.1%	0.1%
30 JOHNSON & JOHNSON		06/29/10	$59.10	$65.58	$1,773.07	$1,967.40	$68	3.48%	0.5%	0.5%
5 JOHNSON & JOHNSON		07/26/10	$57.67	$65.58	$288.35	$327.90	$11	3.48%	0.1%	0.1%
5 JOHNSON & JOHNSON		08/27/10	$57.46	$65.58	$287.30	$327.90	$11	3.48%	0.1%	0.1%
5 JOHNSON & JOHNSON		09/08/10	$58.97	$65.58	$294.86	$327.90	$11	3.48%	0.1%	0.1%
20 JOHNSON & JOHNSON		10/04/10	$61.56	$65.58	$1,231.12	$1,311.60	$46	3.48%	0 4%	0.4%
5 JOHNSON & JOHNSON		12/13/10	$61.83	$65.58	$309.14	$327.90	$11	3.48%	0.1%	0.1%
10 JOHNSON & JOHNSON		02/28/11	$60.52	$65.58	$605.24	$655.80	$23	3.48%	0.2%	0.2%
85					$5,086.61	$5,574.30	$194	3.48%	1.5%	1.5%
Total					$7,935.94	$9,083.90	$202	2.22%	2.4%	2.5%
MEDICAL PRODUCTS										
15 COVIDIEN PLC	COV	05/18/11	$57.00	$45.01	$854.96	$675 15	$12	1.78%	0.2%	0 2%
7 COVIDIEN PLC		08/18/11	$48.84	$45.01	$341.86	$315.07	$6	1.78%	0.1%	0.1%
13 COVIDIEN PLC		08/19/11	$48.16	$45.01	$626.03	$585.13	$10	1.78%	0.2%	0.2%
10 COVIDIEN PLC		10/19/11	$45.39	$45.01	$453.94	$450.10	$8	1.78%	0.1%	0.1%
10 COVIDIEN PLC		11/01/11	$45.26	$45.01	$452.58	$450.10	$8	1.78%	0.1%	0.1%
10 COVIDIEN PLC		11/18/11	$46.21	$45.01	$462.13	$450.10	$8	1.78%	0.1%	0.1%
65					$3,191.50	$2,925.65	$52	1.78%	0.8%	0 8%
OTHER MEDICAL										
15 EXPRESS SCRIPTS HOLDING CO	ESRX	02/18/11	$57.05	$44 69	$855.78	$670.35	$0	0.00%	0.2%	0.2%
15 EXPRESS SCRIPTS HOLDING CO		03/10/11	$52.65	$44.69	$789.78	$670.35	$0	0.00%	0.2%	0.2%
10 EXPRESS SCRIPTS HOLDING CO		05/05/11	$57 86	$44 69	$578 57	$446 90	$0	0.00%	0 1%	0 1%
10 EXPRESS SCRIPTS HOLDING CO		05/31/11	$59.00	$44.69	$589.95	$446.90	$0	0.00%	0.1%	0.1%
50					$2,814 08	$2,234.50	$0	0.00%	0.6%	0 6%
TOTAL CONSUMER GROWTH					$52,831.11	$57,211.28	$984	1.72%	15.3%	15 5%

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
CONSUMER STAPLES										
SOAPS										
9 PROCTER & GAMBLE CO	PG	04/26/11	$63.89	$66.71	$574.99	$600 39	$19	3.15%	0.2%	0.2%
TOBACCO										
30 ALTRIA GROUP INC	MO	09/27/10	$24.05	$29.65	$721.54	$889.50	$49	5.53%	0.2%	0.2%
55 ALTRIA GROUP INC		03/23/11	$25.55	$29.65	$1,405.26	$1,630.75	$90	5.53%	0.4%	0.4%
85					$2,126.80	$2,520.25	$139	5.53%	0.7%	0.7%
FOODS										
30 GENERAL MILLS INC	GIS	05/19/11	$39.89	$40.41	$1,196.64	$1,212.30	$37	3.02%	0.3%	0.3%
10 GENERAL MILLS INC		08/12/11	$35.99	$40.41	$359.87	$404.10	$12	3.02%	0.1%	0.1%
10 GENERAL MILLS INC		08/25/11	$36.76	$40.41	$367.58	$404.10	$12	3.02%	0.1%	0.1%
10 GENERAL MILLS INC		10/21/11	$39.94	$40.41	$399.39	$404.10	$12	3.02%	0.1%	0 1%
10 GENERAL MILLS INC		11/01/11	$38.37	$40.41	$383.74	$404 10	$12	3.02%	0.1%	0.1%
10 GENERAL MILLS INC		11/18/11	$38.81	$40.41	$388.08	$404.10	$12	3.02%	0.1%	0.1%
80					$3,095.30	$3,232.80	$98	3.02%	0.9%	0.9%
12 HERSHEY CO/THE	HSY	12/16/11	$59.35	$61.78	$712.16	$741.36	$17	2.23%	0.2%	0.2%
6 HERSHEY CO/THE		12/22/11	$61.02	$61.78	$366.13	$370.68	$8	2.23%	0.1%	0.1%
18					$1,078.29	$1,112.04	$25	2.23%	0.3%	0.3%
40 TYSON FOODS INC-CL A	TSN	05/04/11	$19 45	$20 64	$777.96	$825.60	$6	0.78%	0.2%	0.2%
40 TYSON FOODS INC-CL A		06/23/11	$18.55	$20.64	$741.96	$825.60	$6	0.78%	0.2%	0.2%
80					$1,519.92	$1,651.20	$13	0.78%	0.4%	0.4%
Total					$5,693.51	$5,996.04	$135	2.26%	1.6%	1.6%
COSMETICS										
7 ESTEE LAUDER COMPANIES-CL A	EL	10/05/11	$87.34	$112.32	$611.38	$786.24	$7	0.93%	0.2%	0.2%
BEVERAGES - SOFT, LITE & HARD										
20 CONSTELLATION BRANDS INC-A	STZ	09/02/09	$14.57	$20 67	$291 32	$413 40	$0	0.00%	0 1%	0.1%
45 CONSTELLATION BRANDS INC-A		12/22/09	$15.67	$20.67	$705.33	$930.15	$0	0 00%	0.2%	0.3%
65					$996.65	$1,343 55	$0	0.00%	0 4%	0 4%
13 LORILLARD INC	LO	08/18/11	$107.37	$114.00	$1,395.86	$1,482.00	$68	4.56%	0.4%	0.4%
8 LORILLARD INC		10/17/11	$117.22	$114 00	$937.79	$912.00	$42	4.56%	0.2%	0 2%

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
3 LORILLARD INC		10/28/11	$114.60	$114.00	$343.80	$342.00	$16	4.56%	0.1%	0.1%
24					$2,677.45	$2,736.00	$125	4.56%	0.7%	0.7%
6 PEPSICO INC	PEP	09/22/11	$60.25	$66.35	$361.48	$398.10	$12	3.10%	0.1%	0.1%
6 PEPSICO INC		10/10/11	$61.61	$66.35	$369.68	$398.10	$12	3.10%	0.1%	0.1%
7 PEPSICO INC		10/28/11	$63.06	$66.35	$441.44	$464.45	$14	3.10%	0.1%	0.1%
19					$1,172.60	$1,260.65	$39	3.10%	0.3%	0.3%
Total					$4,846.70	$5,340.20	$164	3.07%	1.4%	1.4%
RESTAURANTS										
10 STARBUCKS CORP	SBUX	11/01/10	$28.72	$46.01	$287.18	$460.10	$7	1.48%	0.1%	0.1%
10 STARBUCKS CORP		11/08/10	$30.66	$46.01	$306.64	$460.10	$7	1.48%	0.1%	0.1%
25 STARBUCKS CORP		02/18/11	$33.87	$46.01	$846.72	$1,150 25	$17	1.48%	0 3%	0.3%
15 STARBUCKS CORP		06/13/11	$34.93	$46 01	$523.92	$690.15	$10	1.48%	0.2%	0.2%
60					$1,964.46	$2,760.60	$41	1.48%	0.7%	0.7%
TOTAL CONSUMER STAPLES					$15,817 84	$18,003 72	$506	2.81%	4.8%	4.9%
CONSUMER CYCLICALS										
TEXTILES/SHOES - APPAREL MFG.										
10 PVH CORP	PVH	10/18/11	$65.66	$70.49	$656.58	$704.90	$2	0 21%	0.2%	0.2%
9 PVH CORP		12/21/11	$67.02	$70.49	$603.16	$634.41	$1	0.21%	0.2%	0.2%
19					$1,259.74	$1,339.31	$3	0.21%	0.4%	0.4%
7 VF CORP	VFC	07/29/11	$116.61	$126.99	$816.26	$888.93	$20	2.27%	0.2%	0.2%
Total					$2,076.00	$2,228.24	$23	1.03%	0.6%	0.6%
HOUSEHLD - APPLIANCES/DURABLES										
60 NEWELL RUBBERMAID INC	NWL	10/31/11	$15.05	$16.15	$903.02	$969.00	$19	1.98%	0.3%	0.3%
HOTEL - MOTEL										
10 LAS VEGAS SANDS CORP	LVS	08/18/11	$41.73	$42.73	$417.31	$427.30	$0	0.00%	0.1%	0.1%
AUTOS & AUTO PARTS OEMS										
6 BORGWARNER INC	BWA	02/15/11	$79.52	$63.74	$477.14	$382.44	$0	0.00%	0.1%	0.1%
5 BORGWARNER INC		02/23/11	$76.83	$63.74	$384.13	$318.70	$0	0.00%	0 1%	0 1%
7 BORGWARNER INC		03/04/11	$77.04	$63.74	$539.28	$446.18	$0	0.00%	0.1%	0.1%
7 BORGWARNER INC		04/07/11	$76.15	$63.74	$533.08	$446.18	$0	0.00%	0.1%	0.1%

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
5 BORGWARNER INC		08/16/11	$70.71	$63.74	$353.56	$318.70	$0	0.00%	0.1%	0.1%
30					$2,287 19	$1,912.20	$0	0.00%	0 5%	0.5%
5 FORD MOTOR CO	F	11/13/09	$8.36	$10.76	$41.80	$53.80	$1	1.86%	0.0%	0.0%
45 FORD MOTOR CO		04/20/10	$13.85	$10.76	$623.36	$484.20	$9	1.86%	0.1%	0.1%
50					$665.16	$538.00	$10	1.86%	0.1%	0.1%
20 GENERAL MOTORS CO	GM	11/18/10	$34.00	$20.27	$679.99	$405.40	$0	0.00%	0.1%	0.1%
30 GENERAL MOTORS CO		06/08/11	$28.91	$20.27	$867.26	$608.10	$0	0.00%	0.2%	0.2%
25 GENERAL MOTORS CO		07/05/11	$31.15	$20.27	$778.68	$506 75	$0	0.00%	0.1%	0.1%
15 GENERAL MOTORS CO		09/29/11	$20.64	$20.27	$309.60	$304.05	$0	0.00%	0.1%	0.1%
15 GENERAL MOTORS CO		10/28/11	$26.37	$20.27	$395.58	$304.05	$0	0.00%	0.1%	0.1%
35 GENERAL MOTORS CO		11/14/11	$23.01	$20 27	$805.47	$709.45	$0	0.00%	0.2%	0.2%
140					$3,836.58	$2,837.80	$0	0.00%	0.8%	0.8%
15 HARLEY DAVIDSON INC	HOG	10/21/11	$37.13	$38.87	$556.92	$583.05	$8	1.29%	0.2%	0.2%
20 HARLEY DAVIDSON INC		11/04/11	$38.81	$38.87	$776.24	$777.40	$10	1.29%	0.2%	0.2%
35					$1,333.16	$1,360.45	$18	1.29%	0.4%	0.4%
15 JOHNSON CONTROLS INC	JCI	09/21/09	$26.55	$31.26	$398.29	$468.90	$11	2.30%	0.1%	0 1%
20 JOHNSON CONTROLS INC		12/23/09	$27.86	$31.26	$557.14	$625.20	$14	2.30%	0.2%	0.2%
15 JOHNSON CONTROLS INC		01/08/10	$28.74	$31.26	$431.12	$468.90	$11	2.30%	0.1%	0.1%
15 JOHNSON CONTROLS INC		10/11/10	$31.80	$31.26	$476.97	$468.90	$11	2.30%	0.1%	0.1%
65					$1,863.52	$2,031.90	$47	2.30%	0.5%	0 5%
14 TRW AUTOMOTIVE HOLDINGS CORP	TRW	05/24/11	$53.56	$32.60	$749.79	$456.40	$0	0.00%	0.1%	0 1%
16 TRW AUTOMOTIVE HOLDINGS CORP		10/10/11	$38 08	$32 60	$609.20	$521 60	$0	0.00%	0.1%	0 1%
10 TRW AUTOMOTIVE HOLDINGS CORP		11/23/11	$30.57	$32.60	$305.73	$326.00	$0	0.00%	0.1%	0.1%
40					$1,664.72	$1,304.00	$0	0 00%	0.3%	0.4%
Total					$11,650.33	$9,984.35	$74	0.74%	2.7%	2.7%
RETAILERS										
4 AMAZON.COM INC	AMZN	08/20/09	$83.19	$173.10	$332.75	$692.40	$0	0.00%	0.2%	0.2%
5 AMAZON COM INC		07/13/10	$122.82	$173.10	$614.09	$865 50	$0	0.00%	0.2%	0 2%
4 AMAZON.COM INC		01/31/11	$169.43	$173 10	$677.71	$692.40	$0	0.00%	0 2%	0 2%

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
2 AMAZON.COM INC		03/10/11	$166.12	$173.10	$332.24	$346 20	$0	0.00%	0 1%	0.1%
2 AMAZON.COM INC		05/20/11	$199.12	$173 10	$398.24	$346.20	$0	0.00%	0.1%	0.1%
17					$2,355.03	$2,942.70	$0	0.00%	0.8%	0.8%
15 DOLLAR GENERAL CORP	DG	09/09/11	$34.65	$41.14	$519.70	$617.10	$0	0.00%	0.2%	0.2%
10 DOLLAR GENERAL CORP		09/20/11	$37.82	$41.14	$378.18	$411.40	$0	0.00%	0.1%	0.1%
10 DOLLAR GENERAL CORP		11/21/11	$39.23	$41.14	$392.30	$411.40	$0	0.00%	0.1%	0.1%
35					$1,290.18	$1,439.90	$0	0.00%	0 4%	0.4%
30 GAMESTOP CORP	GME	04/25/11	$26.43	$24.13	$792.85	$723.90	$0	0.00%	0.2%	0.2%
120 KROGER CO	KR	02/07/11	$22.36	$24.22	$2,683.40	$2,906.40	$55	1.90%	0.8%	0.8%
15 KROGER CO		11/10/11	$22.94	$24.22	$344.05	$363.30	$7	1.90%	0.1%	0.1%
135					$3,027.45	$3,269.70	$62	1 90%	0.9%	0.9%
15 LIMITED BRANDS INC	LTD	01/07/11	$28.69	$40.35	$430.39	$605.25	$57	9.42%	0.2%	0 2%
15 LIMITED BRANDS INC		03/04/11	$32.16	$40.35	$482.46	$605.25	$57	9.42%	0.2%	0.2%
20 LIMITED BRANDS INC		06/28/11	$38.05	$40.35	$761.05	$807 00	$76	9.42%	0.2%	0.2%
50					$1,673.90	$2,017.50	$190	9.42%	0.5%	0.5%
30 LOWE'S COS INC	LOW	12/13/10	$25.07	$25.38	$752 07	$761.40	$17	2.21%	0.2%	0.2%
15 LOWE'S COS INC		02/07/11	$24 63	$25.38	$369 41	$380.70	$8	2.21%	0.1%	0 1%
45					$1,121.48	$1,142.10	$25	2.21%	0.3%	0.3%
Total					$10,260 89	$11,535.80	$277	2.40%	3.1%	3.1%
TOTAL CONSUMER CYCLICALS					$25,307.55	$25,144 69	$394	1 57%	6.7%	6.8%
INDUSTRIAL RESOURCES										
CHEMICALS										
25 DOW CHEMICAL	DOW	07/27/10	$27.95	$28.76	$698.66	$719.00	$25	3.48%	0.2%	0.2%
15 DOW CHEMICAL		08/03/10	$25.74	$28.76	$386 04	$431.40	$15	3.48%	0.1%	0 1%
15 DOW CHEMICAL		09/01/10	$25 59	$28.76	$383.85	$431.40	$15	3.48%	0.1%	0.1%
15 DOW CHEMICAL		09/19/11	$27.16	$28.76	$407.44	$431.40	$15	3.48%	0.1%	0.1%
70					$1,875.99	$2,013 20	$70	3.48%	0.5%	0.5%
35 LYONDELLBASELL INDU-CL A	LYB	05/31/11	$43.26	$32.49	$1,514.24	$1,137.15	$4	0.31%	0.3%	0.3%
25 LYONDELLBASELL INDU-CL A		10/03/11	$24 50	$32.49	$612 59	$812.25	$2	0.31%	0 2%	0 2%

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
AUTO TRUCKS - PARTS										
6 LEAR CORP	LEA	06/28/10	$35.34	$39.80	$212.02	$238.80	$3	1.26%	0.1%	0.1%
8 LEAR CORP		02/22/11	$55.18	$39.80	$441.43	$318.40	$4	1.26%	0.1%	0.1%
11 LEAR CORP		06/07/11	$50.00	$39.80	$550.01	$437.80	$6	1.26%	0.1%	0.1%
10 LEAR CORP		10/05/11	$43.02	$39.80	$430.15	$398.00	$5	1.26%	0.1%	0 1%
35					$1,633.61	$1,393.00	$18	1.26%	0.4%	0.4%
TOTAL CAPITAL EQUIPMENT					$18,592.42	$19,264.34	$269	1.40%	5.1%	5 2%
TECHNOLOGY										
COMMUNICATION - EQUIP. MFRS.										
20 BROADCOM CORP-CL A	BRCM	11/11/09	$28.12	$29.36	$562.48	$587.20	$0	0.00%	0 2%	0 2%
10 BROADCOM CORP-CL A		06/25/10	$34.49	$29.36	$344.85	$293.60	$0	0.00%	0.1%	0.1%
15 BROADCOM CORP-CL A		09/09/10	$34.09	$29.36	$511.41	$440 40	$0	0.00%	0.1%	0 1%
10 BROADCOM CORP-CL A		10/21/10	$36.80	$29.36	$368.01	$293.60	$0	0.00%	0 1%	0 1%
15 BROADCOM CORP-CL A		02/17/11	$42.32	$29.36	$634.75	$440.40	$0	0.00%	0 1%	0 1%
15 BROADCOM CORP-CL A		04/28/11	$34.66	$29.36	$519 87	$440.40	$0	0.00%	0.1%	0.1%
20 BROADCOM CORP-CL A		07/14/11	$33.48	$29.36	$669.50	$587.20	$0	0.00%	0.2%	0.2%
105					$3,610.87	$3,082 80	$0	0.00%	0.8%	0 8%
50 CISCO SYSTEMS INC	CSCO	12/27/11	$18.55	$18 08	$927.46	$904.00	$12	1 33%	0.2%	0 2%
15 CORNING INC	GLW	10/08/09	$15.65	$12.98	$234 76	$194 70	$4	2.31%	0.1%	0 1%
20 CORNING INC		10/15/09	$15.56	$12.98	$311.13	$259.60	$6	2 31%	0.1%	0.1%
20 CORNING INC		04/20/11	$20.24	$12.98	$404.73	$259.60	$6	2 31%	0.1%	0.1%
20 CORNING INC		05/24/11	$19.62	$12.98	$392.30	$259.60	$6	2.31%	0.1%	0.1%
35 CORNING INC		08/16/11	$15.18	$12.98	$531.32	$454.30	$10	2.31%	0.1%	0.1%
110					$1,874 24	$1,427.80	$33	2 31%	0.4%	0.4%
60 MARVELL TECHNOLOGY GROUP LT	MRVL	11/01/10	$19.42	$13.85	$1,165.42	$831.00	$0	0 00%	0 2%	0.2%
35 MARVELL TECHNOLOGY GROUP LT		12/20/10	$18.90	$13.85	$661.39	$484.75	$0	0.00%	0.1%	0 1%
30 MARVELL TECHNOLOGY GROUP LT		09/28/11	$14.99	$13.85	$449.60	$415.50	$0	0.00%	0 1%	0 1%
30 MARVELL TECHNOLOGY GROUP LT		10/26/11	$13.57	$13 85	$407.22	$415.50	$0	0.00%	0 1%	0 1%
30 MARVELL TECHNOLOGY GROUP LT		11/01/11	$13 58	$13.85	$407.28	$415.50	$0	0 00%	0.1%	0 1%
185					$3,090.91	$2,562 25	$0	0 00%	0.7%	0 7%

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
60					$2,126 83	$1,949.40	$6	0 31%	0.5%	0 5%
9 POTASH CORP OF SASKATCHEWAN	POT	12/16/10	$46.35	$41.28	$417.12	$371.52	$3	0.68%	0.1%	0.1%
9 POTASH CORP OF SASKATCHEWAN		12/20/10	$46.50	$41.28	$418 52	$371.52	$3	0 68%	0.1%	0.1%
6 POTASH CORP OF SASKATCHEWAN		03/02/11	$61.26	$41.28	$367.58	$247.68	$2	0.68%	0.1%	0.1%
16 POTASH CORP OF SASKATCHEWAN		05/06/11	$53.47	$41.28	$855.53	$660.48	$4	0.68%	0.2%	0 2%
40					$2,058.75	$1,651.20	$11	0.68%	0.4%	0.4%
Total					$6,061.57	$5,613.80	$87	1.55%	1.5%	1.5%
FERTILIZERS										
5 MONSANTO CO	MON	02/02/11	$75.38	$70.07	$376 91	$350.35	$6	1.71%	0.1%	0.1%
10 MONSANTO CO		02/17/11	$73.85	$70.07	$738.48	$700.70	$12	1.71%	0.2%	0.2%
10 MONSANTO CO		03/18/11	$68.25	$70.07	$682 52	$700 70	$12	1.71%	0 2%	0.2%
5 MONSANTO CO		04/06/11	$69 77	$70.07	$348 83	$350.35	$6	1 71%	0.1%	0 1%
10 MONSANTO CO		04/15/11	$67.36	$70.07	$673.56	$700.70	$12	1 71%	0.2%	0.2%
10 MONSANTO CO		05/17/11	$62.95	$70.07	$629.51	$700.70	$12	1.71%	0.2%	0.2%
50					$3,449 81	$3,503.50	$60	1.71%	0.9%	0.9%
TOTAL INDUSTRIAL RESOURCES					$9,511.38	$9,117.30	$147	1.61%	2.4%	2 5%
CAPITAL EQUIPMENT										
ELECTRICAL EQUIPMENT										
35 GENERAL ELECTRIC CO	GE	02/16/10	$15 91	$17.91	$556 91	$626 85	$24	3.80%	0.2%	0 2%
25 GENERAL ELECTRIC CO		03/02/10	$15 89	$17.91	$397.24	$447.75	$17	3 80%	0.1%	0 1%
20 GENERAL ELECTRIC CO		08/29/11	$15.95	$17.91	$318 96	$358.20	$14	3 80%	0.1%	0.1%
80					$1,273.11	$1,432 80	$54	3 80%	0.4%	0.4%
5 ROCKWELL AUTOMATION INC	ROK	04/07/11	$93.46	$73 37	$467.29	$366.85	$8	2 32%	0.1%	0.1%
6 ROCKWELL AUTOMATION INC		08/15/11	$65 08	$73.37	$390.48	$440 22	$10	2 32%	0 1%	0 1%
10 ROCKWELL AUTOMATION INC		11/18/11	$71.69	$73 37	$716.87	$733.70	$17	2 32%	0.2%	0 2%
21					$1,574.64	$1,540 77	$36	2 32%	0.4%	0.4%
Total					$2,847.75	$2,973 57	$90	3.03%	0.8%	0.8%
MACHINERY										
6 FLOWSERVE CORPORATION	FLS	10/25/10	$116 12	$99.32	$696 71	$595 92	$8	1 29%	0.2%	0 2%
7 FLOWSERVE CORPORATION		12/13/10	$116 94	$99.32	$818 59	$695.24	$9	1.29%	0.2%	0 2%

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
4 FLOWSERVE CORPORATION		04/06/11	$131.95	$99 32	$527 79	$397 28	$5	1 29%	0 1%	0 1%
3 FLOWSERVE CORPORATION		04/20/11	$131.61	$99.32	$394.84	$297.96	$4	1.29%	0.1%	0.1%
5 FLOWSERVE CORPORATION		05/06/11	$122.18	$99.32	$610.88	$496.60	$6	1.29%	0.1%	0.1%
25					$3,048.81	$2,483.00	$32	1.29%	0.7%	0.7%
MISC. CAPITAL GOODS										
24 DANAHER CORP	DHR	05/26/09	$30 55	$47 04	$733 21	$1,128 96	$2	0 21%	0.3%	0 3%
16 DANAHER CORP		09/08/09	$32 83	$47.04	$525 28	$752 64	$2	0 21%	0 2%	0 2%
10 DANAHER CORP		10/09/09	$33.89	$47.04	$338.86	$470 40	$1	0.21%	0.1%	0.1%
10 DANAHER CORP		02/09/10	$35.47	$47.04	$354.71	$470.40	$1	0.21%	0.1%	0.1%
15 DANAHER CORP		11/04/10	$44.66	$47.04	$669.92	$705.60	$2	0.21%	0 2%	0 2%
10 DANAHER CORP		03/07/11	$50 12	$47 04	$501 24	$470 40	$1	0.21%	0 1%	0 1%
10 DANAHER CORP		04/06/11	$52.20	$47.04	$521.99	$470 40	$1	0.21%	0.1%	0.1%
95					$3,645.21	$4,468 80	$10	0.21%	1.2%	1.2%
20 INGERSOLL-RAND PLC	IR	03/23/10	$36.00	$30.47	$719.90	$609.40	$10	1.58%	0.2%	0.2%
Total					$4,365.11	$5,078 20	$19	0.38%	1.4%	1 4%
DEFENSE										
23 NORTHROP GRUMMAN CORP	NOC	12/10/10	$58.20	$58.48	$1,338.63	$1,345.04	$46	3.42%	0.4%	0 4%
AEROSPACE-DEFENSE										
7 BOEING CO	BA	11/01/11	$62.98	$73.35	$440.83	$513 45	$12	2.40%	0.1%	0 1%
7 BOEING CO		11/08/11	$65.77	$73.35	$460.39	$513 45	$12	2 40%	0 1%	0.1%
8 BOEING CO		11/14/11	$68.66	$73.35	$549.28	$586.80	$14	2.40%	0.2%	0.2%
8 BOEING CO		11/28/11	$65.39	$73.35	$523 13	$586 80	$14	2.40%	0.2%	0 2%
30					$1,973 63	$2,200 50	$53	2 40%	0 6%	0 6%
8 GOODRICH CORP	GR	05/16/11	$90.39	$123.70	$723.15	$989.60	$9	0.94%	0 3%	0.3%
6 PRECISION CASTPARTS CORP	PCP	06/15/11	$151.78	$164.79	$910.66	$988.74	$1	0.07%	0.3%	0 3%
5 PRECISION CASTPARTS CORP		08/04/11	$151.85	$164.79	$759 24	$823.95	$1	0.07%	0.2%	0 2%
3 PRECISION CASTPARTS CORP		10/25/11	$172.10	$164 79	$516 29	$494 37	$0	0.07%	0.1%	0 1%
3 PRECISION CASTPARTS CORP		11/01/11	$158 51	$164 79	$475 54	$494 37	$0	0.07%	0 1%	0 1%
17					$2,661 73	$2,801.43	$2	0 07%	0 7%	0 8%
Total					$5,358.51	$5,991 53	$64	1.07%	1.6%	1 6%

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
15 QUALCOMM INC	QCOM	01/27/11	$54 96	$54 70	$824 40	$820 50	$13	1 57%	0 2%	0 2%
10 QUALCOMM INC		02/11/11	$57.28	$54.70	$572 80	$547.00	$9	1 57%	0.1%	0 1%
10 QUALCOMM INC		02/15/11	$58 71	$54 70	$587 13	$547 00	$9	1.57%	0.1%	0 1%
10 QUALCOMM INC		03/18/11	$51.08	$54.70	$510 76	$547.00	$9	1.57%	0.1%	0 1%
10 QUALCOMM INC		03/23/11	$52 06	$54 70	$520.63	$547 00	$9	1 57%	0 1%	0 1%
10 QUALCOMM INC		04/11/11	$53 72	$54 70	$537 21	$547 00	$9	1 57%	0.1%	0 1%
10 QUALCOMM INC		07/22/11	$57.25	$54 70	$572.49	$547.00	$9	1 57%	0.1%	0.1%
10 QUALCOMM INC		08/01/11	$53 80	$54 70	$538 03	$547 00	$9	1.57%	0 1%	0 1%
10 QUALCOMM INC		08/31/11	$51 58	$54.70	$515 83	$547.00	$9	1 57%	0.1%	0.1%
95					$5,179.28	$5,196.50	$82	1.57%	1.4%	1.4%
Total					$14,682 76	$13,173 35	$127	0.96%	3.5%	3.6%
SEMICONDUCTORS										
60 APPLIED MATERIALS INC	AMAT	07/29/11	$12 46	$10 71	$747 76	$642 60	$19	2 99%	0 2%	0 2%
30 APPLIED MATERIALS INC		10/11/11	$11 00	$10.71	$330.12	$321.30	$10	2.99%	0.1%	0.1%
40 APPLIED MATERIALS INC		10/12/11	$11.36	$10.71	$454 28	$428.40	$13	2 99%	0.1%	0.1%
30 APPLIED MATERIALS INC		10/31/11	$12 46	$10 71	$373 66	$321 30	$10	2 99%	0.1%	0.1%
40 APPLIED MATERIALS INC		12/22/11	$10 45	$10 71	$418.19	$428 40	$13	2 99%	0 1%	0 1%
200					$2,324 01	$2,142 00	$64	2.99%	0 6%	0 6%
20 LAM RESEARCH CORP	LRCX	05/13/11	$47.56	$37.02	$951 25	$740 40	$0	0.00%	0 2%	0 2%
10 LAM RESEARCH CORP		11/07/11	$43.29	$37.02	$432.94	$370.20	$0	0 00%	0.1%	0 1%
10 LAM RESEARCH CORP		11/23/11	$37 28	$37 02	$372 76	$370 20	$0	0 00%	0 1%	0 1%
40					$1,756.95	$1,480 80	$0	0.00%	0.4%	0.4%
115 MICRON TECHNOLOGY INC	MU	10/18/11	$5.68	$6.29	$652 67	$723.35	$0	0.00%	0.2%	0.2%
110 MICRON TECHNOLOGY INC		11/01/11	$5.37	$6 29	$590.66	$691 90	$0	0 00%	0.2%	0.2%
75 MICRON TECHNOLOGY INC		11/14/11	$5 32	$6.29	$398.98	$471.75	$0	0.00%	0.1%	0.1%
300					$1,642 31	$1,887.00	$0	0.00%	0.5%	0.5%
Total					$5,723.27	$5,509 80	$64	1 16%	1 5%	1.5%
COMPUTERS										
5 APPLE INC	AAPL	03/13/08	$124 76	$405 00	$623 81	$2,025 00	$0	0 00%	0 5%	0 5%
5 APPLE INC		04/01/08	$146 58	$405.00	$732 90	$2,025.00	$0	0 00%	0.5%	0 5%

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
4 APPLE INC		07/02/08	$174.71	$405.00	$698.83	$1,620.00	$0	0.00%	0.4%	0.4%
10 APPLE INC		11/12/08	$92.45	$405.00	$924.48	$4,050.00	$0	0.00%	1.1%	1.1%
3 APPLE INC		05/11/10	$252.13	$405.00	$756.39	$1,215.00	$0	0.00%	0.3%	0.3%
3 APPLE INC		03/30/11	$348.62	$405.00	$1,045.85	$1,215.00	$0	0.00%	0.3%	0.3%
30					$4,782.26	$12,150.00	$0	0.00%	3.2%	3.3%
5 DELL INC	DELL	10/12/10	$13.67	$14.63	$68.36	$73.15	$0	0.00%	0.0%	0.0%
25 DELL INC		02/02/11	$13.72	$14.63	$343.08	$365.75	$0	0.00%	0.1%	0.1%
30					$411.44	$438.90	$0	0.00%	0.1%	0.1%
25 EMC CORP/MASS	EMC	09/18/09	$17.01	$21.54	$425.31	$538.50	$0	0.00%	0.1%	0.1%
20 EMC CORP/MASS		10/23/09	$17.27	$21.54	$345.37	$430.80	$0	0.00%	0.1%	0.1%
30 EMC CORP/MASS		12/22/09	$17.46	$21.54	$523.87	$646.20	$0	0.00%	0.2%	0.2%
20 EMC CORP/MASS		03/18/10	$18.72	$21.54	$374.34	$430.80	$0	0.00%	0.1%	0.1%
15 EMC CORP/MASS		05/28/10	$18.71	$21.54	$280.63	$323.10	$0	0.00%	0.1%	0.1%
15 EMC CORP/MASS		07/14/11	$26.96	$21.54	$404.35	$323.10	$0	0.00%	0.1%	0.1%
125					$2,353.87	$2,692.50	$0	0.00%	0.7%	0.7%
15 HEWLETT-PACKARD CO	HPQ	05/25/10	$45.14	$25.76	$677.05	$386.40	$7	1.86%	0.1%	0.1%
10 HEWLETT-PACKARD CO		05/26/10	$46.25	$25.76	$462.51	$257.60	$5	1.86%	0.1%	0.1%
15 HEWLETT-PACKARD CO		06/29/10	$44.80	$25.76	$672.06	$386.40	$7	1.86%	0.1%	0.1%
10 HEWLETT-PACKARD CO		08/13/10	$40.88	$25.76	$408.84	$257.60	$5	1.86%	0.1%	0.1%
20 HEWLETT-PACKARD CO		02/25/11	$42.69	$25.76	$853.73	$515.20	$10	1.86%	0.1%	0.1%
10 HEWLETT-PACKARD CO		05/18/11	$36.13	$25.76	$361.26	$257.60	$5	1.86%	0.1%	0.1%
40 HEWLETT-PACKARD CO		08/05/11	$32.48	$25.76	$1,299.16	$1,030.40	$19	1.86%	0.3%	0.3%
20 HEWLETT-PACKARD CO		08/19/11	$23.52	$25.76	$470.45	$515.20	$10	1.86%	0.1%	0.1%
15 HEWLETT-PACKARD CO		09/06/11	$23.12	$25.76	$346.79	$386.40	$7	1.86%	0.1%	0.1%
20 HEWLETT-PACKARD CO		11/22/11	$26.47	$25.76	$529.32	$515.20	$10	1.86%	0.1%	0.1%
15 HEWLETT-PACKARD CO		12/20/11	$25.99	$25.76	$389.83	$386.40	$7	1.86%	0.1%	0.1%
190					$6,471.00	$4,894.40	$91	1.86%	1.3%	1.3%
Total					$14,018.57	$20,175.80	$91	0.45%	5.4%	5.5%
COMPUTER SERVICES/SOFTWARE										
5 ACCENTURE PLC-CL A	ACN	11/05/10	$45.59	$53.23	$227.94	$266.15	$4	1.69%	0.1%	0.1%

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
10 ACCENTURE PLC-CL A		01/25/11	$51 37	$53.23	$513 67	$532 30	$9	1.69%	0 1%	0 1%
10 ACCENTURE PLC-CL A		02/24/11	$51.59	$53.23	$515 86	$532.30	$9	1 69%	0 1%	0 1%
25					$1,257.47	$1,330 75	$22	1.69%	0.4%	0.4%
10 CITRIX SYSTEMS INC	CTXS	10/12/10	$57 11	$60.72	$571.05	$607.20	$0	0.00%	0.2%	0.2%
5 CITRIX SYSTEMS INC		10/27/10	$64 26	$60 72	$321 30	$303 60	$0	0.00%	0 1%	0 1%
5 CITRIX SYSTEMS INC		12/03/10	$70 71	$60 72	$353 53	$303 60	$0	0.00%	0.1%	0 1%
5 CITRIX SYSTEMS INC		12/23/10	$68 47	$60 72	$342 37	$303 60	$0	0 00%	0.1%	0 1%
5 CITRIX SYSTEMS INC		01/06/11	$68 86	$60.72	$344 31	$303.60	$0	0.00%	0.1%	0 1%
5 CITRIX SYSTEMS INC		06/01/11	$87.01	$60.72	$435.06	$303 60	$0	0.00%	0.1%	0 1%
5 CITRIX SYSTEMS INC		06/20/11	$74 08	$60 72	$370 39	$303 60	$0	0 00%	0 1%	0 1%
5 CITRIX SYSTEMS INC		06/28/11	$79 46	$60 72	$397.31	$303 60	$0	0 00%	0.1%	0 1%
45					$3,135 32	$2,732.40	$0	0.00%	0 7%	0 7%
15 INTUIT INC	INTU	12/16/10	$48 75	$52.59	$731.25	$788.85	$9	1.14%	0.2%	0.2%
10 INTUIT INC		01/11/11	$47.59	$52.59	$475.91	$525.90	$6	1.14%	0.1%	0 1%
10 INTUIT INC		01/24/11	$47 03	$52 59	$470 30	$525.90	$6	1 14%	0.1%	0 1%
10 INTUIT INC		03/18/11	$50 07	$52.59	$500 67	$525 90	$6	1.14%	0 1%	0 1%
10 INTUIT INC		08/23/11	$44 47	$52.59	$444 66	$525 90	$6	1.14%	0 1%	0.1%
55					$2,622 79	$2,892 45	$33	1 14%	0 8%	0.8%
10 ORACLE CORP	ORCL	09/21/10	$27 03	$25 65	$270.34	$256 50	$2	0.94%	0.1%	0.1%
15 ORACLE CORP		09/27/10	$26 85	$25.65	$402.78	$384 75	$4	0 94%	0.1%	0 1%
10 ORACLE CORP		10/15/10	$28 40	$25 65	$283 99	$256 50	$2	0.94%	0 1%	0 1%
25 ORACLE CORP		10/25/10	$29 09	$25 65	$727.17	$641.25	$6	0 94%	0.2%	0 2%
10 ORACLE CORP		10/29/10	$29.44	$25.65	$294.36	$256.50	$2	0.94%	0.1%	0.1%
15 ORACLE CORP		11/10/10	$28 66	$25 65	$429 83	$384 75	$4	0 94%	0.1%	0 1%
15 ORACLE CORP		12/07/10	$29.11	$25.65	$436.60	$384 75	$4	0.94%	0.1%	0 1%
20 ORACLE CORP		01/18/11	$31 38	$25.65	$627.54	$513 00	$5	0 94%	0 1%	0 1%
10 ORACLE CORP		03/09/11	$32 67	$25 65	$326 72	$256 50	$2	0 94%	0.1%	0 1%
10 ORACLE CORP		03/31/11	$33 16	$25.65	$331.57	$256.50	$2	0 94%	0.1%	0 1%
15 ORACLE CORP		06/20/11	$31 95	$25 65	$479 22	$384.75	$4	0.94%	0.1%	0.1%
15 ORACLE CORP		12/07/11	$31 26	$25 65	$468 90	$384 75	$4	0 94%	0 1%	0.1%

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
170					$5,079 02	$4,360.50	$41	0.94%	1.2%	1.2%
4 SALESFORCE COM INC	CRM	12/02/11	$119.34	$101 46	$477 37	$405.84	$0	0 00%	0 1%	0.1%
Total					$12,571.97	$11,721 94	$96	0.82%	3.1%	3.2%
COMPUTER/INSTRUMENTATION										
45 SEAGATE TECHNOLOGY	STX	10/25/11	$15.64	$16.40	$703.77	$738 00	$32	4.39%	0 2%	0 2%
MISC. INDUSTRIAL TECHNOLOGY										
25 ILLUMINA INC	ILMN	12/07/11	$29 29	$30 48	$732 31	$762 00	$0	0.00%	0.2%	0.2%
15 ILLUMINA INC		12/15/11	$27 44	$30.48	$411.61	$457 20	$0	0.00%	0.1%	0 1%
40					$1,143 92	$1,219 20	$0	0 00%	0 3%	0 3%
TOTAL TECHNOLOGY					$48,844.26	$52,538.09	$411	0.78%	14.0%	14.2%
SERVICES										
AIR TRANSPORT										
45 DELTA AIR LINES INC	DAL	01/28/11	$12 07	$8.09	$543 25	$364.05	$0	0.00%	0.1%	0 1%
50 DELTA AIR LINES INC		02/11/11	$11 94	$8.09	$596 79	$404 50	$0	0.00%	0 1%	0 1%
45 DELTA AIR LINES INC		04/26/11	$9 88	$8 09	$444 57	$364 05	$0	0 00%	0.1%	0.1%
140					$1,584 61	$1,132 60	$0	0.00%	0 3%	0.3%
AIR FREIGHT										
13 UNITED PARCEL SERVICE-CL B	UPS	08/13/10	$64 59	$73 19	$839.61	$951.47	$27	2 84%	0.3%	0 3%
12 UNITED PARCEL SERVICE-CL B		09/03/10	$67.56	$73 19	$810.72	$878 28	$25	2 84%	0 2%	0.2%
5 UNITED PARCEL SERVICE-CL B		10/22/10	$69 74	$73 19	$348.70	$365.95	$10	2.84%	0.1%	0 1%
15 UNITED PARCEL SERVICE-CL B		10/29/10	$67 29	$73.19	$1,009 40	$1,097 85	$31	2 84%	0 3%	0 3%
10 UNITED PARCEL SERVICE-CL B		11/09/10	$69.44	$73 19	$694.37	$731 90	$21	2 84%	0 2%	0 2%
5 UNITED PARCEL SERVICE-CL B		02/11/11	$75.27	$73.19	$376.35	$365.95	$10	2.84%	0.1%	0.1%
5 UNITED PARCEL SERVICE-CL B		12/23/11	$73.30	$73.19	$366.49	$365.95	$10	2.84%	0 1%	0 1%
65					$4,445 64	$4,757.35	$135	2.84%	1.3%	1.3%
TOTAL SERVICES					$6,030 25	$5,889 95	$135	2.30%	1.6%	1 6%
ENERGY										
OIL WELL EQUIPMENT & SERVICES										
20 FMC TECHNOLOGIES INC	FTI	05/31/11	$44 39	$52 23	$887 89	$1,044 60	$0	0 00%	0 3%	0 3%
15 FMC TECHNOLOGIES INC		08/04/11	$41 25	$52 23	$618.79	$783 45	$0	0.00%	0 2%	0 2%

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
15 FMC TECHNOLOGIES INC		09/21/11	$43.05	$52.23	$645.78	$783.45	$0	0.00%	0.2%	0.2%
50					$2,152.46	$2,611 50	$0	0.00%	0.7%	0 7%
10 MARATHON PETROLEUM CORP	MPC	06/21/10	$26.90	$33.29	$269.04	$332.90	$10	3.00%	0.1%	0.1%
5 MARATHON PETROLEUM CORP		01/27/11	$35.24	$33.29	$176.18	$166.45	$5	3.00%	0.0%	0 0%
10 MARATHON PETROLEUM CORP		02/28/11	$38 74	$33 29	$387.42	$332 90	$10	3.00%	0 1%	0 1%
23 MARATHON PETROLEUM CORP		08/02/11	$43 77	$33.29	$1,006 76	$765.67	$23	3.00%	0.2%	0 2%
10 MARATHON PETROLEUM CORP		08/10/11	$35.54	$33.29	$355 36	$332 90	$10	3.00%	0 1%	0.1%
10 MARATHON PETROLEUM CORP		08/24/11	$35 15	$33 29	$351.53	$332.90	$10	3.00%	0.1%	0 1%
10 MARATHON PETROLEUM CORP		09/28/11	$29.83	$33.29	$298.30	$332.90	$10	3.00%	0.1%	0 1%
12 MARATHON PETROLEUM CORP		12/27/11	$33 74	$33.29	$404 87	$399 48	$12	3 00%	0.1%	0.1%
90					$3,249.46	$2,996 10	$90	3.00%	0.8%	0 8%
12 SCHLUMBERGER LTD	SLB	11/06/07	$98.25	$68.31	$1,179.05	$819.72	$12	1 46%	0.2%	0.2%
10 SCHLUMBERGER LTD		01/02/08	$101.33	$68.31	$1,013.31	$683.10	$10	1.46%	0.2%	0.2%
15 SCHLUMBERGER LTD		11/12/08	$47.34	$68.31	$710.11	$1,024.65	$15	1.46%	0.3%	0.3%
10 SCHLUMBERGER LTD		03/12/09	$38.33	$68.31	$383.34	$683 10	$10	1.46%	0.2%	0 2%
5 SCHLUMBERGER LTD		03/18/10	$65.05	$68.31	$325.25	$341.55	$5	1 46%	0 1%	0 1%
5 SCHLUMBERGER LTD		03/29/10	$63 21	$68 31	$316 05	$341 55	$5	1.46%	0.1%	0.1%
5 SCHLUMBERGER LTD		04/26/10	$72.61	$68.31	$363.05	$341.55	$5	1.46%	0 1%	0.1%
7 SCHLUMBERGER LTD		09/16/10	$58.29	$68.31	$408.06	$478.17	$7	1.46%	0.1%	0 1%
6 SCHLUMBERGER LTD		10/04/11	$56.82	$68.31	$340.89	$409.86	$6	1.46%	0.1%	0.1%
75					$5,039.11	$5,123 25	$75	1.46%	1.4%	1.4%
12 TRANSOCEAN LTD	RIG	05/16/11	$69 12	$38 39	$829.48	$460 68	$0	0 00%	0 1%	0.1%
12 TRANSOCEAN LTD		07/14/11	$60.31	$38.39	$723.68	$460 68	$0	0.00%	0.1%	0.1%
11 TRANSOCEAN LTD		08/02/11	$60.31	$38.39	$663.39	$422.29	$0	0.00%	0 1%	0 1%
15 TRANSOCEAN LTD		11/04/11	$49.66	$38 39	$744 90	$575.85	$0	0.00%	0.2%	0.2%
50					$2,961.45	$1,919.50	$0	0.00%	0.5%	0.5%
Total					$13,402 48	$12,650 35	$165	1.30%	3 4%	3.4%
OIL - CRUDE PRODUCTS										
9 ANADARKO PETROLEUM CORP	APC	06/13/11	$71.92	$76 33	$647.29	$686 97	$3	0.47%	0 2%	0 2%
2 ANADARKO PETROLEUM CORP		07/06/11	$78.51	$76.33	$157.02	$152.66	$1	0.47%	0.0%	0.0%

Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
13	ANADARKO PETROLEUM CORP		08/01/11	$82 10	$76 33	$1,067 27	$992 29	$5	0 47%	0.3%	0.3%
5	ANADARKO PETROLEUM CORP		09/20/11	$74 81	$76.33	$374 04	$381 65	$2	0.47%	0.1%	0.1%
29						$2,245.62	$2,213.57	$10	0.47%	0 6%	0.6%
6	EOG RESOURCES INC	EOG	05/04/10	$109.42	$98 51	$656 52	$591.06	$4	0 65%	0.2%	0.2%
6	EOG RESOURCES INC		08/24/10	$89.67	$98 51	$537 99	$591 06	$4	0.65%	0.2%	0 2%
4	EOG RESOURCES INC		08/25/10	$86.03	$98 51	$344 10	$394 04	$3	0 65%	0.1%	0.1%
3	EOG RESOURCES INC		10/08/10	$99 17	$98.51	$297.50	$295.53	$2	0.65%	0.1%	0.1%
4	EOG RESOURCES INC		02/03/11	$106 73	$98.51	$426.92	$394.04	$3	0.65%	0.1%	0.1%
7	EOG RESOURCES INC		07/22/11	$106.10	$98.51	$742.71	$689.57	$4	0.65%	0.2%	0.2%
30						$3,005.74	$2,955.30	$19	0 65%	0.8%	0.8%
7	NOBLE ENERGY INC	NBL	04/09/10	$76.72	$94.39	$537.02	$660.73	$6	0.93%	0.2%	0.2%
5	NOBLE ENERGY INC		04/12/10	$77.03	$94.39	$385 15	$471 95	$4	0.93%	0 1%	0.1%
8	NOBLE ENERGY INC		08/23/10	$67.89	$94.39	$543.11	$755.12	$7	0.93%	0.2%	0 2%
5	NOBLE ENERGY INC		09/16/10	$76.37	$94.39	$381 87	$471.95	$4	0.93%	0.1%	0.1%
5	NOBLE ENERGY INC		02/23/11	$88 94	$94 39	$444.70	$471.95	$4	0.93%	0.1%	0.1%
10	NOBLE ENERGY INC		05/17/11	$87.30	$94 39	$872.98	$943.90	$9	0.93%	0.3%	0.3%
40						$3,164 83	$3,775 60	$35	0 93%	1 0%	1.0%
	Total					$8,416 19	$8,944.47	$65	0 72%	2.4%	2.4%
OILS - INTEGRATED INTERNATIONAL											
35	BP PLC-SPONS ADR	BP	08/12/11	$39.72	$42.74	$1,390.25	$1,495.90	$59	3.93%	0.4%	0.4%
35	BP PLC-SPONS ADR		09/14/11	$38 22	$42.74	$1,337.68	$1,495.90	$59	3.93%	0.4%	0 4%
10	BP PLC-SPONS ADR		10/06/11	$36 21	$42 74	$362 06	$427 40	$17	3.93%	0.1%	0 1%
15	BP PLC-SPONS ADR		10/11/11	$38 15	$42 74	$572 19	$641 10	$25	3.93%	0.2%	0 2%
25	BP PLC-SPONS ADR		10/28/11	$45 37	$42.74	$1,134.31	$1,068.50	$42	3.93%	0.3%	0.3%
120						$4,796.49	$5,128.80	$202	3.93%	1.4%	1.4%
OILS - INTEGRATED DOMESTIC											
10	CONOCOPHILLIPS	COP	06/07/11	$71 60	$72 87	$715.96	$728 70	$26	3.62%	0.2%	0 2%
10	CONOCOPHILLIPS		07/19/11	$75.38	$72.87	$753 78	$728 70	$26	3.62%	0.2%	0.2%
5	CONOCOPHILLIPS		07/29/11	$71.92	$72.87	$359.59	$364.35	$13	3.62%	0.1%	0.1%
10	CONOCOPHILLIPS		08/04/11	$67.53	$72.87	$675 26	$728.70	$26	3.62%	0.2%	0.2%

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
35					$2,504.59	$2,550.45	$92	3.62%	0.7%	0.7%
5 DEVON ENERGY CORPORATION	DVN	01/26/11	$85 65	$62 00	$428 25	$310.00	$3	1.10%	0.1%	0 1%
10 DEVON ENERGY CORPORATION		02/28/11	$91.01	$62.00	$910.08	$620.00	$7	1.10%	0.2%	0.2%
5 DEVON ENERGY CORPORATION		05/04/11	$84.67	$62.00	$423.37	$310.00	$3	1.10%	0.1%	0.1%
20					$1,761.70	$1,240 00	$14	1.10%	0.3%	0.3%
40 MARATHON OIL CORP	MRO	05/20/10	$19.26	$29.27	$770.24	$1,170.80	$24	2 05%	0.3%	0.3%
15 MARATHON OIL CORP		06/17/10	$20 14	$29.27	$302.04	$439 05	$9	2.05%	0.1%	0.1%
20 MARATHON OIL CORP		06/21/10	$20.78	$29.27	$415.65	$585.40	$12	2.05%	0 2%	0 2%
10 MARATHON OIL CORP		01/27/11	$27.22	$29.27	$272.18	$292.70	$6	2.05%	0.1%	0.1%
20 MARATHON OIL CORP		02/28/11	$29.93	$29.27	$598.55	$585 40	$12	2.05%	0.2%	0.2%
105					$2,358 66	$3,073.35	$63	2.05%	0.8%	0.8%
Total					$6,624 95	$6,863.80	$169	2.46%	1.8%	1.9%
TOTAL ENERGY					$33,240.11	$33,587.42	$600	1.79%	9.0%	9.1%
						$259 59 AI				
TOTAL DOMESTIC EQUITIES					**$261,113.40**	**$266,490.09**	**$4,560**	**1.14%**	**71.2%**	**72.0%**
INTERNATIONAL										
INTERNATIONAL EQUITY MUTUAL FUNDS										
3,991 BERNSTEIN INTERNATIONAL PORTFOLIO	SIMTX	01/04/06	$25.12	$12.41	$100,250.00	$49,526.37	$1,018	2.05%*	13.2%	13.4%
605 BERNSTEIN INTERNATIONAL PORTFOLIO		12/12/06	$25.65	$12.41	$15,512.41	$7,505.22	$154	2.05%*	2 0%	2.0%
632 BERNSTEIN INTERNATIONAL PORTFOLIO		12/11/07	$25 26	$12.41	$15,969 76	$7,845 80	$161	2 05%*	2.1%	2.1%
41 BERNSTEIN INTERNATIONAL PORTFOLIO		01/29/09	$10 99	$12 41	$450 00	$508 14	$10	2 05%*	0.1%	0 1%
243 BERNSTEIN INTERNATIONAL PORTFOLIO		02/09/09	$11.33	$12 41	$2,750 00	$3,012 13	$62	2.05%*	0 8%	0 8%
39 BERNSTEIN INTERNATIONAL PORTFOLIO		03/19/09	$10.29	$12 41	$400 00	$482 41	$10	2.05%*	0 1%	0 1%
85 BERNSTEIN INTERNATIONAL PORTFOLIO		03/25/09	$10.60	$12.41	$900 00	$1,053 68	$22	2 05%*	0.3%	0 3%

Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
42	BERNSTEIN INTERNATIONAL PORTFOLIO		06/10/10	$13 17	$12.41	$550 00	$518 27	$11	2.05%*	0.1%	0.1%
253	BERNSTEIN INTERNATIONAL PORTFOLIO		08/25/10	$13 54	$12 41	$3,425 00	$3,139.16	$65	2.05%*	0 8%	0.8%
42	BERNSTEIN INTERNATIONAL PORTFOLIO		12/16/10	$15.35	$12.41	$650 00	$525.50	$11	2.05%*	0 1%	0 1%
51	BERNSTEIN INTERNATIONAL PORTFOLIO		12/31/10	$15.62	$12.41	$800 00	$635.59	$13	2.05%*	0.2%	0 2%
47	BERNSTEIN INTERNATIONAL PORTFOLIO		01/13/11	$15.88	$12.41	$750.00	$586 11	$12	2.05%*	0.2%	0.2%
91	BERNSTEIN INTERNATIONAL PORTFOLIO		01/19/11	$15 97	$12 41	$1,450 00	$1,126 77	$23	2.05%*	0.3%	0 3%
48	BERNSTEIN INTERNATIONAL PORTFOLIO		03/28/11	$15 61	$12.41	$750 00	$596.25	$12	2 05%*	0.2%	0 2%
57	BERNSTEIN INTERNATIONAL PORTFOLIO		04/13/11	$15.91	$12.41	$900.00	$702 01	$14	2.05%*	0.2%	0.2%
47	BERNSTEIN INTERNATIONAL PORTFOLIO		05/06/11	$15.99	$12.41	$750 00	$582.08	$12	2.05%*	0.2%	0.2%
71	BERNSTEIN INTERNATIONAL PORTFOLIO		08/31/11	$14.10	$12.41	$1,000.00	$880.14	$18	2.05%*	0.2%	0 2%
118	BERNSTEIN INTERNATIONAL PORTFOLIO		09/07/11	$13.51	$12 41	$1,600 00	$1,469.73	$30	2.05%*	0 4%	0 4%
46	BERNSTEIN INTERNATIONAL PORTFOLIO		09/19/11	$12.92	$12.41	$600.00	$576.32	$12	2 05%*	0.2%	0.2%
62	BERNSTEIN INTERNATIONAL PORTFOLIO		09/20/11	$12.97	$12.41	$800 00	$765 46	$16	2.05%*	0.2%	0 2%
50	BERNSTEIN INTERNATIONAL PORTFOLIO		11/15/11	$13.06	$12 41	$650 00	$617 65	$13	2.05%*	0 2%	0 2%
59	BERNSTEIN INTERNATIONAL PORTFOLIO		11/23/11	$11.92	$12.41	$700 00	$728.78	$15	2.05%*	0.2%	0.2%
57	BERNSTEIN INTERNATIONAL PORTFOLIO		12/22/11	$12.37	$12.41	$700.00	$702.27	$14	2 05%*	0.2%	0.2%
6,776						$152,307 17	$84,085 84	$1,728	2.05%	22.5%	22 7%

EMERGING MARKETS

EMERGING MARKETS MUTUAL FUNDS

		Ticker/Cusip									
		SNEMX									

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
381 BERNSTEIN EMERGING MARKETS PORTFOLIO		01/04/06	$37 24	$24.23	$14,175 01	$9,222.30	$91	0 99%*	2 5%	2 5%
97 BERNSTEIN EMERGING MARKETS PORTFOLIO		12/12/06	$36.69	$24 23	$3,541.36	$2,338.70	$23	0 99%*	0 6%	0 6%
170 BERNSTEIN EMERGING MARKETS PORTFOLIO		12/11/07	$40.96	$24.23	$6,977.40	$4,127.51	$41	0.99%*	1.1%	1.1%
103 BERNSTEIN EMERGING MARKETS PORTFOLIO		12/09/08	$14.72	$24.23	$1,517.87	$2,498.50	$25	0.99%*	0.7%	0.7%
6 BERNSTEIN EMERGING MARKETS PORTFOLIO		12/08/09	$28 18	$24 23	$178.04	$153.09	$2	0.99%*	0.0%	0.0%
7 BERNSTEIN EMERGING MARKETS PORTFOLIO		12/07/10	$32 81	$24 23	$231 62	$171 04	$2	0.99%*	0.0%	0 0%
38 BERNSTEIN EMERGING MARKETS PORTFOLIO		12/14/11	$23.91	$24.23	$902.25	$914 32	$9	0.99%*	0 2%	0.2%
802					$27,523.55	$19,425.46	$192	0 99%	5.2%	5 3%
TOTAL EQUITIES					**$440,944.12**	**$370,001.39**	**$6,480**	**1.75%**	**98.8%**	**100%**
TOTAL MANAGED ASSETS					**$445,383.47**	**$374,440.74**	**$6,482**	**1.73%**	**100%**	

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
UNMANAGED ASSETS										
EQUITIES										
228 APPLIED MATERIALS INC	AMAT	01/01/50	$0.00	$10.71	$0.00	$2,441.88	$73	---	---	---
TOTAL EQUITIES					**$0.00**	**$2,441.88**	**$73**			
TOTAL UNMANAGED ASSETS					**$0.00**	**$2,441.88**	**$73**			
TOTAL ACCOUNT					**$445,383.47**	**$376,882.62**	**$6,555**			

AI = Accrued Income (interest and dividends).

Total portfolio cost includes the reinvestment of interest, dividends and capital gains distributions as well as sale proceeds and therefore is not equivalent to the capital you have invested in this account.

The above quantity rounds your fund shares to the nearest whole share. For the fractional shares held, see your monthly brokerage statement.

"Unmanaged Assets" are securities of which you have retained management and for which we have no responsibility and charge no management fee.

*International and Emerging Market fund yields are estimates based on stock dividends and interest income generated from cash and securities held directly in the fund, net of estimated fund expenses These dividends are distributed annually Additionally, the funds may make annual distributions of short and long-term capital gains.

MorganStanley SmithBarney

Client Statement
December 1 - December 31, 2011

Ref: 00018494 00062986

Account number 23J-06307-17 2XH

L11000018494 311364AI01 CPG2P003A
ROBERT MATZ
PEGGY WARNER TTEE
U/A/D 12-21-2005
FBO MATZ WARNER FAMILY FOUNDAT
416 COLUMBINE ST
DENVER CA 80206-4247

Morgan Stanley Smith Barney LLC. Member SIPC.
Branch Phone: 800 368 2033
Your Financial Advisor
The Wohl Group
2650 QUARRY LAKE DR
SUITE 200
BALTIMORE MD 21209
410 486 8010
Website: www.smithbarney.com

Account carried by Citigroup Global Markets Inc. Member SIPC.

Account value

	Last period	This period	%
Money fund	$ 9,875.27	$ 9,780.32	9.97
Bank Deposit Program℠-principal	25,534.08	25,534.36	26.04
Common stocks & options	64,175.00	62,750.00	63.99
Total value	$ 99,584.35	$ 98,064.68	100.00

Earnings summary

	This period Taxable	This period Non-taxable	This year Taxable	This year Non-taxable
Money fund earnings	$ 0.00	$ .05	$ 0.00	$ .53
Bank Deposit Program Interest	.28	0.00	3.04	0.00
Total	$ .28	$ .05	$ 3.04	$ .53

Additional summary information

	This period	This year
Other income	$ 0.00	$ 6,050.00

Gain/loss summary

	This period	This year
Unrealized gain or (loss) to date	$ 11,144.38	

Cash, money fund, bank deposits

	This period	This year
Opening balance	$ 35,409.35	
Withdrawals	(95.00)	(95.00)
Money fund earnings reinvested	.05	
Bank Deposit Program℠ Interest reinvested	.28	
Closing balance	$ 35,314.68	

A free credit balance in any securities account may be paid to you on demand. Although properly accounted for, these funds may be used for business purposes.

Portfolio summary

	This period	This year
Beginning total value (excl. accr. int.)	$ 99,584.35	$ 125,581.11
Net security deposits/withdrawals	0.00	0.00
Net cash deposits/withdrawals	(95.00)	(95.00)
Beginning value net of deposits/withdrawals	99,489.35	125,486.11
Total value as of 12/30/2011 (excl. accr. int.)	$ 98,064.68	$ 98,064.68
Change in value	($ 1,424.67)	($ 27,421.43)

Ref: 00018494 00062987

MorganStanley
SmithBarney

Client Statement
December 1 - December 31, 2011

ROBERT MATZ

Account number 23J-06307-17 2XH

PORTFOLIO DETAILS

Your holdings are valued using the most current prices available to Citigroup Global Markets Inc. (CGMI). In most cases, these values are as of 12/31/11, but in some cases CGMI's sources are unable to provide timely information. To see the date of the most recent price update, please view your account online at www.smithbarney.com.

Securities purchased or sold are included or excluded in this section as of the trade-date. This section may include securities that have not settled as of this statement closing date. Please see the "Unsettled Purchases/Sales" section for more information. Dividend yield is the estimated annual income, assuming the current dividend, divided by the security's market price at the end of the statement period. We do not guarantee the accuracy of the prices reflected on the statement nor do these prices represent levels at which securities can be bought or sold.
Please Note: *unrealized gain/(loss) is being shown for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.*

Money fund

An investment in a money market fund is neither insured nor guaranteed by the FDIC or any other government agency. Although money market funds seek to preserve the value of your investment at $1.00 per share, there can be no assurance that will occur and it is possible to lose money should the fund value per share fall. Moreover, in some circumstances money market funds may be forced to cease operations when the value of a fund drops below $1.00 per share. In that event, the fund's holdings would be liquidated and distributed to the fund's shareholders. This liquidation process could take up to one month or more. During that time, these funds would not be available to you to support purchases, withdrawals, and if applicable, check writing or ATM debits from your account.

Number of shares	Description	Current value	Accrued dividends	Annualized % dividend yield	Anticipated income (annualized)
9,780.32	WESTERN ASSET MUNICIPAL MONEY MARKET FUND CLASS A	$ 9,780.32		.01%	$ .97
Total money fund		$ 9,780.32	$ 0.00		$ .97

Bank Deposit Program℠

The Federal Deposit Insurance Corporation (FDIC) provides insurance on deposits up to $250,000 per account owner, per bank. However, the Smith Barney Bank Deposit Program (BDP) applies certain limits to the maximum deposit amount permitted in certain banks, which may be below the maximum FDIC insurance limits for certain types of accounts. In those instances where an account type exceeds the maximum FDIC insurance limits, those deposits will be uninsured. Balances maintained in Deposit Accounts at each Affiliated Program Bank are not protected by the Securities Investor Protection Corporation ("SIPC") or any excess-SIPC coverage provided by Citigroup Global Markets Inc. For complete details please refer to the "Bank Deposit Program Disclosure Statement."

Principal	Description	Current value	Accrued interest	Annualized % return	Anticipated income (annualized)
25,534.36	CITIBANK NA BANK DEPOSIT PROGRAM	$ 25,534.36		.01%	$ 2.55
Total Bank Deposit Program		$ 25,534.36	$ 0.00	.01%	$ 2.55

MorganStanley SmithBarney

Client Statement
December 1 - December 31, 2011

Ref: 00018494 00062988

ROBERT MATZ

Account number 23J-06307-17 2XH

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
2,500	MESABI TRUST CBI	MSB	07/21/89	$ 51,605.62 R	$ 20.72	$ 25.10	$ 62,750.00	$ 11,144.38# LT	17.848 %	$ 11,200.00
Total common stocks and options				$ 51,605.62			$ 62,750.00	$ 0.00 ST $ 11,144.38 LT	17.84	$ 11,200.00
Total portfolio value				$ 86,920.30			$ 98,064.68	$ 0.00 ST $ 11,144.38 LT	11.42	$ 11,203.52

#Based on information supplied by your Financial Advisor.

R The basis for this tax lot has been adjusted due to a reclassification of income.

TRANSACTION DETAILS
All transactions appearing are based on trade-date

Withdrawals

Date	Description	Reference no.	Amount
12/19/11	BASIC ANNUAL FEE		95.00

Date	Description	Reference no	Amount

Money fund activity

Opening money fund balance $ 9,875.27

All transactions are traded at $1.00 per share.

Date	Activity	Description	Amount
12/19/11	Redemption	WESTERN ASSET MUNICIPAL MONEY MARKET FUND CLASS A	-95.00
		MONEY FUND EARNINGS REINVESTED (SEE DETAILS UNDER EARNINGS DETAILS)	.05
		Closing balance	$ 9,780.32

EARNINGS DETAILS
The tax status of earnings is reliable to the best of our knowledge. Taxable and non-taxable designations refer to the federal income tax status of your securities, not of your account.

Money fund earnings

Date	Description	Comment	Taxable	Non-taxable	Amount
12/30/11	WESTERN ASSET MUNICIPAL MONEY MARKET FUND CLASS A	REINVESTED FOR PERIOD 12/01/11-01/02/12 33 DAYS AVERAGE YIELD .01 %.		$ .05	$ .05
Total earnings from money fund			$ 0.00	$ .05	$ .05

MorganStanley SmithBarney

Ref: 00018494 00062989

Client Statement
December 1 - December 31, 2011

ROBERT MATZ

Account number 23J-06307-17 2XH

Bank Deposit Program℠ interest

This section contains interest credited to your account. Accrued interest is not included See Portfolio details section for accrued interest information.

Date	Description	Comment	Taxable	Non-taxable	Amount
12/30/11	CITIBANK NA BANK DEPOSIT PROGRAM	REINVESTED FOR PERIOD 12/01/11-01/02/12 INTEREST RATE AS OF THE STATEMENT END DATE .01%.	$ .28		$ .28
Total Bank Deposit Program interest earned			$ .28	$ 0.00	$ .28

Message: *If you owned shares and/or units in a mutual fund, regulated investment company (RIC), unit investment trust (UIT), real estate investment trust (REIT), or foreign security (other than common shares) during 2011, and you normally file your income taxes early, please be advised that your original Form 1099/Year End Summary may not be the final version, and a corrected copy may be forthcoming later in the tax filing season.*

Message: *Forms 1099/Year End Summary mailing schedule: As a reminder, the filing deadline for financial services firms is February 15th. This year's Forms 1099/Year End Summary mailing will commence on or about February 9th, and is tentatively scheduled to be completed by February 15th. Forms 1099/YES for all e-delivery accounts will be available online within one day of the commencement of the mailing. If you are not enrolled in e-delivery and would like to take advantage of our online feature, so you will be able to view these important tax documents as soon as they are posted please contact your Financial Advisor.*

Message: ***Important information if you are a margin customer***
If you have a margin account with us, as permitted by law we may use certain securities in your account for, among other things, settling short sales and lending the securities for short sales, and as a result may receive compensation in connection therewith.

Information regarding commissions and charges will be made available to you promptly upon request. Please advise Morgan Stanley Smith Barney of any material change in your financial objectives or financial situation. All checks written and deposited to your account must be made payable to Citigroup Global Markets Inc. A financial statement of Citigroup Global Markets Inc. is available for your personal inspection at its offices, or a copy of it will be mailed upon your written request. ***If you believe there are any inaccuracies or discrepancies in your account, you must promptly contact Citigroup Global Markets Inc. at 212-723-9903 and the Manager of the branch servicing your account (see page 1 of statement for address and phone number).*** *To protect your rights, including any rights you may have under the Securities Investor Protection Act (SIPA), you should reconfirm all oral communication in writing to Morgan Stanley Smith Barney, Attention: Early Dispute Resolution Group, 485 Lexington Avenue, 14th Floor, New York, NY 10017.*

Morgan Stanley

#BWNJGWM

ROBERT MATZ
PEGGY WARNER TTEE U/A/D 12-21-2005
FBO MATZ WARNER FAMILY FOUNDAT
416 COLUMBINE ST
DENVER CA 80206-4247

TOTAL VALUE LAST PERIOD (as of 11/30/12)	$97,509.76
TOTAL VALUE OF YOUR ACCOUNT (as of 12/31/12) (Total Values include accrued interest)	**$105,340.09**

Your Branch

2650 QUARRY LAKE DR. SUITE 200
BALTIMORE, MD 21209
Telephone: 410-486-8010
Alt. Phone: 800-368-2033
Fax: 866-287-0935

Your Financial Advisor Team
The Wohl Group
410-602-6455

Your Financial Advisors

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Access your accounts online

www.morganstanley.com/online

007521 MSGDD432 010498

Basic Securities Account
072-895139-056

ROBERT MATZ
PEGGY WARNER TTEE U/A/D 12-21-2005

Account Summary

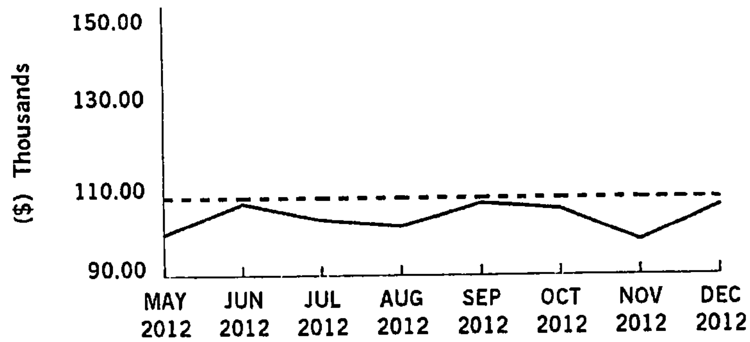
Brokerage Account
Householding Anniversary Date: 4/21/12
Investment Objectives†: Capital Appreciation, Aggressive Income, Income, Speculation

CHANGE IN VALUE OF YOUR ACCOUNT

	This Period (12/1/12-12/31/12)	This Year (1/1/12-12/31/12)
Total Beginning Value(includes accrued interest)	$97,509.76	—
Total Ending Value(includes accrued interest)	$105,340.09	$105,340.09

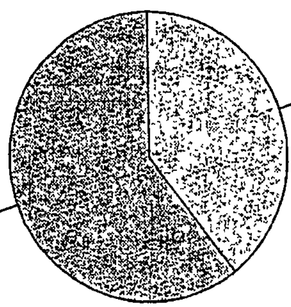
CHANGE IN VALUE OVER TIME

This graph compares the total value of your account to the net amount invested. Net investment is the total amount invested minus the total amount withdrawn.



This exhibit may not include transactions for investments in Annuities or where Morgan Stanley Smith Barney LLC is not the custodian. This may affect the reported Net Invested Capital. If we are not the custodian there may also be a delay in the reporting of your Market Value. Please speak to your Financial Advisor if you have any questions. † See the Expanded Disclosures for more information about investment objectives. Please review for accuracy and inform us if your investment objectives change.

ALLOCATION OF HOLDINGS



	Market Value	Percentage %
Cash, Deposits, MMFs*	$41,715.09	39.6
Stocks	63,625.00	60.4
TOTAL VALUE	$105,340.09	100.0%

*This allocation represents holdings on a trade date basis, and projected settled Cash/Deposits/MMF balances, and may differ from Asset Allocation reports you might receive. These classifications are not intended to serve as a suitability analysis. * Bank Deposits are eligible for FDIC insurance; FDIC rules apply and deposits are not SIPC insured. Cash and securities (including Money Market Funds) are eligible for SIPC coverage. Please see Expanded Disclosures.*

Security Mark at Right

Account Summary

Basic Securities Account
072-895139-056

ROBERT MATZ
PEGGY WARNER TTEE U/A/D 12-21-2005

BALANCE SHEET

	Last Period (as of 11/30/12)	This Period (as of 12/31/12)
TOTAL VALUE (incl. accr. int.)	$97,509.76	$105,340.09
ASSETS	$97,509.76	$105,340.09
Cash, Deposits, Money Market Funds	41,809.76	41,715.09
Stocks	55,700.00	63,625.00

LIABILITIES (Outstanding Balance)

There are no liabilities for this account.

CASH FLOW

	This Period (12/1/12-12/31/12)	This Year (1/1/12-12/31/12)
OPENING CASH, DEPOSITS, MMFs	$41,809.76	—
INVESTMENT RELATED ACTIVITY	$0.33	$14,374.71
Dividend Reinvestments	—	(0.04)
Sales and Redemptions	—	9,780.53
Income	0.33	4,594.22
CASH RELATED ACTIVITY	$(95.00)	$27,340.38
Other Credits	—	27,435.38
Other Debits	(95.00)	(95.00)
CLOSING CASH, DEPOSITS, MMFs	$41,715.09	$41,715.09

007521 MSGDD432 010499

Account Summary

Basic Securities Account
072-895139-056

ROBERT MATZ
PEGGY WARNER TTEE U/A/D 12-21-2005

INCOME SUMMARY

	This Period (12/1/12-12/31/12)	This Year (1/1/12-12/31/12)
TOTAL INCOME	**$0.33**	**$4,594.22**
TAXABLE INCOME	**0.33**	**4,589.93**
Qualified Dividends	—	—
Other Dividends	—	—
Long Term Capital Gains Distributions	—	—
Interest	0.33	2.43
Other Income	—	4,587.50
TAX-EXEMPT INCOME	**—**	**4.29**
Dividends	—	4.29
Interest	—	—
Other Income	—	—

Taxable and tax exempt income classifications are based on the characteristics of the underlying securities and not the taxable status of the account.

GAIN/(LOSS) SUMMARY

This Period (12/1/12-12/31/12)	Short-Term	Long-Term
NET REALIZED	—	—
Gain	—	—
(Loss)	—	—
NET UNREALIZED (12/31/12)	—	**$12,019.38**
Gain	—	12,019.38
(Loss)	—	—
This Year (1/1/12-12/31/12)	**Short-Term**	**Long-Term**
NET REALIZED	—	—
Gain	—	—
(Loss)	—	—

Gain/(Loss) and income information are provided for informational purposes only and should not be used for tax preparation. Gain/(Loss) summary information may change due to basis adjustments.
Please refer to the Gain/(Loss) Information in the Expanded Disclosures for additional information.

Security Mark at Right

Holdings

Basic Securities Account 072-895139-056

ROBERT MATZ
PEGGY WARNER TTEE U/A/D 12-21-2005

This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information

The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Expanded Disclosures. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date.

Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate.

Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures.

New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Expanded Disclosures for additional information.

CASH, DEPOSITS AND MONEY MARKET FUNDS

Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis. However, Global Currency Deposits may Include both settled and unsettled positions Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CITIBANK, N.A. #	$41,715.09	$4.00	—	0 010

	Percentage of Assets %	Market Value	Estimated Annual Income / Accrued Interest
CASH, DEPOSITS AND MONEY MARKET FUNDS	39.6%	$41,715.09	$4.00 $0.00

 # Bank Deposits are at either: (1) Morgan Stanley Bank, N.A., and Morgan Stanley Private Bank, National Association, or (2) Citibank, N.A., each a national bank, FDIC member and an affiliate of Morgan Stanley Smith Barney LLC.

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
MESABI TR CBI (MSB)	7/21/89	2,500.000	$20.642	$51,605.62	$63,625.00	$12,019.38 LT 1	$11,300.00	17.76

Share Price. $25.450; Next Dividend Payable 02/2013

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
STOCKS	60.4%	$51,605.62	$63,625.00	$12,019.38 LT	$11,300.00 $0.00	17.76%

Holdings

Basic Securities Account
072-895139-056

ROBERT MATZ
PEGGY WARNER TTEE U/A/D 12-21-2005

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$51,605.62	$105,340.09	$12,019.38 LT	$11,304.00 $0.00	10.73%
TOTAL VALUE (includes accrued interest)			$105,340.09			

1 - This information reflects your requested adjustments to the transaction details.
Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

Basic Securities Account
072-895139-056

ROBERT MATZ
PEGGY WARNER TTEE U/A/D 12-21-2005

Activity

INVESTMENT RELATED ACTIVITY

TAXABLE INCOME

Date	Activity Type	Description	Comments	Credits/(Debits)
12/28	Interest Income	CITIBANK,N.A (Period 11/30-12/28)		$0 33
TOTAL TAXABLE INCOME				**$0.33**
TOTAL INTEREST				$0 33

CASH RELATED ACTIVITY

OTHER CREDITS AND DEBITS

Date	Activity Type	Description	Comments	Credits/(Debits)
12/14	Account Charge	ACCT MAINTENANCE FEE		$(95.00)
TOTAL OTHER CREDITS AND DEBITS				**$(95.00)**
TOTAL OTHER DEBITS				$(95.00)

MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY

Date	Activity Type	Description	Credits/(Debits)
12/19	Automatic Redemption	BANK DEPOSIT PROGRAM	$(95.00)
12/28	Automatic Investment	BANK DEPOSIT PROGRAM	0 33
NET ACTIVITY FOR PERIOD			**$(94.67)**

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2012 Annual Review

Basic Securities Account 072-895139-056

ROBERT MATZ
PEGGY WARNER TTEE U/A/D 12-21-2005

We are pleased to enclose your 2012 Annual Review, which is provided for informational purposes only.

Additionally, please note that this Annual Review contains a recap of 2012 Income and Distributions. Those that are reportable for 2012, but not payable until 2013, are not included in this Annual Review. Clients with accounts subject to IRS reporting should note that the year-to-date amounts in this Review may differ from the amounts that will be reported on IRS Form(s) 1099, which will be mailed to you no later than February 15, 2013. **We recommend that you wait for your IRS Form(s) 1099 before completing your tax returns.**

Please remember that this 2012 Annual Review is not a substitute for the official account statements that you have received from us throughout the year, and certain information is subject to adjustment and correction.

To the extent there are any discrepancies between your monthly account statement(s) and the information in this Annual Review, you should rely on the account statement(s) you have previously received. For more information please contact your Financial Advisor.

INVESTMENT RELATED ACTIVITY

DIVIDEND REINVESTMENTS

Transaction Date	Settlement Date	Activity Type	Description	Comments	Quantity	Price	Inflows/(Outflows)
5/31	5/31	Dividend Reinvestment	WESTERN ASSET MUNI MM FD A	REINVESTMENT	0.040	$1.0000	$(0.04)
TOTAL DIVIDEND REINVESTMENTS							**$(0.04)**

SALES/REDEMPTIONS

Transaction Date	Settlement Date	Activity Type	Description	Comments	Quantity	Price	Inflows/(Outflows)
6/18	6/19	Sold	WESTERN ASSET MUNI MM FD A	CONFIRM NBR	9,780.530	$1.0000	$9,780.53
TOTAL SALES/REDEMPTIONS							**$9,780.53**

INCOME

TAXABLE INTEREST

Activity Type	Description	Inflows/(Outflows)	Activity Type	Description	Inflows/(Outflows)
Interest Income	CITIBANK,N.A.	$2.43			
TOTAL TAXABLE INTEREST					$2.43

Security Mark at Right

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asse Class
CASH									
9,383 CASH		$1 00	$1 00	$9,382.77	$9,382.77	$8	0.09%	2.2%	100 0%
EQUITIES									
DOMESTIC									
NON-FINANCIAL									
HOME BUILDING									
95 PULTE GROUP INC	PHM	$13 51	$18 16	$1,283.86	$1,725.20	---	---	0 4%	0.4%
FINANCIAL									
PROPERTY - CASUALTY INSURANCE									
19 PARTNERRE LTD	PRE	$80.00	$80.49	$1,519.94	$1,529.31	$46	2.98%	0.4%	0.4%
MISC. FINANCIAL									
19 AFFILIATED MANAGERS GROUP INC	AMG	$108.65	$130.15	$2,064.44	$2,472.85	---	---	0.6%	0 6%
35 MCGRAW HILL FINANCIAL INC	MHP	$43.90	$54.67	$1,536 59	$1,913.45	$123	6 44%	0.4%	0 5%
19 VISA INC - CLASS A SHRS	V	$109.06	$151.58	$2,072 05	$2,880.02	$25	0 87%	0.7%	0 7%
Total				$5,673.08	$7,266 32	$148	---	1.7%	1 7%
FINANCE - PERSONAL LOANS									
85 DISCOVER FINANCIAL SERVICES	DFS	$39 51	$38.55	$3,358 08	$3,276 75	$48	1 45%	0 8%	0 8%
Total				$3,358.08	$3,276.75	$48	1 45%	0 8%	0 8%
MULTI-LINE INSURANCE									
35 FIDELITY NATIONAL FINANCIAL IN	FNF	$19.91	$23 55	$696 68	$824 25	$22	2.72%	0 2%	0.2%
35 HEALTH NET INC	HNT	$30.71	$24 30	$1,074.69	$850 50	---	---	0.2%	0 2%
102 UNITEDHEALTH GROUP INC	UNH	$50 68	$54 24	$5,169 26	$5,532 48	$87	1 57%	1.3%	1 3%
20 VALIDUS HOLDINGS LTD	VR	$33 89	$34 58	$677.89	$691.60	$20	2 89%	0.2%	0 2%
80 WELLPOINT INC	WLP	$63.29	$60 92	$5,063 41	$4,873.60	$92	1 89%	1 1%	1 2%
Total				$12,681.93	$12,772.43	$221	1.73%	3 0%	3.0%
BANKS - NYC									
100 CIT GROUP INC	CIT	$36 64	$38 64	$3,664.04	$3,864 00	---	---	0 9%	0 9%
150 CITIGROUP INC	C	$41.65	$39 56	$6,247.38	$5,934.00	$6	0 10%	1 4%	1 4%
35 JPMORGAN CHASE & CO	JPM	$44 49	$43.97	$1,557 24	$1,538 92	$42	2 73%	0 4%	0 4%
Total				$11,468.66	$11,336.92	$48	---	2.6%	2 7%
MAJOR REGIONAL BANKS									
275 BANK OF AMERICA CORP	BAC	$9 91	$11.61	$2,726 38	$3,192.75	$11	0 34%	0 7%	0.8%

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asse Class
55 BB&T CORP	BBT	$32.79	$29.11	$1,803.50	$1,601.05	$44	2.75%	0.4%	0.4%
35 STATE STREET CORP	STT	$42.33	$47.01	$1,481.68	$1,645.35	$34	2 04%	0 4%	0.4%
65 US BANCORP	USB	$34 46	$31.94	$2,240.10	$2,076.10	$51	2 44%	0 5%	0 5%
161 WELLS FARGO & COMPANY	WFC	$32.78	$34 18	$5,277.36	$5,502.98	$142	2.57%	1 3%	1.3%
Total				$13,529 02	$14,018.23	$281	2 00%	3 3%	3 3%
TOTAL FINANCIAL				$48,230 71	$50,199.96	$792	1.58%	11.7%	11.9%
UTILITIES									
TELECOM									
110 FACEBOOK INC-A	FB	$19.81	$26.63	$2,178.78	$2,929 30	---	---	0 7%	0 7%
UTILITIES									
TELEPHONE									
25 AT&T INC	T	$30.62	$33.71	$765.54	$842.75	$45	5.34%	0.2%	0.2%
ELECTRIC COMPANIES									
15 EDISON INTERNATIONAL	EIX	$42.13	$45.19	$631.90	$677.85	$20	2.99%	0 2%	0 2%
95 NV ENERGY INC	NVE	$15.55	$18.14	$1,477.45	$1,723 30	$65	3 75%	0 4%	0 4%
Total				$2,109.35	$2,401.15	$85	3.53%	0 6%	0.6%
TOTAL UTILITIES				$2,874.89	$3,243.90	$130	4.00%	0 8%	0 8%
CONSUMER GROWTH									
ENTERTAINMENT									
275 MGM RESORTS INTERNATIONAL	MGM	$11.56	$11.64	$3,180.08	$3,201.00	---	---	0.7%	0.8%
90 THE WALT DISNEY CO.	DIS	$36.14	$49.79	$3,252 99	$4,481.10	$68	1.51%	1.0%	1.1%
60 VIACOM INC-CLASS B	VIAB	$42 75	$52.74	$2,565.24	$3,164.40	$66	2.09%	0.7%	0 8%
Total				$8,998.31	$10,846.50	$134	---	2.5%	2 6%
RADIO - TV BROADCASTING									
141 COMCAST CORP-CLASS A	CMCSA	$27 09	$37.38	$3,819.86	$5,270.58	$92	1.74%	1.2%	1 3%
25 DIRECTV	DTV	$45.58	$50.16	$1,139.42	$1,254 00	---	---	0.3%	0.3%
23 TIME WARNER CABLE	TWC	$54.52	$97.19	$1,253.85	$2,235.37	---	---	0.5%	0 5%
Total				$6,213.13	$8,759.95	$92	1.05%	2 0%	2 1%
PUBLISHING - NEWSPAPERS									
60 GANNETT CO	GCI	$10 38	$18 01	$622 80	$1,080 60	$48	4.44%	0.3%	0 3%
Total				$622 80	$1,080.60	$48	4.44%	0.3%	0.3%
PUBLISHING									
9 GOOGLE INC-CL A	GOOG	$569 77	$709 37	$5,127.93	$6,384.33	---	---	1.5%	1 5%

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asse Class
Total				$5,127.93	$6,384 33	---	---	1.5%	1.5%
DRUGS									
120 ASTRAZENECA PLC-SPONS ADR	AZN	$44.03	$47.27	$5,283.64	$5,672.40	$216	3.81%	1.3%	1.3%
19 BIOGEN IDEC INC	BIIB	$144.02	$146 67	$2,736.37	$2,786.73	---	---	0.6%	0.7%
35 CELGENE CORP	CELG	$72.53	$78 72	$2,538.41	$2,755.20	---	---	0.6%	0.7%
19 GILEAD SCIENCES INC	GILD	$57.95	$73.45	$1,101.03	$1,395.55	---	---	0 3%	0.3%
325 PFIZER INC	PFE	$21.60	$25.08	$7,021.46	$8,150.68	$312	3.83%	1.9%	1 9%
25 VERTEX PHARMACEUTICALS INC	VRTX	$44.85	$41.94	$1,121.21	$1,048.50	---	---	0.2%	0.2%
Total				$19,802.12	$21,809.06	$528	2.42%	5.1%	5 2%
HOSPITAL SUPPLIES									
35 ALLERGAN INC	AGN	$72.67	$91.73	$2,543 37	$3,210.55	$7	0.22%	0.7%	0.8%
45 MEDTRONIC INC	MDT	$43.54	$41.02	$1,959.52	$1,845.90	$47	2 54%	0.4%	0 4%
Total				$4,502 89	$5,056.45	$54	1 06%	1 2%	1 2%
MEDICAL PRODUCTS									
35 IDEXX LABS CORP	IDXX	$89.94	$92 80	$3,147.75	$3,248.00	---	---	0.8%	0.8%
7 INTUITIVE SURGICAL INC	ISRG	$518 19	$490.37	$3,627.34	$3,432.59	---	---	0.8%	0 8%
Total				$6,775.09	$6,680.59	---	---	1 6%	1 6%
OTHER MEDICAL									
25 MCKESSON CORP	MCK	$87.43	$96.96	$2,185.83	$2,424 00	$20	0.83%	0.6%	0 6%
Total				$2,185 83	$2,424.00	$20	0 83%	0.6%	0 6%
TOTAL CONSUMER GROWTH				$54,228.10	$63,041.48	$875	---	14.7%	15.0%
CONSUMER STAPLES									
TOBACCO									
80 ALTRIA GROUP INC	MO	$26.97	$31 44	$2,157.20	$2,515.20	$141	5.60%	0.6%	0.6%
70 PHILIP MORRIS INTERNATIONAL	PM	$88.77	$83.64	$6,213.99	$5,854.80	$238	4.07%	1.4%	1.4%
Total				$8,371 19	$8,370 00	$379	4 53%	1 9%	2 0%
FOODS									
11 BUNGE LTD	BG	$66 09	$72.69	$727.02	$799.59	$10	1.27%	0.2%	0.2%
32 HERSHEY CO/THE	HSY	$62 30	$72.22	$1,993.44	$2,311.04	$54	2.33%	0.5%	0 5%
120 TYSON FOODS INC-CL A	TSN	$18.29	$19.40	$2,194.74	$2,328 00	$24	1 03%	0.5%	0 6%
Total				$4,915 20	$5,438.63	$88	1.62%	1.3%	1.3%
COSMETICS									
40 ESTEE LAUDER COMPANIES-CL A	EL	$55.81	$59.86	$2,232.40	$2,394.40	$29	1 20%	0.6%	0 6%

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asse Class
18 ULTA SALON COSMETICS & FRAGRAN	ULTA	$90.34	$98.26	$1,626.11	$1,768.68	$18	1 02%	0 4%	0.4%
Total				$3,858.51	$4,163 08	$47	1.12%	1 0%	1.0%
BEVERAGES - SOFT, LITE & HARD									
23 LORILLARD INC	LO	$116 26	$116.67	$2,673 92	$2,683.41	$143	5.31%	0.6%	0.6%
Total				$2,673.92	$2,683.41	$143	5.31%	0.6%	0.6%
RESTAURANTS									
7 CHIPOTLE MEXICAN GRILL-CL A	CMG	$308.31	$297.46	$2,158.17	$2,082.22	---	---	0.5%	0.5%
70 STARBUCKS CORP	SBUX	$38 13	$53.62	$2,669.25	$3,753.40	$59	1.57%	0.9%	0.9%
Total				$4,827.42	$5,835 62	$59	---	1.4%	1 4%
TOTAL CONSUMER STAPLES				$24,646 24	$26,490.74	$715	2.70%	6.2%	6.3%
CONSUMER CYCLICALS									
TEXTILES/SHOES - APPAREL MFG.									
25 COACH INC	COH	$57.60	$55.51	$1,439 93	$1,387.75	$30	2.16%	0.3%	0 3%
17 VF CORP	VFC	$142.57	$150.97	$2,423.76	$2,566.49	$59	2 31%	0 6%	0.6%
Total				$3,863.69	$3,954 24	$89	2.25%	0.9%	0.9%
AUTOS & AUTO PARTS OEMS									
180 FORD MOTOR CO	F	$10.78	$12.95	$1,940.96	$2,331.00	$36	1.54%	0.5%	0.6%
20 HARLEY DAVIDSON INC	HOG	$38.81	$48 83	$776 24	$976.60	$12	1.27%	0.2%	0.2%
15 TRW AUTOMOTIVE HOLDINGS CORP	TRW	$33.07	$53.61	$496.10	$804.15	---	---	0 2%	0.2%
Total				$3,213 30	$4,111.75	$48	1.18%	1 0%	1.0%
AUTO PARTS - AFTERMARKET									
14 O'REILLY AUTOMOTIVE INC	ORLY	$84.21	$89 42	$1,178.96	$1,251.88	---	---	0.3%	0.3%
Total				$1,178.96	$1,251.88	---	---	0 3%	0 3%
RETAILERS									
11 AMAZON.COM INC	AMZN	$224.39	$251.14	$2,468.33	$2,762.54	---	---	0.6%	0.7%
55 DOLLAR GENERAL CORP	DG	$45.30	$44.09	$2,491.68	$2,424.95	---	---	0.6%	0.6%
60 EBAY INC	EBAY	$47.28	$51.02	$2,836.76	$3,061 20	---	---	0.7%	0 7%
50 GAMESTOP CORP	GME	$26.09	$25 09	$1,304.64	$1,254.50	$50	3.99%	0 3%	0.3%
160 KROGER CO	KR	$23.10	$26 02	$3,696.13	$4,163.20	$96	2.31%	1.0%	1.0%
80 MACY'S INC	M	$36.31	$39.02	$2,904.51	$3,121.60	$64	2.05%	0 7%	0 7%
65 TJX COMPANIES INC	TJX	$45.89	$42.45	$2,983 09	$2,759.25	$30	1 08%	0 6%	0 7%
Total				$18,685 14	$19,547.24	$240	---	4 5%	4 6%

Quantity	Ticker/Cusip	Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asse Class
TOTAL CONSUMER CYCLICALS				$26,941.09	$28,865.11	$377	1.31%	6.7%	6 9%
INDUSTRIAL RESOURCES									
CHEMICALS									
50 LYONDELLBASELL INDU-CL A	LYB	$43.07	$57.09	$2,153 36	$2,854.50	$5	0 18%	0.7%	0 7%
MISC INDUSTRIAL COMMODITIES									
40 INTERCONTINENTALEXCHANGE INC	ICE	$134.02	$123.81	$5,360.70	$4,952.40	---	---	1.2%	1.2%
Total				$5,360.70	$4,952 40	---	---	1 2%	1.2%
FERTILIZERS									
21 MONSANTO CO	MON	$65.37	$94 65	$1,372.84	$1,987.65	$32	1.58%	0 5%	0.5%
Total				$1,372.84	$1,987.65	$32	1 58%	0 5%	0 5%
TOTAL INDUSTRIAL RESOURCES				$8,886.90	$9,794.55	$36	0.37%	2.3%	2.3%
CAPITAL EQUIPMENT									
MACHINERY									
11 FLOWSERVE CORPORATION	FLS	$127.41	$146.80	$1,401 56	$1,614.80	$16	0.98%	0.4%	0.4%
12 ROPER INDUSTRIES INC	ROP	$106.42	$111.48	$1,277.09	$1,337.76	$8	0 59%	0 3%	0.3%
15 TIMKEN CO	TKR	$45.27	$47.83	$679.04	$717.45	$14	1.92%	0.2%	0.2%
Total				$3,357 69	$3,670 01	$38	1 02%	0.9%	0 9%
MISC. CAPITAL GOODS									
65 DANAHER CORP	DHR	$44.87	$55.90	$2,916 51	$3,633 50	$6	0 18%	0 8%	0 9%
Total				$2,916.51	$3,633 50	$6	0.18%	0.8%	0.9%
DEFENSE									
23 TRIMBLE NAVIGATION LTD	TRMB	$54.62	$59.78	$1,256.25	$1,374.94	---	---	0.3%	0.3%
Total				$1,256 25	$1,374.94	---	---	0 3%	0.3%
AEROSPACE-DEFENSE									
45 BOEING CO/THE	BA	$68 84	$75.36	$3,098.00	$3,391.20	$87	2.57%	0.8%	0 8%
20 PRECISION CASTPARTS CORP	PCP	$165.02	$189.42	$3,300 44	$3,788.40	$2	0.06%	0.9%	0.9%
Total				$6,398 44	$7,179.60	$90	1.25%	1.7%	1.7%
AUTO TRUCKS - PARTS									
14 CUMMINS INC	CMI	$90.39	$108.35	$1,265.43	$1,516.90	$28	1.85%	0.4%	0.4%
45 LEAR CORP	LEA	$44 64	$46 84	$2,008 66	$2,107.80	$25	1.20%	0.5%	0 5%
Total				$3,274.09	$3,624.70	$53	1 47%	0.8%	0 9%
TOTAL CAPITAL EQUIPMENT				$17,202.98	$19,482.75	$187	0.96%	4.5%	4.6%

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asse Class
TECHNOLOGY									
COMMUNICATION - EQUIP. MFRS.									
30 BROADCOM CORP-CL A	BRCM	$33 87	$33.21	$1,016.08	$996.30	$12	1.20%	0.2%	0 2%
153 CISCO SYSTEMS INC	CSCO	$19.55	$19.65	$2,991.54	$3,006.45	$86	2.85%	0.7%	0.7%
20 HARRIS CORP	HRS	$50.35	$48.96	$1,007.08	$979.20	$30	3 02%	0.2%	0 2%
55 QUALCOMM INC	QCOM	$55 48	$62.02	$3,051.63	$3,411.10	$55	1 61%	0.8%	0 8%
Total				$8,066.33	$8,393.05	$182	2.17%	2 0%	2 0%
SEMICONDUCTORS									
290 APPLIED MATERIALS INC	AMAT	$11 28	$11.44	$3,270.57	$3,317.60	$104	3.15%	0 8%	0.8%
300 MICRON TECHNOLOGY INC	MU	$5.47	$6 35	$1,642.31	$1,905.00	---	---	0.4%	0.5%
Total				$4,912 88	$5,222.60	$104	2 00%	1.2%	1.2%
COMPUTERS									
20 APPLE INC	AAPL	$218 94	$533 03	$4,378.79	$10,660 60	$212	1.99%	2 5%	2 5%
40 EMC CORP/MASS	EMC	$21 80	$25.30	$872.15	$1,012 00	---	---	0 2%	0.2%
275 HEWLETT-PACKARD CO	HPQ	$30 44	$14.25	$8,370 57	$3,918.75	$145	3 71%	0.9%	0.9%
Total				$13,621.51	$15,591.35	$357	2.29%	3 6%	3.7%
COMPUTER SERVICES/SOFTWARE									
35 ANSYS INC	ANSS	$58 09	$67 34	$2,033.29	$2,356 90	---	---	0 5%	0 6%
70 CITRIX SYSTEMS INC	CTXS	$70 46	$65 75	$4,931.91	$4,602.50	---	---	1 1%	1 1%
75 COGNIZANT TECH SOLUTIONS-A	CTSH	$69 95	$74.05	$5,246.17	$5,553.75	---	---	1 3%	1 3%
23 F5 NETWORKS INC	FFIV	$112.19	$97.15	$2,580.37	$2,234.45	---	---	0 5%	0.5%
25 INTUIT INC	INTU	$50.01	$59.50	$1,250 36	$1,487.50	$17	1.14%	0.3%	0 4%
22 LINKEDIN CORP - A	LNKD	$97 32	$114 82	$2,141 02	$2,526 04	---	---	0.6%	0 6%
3 PRICELINE.COM INC	PCLN	$616 55	$621.20	$1,849.65	$1,863 60	---	---	0.4%	0 4%
14 RACKSPACE HOSTING INC	RAX	$49 46	$74 27	$692.50	$1,039.78	---	---	0.2%	0 2%
45 RED HAT INC	RHT	$50 40	$52 96	$2,268.20	$2,383.20	---	---	0.6%	0 6%
90 TIBCO SOFTWARE INC	TIBX	$29.48	$22 01	$2,652.90	$1,980.90	---	---	0 5%	0 5%
Total				$25,646.37	$26,028.62	$17	---	6 1%	6 2%
MISC. INDUSTRIAL TECHNOLOGY									
10 ILLUMINA INC	ILMN	$39.47	$55.59	$394.71	$555 90	---	---	0 1%	0 1%
Total				$394.71	$555 90	---	---	0 1%	0 1%
TOTAL TECHNOLOGY				$52,641 80	$55,791.52	$661	1.18%	13.0%	13 3%
SERVICES									
AIR TRANSPORT									

Quantity	Ticker/Cusip	Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asse Class
190 DELTA AIR LINES INC	DAL	$10.30	$11.87	$1,956.91	$2,255.30	---	---	0.5%	0 5%
ENERGY									
OFFSHORE DRILLING									
21 DIAMOND OFFSHORE DRILLING	DO	$69 30	$67 96	$1,455.39	$1,427.16	$10	0.74%	0 3%	0.3%
OIL WELL EQUIPMENT & SERVICES									
25 HELMERICH & PAYNE	HP	$45.64	$56 01	$1,141.00	$1,400.25	$15	1 07%	0.3%	0 3%
30 NATIONAL - OILWELL INC	NOV	$80.46	$68.35	$2,413.68	$2,050.50	$16	0.76%	0.5%	0.5%
30 OCEANEERING INTL INC	OII	$46.88	$53.79	$1,406.38	$1,613.70	$22	1.34%	0.4%	0 4%
65 SCHLUMBERGER LTD	SLB	$57.82	$69.30	$3,757.98	$4,504.44	$72	1.59%	1.0%	1.1%
Total				$8,719.04	$9,568.89	$124	1.29%	2 2%	2.3%
OIL - CRUDE PRODUCTS									
12 EOG RESOURCES INC	EOG	$104.26	$120.79	$1,251 07	$1,449.48	$8	0.56%	0.3%	0 3%
28 NOBLE ENERGY INC	NBL	$80.10	$101.74	$2,242 66	$2,848.72	$28	0 98%	0.7%	0 7%
Total				$3,493.73	$4,298.20	$36	0.84%	1.0%	1.0%
OILS - INTEGRATED INTERNATIONAL									
130 BP PLC-SPONS ADR	BP	$40 33	$41 64	$5,243 06	$5,413 20	$281	5.19%	1.3%	1 3%
75 EXXON MOBIL CORP	XOM	$89 00	$86.55	$6,674.96	$6,491.25	$171	2 63%	1.5%	1.5%
20 ROYAL DUTCH SHELL PLC-ADR	RDS/A	$71 49	$68 95	$1,429 87	$1,379.00	$69	4.99%	0.3%	0.3%
Total				$13,347.89	$13,283.45	$521	3.92%	3.1%	3.2%
TOTAL ENERGY				$27,016 05	$28,577.70	$691	2.42%	6.6%	6 8%
					$252.30 AI				
TOTAL DOMESTIC EQUITIES				**$268,088.31**	**$292,649.80**	**$4,464**	**1.53%**	**68.0%**	**69.6%**
INTERNATIONAL									
INTERNATIONAL EQUITY MUTUAL FUNDS									
7,555.073 BERNSTEIN INTERNATIONAL PORTFOLIO*	SIMTX	$21.49	$13.91	$162,363.87	$105,091.07	$1,995	1.90%*	24.4%	25.0%
EMERGING MARKETS									
EMERGING MARKETS MUTUAL FUNDS									
812.128 BERNSTEIN EMERGING MARKETS PORTFOLIO*	SNEMX	$34.25	$28.27	$27,811.36	$22,958.86	$292	1.27%*	5.3%	5 5%
TOTAL EQUITIES				**$458,263.54**	**$420,699.72**	**$6,750.09**	**1.61%**	**97.8%**	**100%**

Quantity	Ticker/Cusip	Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asse Class
TOTAL MANAGED ASSETS				**$467,646.31**	**$430,082.49**	**$6,759**	**1.57%**	**100%**	

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asse Class
UNMANAGED ASSETS									
EQUITIES									
228 APPLIED MATERIALS INC	AMAT	$0 00	$11 44	$0.00	$2,608.32	$82	---	---	---
TOTAL EQUITIES				**$0.00**	**$2,608.32**	**$82**			
TOTAL UNMANAGED ASSETS				**$0.00**	**$2,608.32**	**$82**			
TOTAL ACCOUNT				**$467,646.31**	**$432,690.81**	**$6,841**			

AI = Accrued Income (interest and dividends).

Total portfolio cost includes the reinvestment of interest, dividends and capital gains distributions as well as sale proceeds and therefore is not equivalent to the capital you have invested in this account.

"Unmanaged Assets" are securities of which you have retained management and for which we have no responsibility and charge no management fee

*International and Emerging Market fund yields are estimates based on stock dividends and interest income generated from cash and securities held directly in the fund, net of estimated fund expenses These dividends are distributed annually Additionally, the funds may make annual distributions of short and long-term capital gains.

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM COVERED								
03/07/2011	01/03/2012	35	METLIFE INC	32.24	45.90	1,128.50	1,606.35	-477.85
04/08/2011	01/03/2012	10	METLIFE INC	32.24	44.60	322.43	446.04	-123.61
04/25/2011	01/03/2012	5	METLIFE INC	32.24	44.17	161.21	220.83	-59.62
01/07/2011	01/05/2012	15	LIMITED BRANDS INC	39.28	28.69	589.20	430.39	158.81
02/15/2011	01/06/2012	6	BORGWARNER INC	65.43	79.52	392.59	477 14	-84 55
02/23/2011	01/06/2012	5	BORGWARNER INC	65.43	76.83	327.16	384.13	-56.97
05/31/2011	01/06/2012	15	***LYONDELLBASELL INDU-CL A	34.54	43.26	518.05	648.96	-130.91
09/22/2011	01/09/2012	6	PEPSICO INC	65.39	60.25	392.35	361.48	30.87
10/10/2011	01/09/2012	6	PEPSICO INC	65.39	61.61	392.35	369.68	22.67
10/28/2011	01/09/2012	7	PEPSICO INC	65.39	63.06	457.75	441 44	16 31
03/04/2011	01/10/2012	15	LIMITED BRANDS INC	39.00	32 16	585.00	482.46	102.54
06/28/2011	01/10/2012	20	LIMITED BRANDS INC	39.00	38.05	780.00	761.05	18.95
06/07/2011	01/12/2012	10	CONOCOPHILLIPS	70.79	71 60	707.93	715 96	-8.03
07/19/2011	01/12/2012	10	CONOCOPHILLIPS	70.79	75.38	707.93	753.78	-45.85
07/29/2011	01/12/2012	5	CONOCOPHILLIPS	70.79	71.92	353.97	359.59	-5.62
08/04/2011	01/12/2012	10	CONOCOPHILLIPS	70.79	67.53	707.93	675.26	32.67
05/31/2011	01/20/2012	10	FMC TECHNOLOGIES INC	52.54	44.39	525.43	443.95	81.48
01/25/2011	01/23/2012	2	***ACCENTURE PLC-CL A	55 99	51.36	111 97	102.73	9.24
01/11/2012	01/24/2012	13	WATSON PHARMACEUTICALS INC	56.00	63.25	728.01	822.31	-94.30
01/27/2011	01/25/2012	5	MARATHON PETROLEUM CORP	38.50	35.24	192.52	176.18	16.34
02/28/2011	01/25/2012	10	MARATHON PETROLEUM CORP	38.50	38.74	385 05	387.42	-2.37
			WASH SALE-DISALLOWED LOSS					2.37
05/31/2011	01/27/2012	10	CELGENE CORP	73.05	60.30	730.45	602.99	127.46
02/07/2011	01/31/2012	15	LOWE'S COS INC	26.85	24.63	402.75	369.41	33.34
04/26/2011	01/31/2012	9	PROCTER & GAMBLE CO	62.88	63.89	565.96	574.99	-9.03
05/31/2011	02/02/2012	20	***LYONDELLBASELL INDU-CL A	43.51	43.26	870.22	865.28	4.94
05/16/2011	02/07/2012	4	GOODRICH CORP	125.36	90.39	501.42	361.58	139.84
07/29/2011	02/08/2012	4	VF CORP	139.08	116.61	556.34	466 43	89.91
02/24/2011	02/09/2012	2	***ACCENTURE PLC-CL A	57 43	51.58	114.86	103.17	11.69
05/16/2011	02/14/2012	4	GOODRICH CORP	125.51	90.39	502.05	361.57	140.48
08/02/2011	02/14/2012	23	MARATHON PETROLEUM CORP	44.04	43.77	1,012.81	1,006.76	6.05
02/24/2011	02/15/2012	8	***ACCENTURE PLC-CL A	58.08	51.59	464.67	412.69	51.98
07/29/2011	02/15/2012	3	VF CORP	143.45	116.61	430.35	349.83	80.52
10/05/2011	02/16/2012	14	ESTEE LAUDER COMPANIES-CL A	55.60	43 67	778.35	611.38	166.97
08/23/2011	02/22/2012	35	CMS ENERGY CORP	21 53	18 94	753 38	663.05	90 33
10/20/2011	02/22/2012	25	CMS ENERGY CORP	21.53	20.60	538.12	515.06	23 06
06/08/2011	02/28/2012	15	GENERAL MOTORS CO	26.24	28.91	393.58	433.63	-40 05
05/19/2011	03/08/2012	15	GENERAL MILLS INC	38.47	39.89	577.05	598.32	-21.27
12/07/2011	03/08/2012	10	ILLUMINA INC	50.54	29 29	505.40	292.92	212.48
10/21/2011	03/08/2012	15	HARLEY DAVIDSON INC	45.97	37.13	689.55	556.92	132.63
04/25/2011	03/08/2012	15	METLIFE INC	38.09	44.16	571.35	662.47	-91.12
08/05/2011	03/08/2012	10	METLIFE INC	38.09	35.60	380.90	356.05	24.85
10/25/2011	03/12/2012	45	***SEAGATE TECHNOLOGY	27.93	15 64	1,256.94	703 77	553.17
12/19/2011	03/20/2012	4	GOLDMAN SACHS GROUP INC	126.74	87.28	506 98	349.14	157.84
03/28/2011	03/20/2012	20	MOODY'S CORP	41.68	33.51	833.59	670.15	163.44
08/01/2011	03/09/2012	40	CBRE GROUP INC	19 15	21.88	765 98	875 15	-109.17

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
			WASH SALE-DISALLOWED LOSS					68.23
09/29/2011	03/09/2012	10	CBRE GROUP INC	19.15	14.21	191.49	142.14	49.35
04/05/2011	03/23/2012	15	AT&T INC	31.60	30.93	473.97	463.88	10.09
08/11/2011	03/26/2012	20	METLIFE INC	38.33	32.55	766.57	651.10	115.47
09/19/2011	03/28/2012	15	DOW CHEMICAL	34.23	27.16	513.39	407.44	105.95
01/13/2012	03/29/2012	40	***NEXEN INC	17.77	17.62	710.89	704.85	6.04
12/07/2011	04/03/2012	15	ILLUMINA INC	51.76	29.29	776.41	439.39	337.02
12/02/2011	04/05/2012	4	SALESFORCE.COM INC	155.25	119.34	620.99	477.37	143.62
08/18/2011	04/10/2012	10	LAS VEGAS SANDS CORP	57.59	41.73	575.94	417.31	158.63
01/24/2012	04/10/2012	4	LAS VEGAS SANDS CORP	57.59	47.75	230.37	191.02	39.35
05/19/2011	04/12/2012	15	GENERAL MILLS INC	38.59	39.89	578.79	598.32	-19.53
08/12/2011	04/12/2012	10	GENERAL MILLS INC	38.59	35.99	385.86	359.87	25.99
08/25/2011	04/13/2012	10	GENERAL MILLS INC	38.84	36.76	388.39	367.58	20.81
10/21/2011	04/13/2012	10	GENERAL MILLS INC	38.84	39.94	388.39	399.39	-11.00
11/01/2011	04/13/2012	10	GENERAL MILLS INC	38.84	38.37	388.39	383.74	4.65
11/18/2011	04/13/2012	10	GENERAL MILLS INC	38.84	38.81	388.39	388.08	0.31
11/10/2011	04/19/2012	9	PERRIGO INC	106.05	90.21	954.43	811.85	142.58
12/01/2011	04/19/2012	1	PERRIGO INC	106.05	98.13	106.05	98.13	7.92
06/21/2011	04/24/2012	15	MOODY'S CORP	41.81	37.96	627.11	569.43	57.68
06/22/2011	04/24/2012	10	MOODY'S CORP	41.81	38.21	418.07	382.08	35.99
05/06/2011	04/25/2012	1	***POTASH CORP OF SASKATCHEWAN	44.53	53.47	44.53	53.47	-8.94
12/06/2011	05/03/2012	65	MORGAN STANLEY	16.34	16.51	1,062.28	1,073.07	-10.79
12/13/2011	05/03/2012	20	MORGAN STANLEY	16.34	16.01	326.86	320.23	6.63
03/09/2012	05/03/2012	35	MORGAN STANLEY	16.34	18.37	572.00	643.00	-71.00
01/09/2012	05/07/2012	10	VERTEX PHARMACEUTICALS INC	54.59	35.29	545.87	352.91	192.96
05/31/2011	05/11/2012	10	EXPRESS SCRIPTS HOLDING CO	55.93	58.99	559.28	589.95	-30.67
01/10/2012	05/11/2012	10	EXPRESS SCRIPTS HOLDING CO	55.93	50.29	559.27	502.95	56.32
08/29/2011	05/14/2012	20	GENERAL ELECTRIC CO	18.69	15.95	373.73	318.96	54.77
03/12/2012	05/14/2012	75	GENERAL ELECTRIC CO	18.69	19.12	1,401.47	1,433.74	-32.27
05/24/2011	05/15/2012	14	TRW AUTOMOTIVE HOLDINGS CORP	41.66	53.56	583.26	749.79	-166.53
10/10/2011	05/15/2012	11	TRW AUTOMOTIVE HOLDINGS CORP	41.66	38.08	458.28	418.83	39.45
02/10/2012	05/23/2012	22	CISCO SYSTEMS INC	16.57	20.00	364.47	440.07	-75.60
09/09/2011	05/31/2012	15	DOLLAR GENERAL CORP	49.15	34.65	737.22	519.70	217.52
03/12/2012	06/01/2012	70	GENERAL ELECTRIC CO	18.59	19.12	1,301.28	1,338.15	-36.87
03/07/2012	06/04/2012	45	LIBERTY INTERACTIVE CORP-A	16.07	18.73	723.13	843.03	-119.90
09/28/2011	06/04/2012	30	***MARVELL TECHNOLOGY GROUP LT	11.98	14.99	359.53	449.60	-90.07
10/26/2011	06/04/2012	30	***MARVELL TECHNOLOGY GROUP LT	11.98	13.57	359.53	407.22	-47.69
11/01/2011	06/04/2012	30	***MARVELL TECHNOLOGY GROUP LT	11.98	13.58	359.52	407.28	-47.76
01/06/2012	06/04/2012	10	***POTASH CORP OF SASKATCHEWAN	36.94	41.96	369.39	419.59	-50.20
01/12/2012	06/04/2012	10	***POTASH CORP OF SASKATCHEWAN	36.94	42.19	369.39	421.87	-52.48
08/16/2011	06/06/2012	35	CORNING INC	12.75	15.18	446.35	531.32	-84.97
08/01/2011	06/07/2012	25	CBRE GROUP INC	16.25	20.74	406.37	518.58	-112.21
09/29/2011	06/07/2012	30	CBRE GROUP INC	16.25	14.21	487.65	426.42	61.23
11/16/2011	06/07/2012	25	CBRE GROUP INC	16.25	16.13	406.37	403.19	3.18
10/03/2011	06/08/2012	10	***LYONDELLBASELL INDU-CL A	38.12	13.39	381.17	133.86	247.31
03/13/2012	06/13/2012	5	DEVON ENERGY CORPORATION	56.87	71.39	284.35	356.96	-72.61
07/25/2011	06/22/2012	3	JPMORGAN CHASE & CO	36.12	41.77	108.37	125.32	-16.95
10/21/2011	06/29/2012	30	CENTERPOINT ENERGY INC	20.60	21.13	618.05	633.99	-15.94
08/08/2011	06/29/2012	8	GILEAD SCIENCES INC	50.87	36.86	406.98	294.85	112.13

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
08/24/2011	07/05/2012	10	GANNETT CO	14.63	10.53	146.30	105.26	41.04
01/26/2012	07/06/2012	11	EMERSON ELECTRIC CO	44.79	51.96	492.70	571 60	-78.90
01/30/2012	07/06/2012	4	EMERSON ELECTRIC CO	44.79	51.41	179.16	205.64	-26 48
01/18/2012	07/06/2012	15	FREEPORT-MCMORAN COPPER	34.84	43.93	522 67	658 92	-136.25
08/18/2011	07/10/2012	7	***COVIDIEN PLC	53.71	48.84	376.00	341.86	34.14
01/06/2012	07/10/2012	15	STRYKER CORP	53.17	51.76	797.52	776.39	21.13
08/10/2011	07/11/2012	10	MARATHON PETROLEUM CORP	44.69	35.54	446.89	355.36	91.53
08/24/2011	07/11/2012	10	MARATHON PETROLEUM CORP	44.69	35.15	446.89	351.53	95.36
09/28/2011	07/11/2012	10	MARATHON PETROLEUM CORP	44.69	29.83	446.89	298.30	148.59
12/27/2011	07/11/2012	2	MARATHON PETROLEUM CORP	44.69	33.74	89.38	67.48	21.90
05/21/2012	07/11/2012	13	MARATHON PETROLEUM CORP	44.69	35.94	580.95	467.18	113.77
12/23/2011	07/12/2012	5	UNITED PARCEL SERVICE-CL B	78.48	73.30	392.42	366.49	25.93
08/01/2011	07/13/2012	6	ANADARKO PETROLEUM CORP	68.69	82.10	412 15	492.59	-80.44
08/01/2011	07/17/2012	7	ANADARKO PETROLEUM CORP	71.16	82.10	498.13	574.68	-76.55
09/20/2011	07/17/2012	5	ANADARKO PETROLEUM CORP	71.16	74.81	355.80	374.04	-18.24
01/04/2012	07/17/2012	6	ANADARKO PETROLEUM CORP	71.16	79.27	426 97	475.61	-48.64
01/30/2012	07/20/2012	7	EMERSON ELECTRIC CO	46.30	51.41	324.10	359.88	-35.78
02/02/2012	07/20/2012	8	EMERSON ELECTRIC CO	46.30	51.86	370 40	414 87	-44.47
03/29/2012	07/20/2012	10	EMERSON ELECTRIC CO	46.30	51.53	463.00	515.26	-52.26
03/29/2012	07/24/2012	15	EMERSON ELECTRIC CO	45.28	51.53	679 21	772.90	-93.69
04/27/2012	07/24/2012	10	EMERSON ELECTRIC CO	45.28	52.40	452.81	524.00	-71.19
05/03/2012	07/24/2012	5	EMERSON ELECTRIC CO	45.28	49.49	226.40	247.47	-21.07
02/13/2012	07/25/2012	10	INFORMATICA CORPORATION	27.83	46.80	278.35	468.04	-189.69
06/13/2012	07/25/2012	10	INFORMATICA CORPORATION	27.83	40.93	278.35	409.32	-130.97
01/11/2012	07/25/2012	10	STRYKER CORP	51.40	52.65	513.99	526.54	-12.55
01/12/2012	07/25/2012	10	STRYKER CORP	51.40	52.39	513.99	523 91	-9.92
02/01/2012	07/25/2012	10	STRYKER CORP	51.40	55.64	513.99	556.45	-42.46
12/16/2011	07/26/2012	12	HERSHEY CO/THE	71.28	59.35	855 41	712.16	143.25
08/16/2011	07/30/2012	5	BORGWARNER INC	67.33	70.71	336 63	353.56	-16.93
03/01/2012	07/30/2012	6	BORGWARNER INC	67.33	84.07	403.96	504.44	-100.48
10/18/2011	08/01/2012	10	PVH CORP	78.07	65.66	780.73	656.58	124.15
12/21/2011	08/01/2012	9	PVH CORP	78.07	67.02	702.66	603.16	99.50
08/08/2011	08/03/2012	17	GILEAD SCIENCES INC	58.06	36.86	986.99	626.55	360.44
08/19/2011	08/10/2012	13	***COVIDIEN PLC	56.94	48.16	740 16	626 03	114 13
10/19/2011	08/10/2012	10	***COVIDIEN PLC	56.94	45.39	569 36	453.94	115.42
11/01/2011	08/10/2012	10	***COVIDIEN PLC	56.94	45.26	569.35	452.58	116.77
11/18/2011	08/10/2012	10	***COVIDIEN PLC	56.94	46.21	569.36	462.13	107.23
01/25/2012	08/10/2012	10	***COVIDIEN PLC	56.94	49.36	569.35	493.62	75.73
01/25/2012	08/10/2012	4	GOLDMAN SACHS GROUP INC	102.81	106.78	411.26	427.13	-15.87
02/07/2012	08/10/2012	5	GOLDMAN SACHS GROUP INC	102.81	116.45	514.07	582.27	-68.20
02/15/2012	08/14/2012	25	CENTERPOINT ENERGY INC	20.51	18 81	512.80	470.37	42.43
10/03/2011	08/21/2012	10	***LYONDELLBASELL INDU-CL A	49.17	13.38	491.70	133.85	357.85
01/20/2012	08/22/2012	15	FREEPORT-MCMORAN COPPER	36 26	43.75	543.97	656.29	-112.32
01/23/2012	08/22/2012	5	FREEPORT-MCMORAN COPPER	36.26	43.80	181.32	218.98	-37.66
08/24/2011	08/22/2012	20	GANNETT CO	15.32	10.53	306.46	210.53	95.93
10/05/2011	08/22/2012	5	GANNETT CO	15.32	10.38	76.61	51.91	24.70
09/13/2011	08/22/2012	2	JPMORGAN CHASE & CO	37.59	32.80	75 18	65.61	9.57
01/24/2012	08/22/2012	6	LAS VEGAS SANDS CORP	43.32	47.75	259.94	286.53	-26.59
03/12/2012	08/22/2012	15	LAS VEGAS SANDS CORP	43.32	54 46	649.86	816 85	-166 99

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
09/13/2011	08/23/2012	9	JPMORGAN CHASE & CO	37.36	32.81	336.20	295.26	40.94
03/29/2012	08/23/2012	6	JPMORGAN CHASE & CO	37.36	45.67	224.13	274.01	-49.88
01/23/2012	09/06/2012	5	FREEPORT-MCMORAN COPPER	36.21	43.80	181.05	218.98	-37.93
02/07/2012	09/06/2012	10	FREEPORT-MCMORAN COPPER	36.21	45.91	362.10	459.09	-96.99
01/09/2012	09/12/2012	5	VERTEX PHARMACEUTICALS INC	55.63	35.29	278.14	176.46	101.68
01/26/2012	09/12/2012	2	VERTEX PHARMACEUTICALS INC	55.63	35.59	111.26	71.19	40.07
07/09/2012	09/13/2012	15	MOODY'S CORP	43.63	36.47	654.44	547.00	107.44
10/31/2011	09/13/2012	60	NEWELL RUBBERMAID INC	18.98	15.05	1,139.00	903.02	235.98
08/06/2012	09/13/2012	20	NEWELL RUBBERMAID INC	18.98	17.22	379.66	344.37	35.29
11/07/2011	09/14/2012	10	LAM RESEARCH CORP	34.34	43.29	343.36	432.94	-89.58
11/23/2011	09/14/2012	10	LAM RESEARCH CORP	34.34	37.28	343.35	372.76	-29.41
12/15/2011	09/17/2012	15	ILLUMINA INC	47.76	27.44	716.35	411.61	304.74
05/16/2012	09/17/2012	10	OCEANEERING INTL INC	57.19	48.55	571.86	485.55	86.31
10/07/2011	09/21/2012	20	CENTURYLINK INC	41.95	32.87	839.07	657.34	181.73
05/02/2012	09/28/2012	35	LEUCADIA NATIONAL CO	22.93	25.17	802.59	880.84	-78.25
04/13/2012	09/28/2012	14	WELLS FARGO & COMPANY	34.69	33.28	485.65	465.92	19.73
08/28/2012	09/28/2012	11	WELLS FARGO & COMPANY	34.69	34.15	381.59	375.68	5.91
12/01/2011	10/02/2012	6	PERRIGO INC	117.35	98.13	704.10	588.78	115.32
02/23/2012	10/02/2012	7	PERRIGO INC	117.35	95.54	821.46	668.81	152.65
06/07/2012	10/03/2012	25	INTEL CORP	22.57	26.12	564.32	652.88	-88.56
06/12/2012	10/03/2012	25	INTEL CORP	22.57	26.46	564.32	661.58	-97.26
03/12/2012	10/04/2012	8	GILEAD SCIENCES INC	69.65	46.26	557.16	370.12	187.04
11/10/2011	10/10/2012	9	UNITEDHEALTH GROUP INC	57.27	46.16	515.47	415.45	100.02
10/28/2011	10/25/2012	15	GENERAL MOTORS CO	23.67	26.37	355.04	395.58	-40.54
11/14/2011	10/25/2012	5	GENERAL MOTORS CO	23.67	23.01	118.34	115.07	3.27
12/15/2011	10/26/2012	25	APOLLO GROUP INC-CL A	19.78	50.13	494.50	1,253.26	-758.76
03/09/2012	10/26/2012	10	APOLLO GROUP INC-CL A	19.78	42.79	197.80	427.92	-230.12
10/05/2012	10/26/2012	20	APOLLO GROUP INC-CL A	19.78	29.19	395.61	583.78	-188.17
03/29/2012	10/31/2012	12	JPMORGAN CHASE & CO	41.40	45.67	496.85	548.01	-51.16
10/08/2012	11/07/2012	9	MEAD JOHNSON NUTRITION CO	66.33	72.27	597.00	650.41	-53.41
10/10/2012	11/07/2012	4	MEAD JOHNSON NUTRITION CO	66.33	71.71	265.34	286.85	-21.51
06/14/2012	11/08/2012	25	INTEL CORP	21.00	26.74	524.97	668.46	-143.49
11/18/2011	11/08/2012	1	ROCKWELL AUTOMATION INC	76.54	71.69	76.54	71.69	4.85
05/03/2012	11/13/2012	15	EMERSON ELECTRIC CO	50.23	49.49	753.44	742.39	11.05
05/15/2012	11/13/2012	10	EMERSON ELECTRIC CO	50.23	47.55	502.29	475.52	26.77
10/09/2012	11/13/2012	5	EMERSON ELECTRIC CO	50.23	48.96	251.15	244.81	6.34
06/14/2012	11/13/2012	20	INTEL CORP	20.55	26.74	410.99	534.76	-123.77
08/24/2012	11/13/2012	15	INTEL CORP	20.55	24.87	308.25	373.01	-64.76
12/07/2011	11/15/2012	15	ORACLE CORP	29.73	31.26	445.99	468.90	-22.91
03/30/2012	11/27/2012	15	MARATHON OIL CORP	30.98	31.80	464.77	477.04	-12.27
07/09/2012	11/27/2012	4	RACKSPACE HOSTING INC	65.98	44.04	263.92	176.17	87.75
05/22/2012	12/03/2012	14	LAS VEGAS SANDS CORP	47.03	48.61	658.40	680.61	-22.21
06/05/2012	12/03/2012	15	LAS VEGAS SANDS CORP	47.03	44.07	705.43	661.06	44.37
05/04/2012	12/05/2012	15	JOHNSON & JOHNSON	69.74	65.00	1,046.05	974.98	71.07
04/13/2012	12/10/2012	10	COACH INC	56.72	74.22	567.16	742.21	-175.05
07/02/2012	12/12/2012	95	MORGAN STANLEY	17.75	14.68	1,686.46	1,394.61	291.85
05/21/2012	12/14/2012	10	***TRANSOCEAN LTD	44.71	43.56	447.14	435.56	11.58
05/04/2012	12/17/2012	20	GENERAL MOTORS CO	24.78	22.27	495.64	445.35	50.29
04/13/2012	12/19/2012	1	COACH INC	59.82	74.22	59.82	74.22	-14.40

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
04/20/2012	12/19/2012	8	COACH INC	59.82	76.25	478.53	610.01	-131.48
05/15/2012	12/19/2012	6	COACH INC	59.82	66.84	358.89	401.04	-42 15
05/16/2012	12/20/2012	5	OCEANEERING INTL INC	53.69	48.55	268.44	242.77	25.67
07/09/2012	12/21/2012	2	CHIPOTLE MEXICAN GRILL-CL A	287.09	386.20	574.18	772.40	-198.22
09/14/2012	12/27/2012	20	FORD MOTOR CO	12.57	10.52	251.38	210.38	41.00
			SUBTOTAL FOR SHORT-TERM COVERED***			98,359.70	95,745.82	2,684.48
LONG-TERM COVERED								
01/25/2011	02/09/2012	8	***ACCENTURE PLC-CL A	57.43	51.37	459.43	410.94	48.49
02/02/2011	02/21/2012	25	DELL INC	18.20	13.72	455.01	343.08	111.93
02/02/2011	02/23/2012	5	MONSANTO CO	77.69	75.38	388.43	376.91	11.52
02/17/2011	02/23/2012	10	MONSANTO CO	77.69	73.85	776.87	738.48	38.39
03/16/2011	03/26/2012	10	DTE ENERGY COMPANY	55.35	47.94	553.47	479.38	74.09
03/08/2011	03/28/2012	15	TRAVELERS COS INC/THE	58.82	59.33	882.26	889.92	-7.66
03/04/2011	04/23/2012	7	BORGWARNER INC	79.95	77.04	559.66	539.28	20.38
04/07/2011	04/23/2012	2	BORGWARNER INC	79.95	76.15	159.90	152.31	7.59
03/02/2011	04/25/2012	6	***POTASH CORP OF SASKATCHEWAN	44.53	61.26	267.20	367.58	-100.38
02/17/2011	04/27/2012	5	BROADCOM CORP-CL A	36.29	42.32	181.44	211.58	-30.14
01/27/2011	05/02/2012	15	QUALCOMM INC	64 03	54.96	960.44	824.40	136.04
02/18/2011	05/11/2012	15	EXPRESS SCRIPTS HOLDING CO	55.93	57.05	838.92	855.78	-16.86
03/10/2011	05/11/2012	15	EXPRESS SCRIPTS HOLDING CO	55 93	52.65	838.92	789.78	49.14
05/05/2011	05/11/2012	10	EXPRESS SCRIPTS HOLDING CO	55.93	57.86	559.28	578.57	-19.29
02/11/2011	05/17/2012	10	QUALCOMM INC	58.96	57.28	589.59	572.80	16.79
02/15/2011	05/17/2012	5	QUALCOMM INC	58.96	58.71	294 79	293.57	1.22
05/06/2011	06/04/2012	15	***POTASH CORP OF SASKATCHEWAN	36.94	53.47	554 09	802.06	-247.97
04/20/2011	06/06/2012	20	CORNING INC	12.75	20.24	255.05	404.73	-149.68
05/24/2011	06/06/2012	20	CORNING INC	12.75	19.61	255.05	392.30	-137.25
03/18/2011	06/08/2012	5	MONSANTO CO	79 01	68.25	395.07	341 26	53.81
01/26/2011	06/13/2012	5	DEVON ENERGY CORPORATION	56.87	85.65	284.35	428.25	-143.90
02/28/2011	06/13/2012	10	DEVON ENERGY CORPORATION	56.87	91.01	568.71	910.08	-341.37
05/04/2011	06/13/2012	5	DEVON ENERGY CORPORATION	56.87	84.67	284.36	423.37	-139.01
04/06/2011	06/13/2012	1	FLOWSERVE CORPORATION	105.40	131.95	105.40	131.95	-26 55
01/31/2011	06/20/2012	2	AMAZON.COM INC	221.67	169.43	443.34	338.86	104.48
01/28/2011	06/22/2012	30	DELTA AIR LINES INC	11.06	12.07	331.95	362.17	-30 22
01/31/2011	07/05/2012	2	AMAZON COM INC	227.98	169.42	455.96	338 85	117.11
03/10/2011	07/05/2012	2	AMAZON.COM INC	227.98	166.12	455.96	332.24	123.72
05/20/2011	07/05/2012	2	AMAZON.COM INC	227.98	199.12	455.95	398.24	57.71
02/28/2011	07/05/2012	10	MARATHON PETROLEUM CORP	44.42	33.98	444.19	339.76	104.43
05/18/2011	07/10/2012	15	***COVIDIEN PLC	53.71	57.00	805.70	854.96	-49.26
02/11/2011	07/12/2012	5	UNITED PARCEL SERVICE-CL B	78.48	75.27	392.42	376.35	16.07
06/13/2011	07/13/2012	9	ANADARKO PETROLEUM CORP	68.69	71.92	618.22	647 29	-29 07
07/06/2011	07/13/2012	2	ANADARKO PETROLEUM CORP	68.69	78.51	137.38	157.02	-19.64
06/15/2011	07/25/2012	6	PRECISION CASTPARTS CORP	159.90	151.78	959.39	910.66	48.73
04/07/2011	07/30/2012	5	BORGWARNER INC	67.33	76 15	336.63	380.77	-44.14
03/23/2011	08/03/2012	10	DTE ENERGY COMPANY	61.67	47.57	616.67	475.68	140.99
01/11/2011	08/07/2012	10	INTUIT INC	59 97	47 59	599 70	475 91	123.79

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/15/2011	08/07/2012	5	QUALCOMM INC	61.11	58.71	305.57	293.56	12.01
03/18/2011	08/07/2012	10	QUALCOMM INC	61.11	51 08	611.15	510.76	100 39
03/01/2011	08/10/2012	5	GOLDMAN SACHS GROUP INC	102.81	163.09	514.07	815.47	-301.40
04/19/2011	08/20/2012	15	CENTURYLINK INC	41.67	39.46	625.09	591.91	33.18
02/03/2011	08/21/2012	4	EOG RESOURCES INC	109.25	106.73	436.98	426.92	10.06
07/25/2011	08/22/2012	8	JPMORGAN CHASE & CO	37.59	41.77	300.74	334.19	-33.45
			WASH SALE-DISALLOWED LOSS					33.45
07/29/2011	09/12/2012	60	APPLIED MATERIALS INC	11.59	12.46	695.57	747.76	-52 19
05/16/2011	09/12/2012	12	***TRANSOCEAN LTD	46.22	69.12	554.66	829.48	-274.82
07/14/2011	09/12/2012	3	***TRANSOCEAN LTD	46.22	60.31	138.66	180.92	-42.26
08/18/2011	09/13/2012	7	LORILLARD INC	115.95	107.37	811.64	751.62	60.02
08/04/2011	09/13/2012	6	VISA INC - CLASS A SHRS	134.37	85.68	806.21	514.06	292.15
05/13/2011	09/14/2012	20	LAM RESEARCH CORP	34.34	47 56	686.72	951.25	-264.53
05/31/2011	09/17/2012	10	FMC TECHNOLOGIES INC	48.93	44.39	489.32	443.94	45.38
08/04/2011	09/17/2012	15	FMC TECHNOLOGIES INC	48.93	41.25	733.97	618.79	115.18
01/10/2011	09/20/2012	10	DIRECTV	52.37	41.64	523.74	416.41	107.33
08/11/2011	09/21/2012	25	CENTURYLINK INC	41.95	34.10	1,048.84	852 45	196.39
09/15/2011	09/21/2012	15	CENTURYLINK INC	41.95	34.76	629.30	521.38	107 92
02/18/2011	09/27/2012	15	CITIGROUP INC	33.15	49.19	497.27	737.78	-240.51
03/15/2011	09/27/2012	5	CITIGROUP INC	33 15	42.99	165.76	214.95	-49.19
08/16/2011	09/27/2012	11	GILEAD SCIENCES INC	66.68	38.58	733.48	424.34	309.14
03/02/2011	09/28/2012	11	WELLS FARGO & COMPANY	34.69	31.56	381.58	347.13	34.45
06/08/2011	10/01/2012	15	GENERAL MOTORS CO	23.21	28.91	348.08	433.63	-85.55
07/05/2011	10/01/2012	25	GENERAL MOTORS CO	23.21	31.15	580.14	778.68	-198 54
08/16/2011	10/04/2012	4	GILEAD SCIENCES INC	69.65	38.58	278.58	154.31	124.27
03/15/2011	10/10/2012	10	CITIGROUP INC	34 87	42.99	348.72	429.90	-81.18
07/14/2011	10/12/2012	9	***TRANSOCEAN LTD	45.51	60.31	409.62	542.76	-133.14
08/02/2011	10/12/2012	6	***TRANSOCEAN LTD	45.51	60.31	273.08	361.85	-88.77
03/08/2011	10/12/2012	17	WELLPOINT INC	61.98	68.56	1,053.73	1,165 47	-111.74
04/07/2011	10/12/2012	8	WELLPOINT INC	61.98	69.12	495.87	552.96	-57.09
03/15/2011	10/16/2012	3	CITIGROUP INC	37.02	42.99	111.06	128.97	-17.91
03/16/2011	10/16/2012	7	CITIGROUP INC	37.02	47.95	259.13	335.63	-76.50
04/05/2011	10/24/2012	10	AT&T INC	34.86	30.92	348.64	309.25	39.39
03/18/2011	10/24/2012	5	MONSANTO CO	86.89	68 25	434.46	341.26	93.20
09/29/2011	10/25/2012	15	GENERAL MOTORS CO	23.67	20.64	355.04	309.60	45.44
07/25/2011	10/31/2012	8	JPMORGAN CHASE & CO	41.40	38.31	331.23	306.49	24.74
09/21/2011	11/08/2012	15	FMC TECHNOLOGIES INC	40.00	43.05	600.04	645.78	-45.74
08/04/2011	11/08/2012	5	PRECISION CASTPARTS CORP	171.04	151.85	855.22	759.24	95.98
04/07/2011	11/08/2012	5	ROCKWELL AUTOMATION INC	76.54	93.46	382.71	467.29	-84.58
08/15/2011	11/08/2012	6	ROCKWELL AUTOMATION INC	76 54	65 08	459.25	390.48	68.77
01/18/2011	11/13/2012	20	ORACLE CORP	30.20	31.38	603 90	627.54	-23.64
03/09/2011	11/13/2012	5	ORACLE CORP	30 20	32.67	150.97	163 36	-12.39
03/09/2011	11/15/2012	5	ORACLE CORP	29.73	32.67	148.66	163 36	-14.70
03/31/2011	11/15/2012	10	ORACLE CORP	29.73	33.16	297.33	331.57	-34.24
06/20/2011	11/15/2012	15	ORACLE CORP	29 73	31.95	446 00	479.22	-33.22
03/23/2011	11/19/2012	5	QUALCOMM INC	62.27	52.06	311.36	260.32	51.04
02/17/2011	11/20/2012	10	BROADCOM CORP-CL A	31.01	42.32	310.13	423.17	-113.04
04/28/2011	11/20/2012	5	BROADCOM CORP-CL A	31.01	34.66	155.07	173.29	-18.22
01/24/2011	11/20/2012	10	INTUIT INC	58 16	47.03	581.56	470 30	111.26

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03/18/2011	11/20/2012	5	INTUIT INC	58.16	50.07	290.78	250.34	40.44
02/07/2011	11/26/2012	15	KROGER CO	24 62	22 36	369.36	335.43	33.93
04/06/2011	11/27/2012	4	MONSANTO CO	90.96	69.76	363.84	279.06	84.78
01/27/2011	11/27/2012	10	MARATHON OIL CORP	30.98	27.22	309.85	272.18	37.67
02/28/2011	11/27/2012	20	MARATHON OIL CORP	30.98	29.93	619.70	598.55	21.15
02/28/2011	12/03/2012	5	JOHNSON & JOHNSON	69.63	60.52	348.14	302.62	45.52
02/07/2011	12/04/2012	15	KROGER CO	26.80	22.36	401.95	335.42	66.53
02/28/2011	12/05/2012	5	JOHNSON & JOHNSON	69.74	60.52	348.69	302.62	46.07
02/07/2011	12/05/2012	10	KROGER CO	26.72	22.36	267.24	223.62	43.62
11/18/2011	12/07/2012	9	ROCKWELL AUTOMATION INC	80.33	71.69	722.97	645.18	77.79
08/02/2011	12/14/2012	5	***TRANSOCEAN LTD	44.71	60 31	223.57	301.54	-77.97
11/04/2011	12/14/2012	15	***TRANSOCEAN LTD	44.71	49.66	670.70	744.90	-74.20
11/14/2011	12/17/2012	30	GENERAL MOTORS CO	24.78	23.01	743.45	690.40	53.05
			SUBTOTAL FOR LONG-TERM COVERED***			46,821.29	46,959.73	-104.99

LONG-TERM NON-COVERED

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
08/11/2006	01/09/2012	1	GOOGLE INC-CL A	638.44	371 91	638.44	371.91	266.53
05/20/2010	01/12/2012	40	MARATHON OIL CORP	30.44	19.26	1,217.69	770.24	447.45
11/22/2010	01/17/2012	7	ALLERGAN INC	88.54	68.02	619.80	476.17	143.63
09/21/2009	01/19/2012	15	JOHNSON CONTROLS INC	32.50	26.55	487.55	398.29	89.26
11/05/2010	01/23/2012	5	***ACCENTURE PLC-CL A	55.99	45.59	279.94	227.94	52 00
11/11/2009	01/24/2012	20	BROADCOM CORP-CL A	35.05	28.12	701 01	562.48	138.53
06/21/2010	01/25/2012	10	MARATHON PETROLEUM CORP	38.50	26.90	385.05	269.04	116.01
12/13/2010	01/31/2012	30	LOWE'S COS INC	26.85	25.07	805.50	752.07	53.43
11/01/2010	02/01/2012	10	STARBUCKS CORP	48.21	28.72	482.07	287.18	194.89
03/23/2010	02/02/2012	20	***INGERSOLL-RAND PLC	36.27	34.87	725.41	697.35	28.06
12/16/2010	02/06/2012	15	INTUIT INC	58.08	48.75	871.16	731.25	139.91
12/23/2009	02/07/2012	20	JOHNSON CONTROLS INC	33.03	27.86	660.62	557.14	103.48
09/21/2010	02/08/2012	10	ORACLE CORP	28.67	27.03	286.68	270.34	16.34
09/27/2010	02/08/2012	5	ORACLE CORP	28 67	26.85	143 34	134 26	9 08
01/08/2010	02/13/2012	15	JOHNSON CONTROLS INC	33.30	28.74	499 55	431 12	68.43
10/11/2010	02/13/2012	15	JOHNSON CONTROLS INC	33.30	31 80	499.55	476.97	22.58
11/18/2010	02/17/2012	15	GENERAL MOTORS CO	27.19	34.00	407.83	509.99	-102.16
10/12/2010	02/21/2012	5	DELL INC	18.20	13.67	91.00	68.36	22.64
10/12/2010	02/22/2012	10	CITRIX SYSTEMS INC	73.47	57.10	734 69	571 05	163.64
07/27/2010	02/22/2012	25	DOW CHEMICAL	33.83	27.95	845.76	698.66	147.10
11/18/2010	02/28/2012	5	GENERAL MOTORS CO	26.24	34.00	131.20	170.00	-38.80
03/13/2008	03/06/2012	5	APPLE INC	529.77	124.76	2,648.83	623.81	2,025.02
05/07/2009	03/06/2012	10	JPMORGAN CHASE & CO	39.31	37.28	393 14	372.78	20.36
05/11/2009	03/06/2012	10	JPMORGAN CHASE & CO	39.31	37.07	393 13	370.68	22.45
04/01/2008	03/08/2012	2	APPLE INC	541.99	146.58	1,083.98	293.16	790.82
10/22/2010	03/08/2012	8	GOLDMAN SACHS GROUP INC	117.17	158.18	937.36	1,265.45	-328.09
12/16/2010	03/08/2012	9	***POTASH CORP OF SASKATCHEWAN	43.72	46.35	393 48	417.12	-23.64
12/20/2010	03/08/2012	1	***POTASH CORP OF SASKATCHEWAN	43.72	46.50	43.72	46.50	-2.78
08/13/2010	03/08/2012	13	UNITED PARCEL SERVICE-CL B	76.72	64.59	997.36	839.61	157.75
10/22/2010	03/20/2012	3	GOLDMAN SACHS GROUP INC	126 74	158 18	380 23	474 55	-94 32

Capital Gains Report

MATZ WARNER FAMILY FOUNDATION (Account: 888-24129) January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/25/2010	03/27/2012	10	BROADCOM CORP-CL A	39.19	31.33	391.93	313.35	78.58
09/09/2010	03/27/2012	15	BROADCOM CORP-CL A	39 19	34 09	587.90	511.41	76.49
08/03/2010	03/28/2012	15	DOW CHEMICAL	34.23	25.74	513.39	386.04	127.35
09/01/2010	03/28/2012	15	DOW CHEMICAL	34.23	25.59	513.39	383.85	129.54
06/21/2007	03/28/2012	10	TRAVELERS COS INC/THE	58.82	53.02	588.18	530.21	57.97
01/02/2008	03/28/2012	15	TRAVELERS COS INC/THE	58 82	52.64	882.26	789.53	92.73
07/16/2010	03/28/2012	10	TRAVELERS COS INC/THE	58.82	50.26	588.18	502.60	85.58
09/03/2010	04/12/2012	7	UNITED PARCEL SERVICE-CL B	79.33	67.56	555.29	472.92	82.37
10/25/2010	04/19/2012	6	FLOWSERVE CORPORATION	111.66	116.12	669.94	696.71	-26.77
12/13/2010	04/19/2012	3	FLOWSERVE CORPORATION	111.66	116.94	334 97	350.82	-15.85
12/20/2010	04/25/2012	8	***POTASH CORP OF SASKATCHEWAN	44.53	46 50	356.26	372.02	-15.76
12/10/2010	04/26/2012	23	NORTHROP GRUMMAN CORP	63.46	58.20	1,459.47	1,338.63	120.84
10/21/2010	04/27/2012	10	BROADCOM CORP-CL A	36.29	36.80	362.89	368 01	-5.12
02/22/2006	05/08/2012	5	GILEAD SCIENCES INC	49.06	30.47	245.28	152.36	92.92
09/06/2006	05/08/2012	6	GILEAD SCIENCES INC	49.06	30.95	294.33	185.70	108.63
02/16/2010	05/14/2012	35	GENERAL ELECTRIC CO	18 69	15 91	654 02	556.91	97.11
03/02/2010	05/14/2012	25	GENERAL ELECTRIC CO	18.69	15.89	467.16	397.24	69.92
08/20/2009	05/15/2012	4	AMAZON.COM INC	229.28	83.19	917.14	332.75	584.39
07/13/2010	05/15/2012	1	AMAZON.COM INC	229.28	122.82	229.28	122.82	106.46
09/02/2009	05/15/2012	20	CONSTELLATION BRANDS INC-A	19.19	14.57	383.88	291 32	92.56
12/22/2009	05/15/2012	45	CONSTELLATION BRANDS INC-A	19.19	15.67	863.72	705.33	158.39
09/18/2009	05/16/2012	25	EMC CORP/MASS	25.73	17.01	643.16	425.31	217.85
10/23/2009	05/16/2012	5	EMC CORP/MASS	25.73	17.27	128.63	86.34	42.29
09/27/2010	05/17/2012	10	CENTURYLINK INC	38.47	39.22	384.69	392.18	-7.49
09/03/2010	05/18/2012	5	UNITED PARCEL SERVICE-CL B	74.38	67.56	371.88	337.80	34.08
10/22/2010	05/18/2012	5	UNITED PARCEL SERVICE-CL B	74.38	69.74	371 88	348.70	23.18
04/15/2009	05/29/2012	5	TIME WARNER CABLE	76.28	28.03	381.41	140.17	241.24
06/17/2010	06/01/2012	15	MARATHON OIL CORP	24.01	20.14	360.08	302 04	58 04
06/21/2010	06/01/2012	20	MARATHON OIL CORP	24 01	20.78	480.11	415.65	64.46
12/22/2009	06/04/2012	3	JPMORGAN CHASE & CO	31.03	41.94	93.08	125.82	-32.74
07/19/2010	06/04/2012	10	JPMORGAN CHASE & CO	31.03	38.33	310.26	383.31	-73.05
11/08/2010	06/04/2012	15	JPMORGAN CHASE & CO	31.03	40.64	465.40	609.53	-144.13
12/07/2010	06/04/2012	10	JPMORGAN CHASE & CO	31 03	39.72	310 26	397 20	-86.94
11/01/2010	06/04/2012	60	***MARVELL TECHNOLOGY GROUP LT	11.98	19.42	719.05	1,165.42	-446.37
12/20/2010	06/04/2012	35	***MARVELL TECHNOLOGY GROUP LT	11.98	18.90	419.45	661.39	-241.94
10/08/2009	06/06/2012	15	CORNING INC	12 75	15.65	191.29	234.76	-43.47
10/15/2009	06/06/2012	20	CORNING INC	12 75	15 56	255 05	311.13	-56 08
05/12/2009	06/06/2012	10	JPMORGAN CHASE & CO	33.10	34.59	331.02	345.87	-14.85
06/02/2009	06/06/2012	10	JPMORGAN CHASE & CO	33.10	35.05	331.02	350.53	-19.51
06/25/2009	06/06/2012	10	JPMORGAN CHASE & CO	33.10	33.36	331.01	333.64	-2.63
12/22/2009	06/06/2012	6	JPMORGAN CHASE & CO	33.10	41.94	198.61	251.64	-53.03
06/08/2010	06/08/2012	15	JPMORGAN CHASE & CO	33.58	37.06	503 65	555 90	-52.25
06/16/2010	06/08/2012	3	JPMORGAN CHASE & CO	33.58	38.68	100.73	116.03	-15.30
12/13/2010	06/13/2012	4	FLOWSERVE CORPORATION	105.40	116.94	421.60	467 77	-46.17
04/01/2008	06/19/2012	1	APPLE INC	587.54	146 58	587.54	146.58	440.96
07/13/2010	06/20/2012	4	AMAZON.COM INC	221.67	122.82	886.67	491.27	395.40
04/01/2008	06/20/2012	1	APPLE INC	582 03	146.58	582 03	146.58	435 45
06/16/2010	06/21/2012	10	JPMORGAN CHASE & CO	35.80	38.67	358.04	386.75	-28.71
06/16/2010	06/22/2012	7	JPMORGAN CHASE & CO	36.12	38.68	252.87	270 73	-17.86

Capital Gains Report

MATZ WARNER FAMILY FOUNDATION (Account: 888-24129) January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
08/27/2010	06/22/2012	20	JPMORGAN CHASE & CO	36.12	36.19	722.49	723.73	-1 24
10/18/2010	06/22/2012	10	JPMORGAN CHASE & CO	36.12	37.84	361.25	378.38	-17.13
02/08/2010	06/29/2012	1	GILEAD SCIENCES INC	50.87	46.24	50.87	46.24	4.63
06/13/2006	06/29/2012	40	PFIZER INC	22.89	23 24	915.58	929.72	-14.14
11/14/2006	06/29/2012	10	PFIZER INC	22.89	26.06	228.90	260.56	-31.66
09/27/2010	07/02/2012	10	CENTURYLINK INC	39.47	39.22	394.74	392.17	2.57
10/05/2010	07/02/2012	15	CENTURYLINK INC	39.47	39.91	592.11	598.62	-6.51
08/27/2010	07/05/2012	50	GANNETT CO	14.63	12.46	731 51	623.01	108.50
05/03/2010	07/10/2012	14	COMCAST CORP-CLASS A	31 37	20.40	439 16	285.63	153.53
05/06/2010	07/10/2012	25	COMCAST CORP-CLASS A	31.37	18.78	784.22	469.49	314 73
10/29/2010	07/10/2012	15	UNITED PARCEL SERVICE-CL B	78.69	67.29	1,180.39	1,009.40	170.99
05/26/2009	07/11/2012	10	DANAHER CORP	50.35	30.55	503.50	305.50	198.00
11/09/2010	07/12/2012	10	UNITED PARCEL SERVICE-CL B	78.48	69.44	784.84	694.37	90.47
04/15/2009	07/19/2012	5	TIME WARNER CABLE	85.79	28.03	428.94	140.16	288.78
05/04/2009	07/19/2012	5	TIME WARNER CABLE	85.79	34.77	428 93	173.85	255.08
05/26/2009	07/25/2012	14	DANAHER CORP	50.66	30.55	709.27	427.71	281.56
09/27/2010	08/02/2012	20	ALTRIA GROUP INC	35 49	24 05	709.76	481.03	228.73
05/04/2010	08/03/2012	6	EOG RESOURCES INC	105.51	109.42	633.09	656.52	-23.43
08/24/2010	08/03/2012	6	EOG RESOURCES INC	105 51	89.66	633.08	537.99	95.09
09/08/2009	08/07/2012	16	DANAHER CORP	53.63	32.83	858 03	525.28	332.75
09/27/2010	08/07/2012	10	ORACLE CORP	31.61	26.85	316.11	268.52	47.59
10/15/2010	08/07/2012	10	ORACLE CORP	31.61	28 40	316.12	283 99	32.13
10/25/2010	08/07/2012	15	ORACLE CORP	31.61	29.09	474.17	436.30	37.87
02/17/2009	08/08/2012	15	THE WALT DISNEY CO.	50 35	17 87	755.26	268 10	487.16
08/25/2010	08/09/2012	4	EOG RESOURCES INC	110.31	86.02	441.24	344.10	97.14
10/08/2010	08/09/2012	3	EOG RESOURCES INC	110.31	99.17	330.93	297.50	33.43
06/24/2010	08/15/2012	5	JOHNSON & JOHNSON	68.51	59.51	342.53	297.53	45.00
08/11/2006	08/30/2012	1	GOOGLE INC-CL A	682.58	371.90	682.58	371.90	310.68
01/12/2007	08/30/2012	1	GOOGLE INC-CL A	682.58	502.21	682.58	502.21	180.37
06/29/2010	09/05/2012	30	JOHNSON & JOHNSON	67.27	59.10	2,018.19	1,773.07	245.12
07/26/2010	09/05/2012	5	JOHNSON & JOHNSON	67.27	57 67	336.37	288.35	48.02
08/27/2010	09/05/2012	5	JOHNSON & JOHNSON	67.27	57.46	336.37	287.30	49.07
09/08/2010	09/05/2012	5	JOHNSON & JOHNSON	67.27	58.97	336.36	294.86	41.50
10/04/2010	09/05/2012	10	JOHNSON & JOHNSON	67.27	61.56	672.73	615.56	57.17
05/04/2009	09/12/2012	5	TIME WARNER CABLE	91.83	34.77	459 14	173.85	285 29
12/17/2009	09/12/2012	2	TIME WARNER CABLE	91.83	42.71	183.66	85.43	98.23
03/20/2007	09/13/2012	1	GOOGLE INC-CL A	694.93	445 42	694.93	445.42	249.51
09/10/2009	09/14/2012	1	NVR INC	871 90	666 71	871.90	666.71	205 19
04/09/2010	09/17/2012	7	NOBLE ENERGY INC	95.26	76.72	666.81	537.02	129.79
04/12/2010	09/17/2012	5	NOBLE ENERGY INC	95 26	77.03	476 29	385.15	91.14
10/25/2010	09/20/2012	10	ORACLE CORP	32.52	29.09	325 23	290.87	34.36
10/29/2010	09/20/2012	10	ORACLE CORP	32.52	29.44	325.23	294.36	30.87
11/10/2010	09/20/2012	15	ORACLE CORP	32 52	28 66	487 85	429.83	58.02
10/23/2009	09/26/2012	15	EMC CORP/MASS	26.72	17.27	400.79	259 03	141.76
12/22/2009	09/26/2012	30	EMC CORP/MASS	26 72	17 46	801.59	523.87	277.72
08/16/2010	09/28/2012	9	WELLS FARGO & COMPANY	34.69	25.76	312.21	231.80	80.41
05/10/2010	10/23/2012	10	THE WALT DISNEY CO.	50.98	35 26	509 80	352.61	157.19
04/01/2008	11/09/2012	1	APPLE INC	540.69	146.58	540.69	146.58	394.11
07/02/2008	11/09/2012	2	APPLE INC	540.69	174 71	1,081.37	349.42	731.95

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/08/2010	11/12/2012	14	GILEAD SCIENCES INC	72.49	46.24	1,014.92	647.30	367 62
03/16/2010	11/12/2012	2	GILEAD SCIENCES INC	72 49	47.55	144.99	95.11	49.88
12/07/2010	11/13/2012	15	ORACLE CORP	30.20	29.11	452.93	436.60	16.33
10/04/2010	11/16/2012	10	JOHNSON & JOHNSON	68 82	61.56	688.18	615.56	72 62
03/18/2010	11/20/2012	10	EMC CORP/MASS	24.09	18.72	240.92	187.17	53.75
12/13/2010	12/03/2012	5	JOHNSON & JOHNSON	69.63	61.83	348.15	309 14	39 01
11/06/2007	12/19/2012	10	SCHLUMBERGER LTD	71.14	98.25	711.39	982.54	-271.15
11/06/2007	12/20/2012	2	SCHLUMBERGER LTD	71.05	98.25	142.10	196.51	-54 41
01/02/2008	12/20/2012	8	SCHLUMBERGER LTD	71.05	101.33	568.40	810.65	-242.25
11/13/2009	12/27/2012	5	FORD MOTOR CO	12.57	8.36	62.85	41.80	21.05
04/20/2010	12/27/2012	45	FORD MOTOR CO	12.57	13.85	565.62	623.36	-57.74
			SUBTOTAL FOR LONG-TERM NON-COVERED			74,624.54	60,202.38	14,422.16
TOTAL***						219,805.53	202,907.93	17,001.65

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L		17,001.65
SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B)	2,684.48	
SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	0.00	
SHORT TERM TOTAL		2,684.48
LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B)	-104 99	
LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	14,422 16	
LONG TERM TOTAL		14,317.17

***The total gain/loss may not always be the difference between total cost and total proceeds due to disallowed losses from wash sales.

Capital-Gains Distributions: If you own shares of the Sanford C. Bernstein Fund, Inc., you may have received an annual capital-gains distribution (different from the capital gains or losses on securities sold, which are listed in this report) Long-term capital-gains distributions are a separate item on the I.R.S. forms, and appear on the Summary-of-Key-Items report.

Zero-Cost Transactions: If you transferred securities to Bernstein for which the purchase price was unavailable, the total capital-gains figure that appears on this report needs to be adjusted. Any such transactions are segregated on the Capital-Gains report, with the cost entered as zero. You will need to update the report data with the correct purchase information

MATZ-WARNER FAMILY FOUNDATION
CONTRIBUTIONS

Recipient	Address	2010	2011	2012
Tidewater Jewish Foundation	5000 Corporate Woods Drive Suite 200 Virginia Beach, VA 23462	$3,000	$3,000	$3,500
United Cerebral Palsy	11350 McCormick Rd #1100 Hunt Valley, MD 21031	$1,000	$1,000	$1,000
Mazon	P. O. Box 894765 Los Angeles, CA 90189-4765	$500	$500	$1,000
ADL	605 Third Avenue New York, NY 10158	$250	$250	$250
ADL - Local	1120 Lincoln Street, #1301 Denver, CO 80203-2104			$180
University of Pennsylvania	3451 Walnut St. Philadelphia, PA 19104	$250	$250	$250
Birthright	P. O. Box 1784 New York, NY 10156	$360	$500	$750
JNF	42 East 69th Street New York, NY 10021	$180	$180	$180
University of North Carolina	P. O. Box 309 Chapell Hill, NC 27514-0309	$250	$250	$250
JDC - Joint Distribution Cmte	P.O. Box 4124 New York, NY 10163	$360	$500	$500
The USO	P. O. Box 96860 Washington, DC 20077-7677	$300	$500	$500
American Red Cross	P. O. Box 4002018 Des Moines, IA 50340-2018	$250	$300	$300
Allied Jewish Foundation	300 South Dahlia, #300 Denver, CO 80246	$11,000	$15,000	$16,000
Miriam Lodge KSB	3415 Woodvalley Drive Baltimore, MD 21208	$500	$250	$500
Planned Parenthood	7155 East 38th Avenue Denver, CO 80207	$150	$250	$250
Camperships for Nebagamon	P. O. Box 331 East Troy, WI 53120	$100	$100	$100
Food Bank of the Rockies	10700 E 45th Ave Denver, CO 80239	$180	$180	$180
The Associated Jewish Foundation	101 West Royal Avenue Baltimore, MD 21201-5708	$1,800	$2,000	$2,500
Levindale	2401 West Belvedere Avenue Baltimore, MD 21215	$500	$500	$500
Beth El	8101 Park Heights Avenue Baltimore, MD 21208	$180	$200	$200

University of Colorado Hospital	Attn: Sarah Kabat P. O. Box 173364 Denver, CO 80217-3364	$250	$750	$750
University of Maryland Medical Center	22 South Green Street Baltimore, MD 21201	$500	$1,000	$1,000
HEA	3600 South Ivanhoe Street, Denver, CO 80237		$500	$500
The Leonard &Frona Friedman Memorial Sc	8101 Park Heights Avenue Baltimore, MD 21208			$100
GBMC-Greater Baltimore Medical Center	6701 N. Charles St. Towson, MD 21204		$750	$750
Beanstalk				$200
Live Well Colorado				$1,000
Telluride Adaptive Sports Program				$250
Mercy Medical Center				$500
TOTALS		**$22,040**	**$29,640**	**$33,940**