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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

GAYLA S. HARRIS & KENNETH M. BIELAK
CHARITABLE TRUST

A Employer identification number

62-6323993

Number and street (or P O box number if mail is not delivered to street address)

295 N HUBBARDS LANE

Room/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 ☐

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

J Accounting method:

☒

Cash

☐

Accrual

(from Part II, col (c), line 16)

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

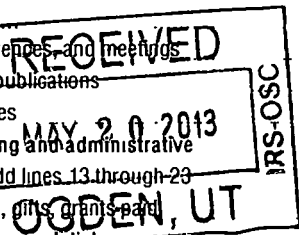
\$ 110,481. (Part I, column (d) must be on cash basis)

Part I

Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a))(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,996.	2,996.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	20,323.			
	b Gross sales price for all assets on line 6a	159,936.			
	7 Capital gain net income (from Part IV, line 2)		20,323.		
	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	23,319.	23,319.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 2	425.	212.	213.
	c Other professional fees	STMT 3	1,137.	1,137.	0.
	17 Interest				
	18 Taxes	STMT 4	322.	322.	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		1,884.	1,671.	213.
	25 Contributions, gifts, grants paid		5,100.		5,100.
26 Total expenses and disbursements. Add lines 24 and 25		6,984.	1,671.	5,313.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		16,335.			
b Net investment income (if negative, enter -0-)			21,648.		
c Adjusted net income (if negative, enter -0-)			N/A		



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	1,190.	5,015.	5,015.
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	90,220.	102,630.	105,366.
c	Investments - corporate bonds			
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)	91,410.	107,745.	110,481.

Liabilities

17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.	

Net Assets or Fund Balances

	Foundations that follow SFAS 117, check here ▶ ☐			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
27	Capital stock, trust principal, or current funds	91,410.	107,745.	
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	91,410.	107,745.	
31	Total liabilities and net assets/fund balances	91,410.	107,745.	

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	91,410.
2	Enter amount from Part I, line 27a	2	16,335.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	107,745.
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	107,745.

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				
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 662.			662.
b 19,661.			19,661.
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			662.
b			19,661.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	20,323.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	5,943.	112,088.	.053021
2010	4,998.	108,740.	.045963
2009	4,013.	100,445.	.039952
2008	7,436.	128,754.	.057754
2007	7,955.	157,806.	.050410

2 Total of line 1, column (d)	2	.247100
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	.049420
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	111,731.
5 Multiply line 4 by line 3	5	5,522.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	216.
7 Add lines 5 and 6	7	5,738.
8 Enter qualifying distributions from Part XII, line 4	8	5,313.

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	433.
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	433.
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	433.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	323.
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	323.
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	110.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

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

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

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

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

0

Part VIII

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

3

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

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

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	103,528.
b	Average of monthly cash balances	1b	9,904.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	113,432.
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	113,432.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,701.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	111,731.
6	Minimum investment return. Enter 5% of line 5	6	5,587.

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	5,587.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	433.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	433.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,154.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,154.
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	5,154.

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	5,313.
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	5,313.
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	5,313.

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				5,154.
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				
b From 2008				
c From 2009				
d From 2010				
e From 2011	451.			
f Total of lines 3a through e	451.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	5,313.			
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				5,154.
e Remaining amount distributed out of corpus	159.			
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	610.			
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	610.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	451.			
e Excess from 2012	159.			

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

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

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

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

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

SEE STATEMENT 6

- 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	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
Name and address (home or business)				
a Paid during the year				
BEARDEN METHODIST CHURCH		PUBLIC CHARITY	CHARITABLE	1,600.
INTERFAITH HEALTH CLINIC		PUBLIC CHARITY	CHARITABLE	1,000.
MISSION OF HOPE		PUBLIC CHARITY	CHARITABLE	500.
RICE UNIVERSITY		PUBLIC CHARITY	CHARITABLE	500.
UNITED COMMUNITY MINISTRIES		PUBLIC CHARITY	CHARITABLE	500.
Total	SEE CONTINUATION SHEET(S)			5,100.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income	
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:							
a _____							
b _____							
c _____							
d _____							
e _____							
f _____							
g Fees and contracts from government agencies							
2 Membership dues and assessments							
3 Interest on savings and temporary cash investments							
4 Dividends and interest from securities				14	2,996.		
5 Net rental income or (loss) from real estate:							
a Debt-financed property							
b Not debt-financed property							
6 Net rental income or (loss) from personal property							
7 Other investment income							
8 Gain or (loss) from sales of assets other than inventory				18	20,323.		
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.		23,319.	0.	
13 Total. Add line 12, columns (b), (d), and (e)						23,319.	

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

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

[illegible]

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

		Yes	No
i	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	JOSEPH M BAKER		1/15/13		P01061123
	Firm's name ▶ RUEFF AND ASSOCIATES			Firm's EIN ▶ 61-1231152	
	Firm's address ▶ 312 MACON AVENUE LOUISVILLE, KY 40207			Phone no 502-896-2451	

Form 990-PF (2012)

GAYLA S. HARRIS & KENNETH M. BIELAK
CHARITABLE TRUST

62-6323993

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WESLEY HOUSE		PUBLIC CHARITY	CHARITABLE	1,000.
Total from continuation sheets				1,000.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
J P MORGAN CLEARING CORP	2,996.	0.	2,996.
TOTAL TO FM 990-PF, PART I, LN 4	2,996.	0.	2,996.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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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
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	1,137.	1,137.		0.
TO FORM 990-PF, PG 1, LN 16C	1,137.	1,137.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN INCOME TAX	22.	22.		0.
INVESTMENT EXCISE TAX	300.	300.		0.
TO FORM 990-PF, PG 1, LN 18	322.	322.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE II	102,630.	105,366.
TOTAL TO FORM 990-PF, PART II, LINE 10B	102,630.	105,366.

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

GAYLA S. HARRIS
KENNETH M. BIELAK

Cullinan Associates, Inc.
REALIZED GAINS AND LOSSES
GAYLA S. HARRIS & KENNETH M. BIELAK CHARITABLE TRUST
ACCOUNT # 504-55055-1-7
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
10-21-11	01-19-12	-2	Adobe JAN/30 C 2012	78.31	153.93	75.62	
12-15-11	01-19-12	-1	American Tower JAN/59.65 C 2012	261.07	113.93	-147.14	
12-16-11	01-19-12	-1	Home Depot JAN/41 C 2012	406.07	73.93	-332.14	
12-20-11	01-19-12	-1	Intel JAN/24 C 2012	161.07	56.93	-104.14	
12-20-11	01-19-12	-2	Jacobs Eng JAN/43 C 2012	532.07	77.93	-454.14	
12-20-11	01-19-12	-2	J P Morgan Chase JAN/34 C 2012	622.25	89.93	-532.32	
12-15-11	01-19-12	-1	Lowes JAN/25 C 2012	237.14	60.09	-177.05	
11-02-11	01-19-12	-1	Noble Energy JAN/85 C 2012	1,373.52	823.92	-549.60	
12-16-11	01-19-12	-1	Teva Pharm JAN/45 C 2012	85.07	63.93	-21.14	
11-21-11	01-19-12	-1	Wells Fargo JAN/27 C 2012	331.07	55.93	-275.14	
12-20-11	01-19-12	-1	WellPoint Inc JAN/70 C 2012	188.91	32.27	-156.64	
10-21-11	01-20-12	-1	Travelers JAN/60 C 2012	118.07	153.93	35.86	
11-17-11	01-20-12	-2	Hewlett JAN/28 C 2012	40.07	373.93	333.86	
11-17-11	01-21-12	-2	Cisco JAN/20 C 2012	0.00	63.93	63.93	
12-20-11	01-21-12	-1	Chevron Corp JAN/110 C 2012	0.00	31.63	31.63	

Cullinan Associates, Inc.
REALIZED GAINS AND LOSSES
GAYLA S. HARRIS & KENNETH M. BIELAK CHARITABLE TRUST
ACCOUNT # 504-55055-1-7
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
12-20-11	01-21-12	-1	PNC Finl JAN/60 C 2012	0.00	40.93	40.93	
01-19-12	02-16-12	-2	Adobe FEB/31 C 2012	330.07	119.92	-210.15	
12-23-11	02-16-12	-1	Nucor FEB/39 C 2012	456.07	238.57	-217.50	
12-15-11	02-16-12	-1	Raytheon FEB/47 C 2012	174.96	86.93	-88.03	
01-19-12	02-16-12	-1	American Tower FEB/60 C 2012	271.07	270.92	-0.15	
01-19-12	02-18-12	-1	Teva Pharm FEB/47.5 C 2012	0.00	45.92	45.92	
01-19-12	02-18-12	-1	WellPoint Inc FEB/72.5 C 2012	0.00	163.55	163.55	
01-23-12	03-14-12	-1	Chevron Corp MAR/110 C 2012	134.07	147.92	13.85	
01-23-12	03-17-12	-2	Cisco MAR/21 C 2012	0.00	53.92	53.92	
01-19-12	03-21-12	-1	Wells Fargo APR/29 C 2012	519.74	239.92	-279.82	
02-16-12	03-29-12	-1	Raytheon MAY/50 C 2012	296.07	120.69	-175.38	
01-19-12	04-02-12	-2	J P Morgan Chase APR/37 C 2012	451.92	451.92	0.00	
01-26-09	04-02-12	200.0000	J P Morgan Chase	5,094.00	7,837.75		2,743.75
02-16-12	04-18-12	-2	Adobe APR/33 C 2012	98.47	265.92	167.45	
01-19-12	04-19-12	-1	Intel APR/25 C 2012	289.07	134.92	-154.15	

Cullinan Associates, Inc.
REALIZED GAINS AND LOSSES
GAYLA S. HARRIS & KENNETH M. BIELAK CHARITABLE TRUST
ACCOUNT # 504-55055-1-7
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
02-21-12	04-19-12	-1	WellPoint Inc APR/70 C 2012	90.36	95.92	5.56	
01-23-12	04-20-12	-1	PNC Finl APR/65 C 2012	39.07	77.16	38.09	
01-19-12	04-20-12	-1	Lowe's APR/26 C 2012	204.08	204.08	0.00	
10-21-10	04-20-12	100.0000	Lowe's	2,212.00	2,797.02		585.02
02-16-12	04-21-12	-1	American Tower APR/64.65 C 2012	0.00	133.92	133.92	
01-19-12	04-21-12	-2	Jacobs Eng APR/46 C 2012	0.00	487.92	487.92	
12-20-11	04-21-12	-2	Procter & Gamble APR/70 C 2012	0.00	91.93	91.93	
02-21-12	04-21-12	-1	Teva Pharm APR/47.5 C 2012	0.00	61.92	61.92	
01-20-12	04-21-12	-1	Travelers APR/65 C 2012	0.00	65.92	65.92	
03-21-12	04-30-12	-1	Wells Fargo MAY/32 C 2012	148.07	248.92	100.85	
01-19-12	05-01-12	-1	Noble Energy MAY/90 C 2012	1,046.07	1,193.90	147.83	
04-19-12	05-02-12	-1	Intel MAY/25 C 2012	275.92	275.92	0.00	
07-16-08	05-02-12	100.0000	Intel Corp	2,093.00	2,768.86		675.86
01-19-12	05-17-12	-1	Home Depot MAY/43 C 2012	571.07	333.92	-237.15	

Cullinan Associates, Inc.
REALIZED GAINS AND LOSSES
GAYLA S. HARRIS & KENNETH M. BIELAK CHARITABLE TRUST
ACCOUNT # 504-55055-1-7
R. Keith Cullinan, Trustee
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost		Gain Or Loss	
				Basis	Proceeds	Short Term	Long Term
04-18-12	05-19-12	-2	Adobe MAY/34 C 2012	0.00	118.04	118.04	
03-20-12	05-19-12	-2	Cisco MAY/21 C 2012	0.00	89.92	89.92	
01-20-12	05-19-12	-2	Hewlett MAY/32 C 2012	0.00	97.92	97.92	
04-23-12	05-19-12	-2	Jacobs Eng MAY/45 C 2012	0.00	87.92	87.92	
04-20-12	05-19-12	-1	PNC Finl MAY/67.5 C 2012	0.00	44.04	44.04	
04-23-12	06-14-12	-1	American Tower JUN/65 C 2012	206.07	86.82	-119.25	
03-14-12	06-16-12	-1	Chevron Corp JUN/115 C 2012	0.00	194.92	194.92	
04-23-12	06-16-12	-2	Procter & Gamble JUN/67.5 C 2012	0.00	128.16	128.16	
04-23-12	06-16-12	-1	Teva Pharm JUN/47.5 C 2012	0.00	66.92	66.92	
04-23-12	06-16-12	-1	Travelers JUN/65 C 2012	0.00	48.92	48.92	
04-19-12	06-16-12	-1	WellPoint Inc JUN/72.5 C 2012	0.00	171.26	171.26	
03-29-12	06-29-12	-1	Raytheon AUG/52.5 C 2012	376.03	203.92	-172.11	
06-14-12	07-19-12	-1	American Tower JUL/67.15 C 2012	306.03	158.92	-147.11	
06-20-12	07-19-12	-1	Teva Pharm JUL/40 C 2012	209.03	34.92	-174.11	

Cullinan Associates, Inc.

REALIZED GAINS AND LOSSES

GAYLA S. HARRIS & KENNETH M. BIELAK CHARITABLE TRUST

ACCOUNT # 504-55055-1-7

R. Keith Cullinan, Trustee

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

Open Date	Close Date	Quantity	Security	Cost		Gain Or Loss	
				Basis	Proceeds	Short Term	Long Term
04-30-12	07-19-12	-1	Wells Fargo JUL/33 C 2012	136.02	157.92	21.90	
05-21-12	07-21-12	-2	Adobe JUL/35 C 2012	0.00	99.92	99.92	
05-21-12	07-21-12	-2	Cisco JUL/17 C 2012	0.00	89.92	89.92	
05-21-12	07-21-12	-2	Hewlett JUL/24 C 2012	0.00	73.92	73.92	
05-21-12	07-21-12	-2	Jacobs Eng JUL/41 C 2012	0.00	97.92	97.92	
02-16-12	07-21-12	-1	Nucor JUL/42 C 2012	0.00	383.49	383.49	
06-20-12	07-21-12	-1	Travelers JUL/65 C 2012	0.00	63.92	63.92	
06-20-12	07-21-12	-1	WellPoint Inc JUL/77.5 C 2012	0.00	91.10	91.10	
07-16-08	07-24-12	200.0000	Cisco Systems Inc	4,233.50	3,012.03		-1,221.47
07-19-12	08-07-12	-1	Wells Fargo AUG/34 C 2012	42.03	78.96	36.93	
06-19-12	08-14-12	-1	Chevron Corp AUG/110 C 2012	346.03	65.97	-280.06	
07-12-12	08-15-12	-2	Procter & Gamble AUG/65 C 2012	360.06	145.94	-214.12	
05-17-12	08-17-12	-1	Home Depot AUG/44 C 2012	518.91	518.91	0.00	
08-25-11	08-17-12	100.0000	Home Depot	3,455.00	4,911.81	1,456.81	
05-01-12	08-18-12	-1	Noble Energy AUG/97.5 C 2012	0.00	733.91	733.91	
05-21-12	08-18-12	-1	PNC Finl AUG/67.5 C 2012	0.00	109.19	109.19	

Cullinan Associates, Inc.

REALIZED GAINS AND LOSSES

GAYLA S. HARRIS & KENNETH M. BIELAK CHARITABLE TRUST

ACCOUNT # 504-55055-1-7

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
07-24-12	09-20-12	-2	Adobe SEP/33 C 2012	217.98	81.94	-136.04	
07-24-12	09-20-12	-2	Jacobs Eng SEP/40 C 2012	562.06	87.94	-474.12	
08-20-12	09-20-12	-1	PNC Finl SEP/62.5 C 2012	316.03	83.69	-232.34	
08-07-12	09-21-12	-1	Wells Fargo SEP/35 C 2012	22.03	39.96	17.93	
07-24-12	09-22-12	-2	Hewlett SEP/20 C 2012	0.00	55.94	55.94	
08-20-12	09-22-12	-1	Noble Energy SEP/95 C 2012	0.00	33.96	33.96	
07-24-12	09-22-12	-1	Nucor SEP/40 C 2012	0.00	35.96	35.96	
07-19-12	09-22-12	-1	Teva Pharm SEP/42.5 C 2012	0.00	119.96	119.96	
07-24-12	09-22-12	-1	WellPoint Inc SEP/67.5 C 2012	0.00	58.96	58.96	
06-29-12	09-28-12	-1	Raytheon NOV/55 C 2012	253.43	258.96	5.53	
09-24-12	10-03-12	-2	Hewlett JAN/20 C 2013	38.06	59.93	21.87	
06-28-05	10-03-12	200.0000	Hewlett Packard Co	4,720.00	3,025.93		-1,694.07
08-15-12	10-15-12	-2	Procter & Gamble OCT/67.5 C 2012	258.06	185.67	-72.39	
07-19-12	10-17-12	-1	American Tower OCT/70 C 2012	485.13	293.96	-191.17	
07-25-12	10-19-12	-1	Travelers OCT/65 C 2012	53.96	53.96	0.00	
07-28-09	10-19-12	100.0000	The Travelers Companies	4,370.00	6,546.81		2,176.81

Cullinan Associates, Inc.

REALIZED GAINS AND LOSSES

GAYLA S. HARRIS & KENNETH M. BIELAK CHARITABLE TRUST

ACCOUNT # 504-55055-1-7

R. Keith Cullinan, Trustee

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

Open Date	Close Date	Quantity	Security	Cost Basis	Gain Or Loss	
					Proceeds	Short Term Long Term
09-20-12	10-20-12	-2	Adobe OCT/34 C 2012	0.00	173.93	173.93
09-21-12	10-20-12	-1	Wells Fargo OCT/36 C 2012	0.00	32.96	32.96
09-20-12	11-12-12	-2	Jacobs Engineerin JAN/42 C 2013	182.06	577.92	395.86
11-03-09	11-12-12	200.0000	Jacobs Engineering	8,653.00	7,786.02	-866.98
10-09-12	11-17-12	-1	Amgen NOV/90 C 2012	0.00	55.96	55.96
10-09-12	11-17-12	-1	McDonalds Corp NOV/92.5 C 2012	0.00	118.96	118.96
09-24-12	11-17-12	-1	Noble Energy Inc NOV/97.5 C 2012	0.00	153.96	153.96
09-24-12	11-17-12	-1	Nucor NOV/41 C 2012	0.00	57.64	57.64
09-20-12	11-17-12	-1	PNC Finl NOV/65 C 2012	0.00	207.96	207.96
09-25-12	11-17-12	-1	Teva Pharmaceutical NOV/42.5 C 2012	0.00	51.96	51.96
09-25-12	11-17-12	-1	WellPoint Inc NOV/65 C 2012	0.00	57.16	57.16
10-25-12	11-20-12	-2	Adobe DEC/35 C 2012	68.06	147.31	79.25
10-17-12	11-20-12	-1	American Tower JAN/72.5 C 2013	296.03	403.96	107.93

Cullinan Associates, Inc.
REALIZED GAINS AND LOSSES
GAYLA S. HARRIS & KENNETH M. BIELAK CHARITABLE TRUST
ACCOUNT # 504-55055-1-7
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
08-14-12	11-20-12	-1	Chevron Corp DEC/115 C 2012	12.03	313.96	301.93	
10-15-12	11-20-12	-2	Procter & Gamble JAN/70 C 2013	144.06	160.27	16.21	
09-28-12	11-20-12	-1	Raytheon FEB/57.5 C 2013	101.03	181.96	80.93	
10-23-12	11-20-12	-1	Wells Fargo & Co JAN/37 C 2013	17.03	34.96	17.93	
02-28-11	11-20-12	200.0000	Adobe	6,875.78	6,550.33		-325.45
10-21-10	11-20-12	100.0000	American Tower REIT	4,984.40	7,361.83		2,377.43
02-03-11	11-20-12	100.0000	Chevron Corp	9,656.00	10,374.76		718.76
10-09-12	11-20-12	100.0000	McDonalds Corp	9,157.89	8,578.80	-579.09	
07-21-05	11-20-12	100.0000	Noble Energy Inc	4,021.62	9,493.78		5,472.16
10-06-10	11-20-12	100.0000	Nucor	4,004.00	4,019.02		15.02
10-25-01	11-20-12	200.0000	Procter & Gamble	7,115.92	13,669.69		6,553.77
10-21-10	11-20-12	100.0000	PNC Finl	5,339.00	5,518.87		179.87
09-06-05	11-20-12	100.0000	Raytheon	3,969.00	5,537.54		1,568.54
08-25-11	11-20-12	100.0000	Teva Pharmaceutical	3,944.00	3,918.91		-25.09
07-06-10	11-20-12	100.0000	Wells Fargo & Co	2,510.00	3,302.92		792.92
10-21-10	11-20-12	100.0000	WellPoint Inc	5,655.00	5,588.87		-66.13
11-19-12	12-10-12	-1	Amgen JAN/90 C 2013	177.03	74.96	-102.07	

Cullinan Associates, Inc.
REALIZED GAINS AND LOSSES
GAYLA S. HARRIS & KENNETH M. BIELAK CHARITABLE TRUST
ACCOUNT # 504-55055-1-7
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
11-30-12	12-10-12	-1	SanDisk Corp JAN/44 C 2013	160.03	35.84	-124.19	
10-09-12	12-10-12	100.0000	Amgen	8,532.90	8,911.31	378.41	
11-29-12	12-10-12	100.0000	SanDisk Corp	3,978.65	4,289.35	310.70	
11-21-12	12-18-12	-7	S&P Spiders DEC/142 C 2012	2,184.22	587.78	-1,596.44	
12-12-12	12-27-12	-1	SPDR S&P 500 Trust JAN/147 C 2013	38.03	76.96	38.93	
12-10-12	12-27-12	50.0000	SPDR S&P 500 Trust	7,122.00	7,053.84	-68.16	
TOTAL GAINS						9,456.09	23,859.91
TOTAL LOSSES						-8,794.55	-4,199.19
TOTAL REALIZED GAIN/LOSS						661.54	19,660.72
TOTAL REALIZED GAIN/LOSS						20,322.26	

Cullinan Associates, Inc.
 UNREALIZED GAINS AND LOSSES
Gayla S. Harris and Kenneth M. Bielak Charitable Trust
 ACCOUNT # 504-55055-1-7
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		5,015.29		5,015.29		
				5,015.29		5,015.29		
COMMON STOCK								
11-20-12	750.0000	SPDR S&P 500 Trust	139.47	104,604.00	142.41	106,807.50	2,203.50	2.1
				104,604.00		106,807.50	2,203.50	2.1
CALLS								
12-18-12	-7	SPDR S&P 500 Trus FEB/145 C 2013	2.82	-1,973.73	2.06	-1,442.00	531.73	26.9
				-1,973.73		-1,442.00	531.73	26.9
TOTAL PORTFOLIO								
				107,645.56		110,380.79	2,735.23	2.5
CHECKING ACCOUNT								
				100		100		
				107,745		110,481		