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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation ORPHAN SOCIETY OF LEXINGTON C/O CENTRAL BANK & TRUST CO		A Employer identification number 61-0449629
Number and street (or P.O. box number if mail is not delivered to street address) 300 WEST VINE STREET	Room/suite	B Telephone number 859-253-8106
City or town, state, and ZIP code LEXINGTON, KY 40507		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,737,373. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	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	31,505.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	40.	40.		STATEMENT 1
	4 Dividends and interest from securities	46,371.	46,371.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	213,186.			
	b Gross sales price for all assets on line 6a	3,141,147.			
	7 Capital gain net income (from Part IV, line 2)		213,186.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	291,102.	259,597.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3	4,050.	2,025.	2,025.
	c Other professional fees				
	17 Interest				
	18 Taxes	STMT 4	5.	5.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 5	23,105.	16,687.	6,418.
	24 Total operating and administrative expenses. Add lines 13 through 23		27,160.	18,717.	8,443.
	25 Contributions, gifts, grants paid		57,500.		57,500.
26 Total expenses and disbursements. Add lines 24 and 25		84,660.	18,717.	65,943.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	206,442.				
b Net investment income (if negative, enter -0-)		240,880.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		2,753.	6,533.	6,533.
	2	Savings and temporary cash investments		138,792.	135,889.	135,889.
	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 6	1,856,884.	2,024,124.	2,131,347.	
	c	Investments - corporate bonds STMT 7	420,993.	459,318.	463,604.	
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)			2,419,422.	2,625,864.	2,737,373.
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	2,419,422.	2,625,864.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30	Total net assets or fund balances			2,419,422.	2,625,864.	
31	Total liabilities and net assets/fund balances			2,419,422.	2,625,864.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,419,422.
2	Enter amount from Part I, line 27a	2	206,442.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,625,864.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,625,864.

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 JP MORGAN CHASE - SEE ATTACHED	P	VARIOUS	12/31/12
b JP MORGAN CHASE - SEE ATTACHED	P	VARIOUS	12/31/12
c CENTRAL BANK - SEE ATTACHED	P	VARIOUS	12/31/12
d CENTRAL BANK - SEE ATTACHED	P	VARIOUS	12/31/12
e CAPITAL GAINS DIVIDENDS			

(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 366,910.		379,000.	<12,090.>
b 1,146,062.		1,036,894.	109,168.
c 926,317.		932,166.	<5,849.>
d 688,089.		579,901.	108,188.
e 13,769.			13,769.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<12,090.>
b			109,168.
c			<5,849.>
d			108,188.
e			13,769.

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	213,186.
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	162,933.	2,695,569.	.060445
2010	127,201.	2,557,229.	.049742
2009	167,902.	2,392,547.	.070177
2008	201,824.	3,508,452.	.057525
2007	159,106.	3,586,153.	.044367

2 Total of line 1, column (d)	2	.282256
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	.056451
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,642,022.
5 Multiply line 4 by line 3	5	149,145.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,409.
7 Add lines 5 and 6	7	151,554.
8 Enter qualifying distributions from Part XII, line 4	8	65,943.

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.

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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	4,818.
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	4,818.
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	4,818.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,177.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,177.	
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	1,641.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ KY		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	☐	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? Website address ► <u>N/A</u>	13	X	☐
14 The books are in care of ► <u>CENTRAL BANK & TRUST COMPANY</u> Telephone no. ► <u>859-253-8106</u> Located at ► <u>300 WEST VINE STREET, LEXINGTON, KY</u> ZIP+4 ► <u>40507</u>			
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	<u>N/A</u>	
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	☐	X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b		X
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 c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____	2b		
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

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
SEE STATEMENT 8		0.	0.	20,539.

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

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

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

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Total number of others receiving over \$50,000 for professional services	
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,541,630.
b	Average of monthly cash balances	1b	140,626.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,682,256.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,682,256.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	40,234.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,642,022.
6	Minimum investment return Enter 5% of line 5	6	132,101.

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	132,101.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,818.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,818.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	127,283.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	127,283.
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	127,283.

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	65,943.
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	65,943.
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	65,943.

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.

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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				127,283.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			50,513.	
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: ▶ \$ 65,943.				
a Applied to 2011, but not more than line 2a			50,513.	
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				15,430.
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				111,853.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

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:

SEE STATEMENT 9

- 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:

ORPHAN SOCIETY OF LEXINGTON

Form 990-PF (2012)

C/O CENTRAL BANK & TRUST CO

61-0449629 Page 11

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				
BABY HEALTH SERVICES 1590 HARRODSBURG RD LEXINGTON, KY 40504	NONE	PUBLIC	SUBSIDY	5,000.
BLACK CHURCH COALITION 961 ST MARTIN AVE LEXINGTON, KY 40511	NONE	PUBLIC	SUBSIDY	15,000.
CROSS MINISTRIES 166 MARKET STREET LEXINGTON, KY 40507	NONE	PUBLIC	SUBSIDY	7,000.
GOD'S PANTRY 1685 JAGGIE FOX WAY LEXINGTON, KY 40511	NONE	PUBLIC	SUBSIDY	8,000.
LEXINGTON HEARING AND SPEECH CENTER 350 HENRY CLAY AVE LEXINGTON, KY 40502	NONE	PUBLIC	SUBSIDY	2,500.
Total	SEE CONTINUATION SHEET(S)			57,500.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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) Exclu- sion 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				14	40.		
4 Dividends and interest from securities				14	46,371.		
5 Net rental income or (loss) from real estate:							
a Debt-financed property							
b Not debt-financed property							
6 Net rental income or (loss) from personal property							
7 Other investment income							
8 Gain or (loss) from sales of assets other than inventory				18	213,186.		
9 Net income or (loss) from special events							
10 Gross profit or (loss) from sales of inventory							
11 Other revenue:							
a FEDERAL TAX REFUND				01			
b _____							
c _____							
d _____							
e _____							
12 Subtotal. Add columns (b), (d), and (e)			0.		259,597.	0.	
13 Total. Add line 12, columns (b), (d), and (e)						13 259,597.	

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

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

[illegible]

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. | | |

[illegible]

- 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 penalty of perjury, I declare that I prepared 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 <i>Kathryn Wilson Gibson</i>		Date 03/07/13		Title TRUSTEE	
Paid Preparer Use Only	Print/type preparer's name PAULA C. HANSON		Preparer's signature <i>P. C. Hanson</i>		Check ☐ if self-employed	
	Firm's name ▶ DEAN DORTON ALLEN FORD, PLLC		Date 3/6/13		PTIN P00161575	
	Firm's address ▶ 106 W. VINE STREET, SUITE 600 LEXINGTON, KY 40507		Firm's EIN ▶ 27-3858252		Phone no. (859) 255-2341	

ORPHAN SOCIETY OF LEXINGTON
C/O CENTRAL BANK & TRUST CO

61-0449629

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LEXINGTON WOMENS CLUB 352 GREENBRIAR RD LEXINGTON, KY 40503	NONE	PUBLIC	SUBSIDY	5,000.
SALVATION ARMY 736 WEST MAIN ST LEXINGTON, KY 40508	NONE	PUBLIC	SUBSIDY	15,000.
Total from continuation sheets				20,000.

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

ORPHAN SOCIETY OF LEXINGTON
C/O CENTRAL BANK & TRUST CO

Employer identification number

61-0449629

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization ORPHAN SOCIETY OF LEXINGTON C/O CENTRAL BANK & TRUST CO	Employer identification number 61-0449629
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANNA LATHAM TRUST C/O CENTRAL BANK & TRUST CO; 300 WEST VINE STREET LEXINGTON, KY 40507	\$ 18,293.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	ETHEL O HILL T/U/W C/O JP MORGAN CHASE BANK, NA; PO BOX 3038 MILWAUKEE, WI 53201	\$ 5,954.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
3	JAMES KENNING CHARITABLE T/W C/O JP MORGAN CHASE BANK, NA; PO BOX 8708 WILMINGTON, DE 19899	\$ 2,410.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
4	CENTRAL BANK & TRUST CO 300 WEST VINE STREET LEXINGTON, KY 40507	\$ 4,848.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

61-0449629

[illegible]

Name of organization ORPHAN SOCIETY OF LEXINGTON C/O CENTRAL BANK & TRUST CO	Employer identification number 61-0449629
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

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

<u>SOURCE</u>	<u>AMOUNT</u>
JP MORGAN CHASE	40.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	40.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

<u>SOURCE</u>	<u>GROSS AMOUNT</u>	<u>CAPITAL GAINS DIVIDENDS</u>	<u>COLUMN (A) AMOUNT</u>
CENTRAL BANK	52,360.	13,769.	38,591.
JP MORGAN CHASE	7,780.	0.	7,780.
TOTAL TO FM 990-PF, PART I, LN 4	60,140.	13,769.	46,371.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

<u>DESCRIPTION</u>	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
ACCOUNTING FEES	4,050.	2,025.		2,025.
TO FORM 990-PF, PG 1, LN 16B	4,050.	2,025.		2,025.

FORM 990-PF TAXES STATEMENT 4

<u>DESCRIPTION</u>	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
FOREIGN TAXES	5.	5.		0.
TO FORM 990-PF, PG 1, LN 18	5.	5.		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	
MISC ADMINISTRATIVE EXPENSES	2,566.	1,283.		1,283.	
FIDUCIARY FEES	20,539.	15,404.		5,135.	
TO FORM 990-PF, PG 1, LN 23	23,105.	16,687.		6,418.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE STOCKS	2,024,124.	2,131,347.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,024,124.	2,131,347.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE BONDS	459,318.	463,604.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	459,318.	463,604.		

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	8
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN	EXPENSE CONTRIB ACCOUNT
CENTRAL BANK & TRUST COMPANY 300 WEST VINE STREET LEXINGTON, KY 40507	TRUSTEE 2.00	0.	0.	20,539.
MARTINA OCKERMAN PO BOX 21825 LEXINGTON, KY 40522	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
GENEVA DONALDSON PO BOX 21825 LEXINGTON, KY 40522	SECRETARY/DIRECTOR 1.00	0.	0.	0.
JEAN BREWER PO BOX 21825 LEXINGTON, KY 40522	TREASURER/DIRECTOR 1.00	0.	0.	0.
KATHERINE BREWER PO BOX 21825 LEXINGTON, KY 40522	DIRECTOR 1.00	0.	0.	0.
FRANCES COX PO BOX 21825 LEXINGTON, KY 40522	DIRECTOR 1.00	0.	0.	0.
LUCY CRAMER COX PO BOX 21825 LEXINGTON, KY 40522	DIRECTOR 1.00	0.	0.	0.
SARA HOWELL PO BOX 21825 LEXINGTON, KY 40522	DIRECTOR 1.00	0.	0.	0.
AMY KESSINGER PO BOX 21825 LEXINGTON, KY 40522	DIRECTOR 1.00	0.	0.	0.
MADELYN MILLARD PO BOX 21825 LEXINGTON, KY 40522	DIRECTOR 1.00	0.	0.	0.
JOYCE OCKERMAN PO BOX 21825 LEXINGTON, KY 40522	DIRECTOR 1.00	0.	0.	0.

ORPHAN SOCIETY OF LEXINGTON C/O CENTRAL

61-0449629

CATHY RUPP
PO BOX 21825
LEXINGTON, KY 40522

DIRECTOR
1.00

0. 0. 0.

JAMIE SHIER
PO BOX 21825
LEXINGTON, KY 40522

DIRECTOR
1.00

0. 0. 0.

SALLY STEVENS
PO BOX 21825
LEXINGTON, KY 40522

DIRECTOR
1.00

0. 0. 0.

LEE WALKER
PO BOX 21825
LEXINGTON, KY 40522

DIRECTOR
1.00

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 20,539.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JEAN BREWER
PO BOX 21825
LEXINGTON, KY 40522

TELEPHONE NUMBER

859-269-2029

FORM AND CONTENT OF APPLICATIONS

A REQUEST FOR A SPECIFIC AMOUNT AND THE INTENDED USE OF THE FUNDS.
APPLICATIONS WILL BE PROVIDED TO THE REQUESTOR.

ANY SUBMISSION DEADLINES

3 MONTHS

RESTRICTIONS AND LIMITATIONS ON AWARDS

APPLICANT MUST BE AN IRC SECTION 501(C)(3) ORGANIZATION ONLY.

ACCT 501G R74181000
FROM 01/01/2012
TO 05/01/2012

JPMORGAN CHASE BANK, NA
STATEMENT OF CAPITAL GAINS AND LOSSES
T/A ORPHANS SOCIETY

PAGE 36

RUN 06/05/2012
04.25:43 PM

TRUST YEAR ENDING 05/01/2012

TAX PREPARER: JME
TRUST ADMINISTRATOR: PH1
INVESTMENT OFFICER: RR3

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
2803.3330 ASTON OPTIMUM MID CAP FD CL I* - 00078H158 - MINOR = 65							
SOLD		03/05/2012	92986.56				
ACQ	1270.2190	03/07/2011	42133.17	42908.00	-774.83	ST	Y
	920.0040	08/03/2011	30516.53	28023.31	2493.22	ST	Y
	613.1100	08/22/2011	20336.86	15946.98	4389.88	ST	Y
4260.1210 EDGEWOOD GROWTH FUND - 0075W0759 - MINOR = 65							
SOLD		03/05/2012	55764.98				
ACQ	4260.1210	01/06/2011	55764.98	49076.59	6688.39	LT15	Y
3050.0900 ARTISAN INTL VALUE FUND - INV - 04314H881 - MINOR = 65							
SOLD		03/05/2012	84090.98				
ACQ	3050.0900	02/07/2011	84090.98	84945.00	-854.02	LT15	Y
1972.8180 COLUMBIA FDS SER TR II MASS - 19763P572							
SOLD		03/05/2012	24384.03				
ACQ	1703.8180	11/06/2009	21059.19	20070.98	988.21	LT15	Y
	269.0000	06/10/2010	3324.84	3061.22	263.62	LT15	Y
3667.3840 DELAWARE EMERGING MARKETS FUND - 245914817 - MINOR = 08010							
SOLD		03/05/2012	52223.55				
ACQ	3455.6170	01/06/2011	49207.99	55981.00	-6773.01	LT15	Y
	211.7670	08/22/2011	3015.56	2822.86	192.70	ST	Y
3082.4560 DODGE & INTERNATIONAL STOCK FUND - 256206103 - MINOR = 65							
SOLD		03/05/2012	100827.14				
ACQ	2220.9460	11/06/2009	72647.15	70181.89	2465.26	LT15	Y
	861.5100	02/07/2011	28179.99	31729.42	-3549.43	LT15	Y
3528.6220 DREYFUS/LAUREL FDS TR - 261980494							
SOLD		03/05/2012	51059.16				
ACQ	3072.7010	11/24/2010	44461.98	44861.43	-399.45	LT15	Y
	455.9210	02/07/2011	6597.18	6601.74	-4.56	LT15	Y
3419.0540 EATON VANCE MUT FDS TR - 277911491 - MINOR = 66							
SOLD		03/05/2012	30703.10				
ACQ	3419.0540	05/11/2011	30703.10	31113.39	-410.29	ST	Y
4838.3420 EATON VANCE MUT FDS TR - 277923728							
SOLD		03/05/2012	48383.42				
ACQ	1740.6740	09/14/2010	17406.74	18015.98	-609.24	LT15	Y
	3097.6680	01/06/2011	30976.68	31875.00	-898.32	LT15	Y
4783.0300 JOHN HANCOCK II-EMG MKTS-I - 47804B195							
SOLD		03/05/2012	50891.44				
ACQ	4783.0300	08/03/2011	50891.44	55052.67	-4161.23	ST	Y
1304.8330 HIGHBRIDGE DYNAMIC COMMODITIES - 48121A670							
SOLD		03/05/2012	23761.01				
ACQ	1304.8330	06/18/2010	23761.01	18698.26	5062.75	LT15	Y
3080.5390 JPMORGAN TR I FLOAT RATE INC 4.24% - 48121L510							
SOLD		03/05/2012	30250.89				
ACQ	3080.5390	10/20/2011	30250.89	29449.95	800.94	ST	Y
3772.3380 JPMORGAN INTERNATIONAL VALUE FUND - 4812A0565 - MINOR = 59							
SOLD		03/05/2012	46965.60				
ACQ	1290.9030	02/07/2011	16071.74	18163.00	-2091.26	LT15	Y
	724.1360	04/29/2010	9015.49	9160.32	-144.83	LT15	Y
	1757.2990	08/22/2011	21878.37	20454.96	1423.41	ST	Y
1106.8970 JPMORGAN ASIA EQUITY FUND - 4812A0706 - MINOR = 59							
SOLD		03/05/2012	35420.70				
ACQ	1106.8970	05/11/2011	35420.70	42427.35	-7006.65	ST	Y
6493.9810 JPMORGAN INTERNATIONAL CURRENCY - 4812A3296							
SOLD		03/05/2012	72148.12				
ACQ	2398.6500	11/24/2010	26649.00	26649.00	0.00	LT15	Y
	1962.8780	05/11/2011	21807.57	22769.39	-961.82	ST	Y
	2132.4530	08/01/2011	23691.55	25077.65	-1386.10	ST	Y
11594.9460 JPMORGAN GROWTH ADVANTAGE FUND - 4812A3718 - MINOR = 59							
SOLD		03/05/2012	115601.61				
ACQ	9934.3030	11/06/2009	99045.00	68248.66	30796.34	LT15	Y
	1660.6430	01/06/2011	16556.61	14879.36	1677.25	LT15	Y
5876.1540 JPMORGAN STRATEGIC INCOME OPPTYS FUND SEL - 4812A4351 - MINOR = 60							
SOLD		03/05/2012	67869.58				
ACQ	5876.1540	11/05/2009	67869.58	67634.53	235.05	LT15	Y
3132.3030 JPMORGAN US REAL ESTATE FUND - 4812C0613 - MINOR = 59							
SOLD		03/05/2012	54220.16				
ACQ	3132.3030	11/06/2009	54220.16	32855.84	21364.32	LT15	Y
15494.7180 JPMORGAN HIGH YIELD BOND FUND - 4812C0803 - MINOR = 60							
SOLD		03/05/2012	122718.17				
ACQ	9293.6800	12/16/2008	73605.95	50000.00	23605.95	LT15	Y
	6201.0380	11/06/2009	49112.22	46631.81	2480.41	LT15	Y
6610.5790 JPMORGAN SHORT DURATION BOND FUND - 4812C1330 - MINOR = 60							
SOLD		03/05/2012	72650.26				
ACQ	6610.5790	12/16/2008	72650.26	70204.35	2445.91	LT15	Y
4963.7190 JPMORGAN MARKET EXPANSION INDEX FUND - 4812C1637 - MINOR = 59							
SOLD		03/05/2012	52863.61				
ACQ	4963.7190	11/06/2009	52863.61	40156.49	12707.12	LT15	Y
15024.9230 MANNING & NAPIER FUND INC - 563821545 - MINOR = 65							
SOLD		03/05/2012	113888.92				
ACQ	6172.8400	12/12/2008	46790.13	35000.00	11790.13	LT15	Y
	3078.0000	11/06/2009	23331.24	24346.98	-1015.74	LT15	Y
	343.0000	04/29/2010	2599.94	2857.19	-257.25	LT15	Y
	5431.0830	07/14/2011	41167.61	48228.02	-7060.41	ST	Y
1328.9680 PIMCO - 72201P167							
SOLD		03/05/2012	15097.08				
ACQ	1328.9680	10/20/2011	15097.08	14724.97	372.11	ST	Y

ACCT 501G R74181000
FROM 01/01/2012
TO 05/01/2012

JPMORGAN CHASE BANK, NA
STATEMENT OF CAPITAL GAINS AND LOSSES
T/A ORPHANS SOCIETY

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04 25:43 PM

TRUST YEAR ENDING 05/01/2012

TAX PREPARER: JME
TRUST ADMINISTRATOR: PH1
INVESTMENT OFFICER: RR3

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
6243.0000 ROWE T PRICE INTL FDS NEW ASIA FD* - 77956H500 - MINOR = 65							
SOLD		03/05/2012	98202 39				
ACQ	4885.0000	11/06/2009	76841 05	73714 65	3126.40	LT15	Y
	1358.0000	06/10/2010	21361 34	21293 44	67.90	LT15	Y
TOTALS			1512972.46	1415893 63			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	-12089.07	0.00	109167 90	0.00	0.00	0 00*
COVERED FROM ABOVE	0.00	0.00	0.00	0.00	0 00	
COMMON TRUST FUND	0.00	0.00	0 00			0.00
CAPITAL GAIN DIVIDENDS	0.10	0.00	0.00			0.00
	-12088.97	0.00	109167 90	0.00	0.00	0.00
STATE						
NONCOVERED FROM ABOVE	-12089.07	0.00	109167 90	0.00	0 00	0.00*
COVERED FROM ABOVE	0.00	0.00	0.00	0.00	0 00	
COMMON TRUST FUND	0.00	0.00	0 00			0.00
CAPITAL GAIN DIVIDENDS	0.10	0.00	0.00			0.00
	-12088.97	0 00	109167.90	0 00	0.00	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
KENTUCKY	0 00	0.00

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TAX LEDGER

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ACCOUNT SITUS = KY
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SECTION A - CAPITAL GAINS & LOSSES

		SHORT TERM SALES & MATURITIES		DATE		CAPITAL PROCEEDS TO INCOME CASH PRINCIPAL CASH	COST BASIS	SHORT TERM GAIN OR LOSS
SHARES/PAR	SECURITY	REG	ACQUIRED	SOLD				
15.0000	COVIDIEN PLC	(G2554F113)	07/25/11	03/23/12	COVERED=Y	805.33	-752.71	52.62
14.0000	COVIDIEN PLC	(G2554F113)	08/16/11	03/23/12	COVERED=Y	751.65	-698.03	53.62
60.0000	INVESCO LTD	(G491BT108)	10/28/11	03/23/12	COVERED=Y	1551.58	-1251.70	299.88
50.0000	INVESCO LTD	(G491BT108)	09/21/11	03/23/12	COVERED=Y	1292.98	-892.78	400.20
1260.0000	SLAGATE TECHNOLOGY	(G7945M107)	03/23/12	11/06/12	COVERED=Y	37415.74	-34857.77	2557.97
25.0000	ACE LIMITED F	(H0023R105)	05/23/11	03/23/12	COVERED=Y	1825.47	-1705.98	119.49
94.7775	PENTAIR LTD USD 0.5	(H6169Q108)	08/21/12	10/26/12	COVERED=Y	3895.52	-4041.36	-145.84
395.0000	TYCO INTERNATIONAL LTD SHS	(H89128104)	08/21/12	11/16/12	COVERED=Y	10381.79	-11298.98	-917.19
197.5000	ADT CORP USD 0.01	(00101J106)	08/21/12	11/16/12	COVERED=Y	8096.82	-7389.46	707.36
450.0000	AETNA INC NEW	(00817Y108)	03/23/12	08/21/12	COVERED=Y	17982.45	-20681.96	-2699.51
5.0000	AMAZON COM INC	(023135106)	08/10/11	03/21/12	COVERED=Y	963.03	-994.49	-31.46
5.0000	AMAZON COM INC	(023135106)	06/30/11	03/21/12	COVERED=Y	963.03	-1022.78	-59.75
20.0000	ANADARKO PETEROLEUM CORP	(032511107)	10/06/11	03/21/12	COVERED=Y	1620.57	-1318.66	301.91
10.0000	ANADARKO PETEROLEUM CORP	(032511107)	10/28/11	03/21/12	COVERED=Y	810.28	-825.44	-15.16
26.0000	ANADARKO PETEROLEUM CORP	(032511107)	09/20/11	03/21/12	COVERED=Y	2106.74	-1980.98	125.76
15.0000	ANADARKO PETEROLEUM CORP	(032511107)	09/22/11	03/21/12	COVERED=Y	1215.43	-1043.47	171.96
890.0000	ANALOG DEVICES INC	(032654105)	03/23/12	09/04/12	COVERED=Y	34772.58	-35493.11	-720.53
1.0000	AUTOZONE INC	(053332102)	08/21/11	03/21/12	COVERED=Y	377.07	-290.29	86.78
10.0000	AUTOZONE INC	(053332102)	08/18/11	03/21/12	COVERED=Y	3770.73	-2863.64	907.09
50.0000	BAKER HUGHES INC	(057224107)	11/10/11	03/21/12	COVERED=Y	2247.95	-2859.21	-611.26
1250.0000	BLACKSTONE GROUP	(09253U108)	03/23/12	09/04/12	COVERED=Y	16448.01	-19484.50	-3036.49
55.0000	BROADCOM CORP CL A	(111320107)	06/14/11	03/23/12	COVERED=Y	2090.51	-1828.12	262.39
60.0000	CBS CORP CLASS B COMMON NEW	(124857202)	07/22/11	03/21/12	COVERED=Y	1902.57	-1772.05	130.52

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SECTION A - CAPITAL GAINS & LOSSES

		SHORT TERM SALES & MATURITIES		DATE		CAPITAL PROCEEDS TO INCOME CASH PRINCIPAL CASH	COST BASIS	SHORT TERM GAIN OR LOSS
SHARES/PAR	SECURITY	REG	ACQUIRED	SOLD				
40.0000	CBS CORP CLASS B COMMON NEW	(124857202)	10/06/11	03/21/12	COVERED=Y	1268.38	-860.80	407.58
90.0000	CBS CORP CLASS B COMMON NEW	(124857202)	06/03/11	03/21/12	COVERED=Y	2853.84	-2458.91	394.93
33.0000	CBS CORP CLASS B COMMON NEW	(124857202)	07/06/11	03/21/12	COVERED=Y	1046.41	-942.45	103.96
1100.0000	CSX CORP	(126408103)	03/21/12	05/15/12	COVERED=Y	23533.09	-24035.00	-501.91
10.0000	CAMERON INTL CORP	(13342B105)	05/03/11	03/21/12	COVERED=Y	512.39	-517.75	-5.36
30.0000	CAMERON INTL CORP	(13342B105)	04/28/11	03/21/12	COVERED=Y	1537.17	-1584.90	-47.73
35.0000	CAMPBELL SOUP CO	(134429109)	07/12/11	03/21/12	COVERED=Y	1148.68	-1217.39	-68.71
2.0000	CAPITAL ONE FINANCIAL CORP	(14040H105)	08/10/11	03/23/12	COVERED=Y	109.52	-84.02	25.50
1.0000	CAPITAL ONE FINANCIAL CORP	(14040H105)	08/10/11	03/23/12	COVERED=Y	54.76	-41.31	13.45
1.0000	CAPITAL ONE FINANCIAL CORP	(14040H105)	03/10/11	03/23/12	COVERED=Y	54.76	-42.99	11.77
1.0000	CAPITAL ONE FINANCIAL CORP	(14040H105)	08/12/11	03/23/12	COVERED=Y	54.76	-44.98	9.78
1.0000	CAPITAL ONE FINANCIAL CORP	(14040H105)	08/10/11	03/23/12	COVERED=Y	54.76	-43.06	11.70
1.0000	CAPITAL ONE FINANCIAL CORP	(14040H105)	08/11/11	03/23/12	COVERED=Y	54.76	-44.05	10.71
3.0000	CAPITAL ONE FINANCIAL CORP	(14040H105)	08/10/11	03/23/12	COVERED=Y	164.28	-124.63	39.65
1.0000	CAPITAL ONE FINANCIAL CORP	(14040H105)	08/11/11	03/23/12	COVERED=Y	54.76	-43.08	11.68
1.0000	CAPITAL ONE FINANCIAL CORP	(14040H105)	08/11/11	03/23/12	COVERED=Y	54.76	-44.62	10.14
7.0000	CAPITAL ONE FINANCIAL CORP	(14040H105)	08/12/11	03/23/12	COVERED=Y	383.31	-315.17	68.14
1.0000	CAPITAL ONE FINANCIAL CORP	(14040H105)	08/10/11	03/23/12	COVERED=Y	54.76	-42.46	12.30
5.0000	CAPITAL ONE FINANCIAL CORP	(14040H105)	08/10/11	03/23/12	COVERED=Y	273.60	-204.87	68.93
1.0000	CAPITAL ONE FINANCIAL CORP	(14040H105)	08/11/11	03/23/12	COVERED=Y	54.76	-43.62	11.14
1.0000	CAPITAL ONE FINANCIAL CORP	(14040H105)	08/10/11	03/23/12	COVERED=Y	54.76	-42.27	12.49
10.0000	CAPITAL ONE FINANCIAL CORP	(14040H105)	08/12/11	03/23/12	COVERED=Y	547.59	-438.64	108.95
60.0000	CAPITAL ONE FINANCIAL CORP	(14040H105)	12/05/11	03/23/12	COVERED=Y	3285.53	-2818.40	467.13

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SECTION A - CAPITAL GAINS & LOSSES

		SHORT TERM SALES & MATURITIES		CAPITAL PROCEEDS TO		COST BASIS	SHORT TERM GAIN OR LOSS
SHARES/PAR	SECURITY	REG	DATE ACQUIRED SOLD	INCOME CASH	PRINCIPAL CASH		
340.0000	CARDINAL HEALTH	(14149Y108)	03/23/12 08/21/12		13584.53	-14286.77	-702.24
			COVERED=Y				
20.0000	CARDINAL HEALTH	(14149Y108)	09/16/11 08/21/12		799.09	-863.28	-64.19
			COVERED=Y				
25.0000	CARNIVAL CORP PAIRED CTF	(143658300)	08/09/11 03/21/12		801.49	-758.12	43.37
			COVERED=Y				
25.0000	CARNIVAL CORP PAIRED CTF	(143658300)	08/10/11 03/21/12		801.49	-751.03	50.46
			COVERED=Y				
20.0000	CELGENE CORP	(151020104)	03/31/11 03/23/12		1523.37	-1141.47	381.90
			COVERED=Y				
80.0000	CENTERPOINT ENERGY INC	(15189T107)	07/15/11 03/21/12		1533.58	-1547.53	-13.95
			COVERED=Y				
40.0000	CENTERPOINT ENERGY INC	(15189T107)	08/11/11 03/21/12		766.79	-738.20	28.59
			COVERED=Y				
50.0000	CISCO SYSTEMS INC	(17275R102)	09/28/11 03/23/12		1024.06	-813.00	211.06
			COVERED=Y				
49.0000	CISCO SYSTEMS INC	(17275R102)	08/16/11 03/23/12		1003.57	-780.42	223.15
			COVERED=Y				
80.0000	CISCO SYSTEMS INC	(17275R102)	07/28/11 03/23/12		1638.49	-1299.72	338.77
			COVERED=Y				
25.0000	CITIGROUP INC	(172967424)	08/09/11 03/23/12		929.27	-734.42	194.85
			COVERED=Y				
50.0000	CITIGROUP INC	(172967424)	06/13/11 03/23/12		1858.54	-1933.07	-74.53
			COVERED=Y				
30.0000	CITIGROUP INC	(172967424)	10/17/11 03/23/12		1115.12	-859.88	255.24
			COVERED=Y				
20.0000	CITRIX SYSTEMS INC	(177376100)	09/28/11 03/23/12		1560.37	-1161.17	399.20
			COVERED=Y				
15.0000	CITRIX SYSTEMS INC	(177376100)	09/29/11 03/23/12		1170.28	-856.62	313.66
			COVERED=Y				
65.0000	COCA COLA CO	(191216100)	11/08/11 03/21/12		4632.47	-4445.19	187.28
			COVERED=Y				
20.0000	COGNIZANT TECHNOLOGY SOLUTIONS CL A	(192446102)	08/11/11 03/23/12		1526.97	-1239.11	287.86
			COVERED=Y				
433.4050	COLUMBIA ACORN SMALL CAP FUND 2	(19719940T)	03/21/12 07/24/12		12360.72	-13782.28	-1421.56
			COVERED=Y				
303.0670	COLUMBIA ACORN SMALL CAP FUND 2	(19719940T)	03/21/12 08/07/12		9119.30	-9637.53	-518.23
			COVERED=Y				
11.0000	CONOCOPHILLIPS COM	(20825C104)	08/12/11 06/21/12		591.49	-560.16	31.33
			COVERED=Y				
180.0000	CONOCOPHILLIPS COM	(20825C104)	03/21/12 06/21/12		9678.90	-10720.75	-1041.85
			COVERED=Y				
45.0000	DARDEN RESTAURANTS INC	(237194105)	10/05/11 03/21/12		2353.90	-1911.13	442.77
			COVERED=Y				
35000.0000	FEDERAL FARM CREDIT BANK 2.40% 02-01-2021	(3133EANU8)	05/07/12 08/01/12		35000.00	-35000.00	0.00
			COVERED=Y				

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SECTION A - CAPITAL GAINS & LOSSES

		SHORT TERM SALES & MATURITIES		CAPITAL PROCEEDS TO		COST BASIS	SHORT TERM GAIN OR LOSS
SHARES/PAR	SECURITY	REG	DATE ACQUIRED SOLD	INCOME CASH	PRINCIPAL CASH		
30000.0000	FEDERAL HOME LOAN BANK 2.20% 04-11-2019	(313378RU7)	03/28/12 07/11/12		30000.00	-29980.50	19.50
			COVERED=Y				
30000.0000	FEDERAL HOME LOAN BANK 2.60% 05-25-2022	(313379CG2)	05/07/12 11/23/12		30000.00	-30000.00	0.00
			COVERED=Y				
867.3030	FEDERATED TOTAL RETURN BOND FUND	(31428Q10T)	03/21/12 07/13/12		10000.00	-9861.24	138.76
			COVERED=Y				
5729.0030	FEDERATED TOTAL RETURN BOND FUND	(31428Q10T)	03/21/12 07/30/12		66284.56	-65138.76	1145.80
			COVERED=Y				
7653.0610	FIDELITY ADVISOR FLOATING RATE HIGH INCOME	(31580755T)	03/21/12 10/26/12		75994.90	-75000.00	994.90
			COVERED=Y				
30.0000	FREEMPORT MCMORAN CP&GLD CLASS B	(35671D857)	11/08/11 03/21/12		1196.67	-1249.36	-52.69
			COVERED=Y				
260.0000	GENERAL ELECTRIC CO	(369604103)	09/16/11 03/21/12		5228.53	-4229.13	999.40
			COVERED=Y				
375.0000	GENERAL MILLS INC	(370334104)	03/21/12 08/07/12		14357.79	-14508.71	-150.92
			COVERED=Y				
40.0000	GENERAL MOTORS CO	(37045V100)	05/18/11 03/21/12		1014.79	-1264.18	-249.39
			COVERED=Y				
15.0000	GOLDMAN SACHS GROUP INC	(38141G104)	10/17/11 03/23/12		1895.97	-1442.04	453.93
			COVERED=Y				
5670.8560	GSCI COMMODITY STRATEGY INST FUND	(38143H38T)	09/05/12 11/05/12		32097.04	-33855.01	-1757.97
			COVERED=Y				
75.0000	HOME DEPOT INC	(437076102)	09/29/11 03/21/12		3737.94	-2533.72	1204.22
			COVERED=Y				
30.0000	HUMANA INC	(444859102)	10/31/11 03/23/12		2550.25	-2566.96	-16.71
			COVERED=Y				
25.0000	HUMANA INC	(444859102)	05/20/11 03/23/12		2125.21	-1997.63	127.58
			COVERED=Y				
30.0000	HUMANA INC	(444859102)	04/08/11 03/23/12		2550.25	-2100.90	449.35
			COVERED=Y				
125.0000	INTERCONTINENTAL EXCHANGE COM	(45865V100)	03/23/12 05/30/12		15119.66	-17401.00	-2281.34
			COVERED=Y				
1.0000	INTERCONTINENTAL EXCHANGE COM	(45865V100)	08/10/11 05/30/12		120.96	-112.40	8.56
			COVERED=Y				
13.0000	INTERCONTINENTAL EXCHANGE COM	(45865V100)	08/10/11 05/30/12		1572.44	-1449.72	122.72
			COVERED=Y				
265.0000	ETF I-SHARES TRUST	(464287465)	08/01/11 05/29/12		12944.99	-15380.60	-2435.61
			COVERED=Y				
80.0000	JOHNSON & JOHNSON	(478160104)	04/26/11 03/23/12		5154.31	-5205.46	-51.15
			COVERED=Y				
55.0000	JOHNSON & JOHNSON	(478160104)	04/11/11 03/23/12		3543.59	-3293.82	249.77
			COVERED=Y				
40.0000	JOHNSON CONTROLS INC	(478366107)	10/28/11 03/21/12		1297.58	-1335.44	-37.86
			COVERED=Y				
40.0000	JUNIPER NETWORKS INC	(48203R104)	06/14/11 03/23/12		835.58	-1207.20	-371.62
			COVERED=Y				

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SECTION A - CAPITAL GAINS & LOSSES

SHARES/PAR	SECURITY	REG	DATE		CAPITAL PROCEEDS TO INCOME CASH PRINCIPAL CASH	COST BASIS	SHORT TERM GAIN OR LOSS
			ACQUIRED	SOLD			
55.0000	JUNIPER NETWORKS INC	(48203R104)	10/05/11	03/23/12	1148.93	-1016.76	132.17
25.0000	JUNIPER NETWORKS INC	(48203R104)	05/25/11	03/23/12	522.24	-909.06	-386.82
375.0000	KOHL'S CORP COM	(500255104)	03/21/12	08/28/12	19693.25	-18397.46	1295.79
90.6674	KRAFT FOODS GROUP INC	(50076Q106)	03/21/12	11/07/12	4099.16	-3669.92	429.24
0.9984	KRAFT FOODS GROUP INC	(50076Q106)	03/21/12	11/07/12	45.14	-40.41	4.73
30.0000	LAM RESEARCH CORP COM	(512807108)	10/28/11	03/23/12	1296.87	-1316.06	-19.19
26.0000	LAUDER ESTEE COS INC CL A	(518439104)	10/28/11	03/21/12	1635.63	-1329.54	306.09
30.0000	LAUDER ESTEE COS INC CL A	(518439104)	09/19/11	03/21/12	1887.26	-1510.84	376.42
65.0000	LENNAR CORP COM	(526057104)	10/21/11	03/21/12	1736.77	-1078.79	657.98
80.0000	LENNAR CORP COM	(526057104)	09/30/11	03/21/12	2137.57	-1104.66	1032.91
58.0000	LOWES COS INC COM	(548661107)	08/04/11	03/21/12	1789.27	-1183.88	605.39
15.0000	LOWES COS INC COM	(548661107)	08/04/11	03/21/12	462.74	-305.55	157.19
60.0000	LOWES COS INC COM	(548661107)	09/28/11	03/21/12	1850.97	-1209.19	641.78
50.0000	LOWES COS INC COM	(548661107)	09/22/11	03/21/12	1542.48	-953.21	589.27
195.0000	MCDONALD'S CORP	(580135101)	03/21/12	05/15/12	17814.78	-18918.88	-1104.10
70.0000	MERCK & CO INC NEW	(58933Y105)	05/17/11	03/23/12	2630.55	-2608.08	22.47
27.0000	MERCK & CO INC NEW	(58933Y105)	08/16/11	03/23/12	1014.64	-862.04	152.60
3.0000	MERCK & CO INC NEW	(58933Y105)	08/16/11	03/23/12	112.74	-95.84	16.90
50.0000	MERCK & CO INC NEW	(58933Y105)	04/18/11	03/23/12	1878.97	-1696.34	182.63
30.0000	MICROSYS INC	(594901100)	10/25/11	03/23/12	1613.37	-1505.39	107.98
14.0000	MICROSOFT CORP	(594918104)	08/11/11	03/23/12	446.73	-345.13	101.60
1170.0000	MICROSOFT CORP	(594918104)	04/30/12	12/17/12	31572.44	-37476.04	-5903.60
12.0000	MONSANTO CO NEW COM	(61166W101)	08/10/11	03/21/12	951.10	-798.30	152.80

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			ACQUIRED	SOLD			
20.0000	MONSANTO CO NEW COM	(61166W101)	09/19/11	03/21/12	1585.17	-1376.67	208.50
1.0000	MONSANTO CO NEW COM	(61166W101)	07/27/11	03/21/12	79.26	-74.03	5.23
1.0000	MONSANTO CO NEW COM	(61166W101)	07/27/11	03/21/12	79.26	-74.18	5.08
40.0000	NETAPP INC	(64110D104)	09/20/11	03/23/12	1789.56	-1425.62	363.94
545.0000	NETAPP INC	(64110D104)	05/15/12	10/09/12	16505.94	-19579.78	-3073.84
335.0000	NEWMONT MINING CORP COM	(651639106)	03/21/12	08/21/12	16432.31	-17871.75	-1439.44
20.0000	NOVELLUS SYSTEMS INC	(670008101)	09/19/11	03/23/12	965.38	-592.82	372.56
20.0000	NOVELLUS SYSTEMS INC	(670008101)	09/12/11	03/23/12	965.38	-569.28	396.10
5.0000	NOVELLUS SYSTEMS INC	(670008101)	06/15/11	03/23/12	241.35	-170.44	70.91
120.0000	OCCIDENTAL PETROLEUM CORP	(674599105)	03/21/12	10/10/12	9959.00	-11735.99	-1776.99
10.0000	OCCIDENTAL PETROLEUM CORP	(674599105)	10/18/11	10/10/12	829.92	-846.05	-16.13
980.0000	ORACLE CORPORATION	(68389X105)	03/23/12	04/30/12	28664.65	-28204.30	460.35
275.0000	PARKER HANNIFIN CORP	(701094104)	03/21/12	08/21/12	22962.32	-24109.20	-1146.88
5.5000	PHILLIPS 66	(718546104)	08/12/11	06/21/12	184.70	-166.45	18.25
90.0000	PHILLIPS 66	(718546104)	03/21/12	06/21/12	3022.36	-3185.65	-163.29
20.0000	PIONEER NAT RES CO COM	(723787107)	08/10/11	03/21/12	2072.18	-1488.28	583.90
857.0000	POWERSHARES DB COMMODITY INDEX	(73935S105)	03/21/12	11/16/12	23524.38	-25032.97	-1508.59
10.0000	PRUDENTIAL FINL INC COM	(744320102)	08/12/11	03/23/12	630.79	-516.41	114.38
196.7860	T ROWE PRICE MID CAP GROWTH FUND #64	(77955610T)	03/21/12	07/24/12	10707.13	-11748.13	-1041.00
206.6910	T ROWE PRICE MID CAP GROWTH FUND #64	(77955610T)	03/21/12	08/07/12	11870.24	-12339.45	-469.21
30.0000	SPDR S&P 500 ETF TRUST	(78462F103)	08/22/11	05/29/12	4013.31	-3395.30	618.01
75.0000	SCHLUMBERGER LTD COM	(806857108)	05/12/11	03/21/12	5558.38	-6244.30	-685.92
8.0000	SCHLUMBERGER LTD COM	(806857108)	08/05/11	03/21/12	592.89	-652.44	-59.55

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				DATE		INCOME CASH PRINCIPAL CASH				GAIN OR LOSS	
45.0000	SCHLUMBERGER LTD COM	REG 1	ACQUIRED 05/12/11	SOLD 03/21/12			3335.02	-3763.85	-428.83		
42.0000	SOUTHWESTERN ENERGY CO	(806857108)	1	COVERED=Y	08/16/11	03/21/12	1404.45	-1657.25	-252.80		
40.0000	SPECTRA ENERGY CORP	(845467109)	1	COVERED=Y	10/14/11	03/21/12	1272.90	-1062.11	210.79		
80.0000	SPECTRA ENERGY CORP	(847560109)	1	COVERED=Y	09/22/11	03/21/12	2545.79	-1939.90	605.89		
24.0000	TD AMERITRADE HLDG CORP	(847560109)	1	COVERED=Y	08/12/11	03/23/12	480.47	-351.72	128.75		
3.0000	TD AMERITRADE HLDG CORP	(87236Y108)	1	COVERED=Y	08/12/11	03/23/12	60.06	-44.10	15.96		
500.0000	TJX COS INC NEW	(87236Y108)	1	COVERED=Y	03/21/12	06/20/12	21438.17	-19524.80	1913.37		
20.0000	UNITED TECHNOLOGIES CORP	(872540109)	1	COVERED=Y	12/05/11	03/21/12	1660.37	-1551.55	108.82		
40.0000	UNITEDHEALTH GROUP INC COM	(913017109)	1	COVERED=Y	09/16/11	03/23/12	2152.76	-1996.62	156.14		
70.0000	VERTEX PHARMACEUTICALS INC	(91324P102)	1	COVERED=Y	12/15/11	03/23/12	2878.34	-2195.31	683.03		
50.0000	WELLS FARGO & COMPANY NEW	(92532F100)	1	COVERED=Y	06/13/11	03/23/12	1676.47	-1337.53	338.94		
28.0000	WELLS FARGO & COMPANY NEW	(949746101)	1	COVERED=Y	08/12/11	03/23/12	938.83	-686.79	252.04		
40.0000	WELLS FARGO & COMPANY NEW	(949746101)	1	COVERED=Y	08/09/11	03/23/12	1341.18	-923.61	417.57		
20.0000	WILLIAMS COS INC	(949746101)	1	COVERED=Y	08/16/11	03/21/12	621.19	-466.20	154.99		
60.0000	WILLIAMS COS INC	(969457100)	1	COVERED=Y	07/15/11	03/21/12	1863.57	-1471.91	391.66		
100.0000	WILLIAMS COS INC	(969457100)	1	COVERED=Y	05/05/11	03/21/12	3105.95	-2504.93	601.02		
6.6700	WPX ENERGY INC	(969457100)	1	COVERED=Y	08/16/11	03/21/12	127.33	-103.92	23.41		
20.0000	WPX ENERGY INC	(98212B103)	1	COVERED=Y	07/15/11	03/21/12	381.79	-328.11	53.68		
35.3500	WPX ENERGY INC	(98212B103)	1	COVERED=Y	05/05/11	03/21/12	636.25	-558.38	77.87		
50.0000	XILINX INC	(98212B103)	1	COVERED=Y	11/01/11	03/23/12	1780.47	-1648.66	131.81		
TOTAL SHORT TERM SALES & MATURITIES							926317.04	932165.58	-5848.54		
SHORT TERM CAPITAL GAIN DIVIDENDS											
SECURITY		T ROWE PRICE MID CAP GROWTH		DATE		CODE		AMOUNT			
FUND #64		(77955610T)		12/17/12		59		1515.62			
TOTAL SHORT TERM CAPITAL GAIN DIVIDENDS											
										1515.62	

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SHARES/PAR	SECURITY	REG	DATE	INCOME CASH	PRINCIPAL CASH	COST BASIS	GAIN OR LOSS
20.0000	COVIDIEN PLC	1	02/14/11 03/23/12		1073.78	-1009.60	64.18
		(G2554F113)	COVERED=Y				
50.0000	COVIDIEN PLC	1	11/04/09 03/23/12		2684.45	-2162.00	522.45
		(G2554F113)					
15.0000	COVIDIEN PLC	1	01/06/11 03/23/12		805.33	-697.95	107.38
		(G2554F113)	COVERED=Y				
100.0000	INVESCO LTD	1	07/22/10 03/23/12		2585.96	-1932.32	653.64
		(G491BT108)					
5.0000	ACE LIMITED F	1	01/06/11 03/23/12		365.09	-309.50	55.59
		(H0023R105)	COVERED=Y				
45.0000	ACE LIMITED F	1	11/04/09 03/23/12		3285.84	-2335.95	949.89
		(H0023R105)					
25.0000	TYCO INTERNATIONAL LTD	1	01/06/11 03/21/12		1329.23	-1069.25	259.98
		(H89128104)	COVERED=Y				
20.0000	TYCO INTERNATIONAL LTD	1	01/13/11 03/21/12		1063.38	-895.30	168.08
		(H89128104)	COVERED=Y				
50.0000	TYCO INTERNATIONAL LTD	1	06/02/10 03/21/12		2658.45	-1809.40	849.05
		(H89128104)					
25.0000	TYCO INTERNATIONAL LTD	1	11/10/10 03/21/12		1329.23	-975.11	354.12
		(H89128104)					
75.0000	ABBOTT LABORATORIES	1	11/04/09 03/23/12		4514.91	-3816.00	698.91
		(002824100)					
20.0000	ABBOTT LABORATORIES	1	01/06/11 03/23/12		1203.98	-960.60	243.38
		(002824100)	COVERED=Y				
4.0000	AMAZON COM INC	1	01/28/11 03/21/12		770.43	-677.83	92.60
		(023135106)	COVERED=Y				
5.0000	AMAZON COM INC	1	01/06/11 03/21/12		963.03	-931.00	32.03
		(023135106)	COVERED=Y				
10.0000	AMAZON COM INC	1	08/13/10 03/21/12		1926.07	-1260.03	666.04
		(023135106)					
15.0000	AMAZON COM INC	1	11/04/09 03/21/12		2889.10	-1763.52	1125.58
		(023135106)					
10.0000	AMAZON COM INC	1	09/28/10 03/21/12		1926.07	-1590.98	335.09
		(023135106)					
5.0000	AMAZON COM INC	1	08/18/10 03/21/12		963.03	-647.15	315.88
		(023135106)					
35.0000	APPLE INC	1	11/04/09 05/15/12		19695.17	-6678.35	13016.82
		(037833100)					
20.0000	BAIDU COM INC SPONSORED	1	09/21/10 03/23/12		2878.14	-1826.28	1051.86
	ADR	(056752108)					

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SHARES/PAR	SECURITY	REG	LONG TERM SALES & MATURITIES		CAPITAL PROCEEDS TO INCOME CASH PRINCIPAL CASH	COST BASIS	LONG TERM GAIN OR LOSS
			DATE	ACQUIRED SOLD			
55.0000	BANKAMERICA CORP NEW	(060505104)	01/06/11 03/23/12	COVERED=Y	523.67	-797.23	-273.56
50.0000	BANKAMERICA CORP NEW	(060505104)	11/10/10 03/23/12		476.07	-627.08	-151.01
310.0000	BANKAMERICA CORP NEW	(060505104)	11/04/09 03/23/12		2951.61	-4699.60	-1747.99
100.0000	BANKAMERICA CORP NEW	(060505104)	02/14/11 03/23/12	COVERED=Y	952.13	-1485.23	-533.10
10.0000	CAMPBELL SOUP CO	(134429109)	01/06/11 03/21/12	COVERED=Y	328.19	-345.20	-17.01
50.0000	CAMPBELL SOUP CO	(134429109)	07/20/10 03/21/12		1640.97	-1824.20	-183.23
25.0000	CAMPBELL SOUP CO	(134429109)	09/28/10 03/21/12		820.49	-911.42	-90.93
25.0000	CARDINAL HEALTH	(14149Y108)	08/09/10 08/21/12	COVERED=Y	998.86	-827.25	171.61
20.0000	CARDINAL HEALTH	(14149Y108)	02/11/10 08/21/12	COVERED=Y	799.09	-666.08	133.01
25.0000	CARDINAL HEALTH	(14149Y108)	07/02/10 08/21/12	COVERED=Y	998.86	-850.74	148.12
50.0000	CARDINAL HEALTH	(14149Y108)	11/04/09 08/21/12	COVERED=Y	1997.73	-1458.00	539.73
15.0000	CARDINAL HEALTH	(14149Y108)	01/06/11 08/21/12	COVERED=Y	599.32	-589.20	10.12
20.0000	CARNIVAL CORP PAIRED CTF	(143658300)	04/16/10 03/21/12	COVERED=Y	641.19	-778.97	-137.78
40.0000	CARNIVAL CORP PAIRED CTF	(143658300)	01/14/10 03/21/12		1282.37	-1387.59	-105.22
25.0000	CARNIVAL CORP PAIRED CTF	(143658300)	04/07/10 03/21/12		801.49	-972.33	-170.84
65.0000	CELGENE CORP	(151020104)	11/04/09 03/23/12		4950.96	-3315.00	1635.96
100.0000	CENTERPOINT ENERGY INC	(15189T107)	03/10/11 03/21/12	COVERED=Y	1916.97	-1607.62	309.35
100.0000	CENTERPOINT ENERGY INC	(15189T107)	03/11/11 03/21/12	COVERED=Y	1916.97	-1609.87	307.10
75.0000	CISCO SYSTEMS INC	(17275R102)	11/12/10 03/23/12		1536.08	-1510.79	25.29
80.0000	CISCO SYSTEMS INC	(17275R102)	01/06/11 03/23/12	COVERED=Y	1638.49	-1670.00	-31.51
90.0000	CISCO SYSTEMS INC	(17275R102)	11/04/09 03/23/12		1843.30	-2077.20	-233.90
25.0000	CISCO SYSTEMS INC	(17275R102)	08/13/10 03/23/12		512.03	-539.43	-27.40
24.9300	CITIGROUP INC	(172967424)	05/26/10 03/23/12		926.67	-987.50	-60.83

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			DATE	ACQUIRED SOLD			
51.1100	CITIGROUP INC	(172967424)	11/04/09 03/23/12		1899.80	-2115.39	-215.59
14.9600	CITIGROUP INC	(172967424)	07/22/10 03/23/12		556.07	-616.50	-60.43
10.0000	COGNIZANT TECHNOLOGY SOLUTIONS CL A	(192446102)	01/06/11 03/23/12	COVERED=Y	763.49	-753.90	9.59
30.0000	COGNIZANT TECHNOLOGY SOLUTIONS CL A	(192446102)	02/26/10 03/23/12		2290.46	-1445.53	844.93
20.0000	COGNIZANT TECHNOLOGY SOLUTIONS CL A	(192446102)	05/13/10 03/23/12		1526.97	-1054.60	472.37
15.0000	COGNIZANT TECHNOLOGY SOLUTIONS CL A	(192446102)	06/17/10 03/23/12		1145.23	-812.64	332.59
10.0000	COLGATE PALMOLIVE CO COM	(194162103)	01/06/11 03/21/12	COVERED=Y	961.68	-786.60	175.08
10.0000	COLGATE PALMOLIVE CO COM	(194162103)	09/28/10 03/21/12		961.68	-787.81	173.87
26.0000	COLGATE PALMOLIVE CO COM	(194162103)	09/21/10 03/21/12		2500.38	-2051.99	448.39
25.0000	CONOCOPHILLIPS COM	(20825C104)	01/07/10 06/21/12		1344.29	-1013.96	330.33
85.0000	CONOCOPHILLIPS COM	(20825C104)	11/04/09 06/21/12		4570.59	-3377.70	1192.89
5.0000	DEVON ENERGY CORPORATION NEW	(25179M103)	05/28/10 05/30/12		296.89	-319.35	-22.46
15.0000	EMC CORP MASS	(268648102)	01/06/11 03/23/12	COVERED=Y	435.74	-354.75	80.99
50.0000	EMC CORP MASS	(268648102)	10/19/10 03/23/12		1452.48	-1046.21	406.27
100.0000	EMC CORP MASS	(268648102)	10/12/10 03/23/12		2904.96	-2018.28	886.68
30.0000	EOG RES INC	(26875P101)	11/04/09 03/21/12		3423.53	-2564.10	859.43
25.0000	EXXON MOBIL CORP	(30231G102)	10/18/10 03/21/12		2148.46	-1646.84	501.62
9.0000	EXXON MOBIL CORP	(30231G102)	11/02/10 03/21/12		773.45	-612.88	160.57
130.0000	EXXON MOBIL CORP	(30231G102)	02/18/92 03/21/12		11172.01	-1882.24	9289.77
5.0000	EXXON MOBIL CORP	(30231G102)	05/28/10 03/21/12		429.69	-306.52	123.17
20.0000	FREEPORT MCMORAN CP&GLD B CLASS B	(35671D857)	06/02/10 03/21/12		797.79	-671.85	125.94
26.0000	FREEPORT MCMORAN CP&GLD B CLASS B	(35671D857)	11/04/09 03/21/12		1037.12	-1022.69	14.43
20.0000	FREEPORT MCMORAN CP&GLD B CLASS B	(35671D857)	04/28/10 03/21/12		797.79	-766.18	31.61

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60.0000	GENERAL MILLS INC	(370334104)	1		11/04/09	08/07/12		2297.25	-1944.30	352.95
25.0000	GENERAL MILLS INC	(370334104)	1		09/10/10	08/07/12		957.19	-928.24	28.95
5.0000	GENERAL MILLS INC	(370334104)	1		01/06/11	08/07/12		191.44	-180.35	11.09
25.0000	GENERAL MILLS INC	(370334104)	1		01/10/11	08/07/12		957.19	-897.92	59.27
20.0000	GENERAL MOTORS CO	(37045V100)	1		12/07/10	03/21/12		507.39	-692.20	-184.81
10.0000	GENERAL MOTORS CO	(37045V100)	1		01/06/11	03/21/12		253.70	-391.20	-137.50
50.0000	GENERAL MOTORS CO	(37045V100)	1		11/18/10	03/21/12		1268.48	-1778.92	-510.44
15.0000	GENERAL MOTORS CO	(37045V100)	1		11/24/10	03/21/12		380.54	-505.47	-124.93
30.0000	GENERAL MOTORS CO	(37045V100)	1		12/02/10	03/21/12		761.09	-1040.10	-279.01
50.0000	GLOBAL PMTS INC GEORGIA	(37940X102)	1		02/04/11	03/23/12		2616.45	-2435.50	180.95
10.0000	GOLDMAN SACHS GROUP INC	(38141G104)	1		01/25/11	03/23/12		1263.98	-1625.71	-361.73
35.0000	GOLDMAN SACHS GROUP INC	(38141G104)	1		11/04/09	03/23/12		4423.92	-6077.05	-1653.13
5.0000	GOLDMAN SACHS GROUP INC	(38141G104)	1		01/06/11	03/23/12		631.99	-863.60	-231.61
30.0000	HONEYWELL INTL INC COM	(438516106)	1		03/22/10	03/21/12		1782.56	-1307.40	475.16
21.0000	HONEYWELL INTL INC COM	(438516106)	1		10/22/10	03/21/12		1247.80	-986.27	261.53
25.0000	HONEYWELL INTL INC COM	(438516106)	1		02/01/10	03/21/12		1485.47	-977.43	508.04
20.0000	HONEYWELL INTL INC COM	(438516106)	1		12/16/09	03/21/12		1188.38	-818.80	369.58
20.0000	HONEYWELL INTL INC COM	(438516106)	1		12/16/09	03/21/12		1188.38	-825.35	363.03
1129.0000	ETF I-SHARES TRUST	(464287465)	1		05/11/11	05/29/12		55150.52	-70258.12	-15107.60
25.0000	JOHNSON CONTROLS INC	(478366107)	1		08/09/10	03/21/12		810.99	-754.79	56.20
30.0000	JOHNSON CONTROLS INC	(478366107)	1		01/06/11	03/21/12		973.18	-1209.90	-236.72
185.0000	JOHNSON CONTROLS INC	(478366107)	1		11/04/09	03/21/12		6001.30	-4649.05	1352.25
25.0000	JOHNSON CONTROLS INC	(478366107)	1		04/28/10	03/21/12		810.99	-833.44	-22.45

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25.0000	JOHNSON CONTROLS INC	(478366107)	1		07/28/10	03/21/12		810.99	-726.18	84.81
130.0000	JUNIPER NETWORKS INC	(48203R104)	1		11/04/09	03/23/12		2715.65	-3359.20	-643.55
20.0000	JUNIPER NETWORKS INC	(48203R104)	1		04/28/10	03/23/12		417.79	-575.45	-157.66
2.3333	KRAFT FOODS GROUP INC	(50076Q106)	1		08/04/11	11/07/12		105.49	-85.54	19.95
9.3332	KRAFT FOODS GROUP INC	(50076Q106)	1		08/04/11	11/07/12		421.96	-340.24	81.72
19.9998	KRAFT FOODS GROUP INC	(50076Q106)	1		09/09/11	11/07/12		904.21	-726.61	177.60
9.9999	KRAFT FOODS GROUP INC	(50076Q106)	1		09/19/11	11/07/12		452.11	-366.17	85.94
12.9999	KRAFT FOODS GROUP INC	(50076Q106)	1		08/16/11	11/07/12		587.74	-469.76	117.98
9.3332	KRAFT FOODS GROUP INC	(50076Q106)	1		08/04/11	11/07/12		421.96	-336.47	85.49
6.3333	KRAFT FOODS GROUP INC	(50076Q106)	1		08/04/11	11/07/12		286.33	-231.06	55.27
100.0000	LOWES COS INC COM	(548661107)	1		02/19/10	03/21/12		3084.96	-2305.20	779.76
25.0000	LOWES COS INC COM	(548661107)	1		02/19/10	03/21/12		771.24	-574.59	196.65
40.0000	LOWES COS INC COM	(548661107)	1		01/28/11	03/21/12		1233.98	-1020.79	213.19
10.0000	LOWES COS INC COM	(548661107)	1		01/06/11	03/21/12		308.50	-241.30	67.20
9.0000	MASTERCARD INCORPORATE	(57636Q104)	1		11/04/09	03/23/12		3758.24	-2020.59	1737.65
250.0000	MERCK & CO INC NEW	(58933Y105)	1		11/04/09	03/23/12		9394.82	-7930.00	1464.82
5.0000	MERCK & CO INC NEW	(58933Y105)	1		01/06/11	03/23/12		187.90	-184.85	3.05
80.0000	MICROSOFT CORP	(594918104)	1		01/06/11	03/23/12		2552.75	-2281.59	271.16
605.0000	MICROSOFT CORP	(594918104)	1		11/04/09	03/23/12		19305.21	-16849.01	2456.20
30.0000	MICROSOFT CORP	(594918104)	1		02/01/10	03/23/12		957.28	-850.40	106.88
175.0000	NORFOLK SOUTHERN CORPORATION	(655844108)	1		11/04/09	03/21/12		11786.05	-8669.50	3116.55
20.0000	OCCIDENTAL PETROLEUM CORP	(674599105)	1		08/11/10	10/10/12		1659.83	-1530.06	129.77
7.0000	OCCIDENTAL PETROLEUM CORP	(674599105)	1		08/05/11	10/10/12		580.94	-618.35	-37.41

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			DATE ACQUIRED	DATE SOLD			
15.0000	OCCIDENTAL PETROLEUM CORP (674599105)	1	10/06/11	10/10/12	1244.87	-1189.75	55.12
10.0000	OCCIDENTAL PETROLEUM CORP (674599105)	1	01/28/10	10/10/12	829.92	-779.29	50.63
80.0000	OCCIDENTAL PETROLEUM CORP (674599105)	1	11/04/09	10/10/12	6639.33	-6433.60	205.73
50.0000	ORACLE CORPORATION (68389X105)	1	09/10/10	04/30/12	1462.48	-1246.50	215.98
170.0000	ORACLE CORPORATION (68389X105)	1	11/04/09	04/30/12	4972.44	-3524.10	1448.34
30.0000	ORACLE CORPORATION (68389X105)	1	01/06/11	04/30/12	877.49	-934.50	-57.01
50.0000	ORACLE CORPORATION (68389X105)	1	12/07/10	04/30/12	1462.48	-1457.72	4.76
5.0000	PACCAR INC (693718108)	1	03/22/10	03/21/12	234.30	-212.97	21.33
15.0000	PACCAR INC (693718108)	1	01/06/11	03/21/12	702.89	-867.30	-164.41
100.0000	PACCAR INC (693718108)	1	11/04/09	03/21/12	4685.92	-3825.00	860.92
35.0000	PACCAR INC (693718108)	1	01/05/10	03/21/12	1640.07	-1299.81	340.26
50.0000	PFIZER INC (717081103)	1	11/02/10	03/23/12	1087.49	-870.81	216.68
50.0000	PFIZER INC (717081103)	1	06/09/10	03/23/12	1087.49	-733.49	354.00
454.0000	PFIZER INC (717081103)	1	10/16/09	03/23/12	9874.36	-8163.12	1711.24
0.5000	PHILLIPS 66 (718546104)	1	11/04/09	05/14/12	15.47	-11.81	3.66
42.0000	PHILLIPS 66 (718546104)	1	11/04/09	06/21/12	1410.43	-991.87	418.56
12.5000	PHILLIPS 66 (718546104)	1	01/07/10	06/21/12	419.77	-301.29	118.48
465.0000	POWERSHARES DB COMMODITY INDEX (73935S105)	1	06/18/10	05/30/12	11792.18	-10426.60	1365.58
1537.0000	POWERSHARES DB COMMODITY INDEX (73935S105)	1	01/06/11	11/16/12	42190.16	-42298.39	-108.23
1765.0000	POWERSHARES DB COMMODITY INDEX (73935S105)	1	06/18/11	11/16/12	48448.69	-39576.24	8872.45
165.0000	PROCTER & GAMBLE CO COM (742718109)	1	03/28/02	03/21/12	11096.07	-7380.78	3715.29
10.0000	PRUDENTIAL FINL INC COM (744320102)	1	01/06/11	03/23/12	630.79	-611.80	18.99
20.0000	PRUDENTIAL FINL INC COM (744320102)	1	12/11/09	03/23/12	1261.58	-976.21	285.37

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			DATE ACQUIRED	DATE SOLD			
50.0000	PRUDENTIAL FINL INC COM (744320102)	1	11/04/09	03/23/12	3153.94	-2391.63	762.31
10.0000	PRUDENTIAL FINL INC COM (744320102)	1	11/17/09	03/23/12	630.79	-497.13	133.66
382.0000	SPDR S&P 500 ETF TRUST (78462F103)	1	06/18/10	05/29/12	51102.85	-42650.26	8452.59
600.0000	SPDR S&P 500 ETF TRUST (78462F103)	1	12/12/08	05/29/12	80266.26	-52380.00	27886.26
190.0000	SPDR GOLD TR (78463V107)	1	11/05/09	05/29/12	29160.56	-20303.40	8857.16
25.0000	SCHLUMBERGER LTD COM (806857108)	1	03/18/11	03/21/12	1852.79	-2110.95	-258.16
50.0000	TD AMERITRADE HLDG CORP (87236Y108)	1	08/18/10	03/23/12	1000.98	-802.13	198.85
25.0000	TD AMERITRADE HLDG CORP (87236Y108)	1	11/04/09	03/23/12	500.49	-486.65	13.84
40.0000	TD AMERITRADE HLDG CORP (87236Y108)	1	02/04/10	03/23/12	800.79	-680.80	119.99
25.0000	TIME WARNER INC NEW (887317303)	1	07/28/10	03/21/12	896.23	-786.09	110.14
25.0000	TIME WARNER INC NEW (887317303)	1	12/17/10	03/21/12	896.23	-787.37	108.86
30.0000	TIME WARNER INC NEW (887317303)	1	01/06/11	03/21/12	1075.48	-1000.95	74.53
50.0000	TIME WARNER INC NEW (887317303)	1	06/24/10	03/21/12	1792.47	-1567.38	225.09
210.0000	TIME WARNER INC NEW (887317303)	1	11/04/09	03/21/12	7528.37	-6026.40	1501.97
25.0000	TIME WARNER INC NEW (887317303)	1	01/28/10	03/21/12	896.23	-677.50	218.73
25.0000	TIME WARNER INC NEW (887317303)	1	06/09/10	03/21/12	896.23	-771.68	124.55
20.0000	US BANCORP DEL COM NEW (902973304)	1	01/06/11	03/23/12	627.59	-526.80	100.79
145.0000	US BANCORP DEL COM NEW (902973304)	1	11/04/09	03/23/12	4550.03	-3427.80	1122.23
25.0000	UNITED TECHNOLOGIES CORP (913017109)	1	01/06/11	03/21/12	2075.47	-1983.87	91.60
110.0000	UNITED TECHNOLOGIES CORP (913017109)	1	11/04/09	03/21/12	9132.04	-7004.80	2127.24
10.0000	UNITED TECHNOLOGIES CORP (913017109)	1	03/22/10	03/21/12	830.19	-729.52	100.67
5.0000	UNITEDHEALTH GROUP INC COM (91324P102)	1	01/06/11	03/23/12	269.10	-192.00	77.10
65.0000	UNITEDHEALTH GROUP INC COM (91324P102)	1	12/02/10	03/23/12	3498.23	-2459.44	1038.79

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			ACQUIRED DATE	SOLD DATE			
811.0000	VANGUARD MSCI EMERGING MARKETS ETF (922042858)	1	09/14/10	10/11/12	33955.97	-35569.65	-1613.68
50.0000	WELLS FARGO & COMPANY NEW (949746101)	1	03/07/11	03/23/12	1676.47	-1583.79	92.68
40.0000	WELLS FARGO & COMPANY NEW (949746101)	1	12/15/09	03/23/12	1341.18	-1035.49	305.69
220.0000	WELLS FARGO & COMPANY NEW (949746101)	1	09/27/01	03/23/12	7376.49	-4830.10	2546.39
35.0000	WELLS FARGO & COMPANY NEW (949746101)	1	01/06/11	03/23/12	1173.53	-1130.15	43.38
35.0000	WELLS FARGO & COMPANY NEW (949746101)	1	03/25/10	03/23/12	1173.53	-1104.95	68.58
9.0000	XILINX INC (983919101)	1	01/06/11	03/23/12	320.48	-270.81	49.67
100.0000	XILINX INC (983919101)	1	12/22/10	03/23/12	3560.95	-2830.27	730.68
TOTAL LONG TERM SALES & MATURITIES					688089.45	579900.89	108188.56