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 , 2012, and ending , 20

Name of foundation
FRANK S. AND JULIA M. LADNER FAMILY FOUNDATION, INC.

A Employer identification number
61 - 1248781

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
FRANK LADNER, 1808 PORTER AVENUE, PO BOX 555

B Telephone number (see instructions)
502 - 587-3509

City or town, state, and ZIP code
LAWRENCEVILLE, ILLINOIS 62439

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)* ▶ $ 11,306,734

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) (see instructions))*

	Line	Description	(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 (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	15,373	15,373		
	4	Dividends and interest from securities	269,547	269,547		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 Schedule 1	575,902			
	b	Gross sales price for all assets on line 6a 7,415,588				
	7	Capital gain net income (from Part IV, line 2)		575,902		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	860,822	860,822	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 (attach schedule) Schedule 2				
	b	Accounting fees (attach schedule) Schedule 2	6,000	6,000		6,000
	c	Other professional fees (attach schedule) Schedule 2	79,549	79,549		79,549
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) Schedule 3	1,592	1,592		1,592
	24	**Total operating and administrative expenses.** Add lines 13 through 23	87,141	87,141	0	87,141
	25	Contributions, gifts, grants paid Schedule 4	3,577,818			3,577,818
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,664,959	87,141	0	3,664,959
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(2,804,137)			
	b	**Net investment income** (if negative, enter -0-)		773,681		
	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 (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	758,811	829,825	829,825
	3	Accounts receivable ▶			
		Less. allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less· allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) Schedule 5	4,461,338	3,223,052	4,413,389
	c	Investments—corporate bonds (attach schedule) Schedule 5	200,837	200,837	207,208
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	6,990,431	5,344,237	5,846,983
	14	Land, buildings, and equipment basis ▶			
		Less. accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ Schedule 6)		9,329	9,329
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	12,411,417	9,607,280	11,306,734
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 (attach schedule)			
	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	12,411,417	9,607,280	
	30	**Total net assets or fund balances** (see instructions)	12,411,417	9,607,280	
	31	**Total liabilities and net assets/fund balances** (see instructions)	12,411,417	9,607,280	

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	12,411,417
2	Enter amount from Part I, line 27a	2	(2,804,137)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,607,280
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,607,280

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 Stock Sales - Short Term - See Attached	P		
b Stock Sales - Long Term - See Attached	P		
c Capital Gain Distribution	P		
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	3,490,017		3,196,499	293,518
b	3,796,940		3,643,187	153,753
c	128,631			128,631
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				293,518
b				153,753
c				128,631
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	575,902
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,192,399	14,291,566	15.34%
2010	1,435,329	14,419,569	9.95%
2009	907,908	11,013,191	8.24%
2008	1,505,843	14,036,357	10.73%
2007	816,116	17,317,027	4.71%

2	**Total** of line 1, column (d)	2	48.97%
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	9.79%
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,114,331
5	Multiply line 4 by line 3	5	1,284,418
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,737
7	Add lines 5 and 6	7	1,292,155
8	Enter qualifying distributions from Part XII, line 4	8	3,664,959

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	7,737
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	7,737
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	7,737
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 9,329		
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	9,329
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,592
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,592 **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		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		✓
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	✓	
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	✓	
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*	8b	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ N/A

14 The books are in care of ▶ James C Bauer Telephone no ▶ 314-308-5352
Located at ▶ 325 North Woodlawn, Kirkwood, Mo. ZIP+4 ▶ 63,122

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 |

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		✓
	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

			Line	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)?		1b	N	A
	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		✓
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 ▶ 20___ , 20___ , 20___ , 20___				
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.)		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 ▶ 20___ , 20___ , 20___ , 20___				
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.)*		3b	N	A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		✓
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		✓

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b	N/A	
	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		✓
	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?	7b	N/A	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED SCHEDULE 8		0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		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	0
2	
3	
4	

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

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

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	11,938,292
b	Average of monthly cash balances	1b	1,168,542
c	Fair market value of all other assets (see instructions)	1c	207,208
d	**Total** (add lines 1a, b, and c)	1d	13,314,042
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	13,314,042
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	199,711
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,114,331
6	**Minimum investment return.** Enter 5% of line 5	6	655,717

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	655,717
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,737		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,737
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	647,980
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	647,980
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	647,980

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	3,664,959
b	Program-related investments—total from Part IX-B	1b	
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	3,664,959
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	7,737
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,657,222

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					647,980
2	Undistributed income, if any, as of the end of 2012.					
a	Enter amount for 2011 only					
b	Total for prior years: 20 20 ,20 ___ ,20 ___					
3	Excess distributions carryover, if any, to 2012:					
a	From 2007					
b	From 2008	810,107				
c	From 2009	368,592				
d	From 2010	724,017				
e	From 2011	1,496,479				
f	**Total** of lines 3a through e		3,399,195			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 3,664,959					
a	Applied to 2011, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2012 distributable amount					647,980
e	Remaining amount distributed out of corpus		3,016,979			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5		6,416,174			
b	Prior years' undistributed income. Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b. Taxable amount—see instructions			0		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		6,416,174			
10	Analysis of line 9:					
a	Excess from 2008	810,107				
b	Excess from 2009	368,592				
c	Excess from 2010	724,017				
d	Excess from 2011	1,496,479				
e	Excess from 2012	3,016,979				

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

1a 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	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	N/A	N/A	N/A	N/A	N/A
b 85% of line 2a	N/A	N/A	N/A	N/A	N/A
c Qualifying distributions from Part XII, line 4 for each year listed	N/A	N/A	N/A	N/A	N/A
d Amounts included in line 2c not used directly for active conduct of exempt activities					N/A
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	N/A	N/A	N/A	N/A	N/A
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter: (1) Value of all assets					N/A
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					N/A
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	N/A	N/A	N/A	N/A	N/A
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)					N/A
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					N/A
(3) Largest amount of support from an exempt organization					N/A
(4) Gross investment income					N/A

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).)

SEE ATTACHED SCHEDULE 9

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*				
SEE ATTACHED CONTRIBUTIONS	NONE	PUBLIC	FOR CHARITABLE PURPOSES	0
Total . . . . ▶ 3a				
b *Approved for future payment*				
Total . . . . ▶ 3b				

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 (See instructions)
	(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			514	15,373	
4 Dividends and interest from securities			514	269,547	
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			514	575,902	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		860,822	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 860,822

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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? N/A ☐ Yes ☐ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Mary F L Bauer | 4/3/13 | ~~PRESIDENT~~ Secretary

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
James Bauer	James Bauer	4/1/13		1310908

Firm's name ► CHIC FIT, INC — Firm's EIN ► 20 - 4778785

Firm's address ► 325 North Woodlawn, Kirkwood, Mo. 63122 — Phone no 314 - 308-5352

Attachments to IRS Form 990-PF
FRANK S. AND JULIA M. LADNER FAMILY FOUNDATION, INC.
61-1248781
Tax Year 2012

Schedule 1: Part I, Line 6a - Net Gain or (Loss) from Sale of Assets Not on Line 10

Description	Date Acquired	How Acquired	Gross Sales Price	Cost, Other basis, or Donated Value Amount	Which One	To Part XVI-A Line 8 (See Note)
1 Short Term Activity	Various	Purchased	3,796,940	3,643,187	Cost	2
2 Long Term Activity	Various	Purchased	3,490,017	3,196,499	Cost	2
3 Capital Gain Distribution	Various	Purchased	128,631			2
Total			7,415,588	6,839,686		

	Date Sold	To Whom Sold	Expense of Sale and Cost of Improvements	Depreciation Since Acquisition	Gain or (Loss)
1					153,753
2					293,518
3					128,631
Total			0	0	575,902

Amounts Carried To Part XVI-A line 8	Gross Sales Price	Cost or Other Basis	Expense of Sale and Cost of Improvements	Depreciation Since Acquisition	Gain or (Loss)
Unrelated Business Income (Col B)	0	0	0	0	0
Excluded by Sec 512, 513, or 514 (Col D)	7,415,588	6,839,686	0	0	575,902
Related / Exempt Function Income (Col E)	0	0	0	0	0
Total	7,415,588	6,839,686	0	0	575,902

Note Numeric codes used above are
1 - if Unrelated Business Income (Part XVI-A, Column B),
2 - if Excluded by Sec 512, 513, or 514 (Part XVI-A, Column D)
Balance is Related / Exempt Function Income (Part XVI-A, Column E)

Attachments to IRS Form 990-PF
FRANK S. AND JULIA M. LADNER FAMILY FOUNDATION, INC.
61-1248781
Tax Year 2012

Schedule 2: Part I, Line 16a - Legal Fees

Type of service	Amount
1	
Total	0

Schedule 2: Part I, Line 16b - Accounting Fees

Type of service	Amount
1 CHIC FIT, INC	6,000
2	
Total	6,000

Schedule 2: Part I, Line 16c - Other Professional Fees

Type of service	Amount
1 INVESTMENT MANAGEMENT FEES	79,549
2	
Total	79,549

Schedule 3: Part I, Line 23 - Other Expenses

Description	Amount
1 Computer	1,592
Total	1,592

Attachments to IRS Form 990-PF
FRANK S. AND JULIA M. LADNER FAMILY FOUNDATION, INC.
61-1248781
Tax Year 2012

Schedule 4: Part I, Line 25 - Contributions, Gifts, Grants Paid

From detail below:	Cash Amount	Property Other than Cash	Total
Paid during the year	3,577,818	0	3,577,818
Approved for future payment	0	0	0
Total	3,577,818	0	3,577,818

Paid During the Year

Class of Activity: Donee Name	Donee Address	Cash Amount	Property Other than Cash (1)	Relationship to Disqualified Persons (2)	Organizational Status of Donee (3)
1 1 See Attached		3,577,818		None	Public
Total		3,577,818	0		
Total amount paid for which the foundation exercised expenditure responsibility		0			
Total Paid During the Year		3,577,818	0		

(1) Additional information for property other than cash included on continuation sheet
(2) Relationship of donee if related by blood, marriage, adoption or employment (including children of employees) to any disqualified person
(3) The organizational status of donee (e g , public charity—an organization described in section 509(a)(1), (2), or (3))

Schedule 5: Part II, Line 10 - Investments—Government Obligations, Corporate Stocks and Bonds

	End of Year	
Total U S Government obligations		
Total	0	0

Line 10b - Investments - Corporate Stock		
1 COMMON STOCKS (APPRAISAL REPORT)	3,223,052	4,413,389
Total	3,223,052	4,413,389

Line 10c - Investments - Corporate Bonds		
1 CORPORATE BONDS (APPRAISAL REPORT)	200,837	207,208
Total	200,837	207,208

Schedule 0: Part II, Line 14 - Land, Buildings, and Equipment

	End of Year			
Description:	Cost or Other Basis	Accumulated Depreciation	Book Value	Fair Market Value
Total	0	0	0	0

Frank S. and Julia M. Ladner Family Foundation
Form 990 - PF
Part VIII - List of Oficers, Directors, Trustees and Foundation Managers

Name and Adress	Title	Hours Worked Per/Week	Compensation	Benefits	Expense Account
Frank S. Ladner 1808 Porter Avenue Lawrenceville, Il. 62439	President	1	$0	$0	$0
Julia M. Ladner 1808 Porter Avenue Lawrenceville, Il. 62439	Director	1	$0	$0	$0
Margaret M. Ladner 1980 Goodrich St. Paul, MN. 55105	Director	1	$0	$0	$0
Thomas M. Ladner 2621 E. 23rd Tulsa, OK. 74114	Director	1	$0	$0	$0
Julia M. Ladner 847 Via Campobello Santa Barbara, CA. 93111	Director	1	$0	$0	$0
William P. Ladner PO Box 583 Lawrenceville, Il 62439	Director	1	$0	$0	$0
Mary F. L. Bauer 325 North Woodlawn Avenue Kirkwood, Mo. 63122	Secretary	1	$0	$0	$0
Ann Marie Ladner PO Box 3614 Ponte Verda Beach, FL 32004	Director	1	$0	$0	$0

Frank S. and Julia M. Ladner Family Foundation

Form 990 - PF

Part XV - INFORMATION REGARDING FOUNDATION MANAGERS

Name and Address
Frank S. Ladner 1808 Porter Avenue Lawrenceville, Il. 62439
Julia M. Ladner 1808 Porter Avenue Lawrenceville, Il 62439

Sold Securities

Selected Portfolios
Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Short Term Activity:											
A C Ginnie Mae Fund	01/03/12	01/05/12	0.005	92.41700	11.270	1,041.54	11.270	1,041.54	0.00		
GS Internet Toll Fd	04/01/11	01/05/12	0.764	538.07000	14.000	7,532.99	12.100	6,510.65	-1,022.34	-13.57	-17.4
GS Internet Toll Fd	07/11/11	01/05/12	0.488	4.00600	14.221	56.97	12.099	48.47	-8.50	-14.92	-28.2
GS Internet Toll Fd	10/07/11	01/05/12	0.247	377.15800	11.610	4,378.80	12.100	4,563.61	184.81	4.22	18.3
Subtotal for 3 positions				919.23400		11,968.76		11,122.73	-846.03	-7.07	
GS Mid Cap Value	04/15/11	01/05/12	0.726	419.57700	37.550	15,755.12	33.640	14,114.57	-1,640.55	-10.41	-14.1
GS Sm Cap Value	10/07/11	01/05/12	0.247	644.22900	36.700	23,643.23	41.170	26,522.91	2,879.68	12.18	59.4
GS Sm Cap Value	12/09/11	01/05/12	0.074	76.78600	40.340	3,097.55	41.170	3,161.28	63.73	2.06	31.7
GS Sm Cap Value	12/09/11	01/05/12	0.074	222.37800	40.340	8,970.73	41.170	9,155.30	184.57	2.06	31.7
Subtotal for 3 positions				943.39300		35,711.51		38,839.49	3,127.98	8.76	
Pimco Total Return	04/15/11	01/05/12	0.726	229.98200	10.970	2,522.90	10.860	2,497.61	-25.29	-1.00	-1.4
T Rowe Equity Inc	04/15/11	01/05/12	0.726	346.27700	24.860	8,608.45	23.370	8,092.49	-515.96	-5.99	-8.2
Intl Busines Mach.	09/14/11	01/20/12	0.351	2.00000	169.975	339.95	178.485	356.97	17.02	5.01	14.9
Salesforce Com Inc	01/19/12	01/20/12	0.003	37.00000	103.828	3,841.62	104.511	3,866.89	25.27	0.66	994.7
Pacific x Japan Fd	12/22/11	01/23/12	0.088	2,872.00000	39.334	112,968.11	42.235	121,300.31	8,332.20	7.38	125.2
PHLX SOX Index Fd	09/26/11	01/23/12	0.326	985.00000	48.064	47,343.53	56.032	55,191.45	7,847.92	16.58	60.1

Sold Securities

Selected Portfolios
Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Short Term Activity:											
A C Ginnie Mae Fund	09/27/11	01/25/12	0.329	25,287.75100	11.270	284,992.95	11.240	284,234.32	-758.63	-0.27	-0.8
A C Ginnie Mae Fund	09/27/11	01/25/12	0.329	20,342.85000	11.190	227,636.49	11.240	228,653.63	1,017.14	0.45	1.4
A C Ginnie Mae Fund	10/04/11	01/25/12	0.310	166.97400	11.220	1,873.45	11.240	1,876.79	3.34	0.18	0.6
A C Ginnie Mae Fund	11/02/11	01/25/12	0.230	198.37100	11.220	2,225.72	11.240	2,229.69	3.97	0.18	0.8
A C Ginnie Mae Fund	12/02/11	01/25/12	0.148	130.23600	11.230	1,462.55	11.240	1,463.85	1.30	0.09	0.6
A C Ginnie Mae Fund	01/03/12	01/25/12	0.060	42.08400	11.270	474.29	11.240	473.02	-1.27	-0.27	-4.4
Subtotal for 6 positions				46,168.26600		518,665.45		518,931.30	265.85	0.05	
Profds Midcap value	10/31/11	01/25/12	0.236	107.23000	42.500	4,557.28	44.480	4,769.59	212.31	4.66	21.3
Rydex Tech Fd	10/20/11	01/25/12	0.266	916.10800	11.550	10,581.05	12.170	11,149.03	567.98	5.37	21.7
McKesson Corp	09/14/11	01/26/12	0.367	20.00000	75.256	1,505.11	76.863	1,537.25	32.14	2.14	5.9
Novartis AG	07/29/11	01/26/12	0.496	120.00000	62.788	7,534.56	55.389	6,646.71	-887.85	-11.78	-22.3
Novartis AG	09/20/11	01/26/12	0.351	15.00000	56.445	846.68	55.389	830.84	-15.84	-1.87	-5.2
Subtotal for 2 positions				135.00000		8,381.24		7,477.55	-903.69	-10.78	
Amazon	11/14/11	01/31/12	0.214	22.00000	217.552	4,786.14	191.321	4,209.06	-577.08	-12.06	-45.2
S&P Glbl Energy Ind	06/24/11	02/06/12	0.622	1,775.00000	39.330	69,810.75	40.502	71,890.55	2,079.80	2.98	4.8
S&P Latin Amer 40	01/23/12	02/06/12	0.038	1,110.00000	46.548	51,668.61	48.291	53,602.87	1,934.26	3.74	160.7
Travelers Companies	09/14/11	03/15/12	0.501	2.00000	49.640	99.28	57.695	115.39	16.11	16.23	35.0

Sold Securities

Selected Portfolios

Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Short Term Activity:											
Travelers Companies	09/14/11	03/16/12	0.504	23.00000	49.640	1,141.72	57.595	1,324.68	182.96	16.02	34.3
Buffalo Science	01/10/12	03/28/12	0.214	7,328.37900	14.350	105,162.26	16.700	122,383.94	17,221.68	16.38	103.3
GS Mid Cap Value	04/15/11	03/28/12	0.953	401.49400	37.550	15,076.10	37.690	15,132.31	56.21	0.37	0.4
Pro Fund sm cap gr	01/25/12	03/28/12	0.173	5,298.71100	45.890	243,157.87	48.950	259,371.91	16,214.04	6.67	45.4
Profds Midcap value	10/31/11	03/28/12	0.408	4,443.11100	42.500	188,832.25	47.350	210,381.31	21,549.06	11.41	30.3
Profds Midcap value	01/05/12	03/28/12	0.227	73.07400	42.360	3,095.42	47.350	3,460.05	364.63	11.78	63.2
Subtotal for 2 positions				4,516.18500		191,927.67		213,841.36	21,913.69	11.42	
Profund sm cap val	01/25/12	03/28/12	0.173	6,301.05800	45.400	286,068.05	47.900	301,820.68	15,752.63	5.51	36.4
Rydex Tech Fd	10/20/11	03/28/12	0.438	22,725.64600	11.550	262,481.20	13.480	306,341.72	43,860.52	16.71	42.3
Rydex Tech Fd	01/05/12	03/28/12	0.227	2,037.04700	11.430	23,283.45	13.480	27,459.39	4,175.94	17.94	106.6
Subtotal for 2 positions				24,762.69300		285,764.65		333,801.11	48,036.46	16.81	
T Rowe Equity Inc	04/15/11	03/28/12	0.953	9,035.01700	24.860	224,610.52	25.640	231,657.83	7,047.31	3.14	3.3
Amer Cent Real Est	03/28/12	04/02/12	0.014	107.10900	22.170	2,374.61	22.340	2,392.82	18.21	0.77	74.7
Buffalo Science	03/28/12	04/02/12	0.014	226.34800	16.700	3,780.01	16.960	3,838.86	58.85	1.56	208.9
GS Mid Cap Value	04/15/11	04/02/12	0.967	31.93000	37.550	1,198.97	37.590	1,200.25	1.28	0.11	0.1

Sold Securities

Selected Portfolios

Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Short Term Activity:											
Pimco Total Return	02/02/12	04/02/12	0.164	95.95300	11.120	1,067.00	11.090	1,064.12	-2.88	-0.27	-1.6
Pimco Total Return	02/02/12	04/02/12	0.164	90.08900	11.120	1,001.79	11.090	999.09	-2.70	-0.27	-1.6
Pimco Total Return	03/02/12	04/02/12	0.085	26.05800	11.120	289.77	11.090	288.98	-0.79	-0.27	-3.2
Pimco Total Return	03/02/12	04/02/12	0.085	59.17200	11.120	657.99	11.090	656.22	-1.77	-0.27	-3.1
Pimco Total Return	03/02/12	04/02/12	0.085	90.18200	11.120	1,002.82	11.090	1,000.12	-2.70	-0.27	-3.1
Pimco Total Return	03/28/12	04/02/12	0.014	353.34900	11.100	3,922.18	11.090	3,918.64	-3.54	-0.09	-6.4
Subtotal for 6 positions				714.80300		7,941.55		7,927.17	-14.38	-0.18	
Grainger, WW	09/14/11	05/03/12	0.636	4.00000	161.900	647.60	210.530	842.12	194.52	30.04	51.2
Unitedhealth GRP IN	09/14/11	05/03/12	0.636	8.00000	50.509	404.07	57.869	462.95	58.88	14.57	23.9
Altera corp	09/14/11	05/10/12	0.655	5.00000	38.390	191.95	33.540	167.70	-24.25	-12.63	-18.6
Phillips 66 Com	09/14/11	05/10/12	0.655	10.00000	32.003	320.03	29.405	294.05	-25.98	-8.12	-12.1
Vanguard Euto ETF	01/23/12	05/23/12	0.332	1,805.00000	43.820	79,095.10	40.090	72,362.44	-6,732.66	-8.51	-23.5
Principal Financial	09/14/11	06/12/12	0.745	10.00000	25.720	257.20	24.555	245.55	-11.65	-4.53	-6.0
Unitedhealth GRP IN	09/14/11	06/25/12	0.781	37.00000	50.509	1,868.83	59.621	2,205.98	337.15	18.04	23.7

Sold Securities

Selected Portfolios

Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Short Term Activity:											
Amer Cent Real Est	03/28/12	07/11/12	0.288	976.36400	22.170	21,645.99	23.150	22,602.83	956.84	4.42	16.2
Amer Cent Real Est	03/28/12	07/11/12	0.288	492.83800	22.170	10,926.22	23.150	11,409.20	482.98	4.42	16.2
Amer Cent Real Est	04/02/12	07/11/12	0.274	32.43600	22.340	724.61	23.150	750.89	26.28	3.63	13.9
Subtotal for 3 positions				1,501.63800		33,296.82		34,762.92	1,466.10	4.40	
Pimco Total Return	03/28/12	07/11/12	0.288	697.69300	11.100	7,744.39	11.390	7,946.72	202.33	2.61	9.4
Pimco Total Return	03/28/12	07/11/12	0.288	1,486.23300	11.100	16,497.18	11.390	16,928.20	431.02	2.61	9.4
Pimco Total Return	05/01/12	07/11/12	0.195	438.22800	12.040	5,276.13	9.593	4,203.75	-1,072.38	-20.33	-68.9
Subtotal for 3 positions				2,622.15400		29,517.70		29,078.67	-439.03	-1.49	
Ares Capital Corp	10/04/11	08/24/12	0.890	8.83700	14.389	127.16	17.353	153.35	26.19	20.60	23.4
Ares Capital Corp	01/05/12	08/24/12	0.636	9.10100	14.720	133.97	17.353	157.93	23.96	17.88	29.5
Ares Capital Corp	04/04/12	08/24/12	0.389	8.62800	16.349	141.06	17.352	149.71	8.65	6.13	16.5
Subtotal for 3 positions				26.56600		402.19		460.99	58.80	14.62	
AT&T	09/12/11	08/24/12	0.951	700.00000	27.984	19,588.79	36.571	25,599.41	6,010.62	30.68	32.5
H & Q Healthcare	10/03/11	08/24/12	0.893	41.36300	13.940	576.60	17.454	721.94	145.34	25.21	28.6
H & Q Healthcare	01/03/12	08/24/12	0.641	36.21900	13.910	503.80	17.454	632.15	128.35	25.48	42.5
H & Q Healthcare	04/04/12	08/24/12	0.389	34.36100	16.000	549.77	17.453	599.69	49.92	9.08	25.0
Subtotal for 3 positions				111.94300		1,630.17		1,953.78	323.61	19.85	
High yield Bd Fd	02/06/12	08/24/12	0.548	1,420.00000	90.683	128,770.00	91.819	130,382.90	1,612.90	1.25	2.3
JP Morgan Alerian	03/06/12	08/24/12	0.468	820.00000	39.950	32,759.00	39.125	32,082.60	-676.40	-2.06	-4.4
Lilly Eli & Co Inc	09/12/11	08/24/12	0.951	500.00000	36.199	18,099.67	43.876	21,938.00	3,838.33	21.21	22.4

Sold Securities

Selected Portfolios

Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Short Term Activity:											
Lowes Cos Inc	07/20/12	08/24/12	0.096	2,800.00000	25.585	71,638.00	27.575	77,211.35	5,573.35	7.78	118.4
MSCI Canada Fund	01/24/12	08/24/12	0.584	2,665.00000	27.878	74,296.20	27.635	73,646.96	-649.24	-0.87	-1.5
PS DB Commod Index	02/21/12	08/24/12	0.507	1,800.00000	29.170	52,506.00	28.734	51,720.76	-785.24	-1.50	-2.9
S&P Dep Receipts	01/23/12	08/24/12	0.586	970.00000	131.808	127,853.95	140.968	136,739.19	8,885.24	6.95	12.1
S&P Dep Receipts	02/06/12	08/24/12	0.548	2,330.00000	134.440	313,245.20	140.968	328,456.00	15,210.80	4.86	9.0
Subtotal for 2 positions				3,300.00000		441,099.15		465,195.19	24,096.04	5.46	
S&P Emerging MKT	12/22/11	08/24/12	0.674	1,978.00000	46.821	92,611.74	44.356	87,735.38	-4,876.36	-5.27	-7.7
S&P Latin Amer 40	01/23/12	08/24/12	0.586	700.00000	46.548	32,583.81	42.482	29,737.57	-2,846.24	-8.74	-14.4
S&P Metals & Mng	12/22/11	08/24/12	0.674	2,348.00000	50.164	117,784.60	41.832	98,220.97	-19,563.63	-16.61	-23.6
SPDR Gold Trust	02/21/12	08/24/12	0.507	205.00000	170.446	34,941.43	161.867	33,182.73	-1,758.70	-5.03	-9.7
SPDR Gold Trust	07/31/12	08/24/12	0.066	200.00000	157.259	31,451.80	161.867	32,373.39	921.59	2.93	55.2
Subtotal for 2 positions				405.00000		66,393.23		65,556.12	-837.11	-1.26	
SS SPDR Industrial	07/31/12	08/24/12	0.066	110.00000	36.041	3,964.50	36.612	4,027.28	62.78	1.58	27.0
VG Index Fd Reit	08/31/11	08/24/12	0.984	400.00000	57.688	23,075.28	65.930	26,371.93	3,296.65	14.29	14.5
Windstream Corp	09/12/11	08/24/12	0.951	1,200.00000	12.619	15,142.78	9.504	11,405.04	-3,737.74	-24.68	-25.8
Automatic Data Proc	01/20/12	09/21/12	0.671	23.00000	55.653	1,280.02	58.402	1,343.24	63.22	4.94	7.4
Automatic Data Proc	01/23/12	09/21/12	0.663	25.00000	56.180	1,404.49	58.401	1,460.03	55.54	3.95	6.0
Subtotal for 2 positions				48.00000		2,684.51		2,803.27	118.76	4.42	

02/15/13

Sold Securities
Selected Portfolios
Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Short Term Activity:											
Automatic Data Proc	01/19/12	09/24/12	0.682	24.00000	54.780	1,314.71	58.609	1,406.62	91.91	6.99	10.4
Automatic Data Proc	01/20/12	09/24/12	0.679	8.00000	55.653	445.22	58.609	468.87	23.65	5.31	7.9
Subtotal for 2 positions				32.00000		1,759.93		1,875.49	115.56	6.57	
Automatic Data Proc	01/19/12	09/25/12	0.685	20.00000	54.780	1,095.60	58.571	1,171.41	75.81	6.92	10.3
Buffalo Science	03/28/12	10/09/12	0.534	796.99900	16.700	13,309.88	16.850	13,429.44	119.56	0.90	1.7
Conocophillips	10/11/12	10/17/12	0.016	2.00000	57.620	115.24	56.230	112.46	-2.78	-2.41	-77.4
SIMON PROP GROUP	10/11/12	10/17/12	0.016	2.00000	152.860	305.72	152.775	305.55	-0.17	-0.06	-3.3
Amgen Inc	01/26/12	11/21/12	0.822	10.00000	68.235	682.35	84.133	841.33	158.98	23.30	29.0
Amgen Inc	01/27/12	11/21/12	0.819	28.00000	68.241	1,910.75	84.133	2,355.73	444.98	23.29	29.1
Amgen Inc	01/30/12	11/21/12	0.811	11.00000	68.335	751.68	84.133	925.46	173.78	23.12	29.2
Amgen Inc	10/11/12	11/21/12	0.112	2.00000	86.180	172.36	84.135	168.27	-4.09	-2.37	-19.2
Subtotal for 4 positions				51.00000		3,517.14		4,290.79	773.65	22.00	
Google	01/19/12	12/07/12	0.885	6.00000	624.773	3,748.64	689.322	4,135.93	387.29	10.33	11.8
Procter & Gamble	10/11/12	12/07/12	0.156	5.00000	69.160	345.80	69.468	347.34	1.54	0.45	2.9
	Total Short Term Activity:					3,643,187.25		3,796,939.85	153,752.60	4.22	

Long Term Activity:

Sold Securities
Selected Portfolios
Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Long Term Activity:											
GS Internet Toll Fd	03/01/10	01/05/12	1.849	7,509.45800	10.550	79,224.78	12.100	90,864.45	11,639.67	14.69	7.7
Salesforce Com Inc	07/02/10	01/19/12	1.551	37.00000	87.195	3,226.23	103.828	3,841.62	615.39	19.07	11.9
Intl Busines Mach.	02/11/09	01/20/12	2.940	28.00000	94.518	2,646.51	178.486	4,997.61	2,351.10	88.84	24.1
Market Vectors Gold	08/04/10	01/23/12	1.471	555.00000	49.398	27,415.89	52.973	29,399.78	1,983.89	7.24	4.9
Market Vectors Gold	08/27/10	01/23/12	1.408	895.00000	52.838	47,290.19	52.973	47,410.46	120.27	0.25	0.2
Subtotal for 2 positions				1,450.00000		74,706.08		76,810.24	2,104.16	2.82	
Materials SS SPDR	01/08/10	01/23/12	2.041	1,450.00000	34.848	50,529.60	36.599	53,068.98	2,539.38	5.03	2.4
Materials SS SPDR	01/22/10	01/23/12	2.003	725.00000	32.356	23,457.88	36.599	26,534.49	3,076.61	13.12	6.3
Subtotal for 2 positions				2,175.00000		73,987.48		79,603.47	5,615.99	7.59	
Pacific x Japan Fd	04/15/09	01/23/12	2.775	273.00000	27.630	7,542.96	42.235	11,530.29	3,987.33	52.86	16.5
McKesson Corp	01/29/10	01/26/12	1.992	51.00000	62.201	3,172.27	76.863	3,919.99	747.72	23.57	11.2
McKesson Corp	01/29/10	01/27/12	1.995	49.00000	62.201	3,047.87	76.350	3,741.17	693.30	22.75	10.8
McKesson Corp	01/29/10	01/31/12	2.005	20.00000	62.202	1,244.03	76.868	1,537.36	293.33	23.58	11.1
JP Morgan Alerian	01/22/10	02/06/12	2.041	220.00000	29.440	6,476.80	40.159	8,835.03	2,358.23	36.41	16.4
JP Morgan Alerian	12/13/10	02/06/12	1.151	125.00000	36.010	4,501.25	40.159	5,019.90	518.65	11.52	9.9
Subtotal for 2 positions				345.00000		10,978.05		13,854.93	2,876.88	26.21	

Sold Securities

Selected Portfolios

Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Long Term Activity:											
S&P Glbl Energy Ind	12/31/08	02/06/12	3.101	35.00000	29.792	1,042.73	40.502	1,417.56	374.83	35.95	10.4
S&P Glbl Energy Ind	03/16/09	02/06/12	2.896	2,585.00000	26.247	67,848.50	40.502	104,696.95	36,848.45	54.31	16.2
S&P Glbl Energy Ind	01/22/10	02/06/12	2.041	365.00000	35.275	12,875.38	40.502	14,783.13	1,907.75	14.82	7.0
Subtotal for 3 positions				2,985.00000		81,766.61		120,897.64	39,131.03	47.86	
Amazon	06/05/09	02/09/12	2.682	5.00000	84.886	424.43	183.318	916.59	492.16	115.96	33.2
Amazon	06/05/09	02/09/12	2.682	27.00000	84.886	2,291.91	184.242	4,974.53	2,682.62	117.05	33.5
Subtotal for 2 positions				32.00000		2,716.34		5,891.12	3,174.78	116.88	
Du Pont EI DeNemour	04/05/10	02/09/12	1.849	105.00000	37.580	3,945.90	51.655	5,423.74	1,477.84	37.45	18.8
Spectra Energy Corp	01/29/10	03/06/12	2.101	60.00000	22.478	1,348.69	31.478	1,888.66	539.97	40.04	17.4
Spectra Energy Corp	01/29/10	03/07/12	2.104	50.00000	22.478	1,123.91	31.398	1,569.90	445.99	39.68	17.2
Spectra Energy Corp	01/29/10	03/08/12	2.107	32.00000	22.478	719.30	31.189	998.04	278.74	38.75	16.8
Spectra Energy Corp	01/29/10	03/09/12	2.110	43.00000	22.478	966.56	30.987	1,332.43	365.87	37.85	16.4
SPDR Gold Trust	05/11/10	03/14/12	1.844	10.00000	119.587	1,195.87	159.179	1,591.79	395.92	33.11	16.8
SPDR Gold Trust	08/27/10	03/14/12	1.548	205.00000	120.596	24,722.18	159.179	32,631.72	7,909.54	31.99	19.6
Subtotal for 2 positions				215.00000		25,918.05		34,223.51	8,305.46	32.05	
Travelers Companies	01/29/10	03/15/12	2.126	75.00000	50.746	3,805.95	57.693	4,326.94	520.99	13.69	6.2

Sold Securities

Selected Portfolios

Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Long Term Activity:											
GS Sm Cap Value	09/29/09	03/28/12	2.496	240.88500	31.630	7,619.19	45.940	11,066.26	3,447.07	45.24	16.1
Waters corp	03/05/02	03/29/12	10.074	670.00000	31.510	21,111.70	93.265	62,487.50	41,375.80	195.99	11.4
Pepsi Inc	01/02/04	04/23/12	8.312	390.00000	46.600	18,174.00	66.200	25,817.99	7,643.99	42.06	4.3
Pepsi Inc	01/16/04	04/23/12	8.274	500.00000	45.560	22,780.00	66.200	33,099.98	10,319.98	45.30	4.6
Subtotal for 2 positions				890.00000		40,954.00		58,917.97	17,963.97	43.86	
Grainger, WW	09/17/10	05/01/12	1.622	9.00000	115.664	1,040.98	207.537	1,867.83	826.85	79.43	43.4
Unitedhealth GRP IN	01/07/10	05/01/12	2.315	20.00000	31.485	629.69	57.798	1,155.95	526.26	83.57	30.0
Whole Foods Mrkt	07/02/10	05/01/12	1.833	29.00000	36.982	1,072.49	82.930	2,404.97	1,332.48	124.24	55.4
Whole Foods Mrkt	07/02/10	05/03/12	1.838	22.00000	36.983	813.62	83.376	1,834.27	1,020.65	125.45	55.6
Altera corp	01/29/10	05/10/12	2.279	79.00000	20.998	1,658.83	33.539	2,649.60	990.77	59.73	22.8
Citrix Sys	10/12/10	05/10/12	1.578	55.00000	62.736	3,450.48	83.295	4,581.20	1,130.72	32.77	19.7
Phillips 66 Com	03/03/11	05/10/12	1.189	27.50000	37.103	1,020.33	29.406	808.66	-211.67	-20.75	-17.8
Phillips 66 Com	03/03/11	05/10/12	1.189	10.00000	37.103	371.03	29.406	294.06	-76.97	-20.74	-17.8
Subtotal for 2 positions				37.50000		1,391.36		1,102.72	-288.64	-20.75	
Altera corp	01/29/10	05/11/12	2.282	51.00000	20.998	1,070.89	33.164	1,691.35	620.46	57.94	22.2

Sold Securities

Selected Portfolios

Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Long Term Activity:											
Principal Financial	11/10/10	06/08/12	1.578	84.00000	29.753	2,499.24	23.407	1,966.17	-533.07	-21.33	-14.1
Principal Financial	11/10/10	06/08/12	1.578	25.00000	29.753	743.82	23.378	584.45	-159.37	-21.43	-14.2
Subtotal for 2 positions				109.00000		3,243.06		2,550.62	-692.44	-21.35	
Principal Financial	11/10/10	06/11/12	1.586	115.00000	29.753	3,421.59	24.032	2,763.72	-657.87	-19.23	-12.6
Principal Financial	11/10/10	06/12/12	1.589	66.00000	29.753	1,963.69	24.555	1,620.62	-343.07	-17.47	-11.4
Unitedhealth GRP IN	01/07/10	06/25/12	2.466	15.00000	31.485	472.27	59.621	894.31	422.04	89.36	29.6
Unitedhealth GRP IN	01/07/10	06/26/12	2.468	15.00000	31.485	472.27	59.596	893.94	421.67	89.29	29.5
Pimco Total Return	04/15/11	07/11/12	1.241	2,338.81500	10.970	25,656.80	9.593	22,435.35	-3,221.45	-12.56	-10.2
Wal-mart Stores Inc	02/11/09	08/06/12	3.485	100.00000	49.980	4,998.00	74.122	7,412.20	2,414.20	48.30	12.0
Tyco Intl LTD	08/10/05	08/08/12	7.000	250.00000	43.194	10,798.52	55.449	13,862.30	3,063.78	28.37	3.6
Tyco Intl LTD	10/02/07	08/08/12	4.855	1,950.00000	44.770	87,301.50	55.449	108,125.98	20,824.48	23.85	4.5
Tyco Intl LTD	09/08/09	08/08/12	2.918	500.00000	31.279	15,639.66	55.449	27,724.61	12,084.95	77.27	21.7
Tyco Intl LTD	01/25/10	08/08/12	2.537	600.00000	37.840	22,703.94	55.449	33,269.53	10,565.59	46.54	16.3
Subtotal for 4 positions				3,300.00000		136,443.62		182,982.42	46,538.80	34.11	

Sold Securities

Selected Portfolios
Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Long Term Activity:											
VG Index Fd Reit	05/19/11	08/10/12	1.230	900.00000	61.402	55,261.44	65.513	58,961.82	3,700.38	6.70	5.4
VG Index Fd Reit	06/30/11	08/10/12	1.115	565.00000	60.280	34,058.48	65.513	37,014.92	2,956.44	8.68	7.8
Subtotal for 2 positions				1,465.00000		89,319.92		95,976.74	6,656.82	7.45	
HJ Heinz	09/07/10	08/13/12	1.934	62.00000	46.150	2,861.28	55.229	3,424.20	562.92	19.67	9.7
HJ Heinz	09/07/10	08/14/12	1.937	34.00000	46.150	1,569.09	55.117	1,873.97	304.88	19.43	9.6
HJ Heinz	09/07/10	08/15/12	1.940	33.00000	46.149	1,522.93	54.954	1,813.49	290.56	19.08	9.4
HJ Heinz	09/07/10	08/16/12	1.942	26.00000	46.150	1,199.89	55.068	1,431.76	231.87	19.32	9.5
HJ Heinz	09/07/10	08/17/12	1.945	5.00000	46.150	230.75	55.298	276.49	45.74	19.82	9.7
Allberns Inc Fd	02/06/04	08/24/12	8.553	2,000.00000	8.809	17,618.00	8.438	16,875.32	-742.68	-4.22	-0.5
Alliancebernstein H	04/29/04	08/24/12	8.326	100.00000	32.665	3,266.50	13.260	1,326.02	-1,940.48	-59.41	-10.3
Alliancebernstein H	04/29/04	08/24/12	8.326	900.00000	32.745	29,470.50	13.260	11,934.18	-17,536.32	-59.50	-10.3
Subtotal for 2 positions				1,000.00000		32,737.00		13,260.20	-19,476.80	-59.49	
Ameren Corporation	12/01/99	08/24/12	12.740	1,000.00000	34.720	34,720.00	33.074	33,074.26	-1,645.74	-4.74	-0.4
Ameren Corporation	03/01/00	08/24/12	12.490	700.00000	29.380	20,566.00	33.074	23,151.98	2,585.98	12.57	1.0
Ameren Corporation	03/01/00	08/24/12	12.490	1,300.00000	29.120	37,856.00	33.074	42,996.53	5,140.53	13.58	1.0
Subtotal for 3 positions				3,000.00000		93,142.00		99,222.77	6,080.77	6.53	

Sold Securities
Selected Portfolios
Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Long Term Activity:											
Ares Capital Corp	02/06/04	08/24/12	8.553	325.00000	89.348	29,038.00	17.353	5,639.62	-23,398.38	-80.58	-17.4
Ares Capital Corp	07/02/10	08/24/12	2.148	8.18900	13.891	113.75	17.353	142.10	28.35	24.92	10.9
Ares Capital Corp	10/08/10	08/24/12	1.879	7.69800	15.149	116.62	17.353	133.58	16.96	14.54	7.5
Ares Capital Corp	01/04/11	08/24/12	1.638	7.26200	16.429	119.31	17.353	126.02	6.71	5.62	3.4
Ares Capital Corp	04/04/11	08/24/12	1.392	7.43400	16.391	121.85	17.353	129.00	7.15	5.87	4.2
Ares Capital Corp	07/05/11	08/24/12	1.140	7.72500	16.110	124.45	17.353	134.05	9.60	7.71	6.7
Subtotal for 6 positions				363.30800		29,633.98		6,304.37	-23,329.61	-78.73	
AT&T	05/11/00	08/24/12	12.296	155.00000	67.961	10,533.92	36.571	5,668.44	-4,865.48	-46.19	-4.9
AT&T	09/16/05	08/24/12	6.942	255.00000	24.230	6,178.65	36.571	9,325.50	3,146.85	50.93	6.1
Subtotal for 2 positions				410.00000		16,712.57		14,993.94	-1,718.63	-10.28	
Cisco Systems	05/09/00	08/24/12	12.301	500.00000	62.040	31,020.00	18.942	9,471.03	-21,548.97	-69.47	-9.2
Comcast Corp New CL	05/11/00	08/24/12	12.296	484.00000	36.540	17,685.36	33.629	16,276.34	-1,409.02	-7.97	-0.7
Dnp Select Inc. Fd	11/29/99	08/24/12	12.745	5,000.00000	9.110	45,550.00	10.512	52,557.85	7,007.85	15.38	1.1
Dominion Res Inc	01/07/04	08/24/12	8.636	2,000.00000	31.019	62,038.00	53.188	106,375.11	44,337.11	71.47	6.4
General Electric Co	08/30/01	08/24/12	10.992	4,800.00000	41.670	200,016.00	20.591	98,838.08	-101,177.92	-50.58	-6.2
Goodyear Tire & rub	09/21/00	08/24/12	11.932	1,000.00000	19.180	19,180.00	11.777	11,776.73	-7,403.27	-38.60	-4.0

Sold Securities

Selected Portfolios

Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Long Term Activity:											
H & Q Healthcare	12/04/03	08/24/12	8.729	500.00000	18.544	9,272.09	17.454	8,726.85	-545.24	-5.88	-0.7
H & Q Healthcare	12/04/03	08/24/12	8.729	500.00000	18.570	9,285.09	17.454	8,726.85	-558.24	-6.01	-0.7
H & Q Healthcare	06/29/04	08/24/12	8.159	23.64800	17.760	420.00	17.454	412.75	-7.25	-1.73	-0.2
H & Q Healthcare	09/28/04	08/24/12	7.910	21.88000	17.820	389.91	17.454	381.89	-8.02	-2.06	-0.3
H & Q Healthcare	12/30/04	08/24/12	7.655	20.92200	17.990	376.39	17.454	365.17	-11.22	-2.98	-0.4
H & Q Healthcare	03/30/05	08/24/12	7.408	24.06000	16.400	394.59	17.454	419.94	25.35	6.42	0.8
H & Q Healthcare	07/01/05	08/24/12	7.153	21.50300	17.750	381.68	17.454	375.31	-6.37	-1.67	-0.2
H & Q Healthcare	10/03/05	08/24/12	6.896	21.17000	18.910	400.33	17.454	369.50	-30.83	-7.70	-1.2
H & Q Healthcare	12/30/05	08/24/12	6.655	32.74300	17.650	577.92	17.454	571.49	-6.43	-1.11	-0.2
H & Q Healthcare	03/30/06	08/24/12	6.408	22.11300	18.911	418.17	17.454	385.95	-32.22	-7.71	-1.2
H & Q Healthcare	07/03/06	08/24/12	6.148	27.91100	16.610	463.61	17.454	487.15	23.54	5.08	0.8
H & Q Healthcare	10/01/06	08/24/12	5.901	25.16500	16.438	413.66	17.454	439.22	25.56	6.18	1.0
H & Q Healthcare	04/02/07	08/24/12	5.400	25.06500	17.341	434.64	17.453	437.47	2.83	0.65	0.1
H & Q Healthcare	10/01/07	08/24/12	4.901	27.03200	17.341	468.75	17.454	471.81	3.06	0.65	0.1
H & Q Healthcare	12/31/07	08/24/12	4.652	30.78800	15.970	491.69	17.454	537.36	45.67	9.29	1.9
H & Q Healthcare	03/31/08	08/24/12	4.403	34.43700	14.610	503.12	17.454	601.06	97.94	19.47	4.1
H & Q Healthcare	07/01/08	08/24/12	4.151	30.44600	15.170	461.87	17.454	531.40	69.53	15.05	3.4
H & Q Healthcare	10/03/08	08/24/12	3.893	32.48300	14.110	458.33	17.454	566.95	108.62	23.70	5.6
H & Q Healthcare	12/31/08	08/24/12	3.649	44.33400	10.580	469.05	17.454	773.79	304.74	64.97	14.7
H & Q Healthcare	04/01/09	08/24/12	3.400	41.18000	9.610	395.74	17.454	718.75	323.01	81.62	19.2
H & Q Healthcare	07/01/09	08/24/12	3.151	35.57300	10.590	376.72	17.454	620.88	244.16	64.81	17.2
H & Q Healthcare	07/06/10	08/24/12	2.137	26.01100	11.860	308.49	17.454	453.99	145.50	47.17	19.8

Sold Securities

Selected Portfolios
Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Long Term Activity:											
H & Q Healthcare	10/06/10	08/24/12	1.885	22.09100	12.070	266.64	17.454	385.57	118.93	44.60	21.6
H & Q Healthcare	12/31/10	08/24/12	1.649	34.62900	13.320	461.26	17.454	604.41	143.15	31.03	17.8
H & Q Healthcare	04/05/11	08/24/12	1.389	35.48000	14.200	503.81	17.454	619.26	115.45	22.92	16.0
H & Q Healthcare	07/06/11	08/24/12	1.137	35.21600	15.090	531.41	17.454	614.65	83.24	15.66	13.7
Subtotal for 26				1,695.88000		28,924.96		29,599.42	674.46	2.33	
Health care select	06/22/09	08/24/12	3.175	1,475.00000	26.358	38,878.05	38.684	57,058.21	18,180.16	46.76	12.8
Health care select	08/07/09	08/24/12	3.049	315.00000	27.830	8,766.42	38.684	12,185.31	3,418.89	39.00	11.4
Health care select	01/26/11	08/24/12	1.578	820.00000	32.158	26,369.56	38.684	31,720.50	5,350.94	20.29	12.4
Health care select	04/11/11	08/24/12	1.373	1,575.00000	33.499	52,761.56	38.684	60,926.56	8,165.00	15.48	11.1
Subtotal for 4 positions				4,185.00000		126,775.59		161,890.58	35,114.99	27.70	
Healthcare RLTY TR	02/06/04	08/24/12	8.553	900.00000	40.415	36,373.50	23.813	21,431.66	-14,941.84	-41.08	-6.0
Healthcare RLTY TR	02/06/04	08/24/12	8.553	100.00000	40.455	4,045.50	23.813	2,381.30	-1,664.20	-41.14	-6.0
Subtotal for 2 positions				1,000.00000		40,419.00		23,812.96	-16,606.04	-41.08	
Hewlett-Packard	08/18/00	08/24/12	12.025	1,000.00000	56.060	56,060.00	17.522	17,521.61	-38,538.39	-68.74	-9.2
Hewlett-Packard	11/21/00	08/24/12	11.764	500.00000	35.010	17,505.00	17.522	8,760.80	-8,744.20	-49.95	-5.7
Subtotal for 2 positions				1,500.00000		73,565.00		26,282.41	-47,282.59	-64.27	
High yield Bd Fd	12/31/08	08/24/12	3.649	575.00000	75.944	43,667.91	91.819	52,795.89	9,127.98	20.90	5.3
Home Depot	05/11/00	08/24/12	12.296	500.00000	54.430	27,215.00	56.481	28,240.61	1,025.61	3.77	0.3
Hospitality Propert	01/07/04	08/24/12	8.636	1,000.00000	36.817	36,817.20	23.458	23,458.47	-13,358.73	-36.28	-5.1

Sold Securities

Selected Portfolios

Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Long Term Activity:											
JP Morgan Alerian	11/06/09	08/24/12	2.800	1,600.00000	26.180	41,888.64	39.125	62,600.20	20,711.56	49.44	15.4
JP Morgan Alerian	12/14/09	08/24/12	2.696	810.00000	27.700	22,436.68	39.125	31,691.35	9,254.67	41.25	13.7
JP Morgan Alerian	01/08/10	08/24/12	2.627	725.00000	29.369	21,292.31	39.125	28,365.71	7,073.40	33.22	11.5
JP Morgan Alerian	01/22/10	08/24/12	2.589	330.00000	29.440	9,715.20	39.125	12,911.29	3,196.09	32.90	11.6
Subtotal for 4 positions				3,465.00000		95,332.83		135,568.55	40,235.72	42.21	
Lehman 1-3 Yr Tbond	06/24/11	08/24/12	1.170	1,945.00000	84.303	163,969.72	84.444	164,244.18	274.46	0.17	0.1
Lilly Eli & Co Inc	08/18/00	08/24/12	12.025	500.00000	78.480	39,240.00	43.876	21,938.01	-17,301.99	-44.09	-4.7
Mattel Incorp	09/16/05	08/24/12	6.942	291.00000	18.120	5,272.92	35.218	10,248.43	4,975.51	94.36	10.0
Microsoft Corp.	04/03/00	08/24/12	12.400	1,000.00000	47.180	47,180.00	30.175	30,175.49	-17,004.51	-36.04	-3.5
Microsoft Corp.	04/16/00	08/24/12	12.364	1,000.00000	38.320	38,320.00	30.175	30,175.49	-8,144.51	-21.25	-1.9
Microsoft Corp.	06/06/00	08/24/12	12.225	1,000.00000	34.390	34,390.00	30.175	30,175.49	-4,214.51	-12.26	-1.1
Subtotal for 3 positions				3,000.00000		119,890.00		90,526.47	-29,363.53	-24.49	
MSCI Emerging Marke	04/04/06	08/24/12	6.395	225.00000	34.282	7,713.50	39.563	8,901.63	1,188.13	15.40	2.3
MSCI Large Core	04/04/06	08/24/12	6.395	325.00000	69.517	22,593.07	80.061	26,019.91	3,426.84	15.17	2.2
MSCI Large Growth	04/04/06	08/24/12	6.395	390.00000	62.405	24,338.00	77.037	30,044.32	5,706.32	23.45	3.3
MSCI Large value	04/04/06	08/24/12	6.395	130.00000	72.932	9,481.18	63.004	8,190.52	-1,290.66	-13.61	-2.3
MSCI Large value	04/04/06	08/24/12	6.395	200.00000	72.886	14,577.22	63.004	12,600.81	-1,976.41	-13.56	-2.3
MSCI Large value	02/06/09	08/24/12	3.548	27.00000	47.474	1,281.81	63.004	1,701.11	419.30	32.71	8.3
Subtotal for 3 positions				357.00000		25,340.21		22,492.44	-2,847.77	-11.24	

Sold Securities
Selected Portfolios
Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Long Term Activity:											
MSCI Mid Company	04/04/06	08/24/12	6.395	100.00000	78.579	7,857.91	93.722	9,372.18	1,514.27	19.27	2.8
MSCI Mid Company	04/04/06	08/24/12	6.395	120.00000	78.509	9,421.09	93.722	11,246.61	1,825.52	19.38	2.8
MSCI Mid Company	02/06/09	08/24/12	3.548	19.00000	50.743	964.11	93.722	1,780.71	816.60	84.70	18.9
Subtotal for 3 positions				239.00000		18,243.11		22,399.50	4,156.39	22.78	
MSCI Mid Growth	04/04/06	08/24/12	6.395	280.00000	84.856	23,759.80	103.747	29,049.25	5,289.45	22.26	3.2
MSCI Mid Growth	02/06/09	08/24/12	3.548	16.00000	56.997	911.95	103.748	1,659.96	748.01	82.02	18.4
Subtotal for 2 positions				296.00000		24,671.75		30,709.21	6,037.46	24.47	
MSCI Mid Value	04/04/06	08/24/12	6.395	100.00000	79.027	7,902.67	77.234	7,723.42	-179.25	-2.27	-0.4
MSCI Mid Value	04/04/06	08/24/12	6.395	100.00000	79.007	7,900.67	77.234	7,723.43	-177.24	-2.24	-0.4
MSCI Mid Value	04/04/06	08/24/12	6.395	100.00000	78.977	7,897.67	77.234	7,723.43	-174.24	-2.21	-0.3
MSCI Mid Value	08/06/07	08/24/12	5.055	20.00000	85.610	1,712.20	77.235	1,544.69	-167.51	-9.78	-2.0
MSCI Mid Value	02/06/09	08/24/12	3.548	39.00000	45.770	1,785.03	77.234	3,012.14	1,227.11	68.74	15.9
Subtotal for 5 positions				359.00000		27,198.24		27,727.11	528.87	1.94	
MSCI Small Core	04/04/06	08/24/12	6.395	170.00000	82.091	13,955.50	91.061	15,480.37	1,524.87	10.93	1.6
MSCI Small Core	08/06/07	08/24/12	5.055	15.00000	87.333	1,310.00	91.061	1,365.91	55.91	4.27	0.8
MSCI Small Core	02/06/09	08/24/12	3.548	11.00000	52.195	574.15	91.061	1,001.67	427.52	74.46	17.0
Subtotal for 3 positions				196.00000		15,839.65		17,847.95	2,008.30	12.68	
MSCI Small Growth	04/04/06	08/24/12	6.395	130.00000	76.715	9,973.00	90.971	11,826.24	1,853.24	18.58	2.7
MSCI Small Growth	08/06/07	08/24/12	5.055	15.00000	80.303	1,204.55	90.971	1,364.57	160.02	13.28	2.5
Subtotal for 2 positions				145.00000		11,177.55		13,190.81	2,013.26	18.01	

Sold Securities

Selected Portfolios

Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Long Term Activity:											
MSCI Small Value	04/04/06	08/24/12	6.395	130.00000	78.085	10,151.10	85.042	11,055.40	904.30	8.91	1.3
MSCI Small Value	08/06/07	08/24/12	5.055	20.00000	76.490	1,529.80	85.042	1,700.83	171.03	11.18	2.1
Subtotal for 2 positions				150.00000		11,680.90		12,756.23	1,075.33	9.21	
MSCIEAFE Index Fund	04/04/06	08/24/12	6.395	465.00000	66.184	30,775.41	51.688	24,035.03	-6,740.38	-21.90	-3.8
MSCIEAFE Index Fund	02/06/09	08/24/12	3.548	77.00000	40.996	3,156.73	51.688	3,979.99	823.26	26.08	6.7
Subtotal for 2 positions				542.00000		33,932.14		28,015.02	-5,917.12	-17.44	
Oracle Corp	09/15/00	08/24/12	11.948	2,000.00000	40.360	80,720.00	31.498	62,996.08	-17,723.92	-21.96	-2.1
Pacific x Japan Fd	03/26/09	08/24/12	3.416	1,660.00000	25.920	43,027.20	43.712	72,561.28	29,534.08	68.64	16.5
Pacific x Japan Fd	04/15/09	08/24/12	3.362	752.00000	27.630	20,777.69	43.712	32,871.14	12,093.45	58.20	14.6
Subtotal for 2 positions				2,412.00000		63,804.89		105,432.42	41,627.53	65.24	
Progress Energy Inc	01/07/04	08/24/12	8.636	1,000.00000	43.458	43,458.00	56.750	56,750.00	13,292.00	30.59	3.1
Red Hat Inc	05/25/00	08/24/12	12.258	500.00000	17.960	8,980.00	57.165	28,582.35	19,602.35	218.29	9.9
Regions Financial	01/07/04	08/24/12	8.636	797.00000	30.246	24,105.90	6.916	5,511.66	-18,594.24	-77.14	-15.7
S&P Latin Amer 40	03/16/09	08/24/12	3.444	1,150.00000	25.668	29,518.31	42.482	48,854.58	19,336.27	65.51	15.8
Select Utilities	09/30/09	08/24/12	2.901	325.00000	29.210	9,493.25	36.490	11,859.31	2,366.06	24.92	8.0
Select Utilities	10/19/09	08/24/12	2.849	1,155.00000	30.169	34,845.77	36.490	42,146.16	7,300.39	20.95	6.9
Select Utilities	01/08/10	08/24/12	2.627	1,390.00000	30.710	42,686.63	36.490	50,721.35	8,034.72	18.82	6.8
Select Utilities	01/22/10	08/24/12	2.589	575.00000	30.259	17,398.64	36.490	20,981.86	3,583.22	20.59	7.5
Subtotal for 4 positions				3,445.00000		104,424.29		125,708.68	21,284.39	20.38	

Sold Securities
Selected Portfolios
Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Long Term Activity:											
SPDR Gold Trust	05/11/10	08/24/12	2.290	220.00000	119.587	26,309.14	161.867	35,610.73	9,301.59	35.35	14.1
SPDR Gold Trust	05/09/11	08/24/12	1.296	130.00000	147.050	19,116.50	161.867	21,042.71	1,926.21	10.08	7.7
Subtotal for 2 positions				350.00000		45,425.64		56,653.44	11,227.80	24.72	
Technology sector	03/16/09	08/24/12	3.444	2,715.00000	14.789	40,153.49	30.439	82,642.74	42,489.25	105.82	23.3
Thornburg MTG Inc	02/06/04	08/24/12	8.553	100.00000	293.880	29,388.00	0.010	1.00	-29,387.00	-100.00	-70.0
Travelcenters of A	01/07/04	08/24/12	8.636	100.00000	40.908	4,090.80	4.895	489.48	-3,601.32	-88.03	-21.8
VG Emerging Market	03/16/09	08/24/12	3.444	1,300.00000	22.644	29,437.46	40.864	53,123.83	23,686.37	80.46	18.7
VG Index Fd Reit	06/30/11	08/24/12	1.153	350.00000	60.281	21,098.18	65.930	23,075.44	1,977.26	9.37	8.1
VG Small Cap Value	11/18/08	08/24/12	3.767	2,423.00000	38.650	93,648.95	69.625	168,700.98	75,052.03	80.14	16.9
VG Small Cap Value	03/16/09	08/24/12	3.444	405.00000	32.822	13,293.11	69.625	28,198.06	14,904.95	112.13	24.4
Subtotal for 2 positions				2,828.00000		106,942.06		196,899.04	89,956.98	84.12	
Weingarten Realty	01/07/04	08/24/12	8.636	1,500.00000	30.379	45,568.00	27.890	41,834.96	-3,733.04	-8.19	-1.0
Wells Fargo & Co	11/21/00	08/24/12	11.764	199.00000	128.492	25,570.00	33.657	6,697.76	-18,872.24	-73.81	-10.8
Westar Energy Inc	03/01/00	08/24/12	12.490	1,220.00000	15.890	19,385.80	28.925	35,288.90	15,903.10	82.03	4.9
Wisconsin Energy Co	12/01/99	08/24/12	12.740	1,470.00000	9.975	14,663.25	38.120	56,036.95	41,373.70	282.16	11.1
Washington Mutual	01/07/04	08/29/12	8.649	1,000.00000	40.058	40,058.00	2.536	2,536.44	-37,521.56	-93.67	-27.3
Autodesk Inc.	05/26/11	09/21/12	1.326	65.00000	41.780	2,715.69	33.392	2,170.50	-545.19	-20.08	-15.5

Sold Securities
Selected Portfolios
Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Long Term Activity:											
Autodesk Inc.	05/26/11	09/24/12	1.334	70.00000	41.780	2,924.58	33.679	2,357.53	-567.05	-19.39	-14.9
GS Mid Cap Value	04/15/11	10/09/12	1.488	737.44500	37.550	27,691.06	38.040	28,052.41	361.35	1.30	0.9
GS Sm Cap Value	09/29/09	10/09/12	3.030	109.99400	31.630	3,479.11	45.990	5,058.62	1,579.51	45.40	13.1
GS Sm Cap Value	09/29/09	10/09/12	3.030	64.52900	31.630	2,041.05	45.990	2,967.70	926.65	45.40	13.1
Subtotal for 2 positions				174.52300		5,520.16		8,026.32	2,506.16	45.40	
T Rowe Equity Inc	04/15/11	10/09/12	1.488	232.10300	24.860	5,770.08	26.300	6,104.31	334.23	5.79	3.9
Conocophillips	03/03/11	10/17/12	1.627	55.00000	58.833	3,235.84	56.232	3,092.77	-143.07	-4.42	-2.7
Conocophillips	03/03/11	10/17/12	1.627	20.00000	58.834	1,176.67	56.233	1,124.65	-52.02	-4.42	-2.7
Conocophillips	09/14/11	10/17/12	1.093	20.00000	50.747	1,014.94	56.233	1,124.65	109.71	10.81	9.8
Subtotal for 3 positions				95.00000		5,427.45		5,342.07	-85.38	-1.57	
SIMON PROP GROUP	09/14/11	10/17/12	1.093	22.00000	118.340	2,603.49	152.777	3,361.10	757.61	29.10	26.3
Abbott labortories	01/29/10	11/21/12	2.814	35.00000	54.430	1,905.05	63.060	2,207.10	302.05	15.86	5.4
Abbott labortories	12/22/10	11/21/12	1.918	70.00000	48.340	3,383.80	63.060	4,414.21	1,030.41	30.45	14.9
Subtotal for 2 positions				105.00000		5,288.85		6,621.31	1,332.46	25.19	
Johnson & Johnson	03/31/04	11/21/12	8.649	75.00000	50.818	3,811.32	68.887	5,166.52	1,355.20	35.56	3.6
Google	01/29/10	12/07/12	2.858	2.00000	547.455	1,094.91	689.320	1,378.64	283.73	25.91	8.4
Procter & Gamble	02/26/04	12/07/12	8.786	81.00000	51.525	4,173.52	69.468	5,626.87	1,453.35	34.82	3.5

Sold Securities
Selected Portfolios
Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Long Term Activity:											
IPS Millennium	01/04/00	12/15/12	12.956	150.60200	66.400	10,000.00	43.930	6,615.91	-3,384.09	-33.84	-3.1
IPS Millennium	01/07/00	12/15/12	12.948	160.90100	62.150	10,000.00	43.930	7,068.33	-2,931.67	-29.32	-2.6
IPS Millennium	12/29/00	12/15/12	11.970	0.23800	51.849	12.34	43.950	10.46	-1.88	-15.24	-1.4
Subtotal for 3 positions				311.74100		20,012.34		13,694.70	-6,317.64	-31.57	
Grainger, WW	09/17/10	12/17/12	2.252	28.00000	115.664	3,238.60	193.248	5,410.93	2,172.33	67.08	25.6
Grainger, WW	09/14/11	12/17/12	1.260	1.00000	161.900	161.90	193.250	193.25	31.35	19.36	15.1
Subtotal for 2 positions				29.00000		3,400.50		5,604.18	2,203.68	64.80	
Whole Foods Mrkt	07/02/10	12/17/12	2.463	41.00000	36.982	1,516.28	91.000	3,730.99	2,214.71	146.06	44.1
Whole Foods Mrkt	07/02/10	12/18/12	2.466	36.00000	36.983	1,331.37	89.926	3,237.32	1,905.95	143.16	43.4
Whole Foods Mrkt	07/02/10	12/19/12	2.468	27.00000	36.983	998.53	89.023	2,403.63	1,405.10	140.72	42.7
	Total Long Term Activity:					3,196,499.32		3,490,018.56	293,519.24	9.18	
	Total Net Activity					6,839,686.57		7,286,958.41	447,271.84	6.54	

FRANK S. AND JULIA M LADNER FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
FOR YEAR ENDED DECEMBER 31, 2012

Date	Fund	Charitable Organization	Total
10/16/12	Northern Trust	Lawrence County Hospital	2,550,000
11/1/12	Northern Trust	Industrial Development Council	199,629
3/5/12	Morgan Stanley	Red Skelton Museum	125,000
8/15/12	Northern Trust	Providence Cristo Rey High School	50,000
8/15/12	Northern Trust	Catholic relief Services	50,000
5/30/12	Morgan Stanley	LCMH Endowment Fund	33,139
9/5/12	Northern Trust	Sisters of Providence	30,000
8/15/12	Northern Trust	Saint Mary of the Woods College	25,000
10/20/11	Northern Trust	The Nature Conservancy	23,000
8/12/12	Northern Trust	Sign of the Kingdom	20,000
9/4/12	Northern Trust	Bread for the World	16,000
8/15/12	Northern Trust	Habitat for Humanity	16,000
10/22/12	Northern Trust	Hospice of Santa Barbara	15,000
10/20/11	Northern Trust	Conservation Minnesota	15,000
8/15/12	Northern Trust	Amnesty International	15,000
2/29/12	Northern Trust	Order of St Benedict	13,550
8/15/12	Northern Trust	Pax Christi	13,000
10/16/12	Northern Trust	Sign of the Kingdom	12,000
9/4/12	Northern Trust	Brady Campaign	11,000
11/17/11	Northern Trust	Sts. Teresa & Bridget Church	10,000
11/23/11	Northern Trust	St Peter Church	10,000
11/18/11	Northern Trust	St Patrick Center	10,000
11/21/11	Northern Trust	Food For The Poor	10,000
11/17/11	Northern Trust	Archdiocese of St Louis	10,000
9/5/12	Northern Trust	Common Cause	9,000
9/4/12	Northern Trust	Heifer International	8,000
10/15/12	Northern Trust	Senior Citizens Lawrenceville	7,000
9/4/12	Northern Trust	Network	7,000
10/18/12	Northern Trust	Central Christian Church	7,000
9/7/12	Northern Trust	Commonweal	7,000
9/4/12	Northern Trust	National Catholic Reporter	6,000
8/15/12	Northern Trust	Doctors Without Borders	6,000
10/20/11	Northern Trust	Church of St Marks	5,500
10/7/12	Northern Trust	Vincennes University Fund	5,000
11/15/12	Northern Trust	University of Southern Indiana	5,000
9/7/12	Northern Trust	United Farm Workers	5,000
12/15/12	Northern Trust	Tulsa Boys Home	5,000
9/10/12	Northern Trust	Special Olympics	5,000

FRANK S. AND JULIA M LADNER FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
FOR YEAR ENDED DECEMBER 31, 2012

Date	Fund	Charitable Organization	Total
12/15/12	Northern Trust	Southern Poverty Law Center	5,000
9/5/12	Northern Trust	Sinsinawa Dominicans	5,000
11/15/12	Northern Trust	Sign of the Kingdom East	5,000
12/15/12	Northern Trust	Meals on Wheels - Tulsa	5,000
12/15/12	Northern Trust	Legal Aid Services of Oklahoma	5,000
10/16/12	Northern Trust	KHS Junior Class	5,000
11/15/12	Northern Trust	Habitat for Humanity	5,000
12/15/12	Northern Trust	Family & Children's Services	5,000
11/15/12	Northern Trust	Eastern Illinois University Foundation	5,000
10/16/12	Northern Trust	Doberman Pincher Foundation	5,000
12/15/12	Northern Trust	Day Center For The Homeless	5,000
10/16/12	Northern Trust	Clowder House Foundation	5,000
10/16/12	Northern Trust	Bark Avenue Foundation	5,000
10/16/12	Northern Trust	Arts Outreach	5,000
9/4/12	Northern Trust	America	5,000
8/15/12	Northern Trust	Vincennes Catholic Schools	5,000
8/15/12	Northern Trust	St. Joseph School	5,000
8/15/12	Northern Trust	Sisters of St. Joseph of Carondelet	5,000
8/15/12	Northern Trust	Newman Catholic Student Center	5,000
8/15/12	Northern Trust	Mary's Pence	5,000
8/15/12	Northern Trust	Fosil	5,000
11/15/12	Northern Trust	UNICEF	5,000
11/15/12	Northern Trust	Mission House	5,000
12/15/12	Northern Trust	Arts Mentorship Program	5,000
12/15/12	Northern Trust	Tulsa CASA	4,000
12/15/12	Northern Trust	Neighbor For Neighbor	4,000
12/15/12	Northern Trust	Make A Wish Foundation of OK	4,000
9/7/12	Northern Trust	League of Womens's Voters	4,000
12/15/12	Northern Trust	Habitat For Humanity - Tulsa	4,000
12/15/12	Northern Trust	Domestic Violence Intervention Services	4,000
8/15/12	Northern Trust	Lawrence/Crawford Association	4,000
10/23/12	Northern Trust	Parkside School	4,000
10/16/12	Northern Trust	KHS Arts Program	3,000
9/13/12	Northern Trust	Daily World Mission	3,000
9/12/12	Northern Trust	Covenant House	3,000
10/22/12	Northern Trust	Children & Family Services	3,000
9/11/12	Northern Trust	Chaminade Fund	3,000
10/20/11	Northern Trust	Camp DuNord	3,000

FRANK S. AND JULIA M LADNER FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
FOR YEAR ENDED DECEMBER 31, 2012

Date	Fund	Charitable Organization	Total
8/15/12	Northern Trust	Conerstone Forum	3,000
8/15/12	Northern Trust	Camp Ondessonk	3,000
8/15/12	Northern Trust	Call to Action	3,000
11/15/12	Northern Trust	B.E.A.M.	3,000
12/8/12	Northern Trust	OLSS Catholic Church Building Fund	2,500
12/8/12	Northern Trust	Lawrenceville Humane Society	2,500
7/6/12	Northern Trust	Woodstock Theological Center	2,500
8/15/12	Northern Trust	WSIU Public Broadcasting	2,000
11/15/12	Northern Trust	Vincennes Lincoln Wrestling Club	2,000
10/16/12	Northern Trust	KHS Mothers Club	2,000
10/20/11	Northern Trust	Camp Widji	2,000
8/15/12	Northern Trust	HNIR	2,000
12/11/12	Northern Trust	Jacksonville Humane Society	2,000
10/20/11	Northern Trust	Camp St Croix	1,500
9/4/12	Northern Trust	King's House	1,000
9/5/12	Northern Trust	Evansville Philharmonic Orchestra	1,000
8/15/12	Northern Trust	St. Paul Academy	1,000
8/15/12	Northern Trust	Fr. Scott Donahue	1,000
8/15/12	Northern Trust	Buffalo Trace Council	1,000
		Total	3,577,818

Appraisal Report
Selected Portfolios
Holdings as of 12/31/2012

Type/Security	Quantity	Unit Cost	Total Cost	Market Price	Market Value	% of Portfolio	Unrealized Gain/Loss	% G/L	Estimated Income	Yield	P/E	Beta
Money Market Funds												
H&L - Goldman Sachs	217,396.05000		217,396.05		217,396.05	1.92	0.00	0.0	0.00	0.0		
MM-RT Jones Artesys	79,406.82000		79,406.82		79,406.82	0.70	0.00	0.0	0.00	0.0		
Northern MM Fund	533,008.11000		533,008.11		533,008.11	4.72	0.00	0.0	0.00	0.0		
RT Jones Money Mrkt	13.63000		13.63		13.63	0.00	0.00	0.0	0.00	0.0		
			829,824.61		829,824.61	7.35	0.00	0.0	0.00	0.0		
Corporate Bonds												
Berkshire Bond	1.00000	,030.700	100,307.00	0,342.000	103,420.00	0.92	3,113.00	3.1	0.00	0.0		
Du Pont Bond	1.00000	,053.000	100,530.00	0,378.800	103,788.00	0.92	3,258.00	3.2	0.00	0.0		
			200,837.00		207,208.00	1.83	6,371.00	3.2	0.00	0.0		
Exchange Traded Funds												
MFB Global RE Index	7,968.03000	6.600	52,588.98	9.230	73,544.92	0.65	20,955.94	39.8	0.00	0.0		
Russell 2000 index	3,070.00000	66.711	204,802.45	84.320	258,862.40	2.29	54,059.95	26.4	0.00	0.0		
Russell Midcap Inde	2,500.00000	57.158	142,895.00	113.100	282,750.00	2.50	139,855.00	97.9	0.00	0.0		
SPDR Gold Trust	510.00000	105.614	53,863.26	162.020	82,630.20	0.73	28,766.94	53.4	0.00	0.0		
			454,149.69		697,787.52	6.18	243,637.83	53.6	0.00	0.0		
Mutual Funds												
Alger Sm Cap Gr	11,042.58300	29.007	320,313.99	25.890	285,892.47	2.53	-34,421.52	-10.7	0.00	0.0		
Amer Cent Real Est	22,771.31900	22.225	506,087.94	23.560	536,492.28	4.75	30,404.34	6.0	0.00	0.0		
Buffalo Science	20,735.05200	16.571	343,593.46	15.730	326,162.37	2.89	-17,431.09	-5.1	0.00	0.0		
DF Advisor int'l	4,112.53000	14.680	60,372.00	16.600	68,268.00	0.60	7,896.00	13.1	0.00	0.0		
DFA US Small Cap	1,613.80000	19.241	31,051.33	22.670	36,584.85	0.32	5,533.52	17.8	0.00	0.0		
Europacific GW Fund	4,300.00000	38.456	165,359.00	41.220	177,246.00	1.57	11,887.00	7.2	0.00	0.0		
GS Mid Cap Value	21,027.03500	37.005	778,102.66	39.030	820,685.18	7.26	42,582.52	5.5	0.00	0.0		
GS Sm Cap Value	21,406.47200	38.160	816,878.29	44.530	953,230.20	8.44	136,351.91	16.7	0.00	0.0		
MFB Nrthn Emerging	14,159.80000	7.906	111,946.80	11.870	168,076.83	1.49	56,130.03	50.1	0.00	0.0		

Appraisal Report
Selected Portfolios
Holdings as of 12/31/2012

Type/Security	Quantity	Unit Cost	Total Cost	Market Price	Market Value	% of Portfolio	Unrealized Gain/Loss	% G/L	Estimated Income	Yield	P/E	Beta
Mutual Funds												
MFB Nrthn high YD	21,623.08000	7.579	163,876.04	7.550	163,254.25	1.45	-621.79	-0.4	0.00	0.0		
MFB Nthrn Intl grow	21,039.74000	8.103	170,493.02	8.220	172,946.66	1.53	2,453.64	1.4	0.00	0.0		
MFB Ntrn Sm. Cap In	3,783.51000	8.882	33,606.93	9.270	35,073.14	0.31	1,466.21	4.4	0.00	0.0		
MSCIEAFE Index Fund	4,000.00000	61.835	247,339.41	56.860	227,440.00	2.01	-19,899.41	-8.0	0.00	0.0		
NT MULTI MGR MID CA	7,896.96000	10.678	84,322.00	11.890	93,894.85	0.83	9,572.85	11.4	0.00	0.0		
NT Short Inter US G	2,569.22000	10.425	26,783.73	10.020	25,743.58	0.23	-1,040.15	-3.9	0.00	0.0		
Pimco Total Return	81,576.97800	11.001	897,459.22	11.240	916,925.23	8.12	19,466.01	2.2	0.00	0.0		
T Rowe Equity Inc	5,352.68000	24.754	132,501.05	26.394	141,278.64	1.25	8,777.59	6.6	0.00	0.0		
			4,890,086.87		5,149,194.52	45.58	259,107.65	5.3	0.00	0.0		
Common Stocks												
Allergan inc	1,000.00000	44.214	44,213.70	91.730	91,730.00	0.81	47,516.30	107.5	0.00	0.0	0.0	
American Express Co	221.00000	42.024	9,287.35	57.480	12,703.08	0.11	3,415.73	36.8	0.00	0.0	0.0	
American Water Wks	130.00000	33.401	4,342.12	37.130	4,826.90	0.04	484.78	11.2	0.00	0.0	0.0	
Amgen Inc	116.00000	67.588	7,840.26	86.200	9,999.20	0.09	2,158.94	27.5	0.00	0.0	0.0	
Apple computer	62.00000	123.686	7,668.53	532.170	32,994.54	0.29	25,326.01	330.3	0.00	0.0	0.0	
AT&T	700.00000	27.968	19,577.60	33.710	23,597.00	0.21	4,019.40	20.5	0.00	0.0	0.0	
Berkshire Hathaway	1,600.00000	56.440	90,304.30	89.700	143,520.00	1.27	53,215.70	58.9	0.00	0.0	0.0	
BHP Billiton LTD	95.00000	62.959	5,981.10	78.420	7,449.90	0.07	1,468.80	24.6	0.00	0.0	0.0	
Bristol Myers Squib	333.00000	29.573	9,847.91	32.590	10,852.47	0.10	1,004.56	10.2	0.00	0.0	0.0	
Cherontexaco Corp	141.00000	74.748	10,539.43	108.140	15,247.74	0.13	4,708.31	44.7	0.00	0.0	0.0	
Cisco Systems	6,552.00000	18.387	120,473.33	19.650	128,746.80	1.14	8,273.47	6.9	0.00	0.0	0.0	
Citrix Sys	85.00000	62.736	5,332.56	65.620	5,577.70	0.05	245.14	4.6	0.00	0.0	0.0	
Coca Coca Co	352.00000	35.245	12,406.11	36.250	12,760.00	0.11	353.89	2.9	0.00	0.0	0.0	
Comcast Corp New CL	3,875.00000	18.876	73,145.52	37.360	144,770.00	1.28	71,624.48	97.9	0.00	0.0	0.0	

Appraisal Report
Selected Portfolios
Holdings as of 12/31/2012

Type/Security	Quantity	Unit Cost	Total Cost	Market Price	Market Value	% of Portfolio	Unrealized Gain/Loss	% G/L	Estimated Income	Yield	P/E	Beta
Common Stocks												
Costco Whsl Corp	132.00000	46.197	6,097.94	98.730	13,032.36	0.12	6,934.42	113.7	0.00	0.0	0.0	
Covidien LTD	144.00000	40.194	5,788.00	57.740	8,314.56	0.07	2,526.56	43.7	0.00	0.0	0.0	
CVS Corp Com Stk	4,664.00000	26.252	122,439.74	48.350	225,504.40	2.00	103,064.66	84.2	0.00	0.0	0.0	
Danaher Corp.	308.00000	23.193	7,143.58	55.900	17,217.20	0.15	10,073.62	141.0	0.00	0.0	0.0	
Dell Computer Corp	5,400.00000	20.772	112,166.92	10.140	54,756.00	0.48	-57,410.92	-51.2	0.00	0.0	0.0	
Disney Walt	4,712.00000	14.660	69,076.19	49.790	234,610.48	2.08	165,534.29	239.6	0.00	0.0	0.0	
Dominion Res Inc	190.00000	44.117	8,382.16	51.800	9,842.00	0.09	1,459.84	17.4	0.00	0.0	0.0	
Du Pont El DeNemour	200.00000	40.034	8,006.70	44.980	8,996.00	0.08	989.30	12.4	0.00	0.0	0.0	
Eaton Corp	171.00000	54.031	9,239.38	54.180	9,264.78	0.08	25.40	0.3	0.00	0.0	0.0	
EMC Corp Mass	595.00000	20.245	12,045.92	25.300	15,053.50	0.13	3,007.58	25.0	0.00	0.0	0.0	
Emerson Electric Co	178.00000	51.844	9,228.21	52.960	9,426.88	0.08	198.67	2.2	0.00	0.0	0.0	
EXPRESS SCRIPTS	217.00000	52.452	11,382.17	54.000	11,718.00	0.10	335.83	3.0	0.00	0.0	0.0	
Exxon Mobil Corp	2,023.00000	58.467	118,278.19	86.550	175,090.65	1.55	56,812.46	48.0	0.00	0.0	0.0	
Franklin RES Inc.	88.00000	102.413	9,012.32	125.700	11,061.60	0.10	2,049.28	22.7	0.00	0.0	0.0	
General Electric Co	4,786.00000	23.723	113,539.43	20.990	100,458.14	0.89	-13,081.29	-11.5	0.00	0.0	0.0	
Google	18.00000	547.455	9,854.19	707.380	12,732.84	0.11	2,878.65	29.2	0.00	0.0	0.0	
Harley-Davison, Inc	1,800.00000	45.421	81,758.53	48.830	87,894.00	0.78	6,135.47	7.5	0.00	0.0	0.0	
Home Depot	4,900.00000	33.471	164,006.72	61.850	303,065.00	2.68	139,058.28	84.8	0.00	0.0	0.0	
Intel Corp	328.00000	27.708	9,088.20	20.620	6,763.36	0.06	-2,324.84	-25.6	0.00	0.0	0.0	
Inter Cont Exchange	59.00000	126.673	7,473.69	123.810	7,304.79	0.06	-168.90	-2.3	0.00	0.0	0.0	
Intl Busines Mach.	64.00000	94.518	6,049.18	191.550	12,259.20	0.11	6,210.02	102.7	0.00	0.0	0.0	
Jacobs Engr Group	2,200.00000	37.205	81,851.30	42.570	93,654.00	0.83	11,802.70	14.4	0.00	0.0	0.0	
Johnson & Johnson	2,730.00000	45.789	125,005.27	70.100	191,373.00	1.69	66,367.73	53.1	0.00	0.0	0.0	
Johnson Controls	210.00000	29.881	6,275.03	30.670	6,440.70	0.06	165.67	2.6	0.00	0.0	0.0	

Appraisal Report
Selected Portfolios
Holdings as of 12/31/2012

02/16/13

Type/Security	Quantity	Unit Cost	Total Cost	Market Price	Market Value	% of Portfolio	Unrealized Gain/Loss	% G/L	Estimated Income	Yield	P/E	Beta
Common Stocks												
JP Morgan Chase	4,242.00000	37.117	157,448.68	43.970	186,520.74	1.65	29,072.06	18.5	0.00	0.0	0.0	
Lilly Eli & Co Inc	500.00000	36.226	18,113.00	49.320	24,660.00	0.22	6,547.00	36.1	0.00	0.0	0.0	
Mattel Incorp	5,150.00000	20.064	103,327.75	36.620	188,593.00	1.67	85,265.25	82.5	0.00	0.0	0.0	
McDonalds Corp	146.00000	87.016	12,704.31	88.210	12,878.66	0.11	174.35	1.4	0.00	0.0	0.0	
Microsoft Corp.	4,900.00000	16.907	82,846.70	26.710	130,879.00	1.16	48,032.30	58.0	0.00	0.0	0.0	
National oilwell	136.00000	35.752	4,862.25	68.350	9,295.60	0.08	4,433.35	91.2	0.00	0.0	0.0	
Nike Inc., Cl B	130.00000	31.961	4,154.96	51.600	6,708.00	0.06	2,553.04	61.4	0.00	0.0	0.0	
Nobel Corp Com	260.00000	36.735	9,551.11	34.820	9,053.20	0.08	-497.91	-5.2	0.00	0.0	0.0	
Noble Energy Inc	65.00000	78.140	5,079.10	101.740	6,613.10	0.06	1,534.00	30.2	0.00	0.0	0.0	
Norfolk Southern	142.00000	67.502	9,585.34	61.840	8,781.28	0.08	-804.06	-8.4	0.00	0.0	0.0	
Northern Trust Corp	1,775.00000	49.444	87,763.10	50.160	89,034.00	0.79	1,270.90	1.4	0.00	0.0	0.0	
Nucor Corp	126.00000	45.094	5,681.85	43.160	5,438.16	0.05	-243.69	-4.3	0.00	0.0	0.0	
Omnicom Group Inc	2,239.00000	41.455	92,818.23	49.960	111,860.44	0.99	19,042.21	20.5	0.00	0.0	0.0	
Oracle Corp	428.00000	27.614	11,818.68	33.320	14,260.96	0.13	2,442.28	20.7	0.00	0.0	0.0	
PC Realreturn Stat	6,437.79000	6.661	42,884.17	6.640	42,746.93	0.38	-137.24	-0.3	0.00	0.0	0.0	
Pfizer	6,829.00000	21.323	145,615.21	25.080	171,271.32	1.52	25,656.11	17.6	0.00	0.0	0.0	
PRECISION CASTPARTS	48.00000	166.401	7,987.23	189.420	9,092.16	0.08	1,104.93	13.8	0.00	0.0	0.0	
Procter & Gamble	94.00000	51.525	4,843.35	67.890	6,381.66	0.06	1,538.31	31.8	0.00	0.0	0.0	
Progressive Corp	4,630.00000	20.947	96,984.97	21.100	97,693.00	0.86	708.03	0.7	0.00	0.0	0.0	
Qualcomm Inc Com	277.00000	53.442	14,803.57	61.860	17,135.22	0.15	2,331.65	15.8	0.00	0.0	0.0	
Salesforce Com Inc	37.00000	87.195	3,226.23	168.100	6,219.70	0.06	2,993.47	92.8	0.00	0.0	0.0	
Schlumberger LTD	122.00000	49.165	5,998.13	69.300	8,454.60	0.07	2,456.47	41.0	0.00	0.0	0.0	
SIMON PROP GROUP	72.00000	100.414	7,229.80	158.090	11,382.48	0.10	4,152.68	57.4	0.00	0.0	0.0	
Spectra Energy Corp	274.00000	20.447	5,602.49	27.380	7,502.12	0.07	1,899.63	33.9	0.00	0.0	0.0	

Appraisal Report
Selected Portfolios
Holdings as of 12/31/2012

Type/Security	Quantity	Unit Cost	Total Cost	Market Price	Market Value	% of Portfolio	Unrealized Gain/Loss	% G/L	Estimated Income	Yield	P/E	Beta
Common Stocks												
St Jude Medical	186.00000	42.882	7,975.96	36.140	6,722.04	0.06	-1,253.92	-15.7	0.00	0.0	0.0	
Staples inc	7,900.00000	16.022	126,570.11	11.400	90,060.00	0.80	-36,510.11	-28.8	0.00	0.0	0.0	
Starbucks Corp	197.00000	45.424	8,948.53	53.630	10,565.11	0.09	1,616.58	18.1	0.00	0.0	0.0	
TJX Companies Inc.	3,654.00000	11.084	40,500.50	42.450	155,112.30	1.37	114,611.80	283.0	0.00	0.0	0.0	
Tyko Electronics LT	3,830.00000	33.336	127,676.94	37.120	142,169.60	1.26	14,492.66	11.4	0.00	0.0	0.0	
United Tech. Corp	85.00000	43.268	3,677.76	82.010	6,970.85	0.06	3,293.09	89.5	0.00	0.0	0.0	
Unitedhealth GRP IN	193.00000	37.588	7,254.57	54.240	10,468.32	0.09	3,213.75	44.3	0.00	0.0	0.0	
US Bancorp Del New	6,443.00000	25.446	163,951.74	31.940	205,789.42	1.82	41,837.68	25.5	0.00	0.0	0.0	
V F Corp	97.00000	107.475	10,425.05	150.970	14,644.09	0.13	4,219.04	40.5	0.00	0.0	0.0	
Verizon Comm.	147.00000	37.206	5,469.30	43.270	6,360.69	0.06	891.39	16.3	0.00	0.0	0.0	
Wal-mart Stores Inc	1,650.00000	51.242	84,549.46	68.230	112,579.50	1.00	28,030.04	33.2	0.00	0.0	0.0	
Wells Fargo & Co	5,528.00000	26.393	145,900.80	34.180	188,947.04	1.67	43,046.24	29.5	0.00	0.0	0.0	
Windstream Corp	1,200.00000	12.560	15,072.00	8.280	9,936.00	0.09	-5,136.00	-34.1	0.00	0.0	0.0	
			3,223,051.71		4,413,389.06	39.07	1,190,337.35	36.9	0.00	0.0	0.0	
	Totals:		9,597,949.88		11,297,403.71		1,699,453.83	17.7	0.00	0.0	0.0	0.00