



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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

2012

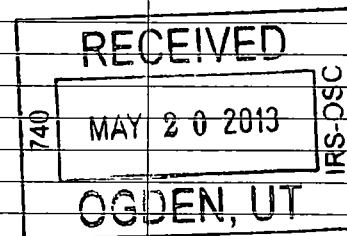
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE THG FOUNDATION		A Employer identification number 61-6249559
Number and street (or P O box number if mail is not delivered to street address) 295 N HUBBARDS LANE SUITE 203		B Telephone number (502) 893-0300
City or town, state, and ZIP code LOUISVILLE, KY 40207		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 182,364.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		3,365.	3,365.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		38,338.			
b Gross sales price for all assets on line 6a 199,034.					
7 Capital gain net income (from Part IV, line 2)			38,338.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		41,703.	41,703.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		425.	212.		213.
c Other professional fees STMT 3		1,839.	1,839.		0.
17 Interest					
18 Taxes STMT 4		351.	351.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses Add lines 13 through 23		2,615.	2,402.		213.
25 Contributions, gifts, grants paid		10,000.			10,000.
26 Total expenses and disbursements Add lines 24 and 25		12,615.	2,402.		10,213.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		29,088.			
b Net investment income (if negative, enter -0-)			39,301.		
c Adjusted net income (if negative, enter -0-)				N/A	



23

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			100.	100.
	2	Savings and temporary cash investments		7,822.	12,868.	12,868.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations				
	b	Investments - corporate stock STMT 5	127,075.	151,017.	169,396.	
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other				
	14	Land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers)	134,897.	163,985.	182,364.	
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	134,897.	163,985.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30	Total net assets or fund balances	134,897.	163,985.			
31	Total liabilities and net assets/fund balances	134,897.	163,985.			

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	134,897.
2	Enter amount from Part I, line 27a	2	29,088.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	163,985.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	163,985.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo, day, yr.)
1a SEE ATTACHED SCHEDULES			
b SEE ATTACHED SCHEDULES			
c INGERSOLL RAND PLC			
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		5,134.	<5,134.>
b 43,216.			43,216.
c 256.			256.
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			<5,134.>
b			43,216.
c			256.
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	38,338.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	64,251.	231,864.	.277106
2010	55,627.	266,309.	.208881
2009	78,438.	279,040.	.281099
2008	25,162.	381,364.	.065979
2007	31,653.	424,611.	.074546

2 Total of line 1, column (d)	2	.907611
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	.181522
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	182,101.
5 Multiply line 4 by line 3	5	33,055.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	393.
7 Add lines 5 and 6	7	33,448.
8 Enter qualifying distributions from Part XII, line 4	8	10,213.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	786.
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	786.
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	786.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	152.
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	152.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	634.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of R. KEITH CULLINAN Telephone no (502) 893-0300			
Located at 295 N HUBBARDS LANE SUITE 203, LOUISVILLE, KY ZIP+4 40207				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country				X

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

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

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

Form 990-PF (2012)

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
R. KEITH CULLINAN 295 N HUBBARDS LANE SUITE 203 LOUISVILLE, KY 40207	TRUSTEE 2.00	0.	0.	0.
TIMOTHY S. HARRIS 295 N HUBBARDS LANE SUITE 203 LOUISVILLE, KY 40207	MEMBER ADVISORY COM 2.00	0.	0.	0.
GLORIA G. HARRIS 295 N HUBBARDS LANE SUITE 203 LOUISVILLE, KY 40207	MEMBER ADVISORY COM 2.00	0.	0.	0.

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

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

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

0

Form 990-PF (2012)

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	167,810.
b	Average of monthly cash balances	1b	17,064.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	184,874.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	184,874.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,773.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	182,101.
6	Minimum investment return. Enter 5% of line 5	6	9,105.

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	9,105.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	786.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	786.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,319.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,319.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,319.

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	10,213.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	10,213.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,213.

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				8,319.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	326.			
b From 2008	6,170.			
c From 2009	65,036.			
d From 2010	42,484.			
e From 2011	52,982.			
f Total of lines 3a through e	166,998.			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$	10,213.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				8,319.
e Remaining amount distributed out of corpus	1,894.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	168,892.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	326.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	168,566.			
10 Analysis of line 9:				
a Excess from 2008	6,170.			
b Excess from 2009	65,036.			
c Excess from 2010	42,484.			
d Excess from 2011	52,982.			
e Excess from 2012	1,894.			

N/A

- | | | | | | |
|-----------------------------|--|--|--|--|--|
| (4) Gross investment income | | | | | |
|-----------------------------|--|--|--|--|--|

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
<i>a Paid during the year</i>				
FIRST UNITED METHODIST CHURCH		PUBLIC CHARITY	CHARITABLE	10,000.
Total			3a	10,000.
<i>b Approved for future payment</i>				
NONE				
Total			3b	0.

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
J P MORGAN CLEARING CORP	3,365.	0.	3,365.		
TOTAL TO FM 990-PF, PART I, LN 4	3,365.	0.	3,365.		

FORM 990-PF		ACCOUNTING FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	425.	212.		213.	
TO FORM 990-PF, PG 1, LN 16B	425.	212.		213.	

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISOR FEES	1,839.	1,839.		0.	
TO FORM 990-PF, PG 1, LN 16C	1,839.	1,839.		0.	

FORM 990-PF		TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN INCOME TAX	51.	51.		0.	
EXCISE TAX ON INVESTMENT INCOME	300.	300.		0.	
TO FORM 990-PF, PG 1, LN 18	351.	351.		0.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE II	151,017.	169,396.
TOTAL TO FORM 990-PF, PART II, LINE 10B	151,017.	169,396.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	6
-------------	--	-----------	---

NAME OF MANAGER

TIMOTHY S. HARRIS
GLORIA G. HARRIS

Cullinan Associates, Inc.
REALIZED GAINS AND LOSSES
THE THG FOUNDATION
ACCOUNT # 504-55087-1-9
R. Keith Cullinan, Trustee
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost		Proceeds	Gain Or Loss	
				Basis			Short Term	Long Term
10-20-11	01-19-12	-3	Anadarko JAN/77.5 C 2012	993.07		2,110.03	1,116.96	
12-20-11	01-19-12	-2	Baxter Intl JAN/50 C 2012	672.07		102.73	-569.34	
12-20-11	01-19-12	-2	Deere JAN/80 C 2012	1,302.07		105.93	-1,196.14	
12-20-11	01-19-12	-5	Ingersoll JAN/32.5 C 2012	1,005.13		294.87	-710.26	
12-20-11	01-19-12	-4	J P Morgan Chase JAN/34 C 2012	1,244.47		179.90	-1,064.57	
11-21-11	01-19-12	-4	Microsoft JAN/27.5 C 2012	370.11		79.90	-290.21	
11-02-11	01-19-12	-2	Noble Energy JAN/85 C 2012	2,746.97		1,647.90	-1,099.07	
11-17-11	01-19-12	-3	Chubb JAN/70 C 2012	189.25		350.93	161.68	
12-16-11	01-21-12	-2	PepsiCo JAN/67.5 C 2012	0.00		37.93	37.93	
01-19-12	02-10-12	-4	Microsoft MAR/28 C 2012	1,042.91		341.88	-701.03	
01-19-12	02-16-12	-3	Anadarko FEB/80 C 2012	2,163.07		986.91	-1,176.16	
01-19-12	02-16-12	-5	Ingersoll FEB/34 C 2012	3,080.13		794.85	-2,285.28	
12-23-11	02-16-12	-4	Nucor FEB/39 C 2012	1,824.11		954.45	-869.66	
01-19-12	02-18-12	-3	Chubb FEB/75 C 2012	0.00		6.07	6.07	
11-28-11	02-27-12	-2	McDonalds MAR/92.5 C 2012	897.92		897.92	0.00	
03-30-09	02-27-12	200.0000	McDonalds Corp	10,800.00		19,383.58		8,583.58

Cullinan Associates, Inc.
REALIZED GAINS AND LOSSES

THE THG FOUNDATION

ACCOUNT # 504-55087-1-9

R. Keith Cullinan, Trustee

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
01-19-12	03-06-12	-2	Baxter Intl MAY/52.5 C 2012	1,112.07	560.49	-551.58	
02-16-12	03-15-12	-5	Ingersoll MAR/38 C 2012	1,280.13	1,269.84	-10.29	
01-19-12	03-16-12	-2	Deere MAR/82.5 C 2012	104.07	1,197.90	1,093.83	
01-23-12	03-17-12	-2	PepsiCo MAR/67.5 C 2012	0.00	95.92	95.92	
01-19-12	04-02-12	-4	J P Morgan Chase APR/37 C 2012	903.87	903.87	0.00	
12-01-08	04-02-12	400.0000	J P Morgan Chase	11,665.04	15,675.53		4,010.49
03-16-12	04-21-12	-2	Deere APR/85 C 2012	0.00	156.44	156.44	
01-19-12	05-01-12	-2	Noble Energy MAY/90 C 2012	2,092.07	2,387.88	295.81	
02-10-12	05-11-12	-4	Microsoft MAY/29 C 2012	964.11	814.67	-149.44	
03-20-12	05-17-12	-2	PepsiCo MAY/67.5 C 2012	314.07	89.92	-224.15	
02-16-12	05-19-12	-3	Anadarko MAY/90 C 2012	0.00	1,511.90	1,511.90	
05-10-12	06-15-12	-1	WellPoint Inc JUN/70 C 2012	72.07	49.92	-22.15	
04-23-12	06-16-12	-2	Deere JUN/85 C 2012	0.00	222.88	222.88	
03-15-12	06-16-12	-5	Ingersoll JUN/41 C 2012	0.00	969.85	969.85	
05-10-12	06-16-12	-1	J. C. Penney JUN/37 C 2012	0.00	97.92	97.92	
05-10-12	06-16-12	-2	Oracle JUN/28 C 2012	0.00	79.92	79.92	

Cullinan Associates, Inc.
REALIZED GAINS AND LOSSES
THE THG FOUNDATION
ACCOUNT # 504-55087-1-9
R. Keith Cullinan, Trustee
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost		Proceeds	Gain Or Loss	
				Basis			Short Term	Long Term
05-21-12	07-19-12	-3	Anadarko JUL/70 C 2012	876.08		584.91	-291.17	
05-11-12	07-20-12	-4	Microsoft JUL/30 C 2012	176.10		755.87	579.77	
05-17-12	07-20-12	-2	PepsiCo JUL/70 C 2012	26.05		195.92	169.87	
02-21-12	07-21-12	-3	Chubb JUL/75 C 2012	0.00		203.92	203.92	
06-19-12	07-21-12	-5	Ingersoll JUL/43 C 2012	0.00		194.86	194.86	
02-16-12	07-21-12	-4	Nucor JUL/42 C 2012	0.00		1,534.14	1,534.14	
05-10-12	07-21-12	-1	Qualcomm JUL/67.5 C 2012	0.00		90.92	90.92	
06-15-12	07-21-12	-1	WellPoint Inc JUL/72.5 C 2012	0.00		248.92	248.92	
03-06-12	08-15-12	-2	Baxter Intl AUG/55 C 2012	922.06		867.91	-54.15	
07-19-12	08-18-12	-3	Anadarko AUG/72.5 C 2012	0.00		986.89	986.89	
06-27-12	08-18-12	-2	Deere AUG/82.5 C 2012	0.00		197.92	197.92	
06-19-12	08-18-12	-1	J. C. Penney AUG/26 C 2012	0.00		36.92	36.92	
05-01-12	08-18-12	-2	Noble Energy AUG/97.5 C 2012	0.00		1,467.89	1,467.89	
07-24-12	09-07-12	-3	Ingersoll SEP/43 C 2012	1,248.09		161.92	-1,086.17	
08-20-12	09-20-12	-2	Deere SEP/80 C 2012	454.06		141.93	-312.13	
08-20-12	09-20-12	-1	J. C. Penney SEP/26 C 2012	54.03		61.96	7.93	
07-20-12	09-20-12	-4	Microsoft SEP/31 C 2012	188.12		251.89	63.77	
06-20-12	09-20-12	-2	Oracle SEP/30 C 2012	522.06		129.86	-392.20	

Cullinan Associates, Inc.
REALIZED GAINS AND LOSSES
THE THG FOUNDATION
ACCOUNT # 504-55087-1-9
R. Keith Cullinan, Trustee
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost		Proceeds	Gain Or Loss	
				Basis			Short Term	Long Term
07-24-12	09-20-12	-1	Qualcomm SEP/60 C 2012	381.03		92.96	-288.07	
07-24-12	09-21-12	-2	Ingersoll SEP/43 C 2012	107.94		107.94	0.00	
10-28-09	09-21-12	200.0000	Ingersoll-Rand PLC	6,353.76		8,693.74		2,339.98
08-20-12	09-22-12	-3	Anadarko SEP/75 C 2012	0.00		155.90	155.90	
05-10-12	09-22-12	-2	KLA Tencor SEP/55 C 2012	0.00		267.92	267.92	
08-20-12	09-22-12	-2	Noble Energy SEP/95 C 2012	0.00		67.93	67.93	
07-24-12	09-22-12	-4	Nucor SEP/40 C 2012	0.00		143.89	143.89	
07-20-12	09-22-12	-2	PepsiCo SEP/72.5 C 2012	0.00		57.94	57.94	
07-24-12	09-22-12	-1	WellPoint Inc SEP/67.5 C 2012	0.00		58.96	58.96	
07-24-12	10-17-12	-3	Chubb OCT/75 C 2012	1,128.09		107.94	-1,020.15	
09-24-12	10-20-12	-3	Anadarko OCT/75 C 2012	0.00		176.90	176.90	
09-20-12	10-20-12	-1	J. C. Penney OCT/28 C 2012	0.00		62.13	62.13	
09-20-12	10-20-12	-4	Microsoft OCT/32 C 2012	0.00		139.87	139.87	
10-22-12	11-12-12	-1	J. C. Penney DEC/30 C 2012	10.08		69.96	59.88	
05-09-12	11-12-12	100.0000	J. C. Penney	3,332.29		1,893.31	-1,438.98	
08-15-12	11-15-12	-2	Baxter Intl NOV/57.5 C 2012	1,692.06		617.92	-1,074.14	
09-24-12	11-17-12	-2	KLA Tencor NOV/50 C 2012	0.00		157.93	157.93	
09-24-12	11-17-12	-2	Noble Energy Inc NOV/97.5 C 2012	0.00		307.93	307.93	

Cullinan Associates, Inc
REALIZED GAINS AND LOSSES
THE THG FOUNDATION
ACCOUNT # 504-55087-1-9
R. Keith Cullinan, Trustee
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
09-24-12	11-17-12	-4	Nucor NOV/41 C 2012	0.00	230.59	230.59	
09-25-12	11-17-12	-2	PepsiCo NOV/72.5 C 2012	0.00	75.93	75.93	
09-25-12	11-17-12	-1	WellPoint Inc NOV/65 C 2012	0.00	57.16	57.16	
09-20-12	11-19-12	-2	Deere DEC/85 C 2012	722.06	440.72	-281.34	
07-05-11	11-19-12	200.0000	Deere	17,139.22	17,265.61		126.39
05-09-12	11-19-12	200.0000	KLA Tencor	9,911.58	8,830.00	-1,081.58	
05-09-12	11-19-12	100.0000	WellPoint Inc	6,585.00	5,573.87	-1,011.13	
10-22-12	12-03-12	-2	Anadarko DEC/77.5 C 2012	134.06	227.93	93.87	
11-15-12	12-03-12	-1	Baxter Intl APR/60 C 2013	726.03	703.95	-22.08	
10-17-12	12-03-12	-2	Chubb APR/80 C 2013	324.06	469.93	145.87	
09-07-12	12-03-12	-2	Ingersoll DEC/46 C 2012	572.06	647.92	75.86	
10-23-12	12-03-12	-2	Microsoft DEC/29 C 2012	20.06	72.71	52.65	
11-21-12	12-03-12	-1	Noble Energy Inc DEC/100 C 2012	96.03	73.96	-22.06	
11-21-12	12-03-12	-3	Nucor JAN/42 C 2013	195.09	185.90	-9.19	
11-29-01	12-03-12	200.0000	Anadarko	5,215.00	14,857.66		9,642.66
07-05-11	12-03-12	100.0000	Baxter Intl	5,984.55	6,591.85		607.30
09-04-09	12-03-12	200.0000	Chubb	9,748.00	15,365.65		5,617.65
10-28-09	12-03-12	200.0000	Ingersoll-Rand PLC	6,353.76	9,701.78		3,348.02

Cullinan Associates, Inc
REALIZED GAINS AND LOSSES
THE THG FOUNDATION
ACCOUNT # 504-55087-1-9
R. Keith Cullinan, Trustee
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost		Proceeds	Gain Or Loss	
				Basis			Short Term	Long Term
09-04-09	12-03-12	200.0000	Microsoft	4,863.60		5,289.88		426.28
07-21-05	12-03-12	100.0000	Noble Energy Inc	4,021.62		9,695.78		5,674.16
12-01-08	12-03-12	300.0000	Nucor	9,752.25		12,197.72		2,445.47
11-21-12	12-05-12	-1	PepsiCo JAN/70 C 2013	115.03		57.96	-57.06	
07-15-08	12-05-12	100.0000	PepsiCo	6,581.00		6,974.84		393.84
09-20-12	12-06-12	-1	Qualcomm JAN/62.5 C 2013	269.03		416.68	147.65	
05-09-12	12-06-12	100.0000	Qualcomm	6,245.48		6,380.98	135.50	
09-07-12	12-07-12	-1	Ingersoll DEC/46 C 2012	316.03		323.96	7.93	
11-21-12	12-18-12	-1	Noble Energy Inc DEC/100 C 2012	316.03		73.96	-242.06	
09-20-12	12-18-12	-2	Oracle Systems DEC/32 C 2012	234.60		343.93	109.33	
10-22-12	12-22-12	-1	Anadarko DEC/77.5 C 2012	0.00		113.97	113.97	
10-23-12	12-22-12	-2	Microsoft DEC/29 C 2012	0.00		72.71	72.71	
11-21-12	12-26-12	-1	Nucor JAN/42 C 2013	200.03		61.97	-138.06	
TOTAL GAINS						14,607.04	43,215.82	
TOTAL LOSSES						-19,741.07	0.00	
TOTAL REALIZED GAIN/LOSS					38,081.79	199,033.73	-5,134.03	43,215.82

Cullman Associates, Inc
UNREALIZED GAINS AND LOSSES
The THG Foundation
ACCOUNT # 504-55087-1-9
R. Keith Cullinan, Trustee
December 31, 2012

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
CASH AND EQUIVALENTS								
		PRINCIPAL CASH		12,868.05		12,868.05		
				12,868.05		12,868.05		
COMMON STOCK								
12-03-12	100.0000	AFLAC	53.12	5,312.00	53.12	5,312.00	0.00	0.0
12-03-12	100.0000	Abbott	64.47	6,447.00	65.50	6,550.00	103.00	1.6
11-29-01	100.0000	Anadarko	26.07	2,607.50	74.31	7,431.00	4,823.50	185.0
07-05-11	100.0000	Baxter Intl	59.85	5,984.55	66.66	6,666.00	681.45	11.4
09-04-09	100.0000	Chubb	48.74	4,874.00	75.32	7,532.00	2,658.00	54.5
12-03-12	100.0000	Clorox	76.40	7,640.00	73.22	7,322.00	-318.00	-4.2
12-03-12	100.0000	Darden Restaurants	52.88	5,288.00	45.07	4,507.00	-781.00	-14.8
12-03-12	100.0000	Deere	83.93	8,393.00	86.42	8,642.00	249.00	3.0
12-03-12	100.0000	Express Scripts	53.70	5,369.55	54.00	5,400.00	30.45	0.6
12-03-12	100.0000	Fastenal	42.18	4,218.00	46.65	4,665.00	447.00	10.6
10-28-09	100.0000	Ingersoll-Rand PLC	31.77	3,176.88	47.96	4,796.00	1,619.12	51.0
12-03-12	100.0000	KLA Tencor	45.37	4,536.55	47.76	4,776.00	239.45	5.3
12-03-12	100.0000	Mead Johnson Nutrition	68.19	6,819.00	65.89	6,589.00	-230.00	-3.4
12-03-12	100.0000	Medtronic	42.20	4,220.00	41.02	4,102.00	-118.00	-2.8
09-04-09	200.0000	Microsoft	24.32	4,863.60	26.71	5,341.94	478.34	9.8
12-03-12	100.0000	NextEra Energy	68.62	6,862.00	69.19	6,919.00	57.00	0.8
07-21-05	100.0000	Noble Energy Inc	40.22	4,021.62	101.74	10,174.00	6,152.38	153.0
12-01-08	100.0000	Nucor	32.51	3,250.75	43.16	4,316.00	1,065.25	32.8
05-09-12	200.0000	Oracle Systems	27.58	5,515.52	33.32	6,664.00	1,148.48	20.8
07-15-08	100.0000	PepsiCo	65.81	6,581.00	68.43	6,843.00	262.00	4.0
12-03-12	100.0000	Procter & Gamble	69.82	6,982.00	67.89	6,789.00	-193.00	-2.8
11-29-12	100.0000	SanDisk Corp	39.79	3,978.65	43.50	4,350.00	371.35	9.3

Cullinan Associates, Inc.
UNREALIZED GAINS AND LOSSES
The THG Foundation
ACCOUNT # 504-55087-1-9
R. Keith Cullinan, Trustee
December 31, 2012

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
12-03-12	100 0000	Schlumberger	71.39	7,139.00	69 30	6,929.86	-209.14	-2.9
12-03-12	100.0000	Target Corp	62.73	6,273.00	59.17	5,917 00	-356 00	-5.7
12-03-12	100 0000	United Parcel Service	72 73	7,273 00	73.73	7,373.00	100.00	1 4
12-03-12	100.0000	UnitedHealth Group	54.24	5,424.00	54 24	5,424.00	0 00	0.0
12-03-12	100.0000	Verizon Communications	44.30	4,430.00	43.27	4,327 00	-103.00	-2.3
12-03-12	100.0000	YUM Brands	67.30	6,730.00	66.40	6,640.00	-90 00	-1.3
				154,210.17		172,297 80	18,087.63	11.7
CALLS								
12-05-12	-1	AFLAC JAN/55 C 2013	0 66	-65.96	0.40	-40.00	25.96	39 4
12-07-12	-1	Abbott FEB/67 5 C 2013	0.38	-37.96	0 60	-60 00	-22.04	-58 1
11-15-12	-1	Baxter Intl APR/60 C 2013	7.04	-703.95	7.90	-790.00	-86.05	-12 2
10-17-12	-1	Chubb APR/80 C 2013	2.35	-234 96	0.97	-97.00	137.96	58.7
12-05-12	-1	Clorox APR/80 C 2013	0.49	-48.96	0.14	-14.00	34.96	71.4
12-05-12	-1	Darden Restaurants JAN/50 C 2013	0.39	-38.96	0.05	-5 00	33.96	87.2
12-05-12	-1	Deere JAN/87 5 C 2013	0 87	-86.96	1.09	-109 00	-22 04	-25 3
12-05-12	-1	Express Scripts JAN/57 5 C 2013	0.54	-53.96	0.24	-24 00	29.96	55.5
12-05-12	-1	Fastenal JAN/43.50 C 2013	0.64	-63.96	3.20	-320 00	-256 04	-400 3
12-07-12	-1	Ingersoll MAR/48 C 2013	2 84	-283 96	2 20	-220.00	63 96	22 5

Cullinan Associates, Inc
UNREALIZED GAINS AND LOSSES
The THG Foundation
ACCOUNT # 504-55087-1-9
R. Keith Cullinan, Trustee
December 31, 2012

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
12-05-12	-1	KLA Tencor JAN/50 C 2013	0.44	-43.96	0.27	-27.00	16.96	38.6
12-05-12	-1	Mead Johnson Nutrition FEB/75 C 2013	0.56	-55.96	0.40	-40.00	15.96	28.5
12-05-12	-1	Medtronic JAN/43 C 2013	0.53	-52.96	0.16	-16.00	36.96	69.8
12-05-12	-1	NextEra Energy MAR/70 C 2013	0.89	-88.96	0.93	-93.00	-4.04	-4.5
12-18-12	-1	Noble Energy Inc FEB/105 C 2013	2.84	-283.96	2.25	-225.00	58.96	20.8
12-26-12	-1	Nucor APR/44 C 2013	1.82	-181.96	1.71	-171.00	10.96	6.0
12-18-12	-2	Oracle Systems MAR/34 C 2013	0.83	-165.93	0.97	-194.00	-28.07	-16.9
11-21-12	-1	PepsiCo JAN/70 C 2013	0.58	-57.96	0.22	-22.00	35.96	62.0
12-05-12	-1	Procter & Gamble APR/72.5 C 2013	0.84	-83.96	0.34	-34.00	49.96	59.5
11-30-12	-1	SanDisk Corp JAN/44 C 2013	0.36	-35.84	1.23	-123.00	-87.16	-243.2
12-05-12	-1	Schlumberger JAN/75 C 2013	1.11	-110.96	0.18	-18.00	92.96	83.8
12-05-12	-1	Target Corp APR/65 C 2013	1.20	-119.96	0.54	-54.00	65.96	55.0
12-05-12	-1	UPS APR/77.5 C 2013	1.20	-119.96	1.07	-107.00	12.96	10.8
12-05-12	-1	UnitedHealth Group MAR/60 C 2013	0.44	-43.96	0.38	-38.00	5.96	13.6

Cullman Associates, Inc
 UNREALIZED GAINS AND LOSSES
The THG Foundation
 ACCOUNT # 504-55087-1-9
 R. Keith Cullinan, Trustee
 December 31, 2012

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
12-05-12	-1	Verizon Communica FEB/45 C 2013	0.62	-61.96	0.28	-28.00	33.96	54.8
12-05-12	-1	YUM Brands JAN/70 C 2013	0.65	-64.96	0.33	-33.00	31.96	49.2
				-3,192.81		-2,902.00	290.81	9.1
				163,885.41		182,263.85	18,378.44	11.2
				100		100		
				163,985		182,364		

TOTAL PORTFOLIO

CHECKING ACCOUNT