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
THE BILLI MARCUS FOUNDATION, INC.

A Employer identification number
58-2396542

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1266 W PACES FERRY RD | 615

B Telephone number
404-240-7700

City or town, state, and ZIP code
ATLANTA, GA 30327

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)* ▶$ 9,519,930.

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))

			(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				
	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	209,741.	209,609.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,281,636.			
	b	Gross sales price for all assets on line 6a 6,704,423.				
	7	Capital gain net income (from Part IV, line 2)		3,281,636.		
	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	3,136.	<7,327.>	0.	STATEMENT 2
	12	**Total.** Add lines 1 through 11	3,494,513.	3,483,918.	0.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees etc	0.	0.	0.	0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees STMT	32,425.	32,425.	0.	0.
	17	Interest				
	18	Taxes STMT 4	48,808.	0.	0.	0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				168.
	23	Other expenses STMT 5	2,248.	0.	0.	2,248.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	83,481.	32,425.	0.	2,416.
	25	Contributions, gifts, grants paid	387,670.			387,670.
	26	**Total expenses and disbursements.** Add lines 24 and 25	471,151.	32,425.	0.	390,086.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	3,023,362.			
	b	**Net investment income** (if negative, enter -0-)		3,451,493.		
	c	**Adjusted net income** (if negative enter -0-)			0.	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		1.	1.
	2	Savings and temporary cash investments	244,668.	546,382.	546,382.
	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 7	6,696,453.	6,718,717.	6,718,717.
	c	Investments - corporate bonds STMT 8	886,420.	1,838,480.	1,838,480.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	309,967.	416,231.	416,231.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 10)	0.	119.	119.
	16	**Total assets** (to be completed by all filers)	8,137,508.	9,519,930.	9,519,930.
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	8,137,508.	9,519,930.	
	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			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	8,137,508.	9,519,930.	
	31	**Total liabilities and net assets/fund balances**	8,137,508.	9,519,930.	

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	8,137,508.
2	Enter amount from Part I, line 27a	2	3,023,362.
3	Other increases not included in line 2 (itemize) ▶ CHANGE TO USING SFAS 117	3	846.
4	Add lines 1, 2, and 3	4	11,161,716.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	1,641,786.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,519,930.

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	UBS FINANCIAL SERVICES		VARIOUS	VARIOUS
b	PASS-THRU FROM K-1 INVESTMENTS		VARIOUS	VARIOUS
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	6,704,423.		3,420,874.	3,283,549.
b			1,913.	<1,913.>
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				3,283,549.
b				<1,913.>
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 3,281,636.

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			
2010			
2009			
2008			
2007			

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

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 ▶ ☐ and enter 1% of Part I, line 27b			1	69,030.
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	69,030.
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	69,030.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	39,308.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	34,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	73,308.
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	4,278.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		4,278. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? 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) ▶ GA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ FREDERICK S. SLAGLE Telephone no ▶404-240-7700

Located at ▶1266 W PACES FERRY RD 615, ATLANTA, GA ZIP+4 ▶30327

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

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

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

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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

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

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

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

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

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

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

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

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

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BILLI MARCUS 1266 W PACES FERRY RD # 615 ATLANTA, GA 30327	CHAIRPERSON 1.00	0.	0.	0.
FREDERICK S SLAGLE 1266 W PACES FERRY RD # 615 ATLANTA, GA 30327	SECRETARY/TREASURER 1.00	0.	0.	0.
CAROLYN PALLER 1266 W PACES FERRY RD # 615 ATLANTA, GA 30327	DIRECTOR 1.00	0.	0.	0.
JASON SMITH 1266 W PACES FERRY RD # 615 ATLANTA, GA 30327	DIRECTOR 1.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
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	919,195.
b	Average of monthly cash balances		1b	8,093,406.
c	Fair market value of all other assets		1c	0.
d	**Total** (add lines 1a, b, and c)		1d	9,012,601.
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	9,012,601.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	135,189.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	8,877,412.
6	***Minimum investment return.*** Enter 5% of line 5		6	443,871.

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	443,871.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 69,030.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	69,030.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	374,841.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	374,841.
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	374,841.

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	390,086.
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	390,086.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	390,086.

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				374,841.
2 Undistributed income, if any as of the end of 2012				
a Enter amount for 2011 only			378,057.	
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: ▶ $ 390,086.				
a Applied to 2011, but not more than line 2a			378,057.	
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				12,029.
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				362,812.
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				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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*				
GRANTS PAID (SEE 990-PF STATEMENT 12)	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECEIPIENT ORGANIZATION	387,670.
Total			▶ **3a**	387,670.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	209,741.	
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	523000	<252.>	14	3,388.	
8 Gain or (loss) from sales of assets other than inventory			18	3,281,636.	
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)		<252.>		3,494,765.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 3,494,513.

(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

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

Signature of officer or trustee — Date: 11/9/13 — Title: CFO

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GREGORY W. HAYES		11-9-13		P00054246

Firm's name ▶ MOORE STEPHENS TILLER LLC — Firm's EIN ▶ 58-0673524

Firm's address ▶ 1960 SATELLITE BOULEVARD, STE 3600
DULUTH, GA 30097 — Phone no. 770-995-8800

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PASS-THRU FROM K-1 INVESTMENTS	3,294.	0.	3,294.
UBS FINANCIAL SERVICES	206,447.	0.	206,447.
TOTAL TO FM 990-PF, PART I, LN 4	209,741.	0.	209,741.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
UBS FINANCIAL SERVICES	11,847.	1,132.	0.
PASS-THRU FROM K-1 INVESTMENTS	<8,459.>	<8,459.>	0.
PASS-THRU UBTI FROM K-1 INVESTMENTS	<252.>	0.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	3,136.	<7,327.>	0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	32,425.	32,425.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	32,425.	32,425.	0.	0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	48,808.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	48,808.	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROGRAM EXPENSES	2,248.	0.	0.	2,248.
TO FORM 990-PF, PG 1, LN 23	2,248.	0.	0.	2,248.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
UNREALIZED DEPRECIATION OF INVESTMENT PORTFOLIO	1,641,786.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,641,786.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	6,718,717.	6,718,717.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,718,717.	6,718,717.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,838,480.	1,838,480.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,838,480.	1,838,480.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS	FMV	416,231.	416,231.
TOTAL TO FORM 990-PF, PART II, LINE 13		416,231.	416,231.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT RECEIVABLE	0.	119.	119.
TO FORM 990-PF, PART II, LINE 15	0.	119.	119.

The Billi Marcus Foundation Inc
990PF Attachment
For the Year Ended 12/31/2012
EIN# 58-2396542

990-PF STATEMENT 11

Name of Charitable Organization	Type	Date	Num	Address	Status of Recipient	Purpose of Grant	Amount
ALS Association	Check	11/19/2012	814	1275 K Street NW Suite 1050 Washington DC 20005	Public Charity	General Operations	300.00
American Institute For Cancer Research	Check	11/08/2012	749	1759 R Street, NW Washington, DC 20009	Public Charity	General Operations	300.00
American Institute For Cancer Research	Check	12/24/2012	844	1759 R Street NW Washington, DC 20009	Public Charity	General Operations	500.00
American Cancer Society	Check	11/19/2012	815	Florida Division 3709 West Jetton Avenue Tampa FL 33629	Public Charity	General Operations	300.00
American Israel Cultural Foundation	Check	06/21/2012	783	1140 Broadway Room 304 New York NY 10001-7861	Public Charity	General Operations	5,000.00
American Jewish Committee - AJFF	Check	10/10/2012	731	Six Piedmont Center, Ste 510 Atlanta, GA 30305-7020	Public Charity	General Operations	5,000.00
American Kidney Foundation	Check	09/25/2012	809	11921 Rockville Pike, Ste 300 Rockville, MD 20852	Public Charity	General Operations	200.00
American Lung Assoc of Georgia	Check	12/18/2012	841	2452 Spring Rd, SE Smyrna GA 30080	Public Charity	General Operations	410.00
American Red Cross	Check	07/01/2012	789	1955 Monroe Drive, NE Atlanta, GA 30324	Public Charity	General Operations	300.00
Arthritis Foundation	Check	05/01/2012	772	PO Box 96280 Washington, DC 20077-7491	Public Charity	General Operations	300.00
ASPCA	Check	09/25/2012	807	424 E 92nd St New York, NY 10128-6804	Public Charity	General Operations	100.00
Atlanta Community Food Bank	Check	10/23/2012	739	732 Joseph E Lowery Blvd, NW Atlanta, GA 30318	Public Charity	General Operations	300.00
Atlanta Group Home	Check	12/22/2012	843	3095 Margaret Mitchell Dr NW Atlanta, GA 30327	Public Charity	General Operations	1,000.00
Atlanta Mission	Check	08/15/2012	802	P O Box 1807 Atlanta, GA 30318	Public Charity	General Operations	300.00
Auditory Verbal Center	Check	10/10/2012	734	1901 Century Blvd Ste 20 Atlanta, GA 30345	Public Charity	General Operations	1,000.00
BlazeSports America	Check	08/12/2012	799	535 N McDonough St Decatur GA 30030	Public Charity	General Operations	1,000.00
Blueridge Free Dental, The	Check	11/29/2012	819	130 Highway 64 East PO Box 451 Cashiers, NC 28717	Public Charity	General Operations	300.00
Boca Raton Community Hospital	Check	09/25/2012	721	745 Medows Road Boca Raton FL 33486	Public Charity	General Operations	5,000.00
Boys & Girls Club Of Transylvania County	Check	08/01/2012	796	PO Box 1360 Brevard NC 28712	Public Charity	General Operations	500.00
BOYS TOWN	Check	12/29/2012	850	14100 Crawford Street Boys Town, NE 68010	Public Charity	General Operations	1,000.00
Breast Cancer Society of America	Check	03/04/2012	717	6859 E Renbrandt Avenue Mesa, AZ 85212	Public Charity	General Operations	100.00
Broward County Outreach Center	Check	09/25/2012	806	PO Box 220490 Hollywood FL 33496-1419	Public Charity	General Operations	100.00
Camp Billi Marcus (MJCC)	Check	07/31/2012	793	5342 Tilly Mill Road Dunwoody, GA 30338	Public Charity	General Operations	25,000.00
Camp Kudzu	Check	10/08/2012	729	5885 Glenridge Dr, Ste 160 Atlanta GA 30328	Public Charity	General Operations	300.00
Camp Sunshine	Check	12/12/2012	825	35 Acadia Road Casco ME 04015	Public Charity	General Operations	300.00
Camp Twin Lakes	Check	09/11/2012	805	600 Meens Street, Suite 110 Atlanta, GA 30318	Public Charity	General Operations	6,000.00
Canine Assistants	Check	02/17/2012	707	3160 Francis Rd Alpharetta, GA 30004	Public Charity	General Operations	25,000.00
CARE	Check	07/01/2012	788	151 Ellis Street NE Atlanta, GA 30303-2440	Public Charity	General Operations	100.00
Cashiers-Highlands Humane Society	Check	06/06/2012	780	PO Box 638 Cashiers, NC 28717	Public Charity	General Operations	100.00
Cashiers-Highlands Humane Society	Check	09/25/2012	808	PO Box 638 Cashiers NC 28717	Public Charity	General Operations	100.00
Chai Life Line	Check	01/18/2012	699	151 W 30th St New York NY 10001	Public Charity	General Operations	100.00
Chai Life Line	Check	02/01/2012	706	151 W 30th St New York NY 10001	Public Charity	General Operations	100.00
Cheetah Conservation Fund	Check	12/30/2012	852	PO Box 2496 Alexandria VA 22301	Public Charity	General Operations	4,000.00
Chemoflage Inc	Check	03/01/2012	713	5602 Brooke Ridge Dr Dunwoody, GA 30338	Public Charity	General Operations	1,000.00
Classical South Florida	Check	11/09/2012	812	330 SW Second St Ste 207 Fort Lauderdale, FL 33312	Public Charity	General Operations	100.00
Coalition to Salute Am Heroes	Check	06/28/2012	785	12 Godfrey Place Wilton CT 06897	Public Charity	General Operations	200.00
Cops for Kids	Check	01/11/2012	697	PO Box 2001 333 Limited Street Lake Elsinore CA 92530	Public Charity	General Operations	100.00
Covenant House Florida	Check	12/12/2012	824	733 Breakers Ave Ft Lauderdale Fl 33304-4100	Public Charity	General Operations	400.00
Crohn's & Colitis Foundation	Check	03/04/2012	751	2250 N Druid Hills Road Suite 250 Atlanta, GA 30329-3118	Public Charity	General Operations	600.00
Crohn's & Colitis Foundation	Check	03/08/2012	753	2250 N Druid Hills Road Suite 250 Atlanta GA 30329-3118	Public Charity	General Operations	350.00
Cystic Fibrosis Foundation	Check	03/18/2012	757	6931 Arlington Rd, Ste 200 Bethesda MD 20814-5269	Public Charity	General Operations	100.00
Davis Academy, The A & A	Check	04/23/2012	766	8105 Roberts Drive Atlanta GA 30350	Public Charity	General Operations	10,000.00

The Billi Marcus Foundation Inc.
990PF Attachment
For the Year Ended 12/31/2012
EIN# 58-2396542
990-PF STATEMENT 11

Name of Charitable Organization	Type	Date	Num	Address	Status of Recipient	Purpose of Grant	Amount
Diabetes Research Foundation	Check	12/24/2012	848	200 S Park Rd Ste 100 Hollywood FL 33021	Public Charity	General Operations	200 00
Doctors Without Borders	Check	05/01/2012	771	333 Seventh Avenue 2nd Floor New York NY 10001	Public Charity	General Operations	300 00
EASE	Check	11/08/2012	811	PO Box 377 Cashmere WA 98815	Public Charity	General Operations	1 000 00
East Lake Foundation	Check	05/01/2012	769	2606 Alston Drive Atlanta, GA 30317	Public Charity	General Operations	1 000 00
Easter Seals	Check	03/01/2012	714	5171 Glenwood Ave Raleigh, NC 27612	Public Charity	General Operations	100 00
ELS for Autism	Check	05/01/2012	775	3900 Military Trail Ste 200 Jupiter FL 33458	Public Charity	General Operations	5 000 00
Empty Stocking Fund	Check	11/16/2012	750	1975 Century Blvd Atlanta, GA 30345	Public Charity	General Operations	220 00
Empty Stocking Fund	Check	11/19/2012	816	1975 Century Blvd Atlanta, GA 30345	Public Charity	General Operations	300 00
ENABLE	Check	11/09/2012	813	1200 Old Ellis Road Roswell, GA 30076	Public Charity	General Operations	300 00
ENABLE	Check	11/16/2012	748	1200 Old Ellis Road Roswell GA 30076	Public Charity	General Operations	300 00
Fire Fighters Charitable Foundation	Check	11/01/2012	746	1 West Street Farmingdale, NY 11735	Public Charity	General Operations	100 00
Florida Assn of State Troopers	Check	10/25/2012	740	2061-1 Delta Way Tallahassee FL 32303	Public Charity	General Operations	100 00
Florida Sheriffs Youth Ranches	Check	04/11/2012	760	P O Box 2000 Boys Ranch, FL 32064	Public Charity	General Operations	200 00
Florida Sherriffs Association	Check	04/23/2012	765	2617 Mahan Dr Tallahassee, FL 32308	Public Charity	General Operations	100 00
FLorida State Firefighters Association	Check	02/01/2012	702	2450 US 27 South Avon Park FL 33825	Public Charity	General Operations	100 00
Florida State Fraternal Order Of Police	Check	03/01/2012	711	242 Office Plaza Tallahassee, FL 32301	Public Charity	General Operations	100 00
FOCUS	Check	12/12/2012	828	3050 Presidential Pkwy, Ste 103 Atlanta GA 30340	Public Charity	General Operations	200 00
Folds of Honor Foundation	Check	03/02/2012	716	5800 North Patriot Dr Owasso, OK 74055	Public Charity	General Operations	5,000 00
Folds of Honor Foundation	Check	08/20/2012	800	5800 North Patriot Dr Owasso OK 74055	Public Charity	General Operations	1,000 00
Folds of Honor Foundation	Check	12/18/2012	840	5800 North Patriot Dr Owasso OK 74055	Public Charity	General Operations	5,000 00
Free Clinic of Transylvania County	Check	06/06/2012	779	89C Hospital Drive Brevard NC 28712	Public Charity	General Operations	200 00
Friends for Life	Check	05/01/2012	773	PO Box 340 Sapphire NC 28774	Public Charity	General Operations	200 00
Friends of the Children of Haiti	Check	12/14/2012	833	PO Box 769 Peoria, IL 61652	Public Charity	General Operations	300,00
Friends of the Israel Defense Force	Check	06/29/2012	786	PO Box 60126 Atlanta GA 30366	Public Charity	General Operations	5,000 00
GA Warrior Alliance	Check	10/26/2012	742	HINRI Labs 641 Londans Dr NE Atlanta, GA 30342	Public Charity	General Operations	5 000 00
GA Warrior Alliance	Check	12/14/2012	839	HINRI Labs 641 Londans Dr NE Atlanta, GA 30342	Public Charity	General Operations	1,000 00
Genesis Shelter	Check	05/01/2012	770	173 Boulevard NE Atlanta, GA 30312	Public Charity	General Operations	300 00
Georgia Sheriffs Association	Check	02/25/2012	710	PO Box 1000 Stockbridge, GA 30281	Public Charity	General Operations	100 00
Georgia State Golf Foundation	Check	06/09/2012	781	121 Village Pkwy, Bldg 3 Marietta, GA 30067	Public Charity	General Operations	20 000 00
Golf Fore Africa	Check	12/12/2012	831	Box 101 Scottsdale, AZ 85266-1519	Public Charity	General Operations	1 000 00
Habitat for Humanity	Check	10/10/2012	733	121 Habitat St Americus GA 31709-3498	Public Charity	General Operations	300 00
Hadassah Keeper of the Gate	Check	11/29/2012	818	50 West 58 Street New York, NY 10019	Public Charity	General Operations	1 000 00
Hands on Tzedakah	Check	10/23/2012	736	2901 Clint Moore Road #318 Boca Raton FL 33496	Public Charity	General Operations	12 000 00
Haven, The	Check	04/11/2012	761	21441 Boca Rio Road Boca Raton FL 33433	Public Charity	General Operations	200 00
Hospice by the Sea	Check	12/31/2012	855	1531 W Palmetto Park Road Boca Raton, FL 33486	Public Charity	General Operations	5 000 00
Hospice Foundation of Palm Beach County	Check	12/12/2012	827	5300 East Ave, West Palm Beach, FL 33407	Public Charity	General Operations	1,000 00
Ian's Friends Foundation	Check	12/14/2012	836	855 Marseilles Drive Atlanta, GA 30327	Public Charity	General Operations	20,000 00
Israel Guide Dog Center	Check	05/01/2012	774	968 Easton Rd, Ste H Warrington PA 18976	Public Charity	General Operations	6 000 00
Israel Sport Center for the Disabled	Check	09/30/2012	725	PO Box 667 Deerfield IL 60015	Public Charity	General Operations	1,000 00
Jack & Jill Late Stage Cancer Foundation	Check	10/26/2012	745	3282 Northside Parkway, Ste 100 Atlanta GA 30327	Public Charity	General Operations	5 000 00
Jewish Adoption & Foster Care Options	Check	10/26/2012	744	4200 North University Drive, Sunrise, FL 33351	Public Charity	General Operations	360 00
Jewish Adoption & Foster Care Options	Check	12/24/2012	845	4200 North University Drive Sunrise, FL 33351	Public Charity	General Operations	1 000 00
Jewish Association For Residential Care	Check	12/24/2012	847	21160 95th Avenue South Boca Raton FL 33428	Public Charity	General Operations	5,000 00

The Billi Marcus Foundation Inc.

990PF Attachment

For the Year Ended 12/31/2012

EIN# 58-2396542

990-PF STATEMENT 11

Name of Charitable Organization	Type	Date	Num	Address	Status of Recipient	Purpose of Grant	Amount
Jewish Family & Career Services	Check	03/04/2012	718	4549 Chamblee Dunwoody Road Atlanta GA 30338	Public Charity	General Operations	15,000 00
Jewish Federation Of Greater Atlanta	Check	12/14/2012	834	1440 Spring St, NW Atlanta GA 30309	Public Charity	General Operations	30 000 00
Jewish Federation of S Palm Beach	Check	10/26/2012	743	9901 Donna Klein Blvd Boca Raton FL 33428	Public Charity	General Operations	11 000 00
Lake Toxaway Charities	Check	06/14/2012	782	P O Box 163 Lake Toxaway NC 28747	Public Charity	General Operations	5 000 00
Lekotek of Georgia	Check	10/10/2012	732	1955 Cliff Valley Way Suite 102 Atlanta GA 30329	Public Charity	General Operations	5 000 00
Link Counseling Center, The	Check	12/14/2012	837	1820 The Exchange SE Ste 650 Atlanta, GA 30339	Public Charity	General Operations	7 000 00
Lupus Foundation of America	Check	04/11/2012	763	1850 Lake Park Dr, Ste 101 Smyrna GA 30080	Public Charity	General Operations	5,000 00
Lymphoma Research Foundation	Check	11/29/2012	820	115 Broadway New York, NY 10006	Public Charity	General Operations	5 000 00
Macular Degeneration Research	Check	04/13/2012	764	1424 K Street, NW, 2nd Floor Washington, DC 20005	Public Charity	General Operations	100 00
Make a Wish Foundation	Check	10/08/2012	727	4491 S State Road 7 Ft Lauderdale, FL 33314	Public Charity	General Operations	200 00
March of Dimes	Check	10/03/2012	726	1649 Forum Place W Palm Beach, FL 33401	Public Charity	General Operations	100 00
Marcus Autism Center	Check	04/23/2012	767	1687 Tullie Circle NE Atlanta, GA 30329	Public Charity	General Operations	3 000 00
Meals On Wheels Of Brevard	Check	03/15/2012	754	PO Box 485 Brevard, NC 28712	Public Charity	General Operations	400 00
Memorial Sloan-Kettering Cancer Center	Check	07/31/2012	794	1275 York Avenue New York, NY 10065	Public Charity	General Operations	2 500 00
Morgan Pressel Foundation	Check	01/13/2012	700	PO Box 480157 Delray Beach, FL 33448	Public Charity	General Operations	25 000 00
Morgan Pressel Foundation	Check	12/24/2012	849	PO Box 480157 Delray Beach, FL 33448	Public Charity	General Operations	10 000 00
My House	Check	08/22/2012	801	P O Box 55127 Atlanta, GA 30308	Public Charity	General Operations	1 000 00
National Federation of the Blind	Check	07/01/2012	791	200 East Wells Street Baltimore, MD 21230	Public Charity	General Operations	200 00
National Foundation for Cancer Research	Check	03/04/2012	719	4600 East West Hwy Ste 525 Bethesda, MD 20814	Public Charity	General Operations	100 00
National Glaucoma Research	Check	03/18/2012	756	22512 Gateway Center Dr Clarksburg MD 20871	Public Charity	General Operations	200 00
National Jewish Health	Check	12/24/2012	846	1400 Jackson St Denver, CO 80206	Public Charity	General Operations	300 00
National Law Enforcement Officer Memorial	Check	02/01/2012	703	Fund 901 E Street NW Ste 100 Washington DC 20004-2025	Public Charity	General Operations	100.00
National MS Society	Check	09/25/2012	810	PO Box 4527 New York, NY 10163	Public Charity	General Operations	300 00
Neo Networks	Check	02/13/2012	704	4284 Memorial Dr, Ste B Decatur, GA 30032	Public Charity	General Operations	10 000 00
Odessey Family Counseling Center	Check	12/14/2012	835	1919 John Wesley Ave College Park, GA 30337	Public Charity	General Operations	1 000 00
Ovarian Cancer Institute	Check	01/18/2012	701	960 Johnson Ferry Rd Ste 130 Atlanta Ga 30342	Public Charity	General Operations	500 00
Ovarian Cancer Institute	Check	12/30/2012	851	960 Johnson Ferry Rd Ste 130 Atlanta Ga 30342	Public Charity	General Operations	1,000 00
P'Eylim Lev L'Achim	Check	01/13/2012	698	1034 East Twelfth St Brooklyn NY 11230	Public Charity	General Operations	100 00
Palm Beach County PBA	Check	02/25/2012	709	2100 N Florida Mango Rd West Palm Beach, FL 33409	Public Charity	General Operations	100 00
Palm Beach Pops	Check	10/23/2012	735	500 S Australian Ave Ste 100 West Palm Beach, FL 33401	Public Charity	General Operations	1,000 00
PAP Corps St Andrews Chapter	Check	11/28/2012	817	3848 FAU Blvd Boca Raton, FL 33431	Public Charity	General Operations	1,000 00
Paralyzed Veterans of America	Check	10/26/2012	741	801 Eighteenth St, NW Washington, DC 20006-3517	Public Charity	General Operations	200 00
Parkinson Research Foundation	Check	12/12/2012	823	P O Box 20256 Sarasota, FL 34276	Public Charity	General Operations	200 00
Peggy Adams Animal Rescue League	Check	02/18/2012	708	3100/3200 N Military Trail West Palm Beach, FL 33409	Public Charity	General Operations	200 00
Peggy Crosby Center	Check	11/08/2012	747	348 South Fifth Street Highlands NC 28741	Public Charity	General Operations	300 00
Police Family Survivor Fund (FL)	Check	07/01/2012	790	6350 Horizon Drive Titusville, FL 32780-8002	Public Charity	General Operations	100 00
Rainbow Village Inc	Check	12/14/2012	838	3160 Main Street, Suite 100 Duluth, GA 30096	Public Charity	General Operations	1,000 00
Ruth Rales Jewish Family Services	Check	03/01/2012	715	21300 Ruth & Baron Coleman Blvd Boca Raton FL 33428-1757	Public Charity	General Operations	500 00
Senior Citizen Services (Meals On Wheels)	Check	03/19/2012	758	1705 Commerce Drive NW Atlanta GA 30318	Public Charity	General Operations	600 00
Shepherd Center Auxilary	Check	03/06/2012	752	2020 Peachtree Rd, NW Atlanta GA 30309-1465	Public Charity	General Operations	300 00
Shepherd Center Foundation	Check	08/28/2012	803	2020 Peachtree Road, NW Atlanta, GA 30309-1465	Public Charity	General Operations	300 00
Shepherd Center Foundation	Check	06/23/2012	784	2020 Peachtree Rd NW Atlanta, GA 30309-1465	Public Charity	General Operations	1,000 00
Smile Train, The	Check	09/25/2012	722	41 Madison Avenue, 28th Floor New York, NY 10010	Public Charity	General Operations	100 00

The Billi Marcus Foundation Inc
990PF Attachment
For the Year Ended 12/31/2012
EIN# 58-2396542
990-PF STATEMENT 11

Name of Charitable Organization	Type	Date	Num	Address	Status of Recipient	Purpose of Grant	Amount
SOS Children's Villages	Check	03/01/2012	712	3681 NW 59 Place Coconut Creek, FL 33073	Public Charity	General Operations	3,000 00
Special Olympics Georgia	Check	04/11/2012	762	4000 DeKalb Technology Parkway Suite 400 Bldg 400 Atlanta GA 30340	Public Charity	General Operations	3 000 00
St Andrews Breast Cancer	Check	02/14/2012	705	Boca Raton FL	Public Charity	General Operations	200 00
St Jude Children's Research Hospital	Check	03/04/2012	720	P O Box 50 Memphis TN 38101	Public Charity	General Operations	1,000 00
Tee it up for Kids Foundation, Inc	Check	08/07/2012	797	5665 Atlanta Hwy, Ste 103 Alpharetta, GA 30004	Public Charity	General Operations	1 000 00
The Lionheart School	Check	10/08/2012	728	225 Roswell St Alpharetta, GA 30009	Public Charity	General Operations	250 00
The Schenck School	Check	05/25/2012	777	282 Mt Paran Rd NW Atlanta GA 30327	Public Charity	General Operations	1 000 00
The Temple	Check	10/23/2012	738	1589 Peachtree St, NE Atlanta, GA 30309	Public Charity	General Operations	100 00
The Temple	Check	12/14/2012	832	1589 Peachtree St, NE Atlanta, GA 30309	Public Charity	General Operations	100 00
The Village Conservancy	Check	07/27/2012	792	PO Box 523 Cashiers NC 28717	Public Charity	General Operations	1 000 00
Tomorrow's Smiles	Check	12/12/2012	826	4108 Park Road, Suite 408 Charlotte, NC 28209	Public Charity	General Operations	1 000 00
Toys for Tots Foundation	Check	09/25/2012	723	Marine Corps Base P O Box 227 Quantico, VA 22134 0227	Public Charity	General Operations	200 00
UNICEF	Check	09/25/2012	724	125 Maiden Lane New York NY 10038	Public Charity	General Operations	1 000 00
United Cerebral Palsy of Palm Beach	Check	05/22/2012	776	2700 W 81st St Hialeah, FL 33016-2732	Public Charity	General Operations	100 00
US Olympic Committee	Check	05/26/2012	778	1 Olympic Plaza Colorado Springs, CO 80909	Public Charity	General Operations	500 00
USO	Check	10/08/2012	730	PO Box 96322 Washington, DC 20090-6322	Public Charity	General Operations	300 00
Visiting Nurse Hospice	Check	12/12/2012	830	5775 Glenridge Drive NE, Ste E200 Atlanta, GA 30328	Public Charity	General Operations	5 000 00
Visiting Nurse Hospice	Check	12/31/2012	854	5775 Glenridge Drive NE, Ste E200 Atlanta, GA 30328	Public Charity	General Operations	5,600 00
Weinstein Hospice	Check	12/12/2012	829	3150 Howell Mill Road, NW Atlanta, GA 30327-2108	Public Charity	General Operations	5,000 00
William Breman Heritage Museum	Check	03/15/2012	755	1440 Spring St NW Atlanta, GA 30309	Public Charity	General Operations	180 00
William Breman Jewish Home	Check	06/29/2012	787	3150 Howell Mill Road, NW Atlanta, GA 30327-2199	Public Charity	General Operations	3 000 00
World Wildlife Fund	Check	12/18/2012	842	1250 Twenty-Fourth St NW PO Box 97180 Washington DC 20090-7180	Public Charity	General Operations	100 00
Wounded Warrior Project	Check	12/12/2012	822	4899 Belfort Road Jacksonville, FL 32256	Public Charity	General Operations	200 00
							387,670 00

PART II, LINES 10 & 13: INVESTMENTS DETAIL

Your assets

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected See *Important information about your statement* at the end of this document for more information

Cash

Cash and money balances

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 31 ($)	Price per share on Dec 31 ($)	Average rate	Dividend/Interest period	Days in period
Cash	-100 00	0 00				
RMA MONEY MKT PORTFOLIO	19,330 80	70,272 26	1 00	0 01%	Nov 26 to Dec 23	28
Total	**$19,230.80**	**$70,272.26**				

Cash alternatives

Money market funds

Money market funds are neither insured nor guaranteed by the Federal Deposit Insurance Corporation or any other government agency Although money market funds seek to preserve the value of your investment at $1 00 per share, it is possible to lose money by investing in these funds

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Investment return ($)	Holding period
UBS SELECT TREASURY INSTITUTIONAL FUND									
	1,811,865 520	1 000	1,811,865 52	1,811,865 52	1.000	1,811,865 52			

EAI $181 Current yield 0 01%

PART II, LINES 10 & 13: INVESTMENTS DETAIL

Your assets (continued)

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
HOME DEPOT INC Symbol HD Exchange. NYSE EAI $22,886 Current yield 1 88%		19,729 000	—This information was unavailable—		61 850	1,220,238 65		

Fixed income

Corporate bonds and notes

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values Actual market values may vary and thus gains/losses may not be accurately reflected Cost basis has been adjusted for accreted original issue discount (OID) If you have made a tax election to deduct the premium amortization on taxable debt securities, you may request that UBS adjust cost basis for the bond premium amortization

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
MERRILL LYNCH & CO INC NTS SER MTN RATE 06 150% MATURES 04/25/13 ACCRUED INTEREST $3,382 50 CUSIP 59018YN56 Moody Baa2 S&P A- EAI $9,225 Current yield 6 05%	Apr 11, 12	300,000 000	105 060	315,185 25	101 605	304,815 00	-10,370 25	ST
MORGAN STANLEY NTS B/E RATE 04 750% MATURES 04/01/14 ACCPUED INTEREST $2,196 87 CUSIP 61748AAE6 Moody Baa2 S&P BBB+ EAI $8,788 Current yield 4.59%	Jun 08, 10	185,000 000	101 049	186,945 90	103 548	191,563 80	4,617 90	LT
GOLDMAN SACHS GROUP INC NTS B/E RATE 03 700% MATURES 08/01/15 ACCRUED INTEREST $2,312 50 CUSIP 38141EA74 Moody A3 S&P. A- EAI $5,550 Current yield 3 51%	Jul 16, 12	150,000 000	103 677	155,520 75	105 539	158,308 50	2,787 75	ST

continued next page

PART II, LINES 10 & 13: INVESTMENTS DETAIL

Your assets › **Fixed income** › **Corporate bonds and notes** (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
TRANSOCEAN SEDCO FOREX 0BP INC NTS B/E RATE 04 950% MATURES 11/15/15 ACCRUED INTEREST $948.75 CUSIP 893830AX7 Moody Baa3 S&P BBB- EAI $7,425 Current yield 4 52%	Nov 08, 10	150,000 000	109 702	164,558 25	109 492	164,238 00	-320 25	LT
NOMURA HOLDINGS INC B/E RATE 04.125% MATURES 01/19/16 ACCRUED INTEREST $1,856 25 CUSIP 65535HAC3 Moody Baa3 S&P BBB+ EAI $4,125 Current yield 3 95%	Apr 25, 11	100,000 000	101 443	101,448 25	104 377	104,377 00	2,928 75	LT
CITIGROUP INC NTS RATE 05 500% MATURES 02/15/17 ACCRUED INTEREST $4,155 56 CUSIP 172967DY4 Moody Baa3 S&P BBB+ EAI $11,000 Current yield 4 96%	May 03, 12	200,000 000	106 700	213,405 25	110 853	221,706 00	8,300 75	ST
BANK OF AMER CORP NTS RATE 05 420% MATURES 03/15/17 ACCRUED INTEREST $3,191 78 CUSIP 060505DA9 Moody Baa3 S&P BBB+ EAI $10,840 Current yield 4 95%	May 19, 11	200,000 000	105 728	211,461 25	109.536	219,072.00	7,610 75	LT
J P MORGAN CHASE & CO NTS B/E RATE 07 900% MATURES 04/29/49 ACCRUED INTEREST $1,316 67 CUSIP 46625HHA1 Moody Ba1 S&P BBB EAI. $7,900 Current yield 6 97%	Aug 11, 11	100,000.000	104 960	104,965 25	113 301	113,301 00	8,335 75	LT

continued next page

Your assets › **Fixed income** › Corporate bonds and notes (continued)

PART II, LINES 10 & 13: INVESTMENTS DETAIL

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
GENL ELECT CAP CORP NTS B/E RATE 06 250% MATURES 12/15/49 CALLABLE ACCRUED INTEREST $555 56 CUSIP 369622SP1 Moody' Baa1 S&P. AA- EAI $12,500 Current yield 5 74%	Aug 06, 12	200,000 000	104 625	209,255.25	108 898	217,796 00	8,540 75	ST
Total		**$1,585,000.000**		**$1,662,745.40**		**$1,695,177.30**	**$32,431.90**	

Total accrued interest. $19,916.44

Total estimated annual income: $77,353

Preferred securities

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
BANK OF AMER CORP 8 625% PREFERRED CLBL Symbol. BML PRQ Exchange NYSE EAI $8,624 Current yield 8 44%	Apr 23, 08	4,000 000	25 000	100,000 00	25 560	102,240 00	2,240.00	LT

PART II, LINES 10 & 13: INVESTMENTS DETAIL

Your assets (continued)

Alternative strategies

Private equity funds, Hedge funds, and Other investments are held in your UBS Financial Services Inc (UBS FS) brokerage account The positions reported below reflect the records of the issuers, and UBS FS does not guarantee the accuracy of the information The value shown is not necessarily the value you would receive from the issuer if you sold the assets Funds actively sold by UBS FS are subject to ongoing due diligence, although the level performed may vary A closed fund may be subject to no ongoing diligence A fund that you purchased elsewhere may never have been subject to UBS FS diligence, although UBS FS may receive a fee from the fund s manager, which may constitute a majority of the management/incentive fee Please contact your Financial Advisor with questions "Est value per unit" is an estimate of value supplied by an independent valuation firm and reflects adjustments for factors such as the liquidity of the units Estimates of value supplied by issuers of certain programs (which are generally "net asset value" estimates) are shown as "issuer est value per unit" For Private equity funds, "Est value per unit" is a value updated quarterly, based on the Net Asset Value ("NAV") in the fund as of the date specified, adjusted by adding capital calls and subtracting distributions since the NAV date The NAV is primarily based on estimated portfolio values provided by the underlying fund sponsor. These two values may vary because of differences in the way they were estimated and because the "Third party est value per unit" may have been prepared on the basis of financial information other than year-end Reported estimates may not reflect resale, liquidation or repurchase value, if any, and may not reflect distributions of capital until the next valuation is reported, generally on an annual or semi-annual basis See *Important information about your statement* at the end of this statement

Private equity funds

Holding	Units	Est Value per unit ($)	Est. value total ($)	Issuer est value per unit ($)	Issuer est value total ($)	Distributions to date ($)	Original unit size ($)
UBS WP X ACCESS LLC 9/30 NAV ADJ FOR RECENT CALLS/DISTRIBUTIONS	244,049 000	1 000	244,049 00			N/A	
UBS WP X ACCESS FUND LLC COMMITMENT AMOUNT	250,000 000	——— Not Priced ———		——— Not Priced ———		N/A	
Total			**$244,049.00**				

Hedge funds

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share ($)	Value ($)	Unrealized gain or loss ($)	Holding period
UBP SELECTINVEST ARV PLUS 1 25X LTD SPV AS OF 11/30/2012					1 000	77,884 00		

Your assets *(continued)*

PART II, LINES 10 & 13: INVESTMENTS DETAIL

Broad commodities

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
POWERSHARES DB MULTI SECTOR									
COMMODITY TR DB OIL FUND									
Symbol DBO									
Trade date Apr 11, 12	3,500 000	29 890	104,616.25	104,616 25	25 940	90,790 00	-13,826 25	-13,826 25	ST

Other

Mutual funds

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, *including reinvested dividends* The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
BLACKROCK GLOBAL									
ALLOCATION FUND INC C									
Symbol MCLOX									
Trade date Feb 12, 08	27,731 559	18 030	500,005 25	500,005 25	18.380	509,706 05	9,700 80		LT
Trade date Feb 14, 08	3,316 750	18 091	60,005 25	60,005 25	18 380	60,961 87	956 62		LT
Total reinvested	2,988 942	15 505		46,343 59	18 380	54,936 75	8,593 16		
EAI $3,336 Current yield 0 53%									
Security total	34,037 251	17 814	560,010 50	606,354 09		625,604 67	19,250 58	65,594 17	
IVA WORLDWIDE FUND									

continued next page

PART II, LINES 10 & 13: INVESTMENTS DETAIL

Your assets › Other › Mutual funds (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
CLASS C									
Symbol IVWCX									
Trade date Nov 8, 10	13,714.967	16.770	230,000.00	230,000.00	15.810	216,833.63	-13,166.37		LT
Trade date May 19, 11	14,417.532	17.339	250,000.00	250,000.00	15.810	227,941.18	-22,058.82		LT
Total reinvested	2,647.687	15.396		40,764.68	15.810	41,859.93	1,095.25		
EAI $5,725 Current yield 1.18%									
Security total	30,780.186	16.919	480,000.00	520,764.68		486,634.74	-34,129.94	6,634.74	
Total			**$1,040,010.50**	**$1,127,118.77**		**$1,112,239.41**	**-$14,879.36**	**$72,228.91**	

Total estimated annual income: $9,061

Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	70,272.26	1.09%	70,272.26		
Cash alternatives	**Money market funds**	1,811,865.52	28.11%	1,811,865.52	181.00	
Equities	*** Common stock**	1,220,238.65	18.94%		22,886.00	
Fixed income	Corporate bonds and notes	1,695,177.30		1,662,745.40	77,353.00	32,431.90
	Preferred securities	102,240.00		100,000.00	8,624.00	2,240.00
	Total accrued interest	19,916.44				
	Total fixed income	1,817,333.74	28.20%	1,762,745.40	85,977.00	34,671.90
Alternative strategies	Private equity funds	244,049.00				
	Hedge funds	77,884.00				
	Total alternative strategies	321,933.00	4.99%			
Broad commodities	**Closed end funds & Exchange traded products**	90,790.00	1.41%	104,616.25		-13,826.25
Other	**Mutual funds**	1,112,239.41	17.26%	1,127,118.77	9,061.00	-14,879.36
Total		**$6,444,672.58**	**100.00%**	**$4,876,618.20**	**$118,105.00**	**$5,966.29**

* Missing cost basis information

PART II, LINES 10 & 13: INVESTMENTS DETAIL

Your assets

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected See *Important information about your statement* at the end of this document for more information

Cash

Cash and money balances

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 31 ($)	Price per share on Dec 31 ($)	Average rate	Dividend/Interest period	Days in period
RMA MONEY MKT PORTFOLIO	463,221 74	472,824 52	1 00	0 01%	Nov 26 to Dec 23	28

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
HOME DEPOT INC Symbol HD Exchange NYSE EAI· $38,396 Current yield. 1 88%	Mar 5, 10	1,200 000	31 850	38,220 00	61 850	74,220 00	36,000 00	LT
		31,900 000	—This information was unavailable—		61.850	1,973,015 00		
Security total		33,100 000	31 850	38,220 00		2,047,235 00	36,000.00	

Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	Cash and money balances	472,824.52	18.76%	472,824.52		
Equities	* Common stock	2,047,235.00	81.24%	38,220.00	38,396.00	36,000.00
Total		**$2,520,059.52**	**100.00%**	**$511,044.52**	**$38,396.00**	**$36,000.00**

* Missing cost basis information

PART II, LINES 10 & 13: INVESTMENTS DETAIL

Your assets

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected See *Important information about your statement* at the end of this document for more information

Cash

Cash and money balances

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 31 ($)	Price per share on Dec 31 ($)	Average rate	Dividend/Interest period	Days in period
RMA MONEY MKT PORTFOLIO	28,512 50	40,210 57	1 00	0 01%	Nov 26 to Dec 23	28

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
ACCENTURE PLC IRELAND CL A								
Symbol ACN Exchange NYSE								
EAI $53 Current yield 2 42%	Sep 28, 11	12.000	54 273	651 28	66.500	798 00	146 72	LT
	Dec 28, 11	21 000	52 991	1,112 83	66 500	1,396 50	283 67	LT
Security total		33 000	53.458	1,764 11		2,194 50	430 39	
AMAZON COM INC								
Symbol AMZN Exchange OTC	Jun 21, 12	2 000	222 215	444 43	250 870	501 74	57 31	ST
	Oct 24, 12	3 000	228 506	685 52	250 870	752 61	67.09	ST
	Oct 25, 12	1 000	228 130	228 13	250 870	250 87	22 74	ST
Security total		6 000	226 347	1,358 08		1,505 22	147 14	
AMERICAN INTL GROUP INC COM NEW								
Symbol. AIG Exchange· NYSE	Dec 11, 12	41 000	34 601	1,418 66	35 300	1,447 30	28 64	ST
AMERICAN TOWER CORP REIT								
Symbol AMT Exchange· NYSE								
EAI $71 Current yield 1 24%	Jul 31, 12	20 000	72 074	1,441 49	77.270	1,545.40	103 91	ST
	Aug 3, 12	18 000	73 125	1,316 26	77 270	1,390 86	74 60	ST
	Aug 24, 12	11 000	69 477	764 25	77.270	849 97	85 72	ST
	Oct 5, 12	12 000	72 883	874 60	77.270	927.24	52 64	ST

continued next page

Your assets › Equities › Common stock (continued) PART II, LINES 10 & 13: INVESTMENTS DETAIL

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
	Dec 14, 12	13 000	76 590	995 68	77 270	1,004 51	8 83	ST
Security total		74 000	72 869	5,392.28		5,717 98	325 70	
APPLE INC Symbol AAPL Exchange OTC EAI $148 Current yield 1 99%	Feb 27, 12	5 000	525 790	2,628 95	532.172	2,660.86	31 91	ST
	Apr 19, 12	6 000	599 991	3,599 95	532 172	3,193 03	-406 92	ST
	Jun 21, 12	2 000	583 150	1,166 30	532 172	1,064 34	-101 96	ST
	Jun 22, 12	1 000	577 610	577 61	532 172	532 17	-45 44	ST
Security total		14 000	569 486	7,972 81		7,450 40	-522.41	
AUTOZONE INC Symbol AZO Exchange NYSE	Aug 24, 11	4 000	300 517	1,202 07	354 430	1,417.72	215 65	LT
	May 8, 12	2 000	383 770	767 54	354 430	708 86	-58 68	ST
	May 17, 12	1 000	368 980	368 98	354 430	354 43	-14 55	ST
	Sep 20, 12	3 000	368 936	1,106 81	354 430	1,063 29	-43 52	ST
	Nov 2, 12	3 000	383 580	1,150 74	354 430	1,063 29	-87 45	ST
	Nov 6, 12	2 000	384 865	769 73	354 430	708 86	-60 87	ST
Security total		15 000	357 725	5,365 87		5,316 45	-49 42	
BIOGEN IDEC INC Symbol BIIB Exchange OTC	Jun 23, 11	13 000	100 112	1,301 46	146 370	1,902 81	601.35	LT
	Jun 27, 11	5 000	104 646	523 23	146 370	731 85	208 62	LT
	Jun 28, 11	20.000	106 481	2,129 62	146 370	2,927 40	797 78	LT
	Nov 23, 11	8 000	110 792	886 34	146 370	1,170 96	284 62	LT
	Jul 12, 12	9 000	142 313	1,280 82	146 370	1,317.33	36 51	ST
	Oct 3, 12	5 000	151 412	757 06	146 370	731 85	-25 21	ST
Security total		60 000	114 642	6,878 53		8,782 20	1,903.67	
BRISTOL MYERS SQUIBB CO Symbol BMY Exchange. NYSE EAI $175 Current yield 4 30%	Dec 5, 11	1 000	33 050	33 05	32 590	32 59	-0 46	LT
	Dec 20, 11	28 000	34 933	978 13	32 590	912 52	-65 61	LT
	Dec 27, 11	10 000	35 288	352 88	32 590	325 90	-26 98	LT
	Aug 2, 12	51 000	32 743	1,669 93	32 590	1,662 09	-7 84	ST
	Oct 25, 12	35 000	33 406	1,169 21	32.590	1,140 65	-28.56	ST
Security total		125 000	33 626	4,203 20		4,073 75	-129 45	

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PART II, LINES 10 & 13: INVESTMENTS DETAIL

Your assets › **Equities** › **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
CBS CORP NEW CL B								
Symbol CBS Exchange NYSE								
EAI $103 Current yield 1 26%	Sep 21, 12	39 000	37 981	1,481.26	38 050	1,483 95	2.69	ST
	Sep 26, 12	18 000	35 868	645 64	38 050	684 90	39 26	ST
	Sep 28, 12	24.000	36 190	868.58	38 050	913 20	44 62	ST
	Oct 4, 12	45 000	35 405	1,593 26	38 050	1,712 25	118 99	ST
	Oct 5, 12	37 000	36 378	1,346 00	38 050	1,407 85	61 85	ST
	Oct 9, 12	39 000	34 954	1,363 23	38 050	1,483 95	120 72	ST
	Nov 5, 12	12 000	34 005	408 06	38 050	456 60	48 54	ST
Security total		214 000	36 009	7,706 03		8,142 70	436 67	
CHIPOTLE MEXICAN GRILL INC								
CL A								
Symbol: CMG Exchange NYSE	Jul 20, 12	2 000	311.745	623 49	297.460	594 92	-28 57	ST
	Jul 24, 12	1.000	303.280	303.28	297 460	297 46	-5 82	ST
	Aug 2, 12	2 000	284 165	568.33	297.460	594.92	26 59	ST
	Oct 19, 12	5 000	247 142	1,235.71	297 460	1,487.30	251 59	ST
Security total		10 000	273.081	2,730 81		2,974.60	243 79	
CITIGROUP INC								
Symbol C Exchange. NYSE								
EAI $6 Current yield. 0 09%	Dec 12, 12	38 000	37.602	1,428 89	39 560	1,503 28	74 39	ST
	Dec 17, 12	35 000	38 706	1,354 72	39 560	1,384 60	29 88	ST
	Dec 18, 12	36.000	38 943	1,401.98	39 560	1,424 16	22 18	ST
	Dec 20, 12	36.000	39.921	1,437.17	39 560	1,424 16	-13 01	ST
	Dec 21, 12	16 000	39.230	627 69	39 560	632.96	5.27	ST
Security total		161.000	38 823	6,250 45		6,369 16	118 71	
COMCAST CORP NEW CL A								
Symbol· CMCSA Exchange OTC								
EAI $46 Current yield· 1 76%	Nov 2, 12	19 000	37 691	716 14	37 360	709 84	-6 30	ST
	Nov 2, 12	18 000	37 913	682 45	37 360	672 48	-9 97	ST
	Nov 5, 12	20 000	37.439	748 79	37 360	747.20	-1 59	ST
	Nov 7, 12	13.000	36.459	473 97	37 360	485.68	11.71	ST
Security total		70.000	37 448	2,621.35		2,615.20	-6 15	

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Your assets › **Equities** › **Common stock** (continued) **PART II, LINES 10 & 13: INVESTMENTS DETAIL**

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
CUMMINS INC								
Symbol CMI Exchange NYSE								
EAI. $70 Current yield 1 85%	Nov 2, 12	7 000	100 037	700 26	108 350	758 45	58.19	ST
	Nov 5, 12	7.000	100.804	705 63	108 350	758 45	52 82	ST
	Nov 6, 12	5 000	101 764	508 82	108 350	541 75	32.93	ST
	Nov 7, 12	4 000	98.142	392.57	108 350	433 40	40 83	ST
	Nov 15, 12	6 000	95 003	570 02	108 350	650 10	80 08	ST
	Dec 21, 12	6.000	106 863	641 18	108 350	650 10	8.92	ST
Security total		35 000	100 528	3,518 48		3,792 25	273 77	
DANAHER CORP								
Symbol DHR Exchange NYSE								
EAI· $5 Current yield 0 17%	Sep 25, 12	21 000	54 725	1,149 24	55.900	1,173 90	24 66	ST
	Sep 28, 12	12.000	54 989	659 87	55 900	670 80	10 93	ST
	Oct 1, 12	12 000	57 017	684 21	55 900	670.80	-13 41	ST
	Oct 19, 12	9.000	53 558	496.56[2]	55 900	503 10	6 54	ST
Security total		54 000	55 368	2,989.88		3,018.60	28.72	
DOLLAR GEN CORP NEW								
Symbol DG Exchange NYSE	Jul 19, 12	6.000	53 023	318 14	44 090	264 54	-53.60	ST
	Jul 23, 12	17 000	52 255	888 35	44 090	749 53	-138 82	ST
	Jul 24, 12	10.000	52 615	526 15	44 090	440 90	-85.25	ST
	Jul 25, 12	13.000	51 031	663 41	44 090	573.17	-90.24	ST
	Nov 2, 12	11.000	48 150	568.00[2]	44 090	484 99	-83.01	ST
Security total		57.000	52 001	2,964 05		2,513 13	-450 92	
EBAY INC								
Symbol. EBAY Exchange· OTC	Sep 11, 12	30.000	48 158	1,444 74	50 997	1,529.91	85 17	ST
	Oct 18, 12	17.000	50 280	854 76	50 997	866.95	12 19	ST
	Oct 18, 12	11.000	50 142	551 57	50.997	560 97	9 40	ST
	Nov 2, 12	11.000	49 391	543 31	50 997	560 97	17 66	ST
	Nov 12, 12	6 000	47 225	283 35	50 997	305 98	22.63	ST
	Nov 29, 12	34 000	52.304	1,778 36	50.997	1,733.90	-44 46	ST
Security total		109.000	50 056	5,456 09		5,558 67	102 59	
EQUINIX INC NEW								
Symbol: EQIX Exchange OTC	Aug 20, 12	4.000	191 707	766 83	206 200	824 80	57 97	ST

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PART II, LINES 10 & 13: INVESTMENTS DETAIL

Your assets › **Equities** › **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
	Aug 21, 12	3 000	190 816	572 45	206 200	618 60	46 15	ST
	Aug 28, 12	4 000	197 862	791 45	206.200	824 80	33 35	ST
	Sep 4, 12	3 000	197 970	593 91	206 200	618 60	24 69	ST
	Nov 5, 12	6 000	183 570	1,101.42	206 200	1,237 20	135 78	ST
	Nov 9, 12	2 000	174 990	349 98	206 200	412.40	62 42	ST
Security total		22 000	189 820	4,176 04		4,536 40	360 36	
EXPRESS SCRIPTS HLDG CO Symbol ESRX Exchange OTC	Apr 13, 12	22 000	56 860	1,250 92	54 000	1,188.00	-62 92	ST
	Apr 16, 12	26 000	56.781	1,476 32	54 000	1,404.00	-72.32	ST
	Apr 18, 12	22 000	58 252	1,281 56	54 000	1,188.00	-93 56	ST
	Oct 3, 12	9 000	64 485	580 37	54 000	486 00	-94 37	ST
Security total		79 000	58.091	4,589 17		4,266.00	-323 17	
GILEAD SCIENCES INC Symbol GILD Exchange OTC	Aug 13, 12	12 000	56.455	677.46	73 450	881 40	203 94	ST
	Aug 21, 12	13 000	56 786	738 22	73 450	954 85	216 63	ST
	Sep 14, 12	23 000	61 704	1,419.20	73 450	1,689 35	270 15	ST
	Sep 19, 12	18 000	66 833	1,203 00	73 450	1,322 10	119.10	ST
	Oct 2, 12	19 000	69 368	1,318 01	73 450	1,395 55	77 54	ST
	Nov 9, 12	25 000	65 868	1,646 70	73 450	1,836.25	189 55	ST
	Nov 12, 12	3 000	72 676	218 03	73 450	220 35	2 32	ST
Security total		113 000	63 899	7,220 62		8,299.85	1,079 23	
GNC HOLDINGS INC Symbol GNC Exchange NYSE EAI $27 Current yield. 1 31%	Aug 13, 12	19 000	38.637	734 12	33.280	632 32	-101.80	ST
	Aug 29, 12	19 000	37 900	720 10	33 280	632.32	-87 78	ST
	Sep 12, 12	8 000	40.427	323 42	33 280	266 24	-57 18	ST
	Nov 2, 12	14 000	36 320	508 48	33 280	465 92	-42.56	ST
	Nov 5, 12	2 000	36 030	72 06	33 280	66 56	-5 50	ST
Security total		62 000	38 035	2,358 18		2,063 36	-294 82	
GOOGLE INC CL A Symbol GOOG Exchange: OTC	Oct 19, 12	2 000	694.655	1,389 31	707 380	1,414 76	25 45	ST
	Nov 29, 12	2 000	688 755	1,377 51	707.380	1,414 76	37 25	ST

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Your assets › **Equities** › **Common stock** (continued) **PART II, LINES 10 & 13: INVESTMENTS DETAIL**

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
Security total		4 000	691 705	2,766 82		2,829 52	62 70	
GRAINGER W W INC								
Symbol GWW Exchange NYSE								
EAI $102 Current yield. 1.58%	Apr 24, 12	4 000	202 060	808 24	202 370	809 48	1 24	ST
	Apr 25, 12	3 000	207 960	623.88	202 370	607 11	-16 77	ST
	Apr 27, 12	7 000	212.071	1,484 50	202 370	1,416 59	-67 91	ST
	Jun 6, 12	5 000	182.644	913 22	202 370	1,011 85	98 63	ST
	Jul 11, 12	3 000	179 050	537 15	202 370	607 11	69 96	ST
	Jul 27, 12	6 000	207 700	1,246 20	202 370	1,214.22	-31.98	ST
	Nov 5, 12	4 000	202.182	808 73	202 370	809.48	0.75	ST
Security total		32 000	200 685	6,421 92		6,475.84	53 92	
INTUITIVE SURGICAL INC NEW								
Symbol ISRG Exchange OTC	Aug 10, 12	1 000	494 970	494 97	490 370	490.37	-4 60	ST
	Aug 13, 12	2 000	504 430	1,008.86	490 370	980.74	-28 12	ST
	Oct 3, 12	3 000	504 076	1,512 23	490 370	1,471.11	-41.12	ST
	Dec 20, 12	2 000	506.745	1,013.49	490 370	980.74	-32 75	ST
Security total		8 000	503 694	4,029.55		3,922 96	-106 59	
KINDER MORGAN INC								
Symbol KMI Exchange NYSE								
EAI $121 Current yield 4 08%	Mar 21, 12	56 000	37 156	2,080.75	35 330	1,978.48	-102.27	ST
	Mar 22, 12	28 000	37 201	1,041 63	35 330	989 24	-52 39	ST
Security total		84 000	37 171	3,122.38		2,967.72	-154 66	
LAUDER ESTEE COS CL A								
Symbol EL Exchange NYSE								
EAI $26 Current yield 1 21%	Aug 24, 11	15 000	46 177	692 66	59 860	897.90	205 24	LT
	Oct 7, 11	6 000	46 646	279 88	59 860	359.16	79 28	LT
	Jul 12, 12	9 000	50 241	452 17	59 860	538 74	86 57	ST
	Jul 18, 12	6 000	52 893	317 36	59 860	359 16	41 80	ST
Security total		36 000	48 391	1,742 07		2,154 96	412 89	
LIBERTY GLOBAL INC CL A								
Symbol LBTYA Exchange OTC	Sep 21, 12	2 000	59.290	118 58	62 960	125 92	7 34	ST
	Sep 26, 12	11 000	59.791	657 71	62 960	692 56	34 85	ST
	Sep 28, 12	12.000	60 451	725 42	62 960	755 52	30 10	ST

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PART II, LINES 10 & 13: INVESTMENTS DETAIL

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
	Oct 3, 12	23 000	61 960	1,425.10	62 960	1,448 08	22 98	ST
	Oct 19, 12	11 000	61 928	682.66[2]	62 960	692 56	9 90	ST
Security total		59 000	61 177	3,609.47		3,714 64	105 17	
LIMITED BRANDS INC CL A								
Symbol LTD Exchange: NYSE								
EAI: $58 Current yield 2 12%	Mar 21, 12	26 000	48 105	1,250.75	47.060	1,223 56	-27 19	ST
	Apr 16, 12	6 000	47.715	286 29	47 060	282 36	-3 93	ST
	Jun 8, 12	7 000	42 284	295.99	47 060	329 42	33 43	ST
	Jun 22, 12	12.000	41 502	498 03	47 060	564 72	66.69	ST
	Jun 25, 12	7 000	41 135	287 95	47.060	329 42	41.47	ST
Security total		58 000	45 155	2,619 01		2,729 48	110 47	
LINKEDIN CORP CL A								
Symbol: LNKD Exchange: NYSE	Mar 14, 12	6 000	91 900	551 40	114 820	688.92	137 52	ST
	May 2, 12	4 000	104 560	418 24	114.820	459 28	41 04	ST
	Jun 8, 12	3 000	94 413	283 24	114 820	344.46	61 22	ST
Security total		13 000	96 375	1,252 88		1,492 66	239 78	
LULULEMON ATHLETICA INC								
Symbol: LULU Exchange OTC	Jun 25, 12	4 000	63 577	254 31	76 230	304 92	50 61	ST
	Jun 26, 12	2 000	63.480	126 96	76 230	152.46	25 50	ST
	Jun 28, 12	4 000	60 960	243 84	76 230	304 92	61 08	ST
	Jul 11, 12	6.000	55 773	424 47[2]	76 230	457 38	32 91	ST
	Sep 27, 12	10 000	74 197	741 97	76 230	762 30	20 33	ST
	Oct 19, 12	23 000	70 164	1,613 78	76 230	1,753 29	139 51	ST
	Nov 12, 12	7 000	68 382	478 68	76 230	533 61	54 93	ST
Security total		56 000	69 357	3,884 01		4,268 88	384 87	
LYONDELLBASELL INDUSTRIES N V								
SHS - A - CL A								
Symbol LYB Exchange NYSE								
EAI $221 Current yield 2 81%	Aug 21, 12	15 000	49 065	735 98	57 090	856 35	120 37	ST
	Aug 28, 12	15 000	47 725	715 88	57 090	856 35	140 47	ST
	Sep 5, 12	16 000	46 881	750 11	57 090	913 44	163 33	ST
	Sep 19, 12	10 000	53 204	532 04	57 090	570.90	38 86	ST

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Your assets › Equities › Common stock (continued) PART II, LINES 10 & 13: INVESTMENTS DETAIL

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
	Oct 1, 12	10.000	52 554	525 54	57 090	570 90	45 36	ST
	Oct 18, 12	18 000	55 217	993 92	57 090	1,027 62	33 70	ST
	Nov 2, 12	40 000	53 389	2,135 58	57 090	2,283 60	148 02	ST
	Nov 2, 12	8.000	53 483	427 87	57 090	456 72	28 85	ST
	Nov 5, 12	1 000	53 120	53 12	57 090	57 09	3 97	ST
	Nov 13, 12	5 000	50 776	253 88	57 090	285 45	31 57	ST
Security total		138 000	51 623	7,123 92		7,878 42	754 50	
MCDONALDS CORP Symbol MCD Exchange NYSE EAI· $99 Current yield 3 51%	Jul 9, 10	4 000	69 145	276 58	88 210	352 84	76 26	LT
	Jun 29, 11	11.000	84 230	926 54	88.210	970.31	43.77	LT
	Sep 27, 11	17 000	90.180	1,533 07	88.210	1,499 57	-33 50	LT
Security total		32 000	85 506	2,736 19		2,822 72	86 53	
MONSANTO CO NEW Symbol MON Exchange NYSE EAI $120 Current yield 1 58%	Jul 1, 10	8 000	45 882	367 06	94 650	757 20	390 14	LT
	Jul 2, 10	11 000	46 469	511 16	94.650	1,041 15	529 99	LT
	Sep 23, 10	18 000	53 841	969 15	94 650	1,703 70	734 55	LT
	Sep 28, 10	13 000	48 150	625 96	94 650	1,230 45	604 49	LT
	Oct 1, 10	13 000	48 101	625 32	94 650	1,230 45	605 13	LT
	Oct 5, 10	15 000	48 782	731 73	94 650	1,419 75	688 02	LT
	Oct 6, 10	2 000	49 275	98 55	94 650	189 30	90 75	LT
Security total		80 000	49 112	3,928 93		7,572 00	3,643 07	
NATL-OILWELLVARCO INC Symbol NOV Exchange NYSE EAI $45 Current yield 0 77%	Mar 20, 12	32 000	81 302	2,601 67	68 350	2,187 20	-414.47	ST
	Jun 7, 12	10 000	68 813	693 71[2]	68 350	683 50	-10 21	
	Aug 7, 12	17 000	77 571	1,318 71	68 350	1,161 95	-156 76	ST
	Oct 19, 12	14 000	80 991	1,133 88	68 350	956 90	-176 98	SI
	Oct 25, 12	13 000	74 846	973 00	68 350	888 55	-84 45	ST
Security total		86 000	78 151	6,720 97		5,878 10	-842 87	

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PART II, LINES 10 & 13: INVESTMENTS DETAIL

Your assets ▸ **Equities** ▸ **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
NIKE INC CL B								
Symbol NKE Exchange NYSE								
EAI. $43 Current yield 0 82%	Dec 8, 08	20.000	28 315	566 30	51 600	1,032 00	465 70	LT
	Dec 9, 08	26 000	26 905	699 54	51 600	1,341 60	642 06	LT
	Feb 3, 10	26 000	31 966	831 14	51 600	1,341 60	510 46	LT
	Feb 4, 10	14 000	31 167	436 34	51 600	722 40	286 06	LT
	Jul 21, 10	16 000	34 940	559.04	51 600	825 60	266 56	LT
Security total		102.000	30 317	3,092 36		5,263 20	2,170 84	
PENTAIR LTD								
Symbol PNR Exchange NYSE								
EAI $83 Current yield 1 80%	Nov 2, 12	16 000	45 928	734 86	49 150	786 40	51 54	ST
	Nov 2, 12	15 000	45 935	689.03	49 150	737 25	48 22	ST
	Nov 7, 12	12 000	45.050	540 61	49 150	589 80	49 19	ST
	Nov 15, 12	13 000	43 623	567.10	49 150	638.95	71 85	ST
	Nov 21, 12	14 000	46 197	646 76	49.150	688 10	41 34	ST
	Nov 26, 12	19 000	47 575	903 94	49.150	933 85	29 91	ST
	Nov 27, 12	5 000	47.648	238 24	49 150	245 75	7 51	ST
Security total		94 000	45 963	4,320.54		4,620 10	299 56	
PERRIGO COMPANY								
Symbol. PRGO Exchange OTC								
EAI $5 Current yield 0 37%	Aug 21, 12	7 000	107 632	753.43	104 030	728.21	-25 22	ST
	Aug 23, 12	6 000	108.196	649 18	104 030	624 18	-25 00	ST
Security total		13 000	107 893	1,402 61		1,352.39	-50 22	
PRECISION CASTPARTS CORP								
Symbol PCP Exchange NYSE								
EAI $5 Current yield 0 07%	Jul 22, 10	6 000	116 170	697 02	189.420	1,136 52	439.50	LT
	Oct 22, 10	8 000	140 131	1,121 05	189 420	1,515 36	394 31	LT
	Nov 12, 10	6 000	133.535	801 21	189.420	1,136 52	335 31	LT
	Jan 7, 11	4 000	142 905	571 62	189 420	757 68	186 06	LT
	Jun 28, 11	6 000	159.556	957 34	189 420	1,136 52	179.18	LT
	Nov 6, 12	5 000	177 964	889 82	189 420	947 10	57 28	ST
	Nov 7, 12	4 000	173 982	695 93	189 420	757 68	61 75	ST

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Your assets › Equities › Common stock (continued) PART II, LINES 10 & 13: INVESTMENTS DETAIL

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
Security total		39 000	147 025	5,733 99		7,387 38	1,653 39	
PRICELINE.COM INC NEW								
Symbol PCLN Exchange OTC	Jun 28, 11	3 000	493 720	1,481.16	620 390	1,861 17	380 01	LT
	Aug 30, 11	1 000	537 030	537 03	620 390	620 39	83 36	LT
	May 1, 12	2 000	754 530	1,509 06	620 390	1,240 78	-268 28	ST
	Aug 20, 12	1 000	584 710	584.71	620 390	620.39	35 68	ST
	Nov 9, 12	2 000	629 275	1,258 55	620 390	1,240.78	-17 77	ST
Security total		9 000	596 723	5,370 51		5,583 51	213 00	
QUALCOMM INC								
Symbol QCOM Exchange OTC								
EAI· $128 Current yield: 1 62%	Nov 4, 11	10 000	56 028	560 28	61 859	618 59	58 31	LT
	Nov 11, 11	33.000	56.815	1,874 92	61 859	2,041 35	166 43	LT
	Nov 22, 11	9.000	54 358	489 23	61 859	556 73	67 50	LT
	Dec 28, 11	9 000	54 611	491 50	61 859	556 73	65 23	LT
	Sep 14, 12	27 000	64.888	1,751 98	61 859	1,670 19	-81.79	ST
	Sep 20, 12	6 000	64 351	386 11	61 859	371 15	-14 96	ST
	Oct 5, 12	20 000	62 907	1,258 14	61 859	1,237 18	-20 96	ST
	Nov 5, 12	14 000	60 377	845.28	61 859	866 03	20 75	ST
Security total		128.000	59 824	7,657 44		7,917 95	260 51	
SCHLUMBERGER LTD NETHERLANDS ANTILLES								
Symbol SLB Exchange NYSE								
EAI $129 Current yield· 1 59%	Nov 7, 12	30 000	69 761	2,092.85	69 298	2,078 94	-13 91	ST
	Nov 9, 12	30 000	68 454	2,053 62	69 298	2,078 94	25 32	ST
	Nov 13, 12	20 000	69 818	1,396.36	69 298	1,385 96	-10 40	ST
	Nov 14, 12	19 000	68 267	1,297 09	69 298	1,316 66	19 57	ST
	Dec 12, 12	18 000	73 006	1,314 11	69 298	1,247 36	-66 75	ST
Security total		117 000	69 693	8,154 03		8,107 86	-46.17	
STARBUCKS CORP								
Symbol· SBUX Exchange OTC								
EAI· $70 Current yield 1.57%	Mar 1, 11	13.000	32 388	421 05	53.630	697 19	276 14	LT
	Mar 4, 11	42 000	33 000	1,386 00	53 630	2,252 46	866 46	LT
	Apr 14, 11	10 000	35 404	354 04	53.630	536 30	182 26	LT

continued next page

PART II, LINES 10 & 13: INVESTMENTS DETAIL

Your assets › **Equities** › **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
	Aug 24, 11	18 000	36 761	661 71	53 630	965 34	303 63	LT
Security total		83 000	34 010	2,822 80		4,451 29	1,628 49	
STARWOOD HOTELS & RESORTS WORLDWIDE INC NEW Symbol HOT Exchange· NYSE EAI $195 Current yield 2 18%	Oct 20, 08	25 000	20 806	520 16	57 360	1,434 00	913 84	LT
	Oct 21, 08	21 000	21 467	450 81	57 360	1,204 56	753.75	LT
	Mar 20, 12	110 000	56 614	6,227 57	57 360	6,309 60	82 03	ST
Security total		156 000	46 144	7,198 54		8,948 16	1,749 62	
TJX COS INC NEW Symbol TJX Exchange NYSE EAI $69 Current yield 1 09%	Dec 2, 10	15 000	22 264	333 96	42 450	636 75	302 79	LT
	Mar 4, 11	40 000	25 242	1,009 70	42 450	1,698 00	688 30	LT
	May 5, 11	24 000	26 762	642 29	42 450	1,018 80	376 51	LT
	Jun 21, 11	44 000	25 450	1,119 81	42 450	1,867 80	747 99	LT
	Jun 28, 11	26 000	25 725	668 86	42 450	1,103 70	434 84	LT
Security total		149 000	25 333	3,774.62		6,325 05	2,550 43	
UNION PACIFIC CORP Symbol UNP Exchange NYSE EAI $77 Current yield 2.19%	Feb 15, 08	12 000	61 745	740 94	125.720	1,508 64	767 70	LT
	Dec 22, 11	12 000	104 330	1,251 97	125.720	1,508 64	256 67	LT
	Dec 23, 11	4 000	105.175	420 70	125 720	502.88	82 18	LT
Security total		28 000	86 200	2,413 61		3,520 16	1,106 55	
UNTD RENTALS INC Symbol URI Exchange. NYSE	Dec 20, 12	9.000	45.114	406 03	45 520	409 68	3 65	ST
	Dec 21, 12	7.000	44 271	309.90	45 520	318 64	8.74	ST
Security total		16 000	44 746	715 93		728 32	12 39	
US BANCORP DEL (NEW) Symbol USB Exchange NYSE EAI· $69 Current yield 2 43%	Dec 10, 10	25 000	26 364	659 10	31 940	798 50	139 40	LT
	Dec 21, 11	24 000	26.665	639 97	31 940	766 56	126 59	LT
	Jan 11, 12	18 000	28 263	508 74	31 940	574 92	66 18	ST

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Your assets › Equities › Common stock (continued) PART II, LINES 10 & 13: INVESTMENTS DETAIL

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
	Jan 13, 12	22 000	28 983	637 64	31 940	702 68	65.04	ST
Security total		89 000	27 477	2,445 45		2,842.66	397 21	
VISA INC CL A								
Symbol V Exchange NYSE								
EAI $78 Current yield 0 87%	Jul 1, 11	40 000	87 135	3,485 42	151 580	6,063.20	2,577.78	LT
	Aug 24, 11	19 000	85 622	1,626 83	151 580	2,880 02	1,253 19	LT
Security total		59 000	86 648	5,112 25		8,943 22	3,830.97	
VMWARE INC CL A								
Symbol VMW Exchange NYSE	Feb 17, 12	3.000	99.763	299 29	94.140	282.42	-16 87	ST
	Mar 14, 12	3.000	104 983	314 95	94 140	282 42	-32.53	ST
	Apr 11, 12	16.000	107 396	1,718 34	94 140	1,506 24	-212 10	ST
	Oct 4, 12	11 000	95 631	1,123.32[2]	94 140	1,035 54	-87 78	ST
	Oct 9, 12	8.000	91 687	733.50	94 140	753 12	19 62	ST
	Oct 25, 12	8 000	84 152	673 72	94 140	753 12	79 90	ST
Security total		49.000	99.237	4,862 62		4,612 86	-249 76	
WELLS FARGO & CO NEW								
Symbol WFC Exchange NYSE								
EAI $260 Current yield 2 58%	Dec 9, 11	47.000	26.945	1,266 43	34.180	1,606 46	340 03	LT
	Dec 21, 11	99 000	26 496	2,623 20	34.180	3,383.82	760 62	LT
	Jan 6, 12	36.000	28 861	1,039 02	34 180	1,230.48	191 46	ST
	Jan 11, 12	20.000	29 607	592 15	34 180	683.60	91 45	ST
	Jan 13, 12	28 000	29 465	825 03	34 180	957.04	132 01	ST
	Mar 15, 12	6 000	33 503	201 02	34 180	205 08	4 06	ST
	Oct 4, 12	12 000	35 510	426 12	34 180	410 16	-15 96	ST
	Oct 12, 12	47.000	34 214	1,608 07	34.180	1,606 46	-1 61	ST
Security total		295 000	29 088	8,581 04		10,083.10	1,502 06	
WYNN RESORTS LTD								
Symbol WYNN Exchange OTC								
EAI· $106 Current yield 1 78%	Jul 14, 10	1 000	82 560	82 56	112 490	112 49	29 93	LT
	Jul 30, 10	6 000	87 116	522 70	112.490	674.94	152 24	LT
	Jan 19, 11	11 000	118 598	1,304 58	112 490	1,237 39	-67 19	LT
	Aug 30, 11	17.000	153 110	2,602 88	112 490	1,912 33	-690 55	LT
	Aug 31, 11	2.000	153 425	306 85	112.490	224 98	-81 87	LT

continued next page

PART II, LINES 10 & 13: INVESTMENTS DETAIL

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
	Oct 3, 11	2 000	113 755	227 51	112.490	224 98	-2 53	LT
	Dec 23, 11	14 000	109 301	1,530.22	112 490	1,574 86	44 64	LT
Security total		53 000	124 100	6,577 30		5,961 97	-615 33	
YUM! BRANDS INC Symbol YUM Exchange NYSE EAI. $51 Current yield. 2 02%	Jun 13, 12	4 000	62 660	250 64	66 400	265 60	14 96	ST
	Jun 20, 12	9 000	66 147	595 33	66.400	597 60	2 27	ST
	Jun 22, 12	12 000	65.975	791 70	66 400	796 80	5.10	ST
	Jul 20, 12	13 000	63 995	831 94	66.400	863.20	31.26	ST
Security total		38 000	64 990	2,469 61		2,523 20	53 59	
Total				**$219,598.06**		**$244,518.00**	**$24,919.95**	

Total estimated annual income: $2,864

² Value has been adjusted to include the amount of the disallowed loss as a result of a Wash Sale transaction

Fixed income

Preferred securities

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
WELLS FARGO & CO NEW 8 000% PREFERRED CLBL Symbol WFC PRJ Exchange NYSE EAI $122 Current yield 6 81%	Dec 30, 08	10 000	21 898	218 98	29.350	293 50	74 52	LT
	Dec 31, 08	9 000	21 948	197 54	29 350	264 15	66 61	LT
	Mar 18, 09	11 000	16 249	178 74	29 350	322 85	144 11	LT
	Aug 28, 09	31 000	24 501	759 54	29 350	909 85	150.31	LT
Security total		61 000		1,354 80		1,790 35	435 55	

Your assets (continued)

PART II, LINES 10 & 13: INVESTMENTS DETAIL

Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	Cash and money balances	40,210.57	14.03%	40,210.57		
Equities	Common stock	244,518.00	85.35%	219,598.06	2,864.00	24,919 95
Fixed income	Preferred securities	1,790.35	0.62%	1,354.80	122.00	435.55
Total		**$286,518.92**	**100.00%**	**$261,163.43**	**$2,986.00**	**$25,355.50**

PART II, LINES 10 & 13: INVESTMENTS DETAIL

Your assets

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected See *Important information about your statement* at the end of this document for more information

Cash

Cash and money balances

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 31 ($)	Price per share on Dec 31 ($)	Average rate	Dividend/Interest period	Days in period
RMA MONEY MKT PORTFOLIO	3,443 07	5,274 20	1 00	0 01%	Nov 26 to Dec 23	28

Equities

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
ISHARES MSCI EAFE INDEX FUND									
Symbol EFA									
Trade date: Sep 14, 10	471 000	54 276	25,564 37	25,564 37	56.860	26,781 06	1,216 69		LT
Trade date Jan 12, 11	5 000	58 876	294 38	294 38	56.860	284 30	-10 08		LT
Trade date Jul 10, 12	7.000	48 977	342 84	342 84	56 860	398 02	55 18		ST
EAI $850 Current yield 3 10%									
Security total	483 000	54 248	26,201 59	26,201 59		27,463 38	1,261 79	1,261 79	
VANGUARD INDEX FUNDS VANGUARD									
VALUE ETF									
Symbol VTV									
Trade date Sep 14, 10	1,001 000	48 755	48,804 46	48,804 46	58 800	58,858 80	10,054 34		LT
Trade date. Jan 12, 11	7 000	54 610	382 27	382 27	58 800	411 60	29 33		LT
Trade date Jul 10, 12	4 000	54 890	219 56	219 56	58 800	235 20	15 64		ST

continued next page

Your assets › Equities › Closed end funds & Exchange traded products (continued)

PART II, LINES 10 & 13: INVESTMENTS DETAIL

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
EAI $1,627 Current yield 2 73%									
Security total	1,012 000	48.820	49,406 29	49,406 29		59,505 60	10,099 31	10,099 31	
VANGUARD INDEX FUNDS VANGUARD									
SMALL CAP GRWTH ETF VIPERS									
Symbol: VBK									
Trade date Oct 6, 11	388 000	69 619	27,012 48	27,012.48	89 030	34,543 64	7,531 16		LT
Trade date Jul 10, 12	7.000	82.904	580 33	580 33	89 030	623 21	42.88		ST
EAI: $362 Current yield. 1 03%									
Security total	395 000	69 855	27,592 81	27,592 81		35,166 85	7,574 04	7,574 04	
VANGUARD INDEX FUNDS VANGUARD									
SMALL CAP VALUE ETF									
Symbol VBR									
Trade date May 4, 12	91 000	67 878	6,176 93	6,176 93	72 650	6,611 15	434 22	434 22	ST
EAI· $171 Current yield. 2 59%									
VANGUARD INDEX FUNDS VANGUARD									
GROWTH ETF									
Symbol VUG									
Trade date Oct 6, 11	619.000	57 549	35,623 21	35,623 21	71 180	44,060 42	8,437 21		LT
Trade date Jul 10, 12	2.000	67 135	134 27	134.27	71 180	142.36	8 09		ST
EAI. $666 Current yield 1 51%									
Security total	621 000	57 580	35,757 48	35,757 48		44,202 78	8,445 30	8,445 30	
VANGUARD MSCI EMERGING MARKETS									
ETF									
Symbol VWO									
Trade date: Sep 14, 10	145 000	44 039	6,385.68	6,385 68	44 530	6,456 85	71.17		LT
Trade date: Jul 10, 12	3 000	39 056	117 17	117 17	44 530	133 59	16 42		ST
Trade date: Dec 7, 12	276 000	43.003	11,868 91	11,868 91	44 530	12,290 28	421.37		ST
EAI $413 Current yield 2 19%									
Security total	424 000	43 330	18,371.76	18,371 76		18,880 72	508 96	508.96	
Total			**$163,506.86**	**$163,506.86**		**$191,830.48**	**$28,323.62**	**$28,323.62**	

Total estimated annual income: $4,089

PART II, LINES 10 & 13: INVESTMENTS DETAIL

Your assets (continued)

Fixed income

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends *The cost basis may need* to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
ISHARES BARCLAYS 7-10 YEAR									
TREAS BOND FD									
Symbol: IEF									
Trade date Nov 4, 10	156 000	99 845	15,575 93	15,575 93	107 490	16,768 44	1,192 51		LT
Trade date May 4, 12	55.000	105 916	5,825 40	5,825 40	107 490	5,911 95	86 55		ST
Trade date Jul 10, 12	4 000	109 027	436 11	436 11	107 490	429 96	-6 15		ST
EAI $414 Current yield 1 79%									
Security total	215 000	101 569	21,837 44	21,837 44		23,110.35	1,272 91	1,272.91	
SPDR BARCLAYS CAPITAL HIGH									
YIELD ETF									
Symbol. JNK									
Trade date Aug 4, 11	388 000	38 880	15,085 60	15,085 60	40 710	15,795 48	709.88		LT
Trade date. Jul 10, 12	9 000	39 380	354 42	354 42	40 710	366 39	11 97		ST
EAI $1,091 Current yield 6 75%									
Security total	397 000	38 892	15,440 02	15,440.02		16,161 87	721 85	721 85	
Total			**$37,277.46**	**$37,277.46**		**$39,272.22**	**$1,994.76**	**$1,994.76**	

Total estimated annual income $1,505

Your assets (continued)

PART II, LINES 10 & 13: INVESTMENTS DETAIL

Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	Cash and money balances	5,274.20	2.23%	5,274 20		
Equities	Closed end funds & Exchange traded products	191,830.48	81.16%	163,506.86	4,089.00	28,323.62
Fixed income	Closed end funds & Exchange traded products	39,272.22	16.61%	37,277.46	1,505.00	1,994.76
Total		**$236,376.90**	**100.00%**	**$206,058.52**	**$5,594.00**	**$30,318.38**

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions THE BILLI MARCUS FOUNDATION, INC.	Employer identification number (EIN) or 58-2396542
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O GREG HAYES, MOORE STEPHENS TILLER - 1960 SATEL	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DULUTH, GA 30097	

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

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

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

- The books are in the care of ▶ FREDERICK S. SLAGLE
1266 W PACES FERRY RD 615 - ATLANTA, GA 30327

Telephone No. ▶ 404-240-7700 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

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

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

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

7 State in detail why you need the extension
THE TAXPAYER IS STILL WAITING FOR INFORMATION THAT IS NECESSARY IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 73,308.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 73,308.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ CPA Date ▶ 8/12/13

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
THE BILLI MARCUS FOUNDATION, INC.

Employer identification number (EIN) or
58-2396542

Number, street, and room or suite no If a P.O. box, see instructions
C/O GREG HAYES, MOORE STEPHENS TILLER - 1960 SATE

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions
DULUTH, GA 30097

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

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ FREDERICK S. SLAGLE
1266 W PACES FERRY RD 615 - ATLANTA, GA 30327
Telephone No. ▶ 404-240-7700 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year 2012 or
▶ ☐ tax year beginning ______, and ending ______.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 73,308.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 39,308.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 34,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

223841
01-21-13