Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: SEMMES FOUNDATION, INC

A Employer identification number: 74-6062264

Number and street (or P O box number if mail is not delivered to street address): 800 NAVARRO

Room/suite: 210

B Telephone number: 210-225-0887

City or town, state, and ZIP code: SAN ANTONIO, TX 78205

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 36,777,271.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	45,739.			
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	3,506.	3,506.		STATEMENT 1
	4	Dividends and interest from securities	704,104.	704,104.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-221,451.			
	b	Gross sales price for all assets on line 6a 8,185,279.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	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	2,432,755.	2,432,755.	0.	STATEMENT 3
	12	**Total.** Add lines 1 through 11	2,964,653.	3,140,365.	0.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	34,500.	8,625.	0.	25,875.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	2,295.	574.	0.	1,721.
	16a	Legal fees STMT 4	500.	500.	0.	0.
	b	Accounting fees STMT 5	17,825.	8,913.	0.	8,913.
	c	Other professional fees STMT 6	74,427.	74,427.	0.	0.
	17	Interest				
	18	Taxes STMT 7	266,132.	205,341.	0.	0.
	19	Depreciation and depletion	362,628.	362,628.	0.	
	20	Occupancy	9,900.	4,950.	0.	4,950.
	21	Travel, conferences, and meetings	844.	422.	0.	422.
	22	Printing and publications	149.	75.	0.	75.
	23	Other expenses STMT 8	11,737.	11,265.	0.	472.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	780,937.	677,720.	0.	42,428.
	25	Contributions, gifts, grants paid	2,050,145.			2,050,145.
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,831,082.	677,720.	0.	2,092,573.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	133,571.			
	b	**Net investment income** (if negative, enter -0-)		2,462,645.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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		Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	982,520.	473,591.	473,591.
	2	Savings and temporary cash investments	1,105,128.	635,939.	635,939.
	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		2,595.	2,595.
	10a	Investments - U.S. and state government obligations STMT 9	999,857.	1,499,121.	1,499,560.
	b	Investments - corporate stock STMT 10	16,059,548.	17,016,335.	27,102,219.
	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 ▶ ROYALTY INTEREST)	2,975.	2,979.	7,063,367.
	16	**Total assets** (to be completed by all filers)	19,150,028.	19,630,560.	36,777,271.
Liabilities	17	Accounts payable and accrued expenses	15,667.		
	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)	15,667.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	19,134,361.	19,630,560.	
	30	**Total net assets or fund balances**	19,134,361.	19,630,560.	
	31	**Total liabilities and net assets/fund balances**	19,150,028.	19,630,560.	

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	19,134,361.
2	Enter amount from Part I, line 27a	2	133,571.
3	Other increases not included in line 2 (itemize) ▶ PERCENTAGE DEPLETION	3	362,628.
4	Add lines 1, 2, and 3	4	19,630,560.
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	19,630,560.

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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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	8,185,279.		8,406,730.	-221,451.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				-221,451.

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** -221,451.

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	1,379,185.	33,551,537.	.041106
2010	983,961.	29,434,526.	.033429
2009	750,203.	22,350,931.	.033565
2008	1,254,447.	24,886,680.	.050406
2007	1,265,738.	24,320,809.	.052043

2	**Total** of line 1, column (d)	2	.210549
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	.042110
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	35,971,022.
5	Multiply line 4 by line 3	5	1,514,740.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	24,626.
7	Add lines 5 and 6	7	1,539,366.
8	Enter qualifying distributions from Part XII, line 4	8	2,092,573.

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	24,626.
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	24,626.
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	24,626.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 60,400.		
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	60,400.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	35,774.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	35,774. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ WWW.SEMMESFOUNDATION.ORG

14 The books are in care of ▶ THOMAS R SEMMES Telephone no. ▶ 210-225-0887

Located at ▶ 800 NAVARRO, STE 210, SAN ANTONIO, TX ZIP+4 ▶ 78201

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

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

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

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

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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		34,500.	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

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

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	
2	
All other program-related investments. See instructions. 3 N/A	0.
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	24,923,165.
b	Average of monthly cash balances	1b	2,733,501.
c	Fair market value of all other assets	1c	8,862,138.
d	**Total** (add lines 1a, b, and c)	1d	36,518,804.
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	36,518,804.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	547,782.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,971,022.
6	**Minimum investment return.** Enter 5% of line 5	6	1,798,551.

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	1,798,551.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 24,626.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	24,626.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,773,925.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,773,925.
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	1,773,925.

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	2,092,573.
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	2,092,573.
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	24,626.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,067,947.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,773,925.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,569,119.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 2,092,573.				
a Applied to 2011, but not more than line 2a			1,569,119.	
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				523,454.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1,250,471.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 12

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ALAMO COLLEGES FOUNDATION, INC 201 W SHERIDAN BLDG C-3 SAN ANTONIO, TX 78204-1429			SCHOLARSHIPS	100,000.
ALAMO PUBLIC COMMUNICATION COUNCIL P.O. BOX 9 SAN ANTONIO, TX 78291-0009			50TH ANNIVERSARY GRANT	50,000.
ASSISTANCE LEAGUE OF SAN ANTONIO P.O. BOX 13130 SAN ANTONIO, TX 78213			WATCH ME GROW PROGRAM	4,000.
MCNAY ART MUSEUM P.O. BOX 6069 SAN ANTONIO, TX 78212			GENERAL SUPPORT MUSEUM EDUCATION DIRECTOR SEMMES INTERN	208,400.
SAN ANTONIO PUBLIC LIBRARY FOUNDATION 625 SHOOK AVENUE SAN ANTONIO, TX 78212			BORN TO READ SI BOOK SERIES	75,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,050,145.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,506.	
4 Dividends and interest from securities			14	704,104.	
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			15	2,432,755.	
8 Gain or (loss) from sales of assets other than inventory			18	-221,451.	
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.		2,918,914.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,918,914.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

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

Thomas R Semmes
Signature of officer or trustee

5-14-13
Date

PRESIDENT
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
J. ROBERT HANNAH	J Robert Hand	5/14/2013		P00944294

Firm's name ▶ WEAVER AND TIDWELL, LLP
Firm's EIN ▶ 75-0786316

Firm's address ▶ 9311 SAN PEDRO AVE., SUITE 1400
SAN ANTONIO, TX 78216
Phone no. 210.737.1042

Form 990-PF (2012)

223622
12-05-12

CONTINUATION FOR 990-PF, PART IV

SEMMES FOUNDATION, INC 74-6062264 PAGE 1 OF 1

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 FROST NATIONAL BANK 73000 STCG	P	01/01/12	12/31/12
b	SEE ATTACHED FROST NATIONAL BANK 73000 LTCG	P	01/01/01	12/31/12
c	SEE ATTACHED FROST NATIONAL BANK 73100 STCG	P	01/01/12	12/31/12
d	SEE ATTACHED FROST NATIONAL BANK 73100 LTCG	P	01/01/01	12/31/12
e	SEE ATTACHED FROST NATIONAL BANK 73100 LTCG	P	01/01/01	12/31/12
f	SEE ATTACHED MORGAN STANLEY STCG	P	01/01/12	12/31/12
g	SEE ATTACHED MORGAN STANLEY LTCG	P	01/01/01	12/31/12
h	SEE ATTACHED MORGAN STANLEY GIS STCG	P	01/01/12	12/31/12
i	SEE ATTACHED MORGAN STANLEY THORNBURG STCG	P	01/01/12	12/31/12
j	SEE ATTACHED MORGAN STANLEY BASIC STCG	P	01/01/12	12/31/12
k	SEE ATTACHED MORGAN STANLEY BASIC LTCTG	P	01/01/01	12/31/12
l	TIFF PARTNERS IV, LTD STCG	P	01/01/12	12/31/12
m	TIFF PARTNERS IV, LTD LTCG	P	01/01/01	12/31/12
n	TIFF PARTNERS IV, LTD 1231	P	01/01/01	12/31/12
o	CAPITAL GAINS DIVIDENDS			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,498,899.		3,498,899.	0.
b	129.		11,657.	-11,528.
c	1,148,303.		1,250,653.	-102,350.
d	363,249.		373,639.	-10,390.
e	1,145,626.		1,038,894.	106,732.
f	1,631.		1,290.	341.
g	78,401.		108,876.	-30,475.
h	558,531.		580,026.	-21,495.
i	137,512.		123,827.	13,685.
j	281,892.		300,358.	-18,466.
k	833,549.		1,118,503.	-284,954.
l	5.			5.
m	40,635.			40,635.
n			108.	-108.
o	96,917.			96,917.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				0.
b				-11,528.
c				-102,350.
d				-10,390.
e				106,732.
f				341.
g				-30,475.
h				-21,495.
i				13,685.
j				-18,466.
k				-284,954.
l				5.
m				40,635.
n				-108.
o				96,917.

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	-221,451.
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 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
SAN ANTONIO ACADEMY OF TEXAS 117 EAST FRENCH PLACE SAN ANTONIO, TX 78212			FACULTY SALARY ENDOWMENT	250,000.
SOUTHWEST FOUNDATION FOR BIOMEDICAL RESEARCH 7620 NW LOOP 410 SAN ANTONIO, TX 78227			GENERAL SUPPORT	1,500.
SUL ROSS STATE UNIVERSITY EAST HIGHWAY 90 ALPINE, TX 79832			MUSEUM OF THE BIG BEND EDUCATION PROGRAM	20,000.
TEXAS BIOMEDICAL RESEARCH INSTITUTE P.O. BOX 760549 SAN ANTONIO, TX 78245-0549			GENERAL SUPPORT	10,950.
TRINITY UNIVERSITY 715 STADIUM DR SAN ANTONIO, TX 78212			SEMMES SCIENCE SCHOLARSHIP FUND	550,000.
UNITED WAY OF SAN ANTONIO AND BEXAR COUNTY 700 SOUTH ALAMO SAN ANTONIO, TX 78293			GENERAL SUPPORT	50,000.
UNIVERSITY OF ALABAMA MUSEUMS 120 SMITH HALL/P.O. BOX 870340 TUSCALOOSA, AL 35487-0340			MOUNDVILLE ARCHAELOGICAL PARK INTERPRETIVE AREA	100,000.
UNIVERSITY OF TEXAS AT AUSTIN, MCDONALD OBSERVATORY 1 UNIVERSITY STATION C1402 AUSTIN, TX 78712			MCDONALD OBSERVATORY EQUIPMENT	20,295.
UNIVERSITY OF TEXAS SAN ANTONIO ONE UTSA CIRCLE SAN ANTONIO, TX 78249-0601			CHAIR NEUROBIOLOGY	500,000.
UNIVERSITY OF THE INCARNATE WORD 4301 BROADWAY SAN ANTONIO, TX 78209			FINE ARTS CAPITAL CAMPAIGN	100,000.
Total from continuation sheets				1,612,745.

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05-01-12

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
YMCA OF GREATER SAN ANTONIO 1123 NAVARRO SAN ANTONIO, TX 78205			GENERAL SUPPORT	10,000.
Total from continuation sheets				

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05-01-12

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

SOURCE	AMOUNT
FROST NATIONAL BANK #1	1,103.
MORGAN STANLEY	9.
MORGAN STANLEY	20.
TIFF	2,374.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,506.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FROST SEMMES #1	407,359.	43,810.	363,549.
FROST SEMMES #2	135,348.	3,120.	132,228.
MORGAN STANLEY	18,116.	0.	18,116.
MORGAN STANLEY	8,436.	0.	8,436.
MORGAN STANLEY	8,139.	0.	8,139.
MORGAN STANLEY	10,381.	0.	10,381.
TIFF MULTI-ASSET	120,548.	47,216.	73,332.
USAA	41,800.	2,771.	39,029.
VANGUARD	47,933.	0.	47,933.
TOTAL TO FM 990-PF, PART I, LN 4	801,021.	96,917.	704,104.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS GROSS ROYALTIES	2,354,456.	2,354,456.	0.
SABINE ROYALTY TRUST	63,034.	63,034.	0.
TIFF PARTNERS IV, LLC	28.	28.	0.
LEASE BONUS	8,151.	8,151.	0.
MISCELLANEOUS INCOME	5,465.	5,465.	0.
TIFF PARTNERS IV, LLC	1,621.	1,621.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	2,432,755.	2,432,755.	0.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	500.	500.	0.	0.
TO FM 990-PF, PG 1, LN 16A	500.	500.	0.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	17,825.	8,913.	0.	8,913.
TO FORM 990-PF, PG 1, LN 16B	17,825.	8,913.	0.	8,913.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	74,427.	74,427.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	74,427.	74,427.	0.	0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PRODUCTION TAXES	137,846.	137,846.	0.	0.
FOREIGN TAXES	7,699.	7,699.	0.	0.
AD VALORUM TAXES	59,796.	59,796.	0.	0.
FEDERAL EXCISE TAX	60,791.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	266,132.	205,341.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER OIL & GAS EXPENSE	2,383.	2,383.	0.	0.
OFFICE	944.	472.	0.	472.
PARTNERSHIP EXP - TIFF	8,410.	8,410.	0.	0.
TO FORM 990-PF, PG 1, LN 23	11,737.	11,265.	0.	472.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY BILLS	X		1,499,121.	1,499,560.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,499,121.	1,499,560.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,499,121.	1,499,560.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FROST NATIONAL BANK	9,299,679.	18,740,266.
TIFF INVESTMENT PROGRAM	3,080,701.	2,846,391.
VANGUARD GROUP	1,668,421.	2,235,204.
USAA	1,021,550.	1,120,177.
MORGAN STANLEY	1,945,984.	2,160,181.
TOTAL TO FORM 990-PF, PART II, LINE 10B	17,016,335.	27,102,219.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
THOMAS R SEMMES 800 NAVARRO, STE 210 SAN ANTONIO, TX 78205	PRESIDENT 15.00	30,000.	0.	0.
L.L. MORRISON, JR 2001 KIRBY, #1300 HOUSTON, TX 77019	DIRECTOR 1.00	1,500.	0.	0.
D.R. SEMMES 134 KINROSS SAN ANTONIO, TX 78209	VICE PRESIDENT 1.00	1,500.	0.	0.
PATRICIA SEMMES 800 NAVARRO, STE 210 SAN ANTONIO, TX 78205	DIRECTOR 1.00	1,500.	0.	0.
CAROL DUFFELL 800 NAVARRO, STE 210 SAN ANTONIO, TX 78205	SEC/TREAS 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		34,500.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THOMAS R SEMMES
800 NAVARRO, SUITE 210
SAN ANTONIO, TX 78205

TELEPHONE NUMBER

210-225-0887

FORM AND CONTENT OF APPLICATIONS

CONCISE WRITTEN PROPOSALS. MUST SHOW EXEMPT STATUS.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

GENERALLY SAN ANTONIO AREA. NO INDIVIDUAL GRANTS, LOANS. THE MAJORITY OF CONTRIBUTIONS ARE IN AREAS OF INTEREST, OR INSTITUTIONS SPECIFIED BY THE BOARD OF DIRECTORS.

SEMMES FOUNDATION, INC.
Account Number 648-13647-16 023

Details of Short Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000100	60	LOWES COMPANIES INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	07/29/11	02/03/12	$ 1,631.37	$ 1,289.90		$ 341.47
Total					$ 1,631.37	$ 1,289.90		$ 341 47
					40	40		

Details of Long Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	30	AT&T INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/08/05	04/27/12	$ 980.97	$ 602.66		$ 378.31
125000020	85	AT&T INC	05/20/09	05/04/12	2,795.49	2,083.74		711.75
	20	MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/10/09		657.76	486.80		170.96
125000030	75	BB&T CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	07/03/08	04/03/12	2,361.21	1,724.73		636.48
125000040	185	BB&T CORP	07/03/08	04/20/12	5,822.80	4,254.33		1,568.47
	60	MorganStanley SmithBarney LLC	08/11/10		1,888.48	1,469.76		418.72
	40	acted as your agent	09/28/10		1,258.98	956.63		302.35
	20	in this transaction.	10/15/10		629.49	449 98		179.51

SEMMES FOUNDATION, INC.

Account Number 648-13647-16 023

Details of Long Term Gain (Loss) 2012 *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000050	15 5	CHEVRON CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/16/10 03/23/10	02/28/12	$ 1,652.76 550.92	$ 1,105.97 371.25		$ 546.79 179.67
125000060	25	CHEVRON CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/26/10	04/26/12	2,638.65	1,866.09		772.56
125000070	20	INTEL CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/10/08	04/16/12	563.58	291.44		272.14
125000080	40	LOWES COMPANIES INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/03/10	01/19/12	1,086.93	831.26		255.67
125000090	80	LOWES COMPANIES INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/03/10	01/25/12	2,161.91	1,662.53		499.38
125000100	205 75 150 50 25	LOWES COMPANIES INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/03/10 08/13/10 09/08/10 09/15/10 10/15/10	02/03/12	5,573.86 2,039.22 4,078.44 1,359.48 679.74	4,260.23 1,499.47 3,219.00 1,068.07 543.25		1,313.63 539.75 859.44 291.41 136.49
125000110	255	MICROSOFT CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	05/12/06	02/21/12	7,986.73	5,922.58		2,064.15
125000120	60	MICROSOFT CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	05/12/06	03/06/12	1,893.70	1,393.55		500.15
125000130	15	MICROSOFT CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	05/12/06	03/09/12	479.99	348.39		131.60

2012 Year End Summary

SEMMES FOUNDATION, INC.

Account Number 648-13647-16 023

Details of Long Term Gain (Loss) 2012 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000140	15	MICROSOFT CORP	05/12/06	04/27/12	$ 480.13	$ 348.39		$ 131.74
		MorganStanley SmithBarney LLC						
		acted as your agent						
		in this transaction.						
125000150	200	MIZUHO FINL GROUP INC-JPY	05/02/07	01/10/12	553.11	2,429.24	(1,876.13)	
	800	SPONS ADR	05/07/07		2,212.44	9,995.84	(7,783.40)	
	360	MorganStanley SmithBarney LLC	05/22/07		995.60	4,739.51	(3,743.91)	
	1,100	acted as your agent	09/19/07		3,042.10	12,171.50	(9,129.40)	
	45		09/20/07		124.45	491.19	(366.74)	
	420		02/12/08		1,161.53	3,384.70	(2,223.17)	
	60		02/22/08		165.93	483.02	(317.09)	
	465		07/12/10		1,285.97	1,469.96	(183.99)	
125000160	.943	OI SA	11/24/09	04/09/12	5.47	15.72	(10.25)	
		MERGER 04/09/12 879246106001						
125000170	.1172	OI SA	11/30/01	04/09/12	.68	.67		.01
	.8258	FROM: 879246106001 (MERGER)	11/24/09		4.79	13.77	(8.98)	
125000180	.0296	OI SA	11/30/01	04/09/12	.43	.39		.04
	.1217	FROM: 879246106001 (MERGER)	11/24/09		1.79	3.81	(2.02)	
125000190	.14	OI SA	11/24/09	04/09/12	2.05	4.38	(2.33)	
		MERGER 04/09/12 879246106001						
125000200	10.8692	PNC FINANCIAL SERVICES GROUP	10/26/07	04/02/12	698.63	6,613.74	(5,915.11)	
	9.1308	MorganStanley SmithBarney LLC	10/31/07		586.90	5,669.09	(5,082.19)	
		acted as your agent						
		in this transaction.						
125000210	9.5021	PNC FINANCIAL SERVICES GROUP	10/31/07	04/27/12	635.84	5,899.62	(5,263.78)	
	2.3291	MorganStanley SmithBarney LLC	11/06/07		155.85	1,345.13	(1,189.28)	
	1.5527	acted as your agent	03/25/08		103.90	436.63	(332.73)	
	1.6161	in this transaction.	05/01/08		108.15	261.79	(153.64)	
125000220	95	PFIZER INC	11/02/05	01/13/12	2,070.95	2,044.29		26.66
	5	MorganStanley SmithBarney LLC	11/18/05		109.00	107.17		1.83
		acted as your agent						
		in this transaction.						
125000230	80	SEVEN & I HLDGS CO LTD-JPY	09/27/10	01/10/12	4,486.82	3,748.60		738.22
		MorganStanley SmithBarney LLC						
		acted as your agent						
		in this transaction.						

SEMMES FOUNDATION, INC.

Account Number 648-13647-16 023

Details of Long Term Gain (Loss) 2012 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000240	50	SEVEN & I HLDGS CO LTD-JPY MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/27/10	02/15/12	$ 2,799.66	$ 2,342.88		$ 456.78
125000250	10	SEVEN & I HLDGS CO LTD-JPY MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/27/10	04/26/12	595.94	468.58		127.36
125000260	20	SONY CORP SPON ADR-NEW	03/18/08	03/09/12	421.51	832.75	(411.24)	
	20	MorganStanley SmithBarney LLC	04/09/08		421.51	814.47	(392.96)	
	120	acted as your agent	09/24/08		2,529.04	3,842.05	(1,313.01)	
	15	in this transaction.	10/06/08		316.12	410.95	(94.83)	
125000270	20	TOYOTA MOTOR CORP ADR NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/05/08	02/13/12	1,575.40	1,118.93		456.47
125000280	30	UNILEVER NV NY SHS-NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/01/04	01/10/12	1,019.59	588.34		431.25
125000290	15	WESTERN DIGITAL CORP MorganStanley SmithBarney LLC acted as your agent. in this transaction.	08/17/10	02/14/12	588.45	367.43		221.02
Total					$ 78,400.82	$ 108,876.24	($ 45,796.18)	$ 15,320.76

30745.42

2012 YEAR END SUMMARY

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DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AMERICAN TOWER REIT COM		CUSIP: 03027X100	Symbol (Box 1d): AMT					
	396.000	06/08/12	08/07/12	$28,330.27	$26,064.80	$0.00	$2,265.47	$0.00
	31.000	06/08/12	08/28/12	$2,145.68	$2,040.43	$0.00	$105.25	$0.00
	62.000	06/12/12	08/28/12	$4,291.37	$4,082.71	$0.00	$208.66	$0.00
Security Subtotal	489.000			$34,767.32	$32,187.94	$0.00	$2,579.38	$0.00
APPLE INC		CUSIP: 037833100	Symbol (Box 1d): AAPL					
	16.000	06/08/12	07/26/12	$9,192.54	$9,196.87	$4.33	($4.33)	$0.00
	12.000	06/08/12	08/21/12	$8,052.33	$6,897.65	$0.00	$1,154.68	$0.00
Security Subtotal	28.000			$17,244.87	$16,094.52	$4.33	$1,150.35	$0.00
BASF SE SP ADR		CUSIP: 055262505	Symbol (Box 1d): BASFY					
	87.000	06/08/12	10/02/12	$7,483.68	$6,055.20	$0.00	$1,428.48	$0.00
	204.000	06/08/12	12/03/12	$18,463.62	$14,198.40	$0.00	$4,265.22	$0.00
	84.000	06/08/12	12/10/12	$7,615.11	$5,846.40	$0.00	$1,768.71	$0.00
Security Subtotal	375.000			$33,562.41	$26,100.00	$0.00	$7,462.41	$0.00
CAPITAL ONE FINANCIAL CORP		CUSIP: 14040H105	Symbol (Box 1d): COF					
	92.000	06/08/12	11/23/12	$5,392.91	$4,825.08	$0.00	$567.83	$0.00
	139.000	06/08/12	11/27/12	$8,026.25	$7,290.06	$0.00	$736.19	$0.00
Security Subtotal	231.000			$13,419.16	$12,115.14	$0.00	$1,304.02	$0.00
CHEVRON CORP		CUSIP: 166764100	Symbol (Box 1d): CVX					
	111.000	06/08/12	06/21/12	$11,491.58	$11,207.05	$0.00	$284.53	$0.00
	178.000	06/08/12	12/28/12	$19,156.61	$17,971.66	$0.00	$1,184.95	$0.00
Security Subtotal	289.000			$30,648.19	$29,178.71	$0.00	$1,469.48	$0.00

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DISCOVERY COMMUNICATIONS SER A	CUSIP: 25470F104		Symbol (Box 1d): DISCA					
	219.000	06/08/12	08/14/12	$11,800.79	$11,162.80	$0.00	$637.99	$0.00
	50.000	06/12/12	08/14/12	$2,694.24	$2,590.71	$0.00	$103.53	$0.00
	33.000	06/21/12	08/14/12	$1,778.20	$1,746.45	$0 00	$31.75	$0.00
	134.000	06/21/12	11/12/12	$7,498.98	$7,091 64	$0.00	$407.34	$0 00
	198.000	06/26/12	11/12/12	$11,080 58	$10,564.59	$0.00	$515.99	$0.00
	29.000	06/27/12	11/12/12	$1,622.91	$1,541.73	$0.00	$81.18	$0.00
	255.000	06/27/12	11/19/12	$14,339.35	$13,556.56	$0.00	$782.79	$0.00
	149.000	08/22/12	11/19/12	$8,378.68	$7,862.73	$0.00	$515.95	$0.00
Security Subtotal	1,067.000			$59,193.73	$56,117.21	$0.00	$3,076.52	$0.00
DOLLAR TREE INC	CUSIP: 256746108		Symbol (Box 1d): DLTR					
	161.000	06/08/12	07/02/12	$8,414.92	$8,542.84	$127.92	($127.92)	$0.00
	136.000	06/08/12	07/02/12	$7,108.47	$7,216.54	$0.00	($108.07)	$0.00
	451.000	06/08/12	09/25/12	$22,058.63	$23,928.79	$0.00	($1,870.16)	$0 00
	161.000	06/08/12	09/25/12	$7,874.59	$8,728.54	$0.00	($853.95)	$0.00
	158.000	08/22/12	09/25/12	$7,727.86	$7,738.41	$0.00	($10.55)	$0.00
Security Subtotal	1,067.000			$53,184.47	$56,155.12	$127.92	($2,970.65)	$0.00
MASTERCARD INC CL A	CUSIP: 57636Q104		Symbol (Box 1d): MA					
	34.000	06/08/12	08/03/12	$14,504.17	$14,131.49	$0.00	$372 68	$0.00
MC DONALDS CORP	CUSIP: 580135101		Symbol (Box 1d): MCD					
	110.000	06/08/12	06/21/12	$9,788.15	$9,683.73	$0.00	$104.42	$0.00

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DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
MONSTER BEVERAGE CORP COM	CUSIP: 611740101		Symbol (Box 1d): MNST					
	38.000	06/08/12	06/12/12	$2,860.29	$2,894.34	$34.05	($34.05)	$0.00
	103.000	06/08/12	08/10/12	$5,723.03	$7,844.93	$2,121.90	($2,121.90)	$0 00
	244.000	06/08/12	08/10/12	$13,558.11	$18,584.99	$0.00	($5,026.88)	$0.00
	97 000	06/08/12	09/10/12	$5,517.31	$7,388.19	$0 00	($1,870.88)	$0.00
	103.000	06/20/12	09/10/12	$5,858.60	$8,412.11	$0 00	($2,553.51)	$0.00
	38.000	06/23/12	09/10/12	$2,161.42	$2,730.91	$0.00	($569.49)	$0.00
	159.000	06/27/12	09/10/12	$9,043.84	$11,284.23	$0.00	($2,240.39)	$0.00
Security Subtotal	782.000			$44,722.60	$59,139.70	$2,155.95	($14,417.10)	$0.00
NETEASE.COM INC ADS	CUSIP: 64110W102		Symbol (Box 1d): NTES					
	35.000	06/08/12	08/28/12	$1,792.67	$2,181.23	$0.00	($388.56)	$0 00
	224.000	06/08/12	08/28/12	$11,472.60	$13,959.26	$2,486.66	($2,486.66)	$0.00
	224.000	06/08/12	09/05/12	$11,160.32	$13,405.70	$0.00	($2,245.38)	$0.00
	356.000	06/08/12	09/05/12	$17,736.94	$22,185.39	$0.00	($4,448.45)	$0.00
	291.000	06/27/12	09/05/12	$14,498.46	$17,138.91	$0.00	($2,640.45)	$0 00
	192.000	11/08/12	12/10/12	$7,246.41	$10,622.11	$0.00	($3,375.70)	$0.00
	182.000	11/08/12	12/17/12	$6,988.55	$10,068.88	$0.00	($3,080.33)	$0.00
Security Subtotal	1,504.000			$70,895.95	$89,561.48	$2,486.66	($18,665.53)	$0.00
SEVEN & I HLDGS CO LTD ADR	CUSIP: 81783H105		Symbol (Box 1d): SVNDY					
	314.000	07/10/12	11/01/12	$19,353.05	$19,566.56	$0.00	($213.51)	$0.00
	104.000	08/07/12	11/01/12	$6,409.93	$6,826.56	$0.00	($416.63)	$0.00
	83.000	08/07/12	11/08/12	$4,865.92	$5,448.12	$0.00	($582.20)	$0.00

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SEVEN & I HLDGS CO LTD ADR	149.000	08/10/12	11/08/12	$8,735.21	$9,814.93	$0.00	($1,079.72)	$0.00
	140.000	08/22/12	11/08/12	$8,207.59	$9,149.00	$0.00	($941.41)	$0.00
Security Subtotal	790.000			$47,571.70	$50,805.17	$0.00	($3,233.47)	$0.00
SHIRE PLC ADR	CUSIP: 82481R106		Symbol (Box 1d): SHPG					
	93.000	06/08/12	06/26/12	$7,816.73	$8,129.68	$0.00	($312.95)	$0.00
	68.000	06/08/12	06/26/12	$5,715.46	$5,944.28	$228.82	($228.82)	$0.00
	153.000	06/08/12	07/05/12	$12,839.52	$13,374.63	$0.00	($535.11)	$0.00
	68.000	06/09/12	07/05/12	$5,706.45	$6,027.18	$0.00	($320.73)	$0.00
Security Subtotal	382.000			$32,078.16	$33,475.77	$228.82	($1,397.61)	$0.00
TEXAS CAP BNCSHS INC (DE)	CUSIP: 88224Q107		Symbol (Box 1d): TCBI					
	71.000	06/08/12	11/26/12	$3,129.41	$2,767.72	$0.00	$361.69	$0 00
UNITEDHEALTH GP INC	CUSIP: 91324P102		Symbol (Box 1d): UNH					
	133.000	06/08/12	06/12/12	$7,633.50	$7,761.25	$127.75	($127.75)	$0.00
	94.000	06/08/12	09/05/12	$5,131.80	$5,485.40	$353.60	($353.60)	$0 00
	181.000	06/08/12	09/10/12	$9,900.46	$10,562.49	$0.00	($662.03)	$0.00
	205.000	06/08/12	09/10/12	$11,212.87	$11,962.66	$749.79	($749.79)	$0 00
	387.000	06/08/12	09/28/12	$21,468.10	$22,583.50	$0.00	($1,115.40)	$0.00
	88.000	06/23/12	09/28/12	$4,881.64	$5,308.21	$0.00	($426.57)	$0.00
	205.000	06/08/12	10/22/12	$11,496.63	$11,805.44	$0.00	($308.81)	$0.00
	94.000	06/08/12	10/22/12	$5,271.63	$5,423.02	$0.00	($151.39)	$0.00

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UNITEDHEALTH GP INC	45.000	06/23/12	10/22/12	$2,523.65	$2,714.42	$0.00	($190.77)	$0.00
	255.000	06/27/12	10/22/12	$14,300.69	$15,136.80	$0.00	($836.11)	$0.00
Security Subtotal	1,687.000			$93,820.97	$98,743.19	$1,231.14	($4,922.22)	$0.00
				558,531.26	586,256.89	6234.82		
				40				
					580,022.07			
						40		

Morgan Stanley THORNBERG

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ADIDAS-SALOMON AG SPONS ADR		CUSIP: 00687A107	Symbol (Box 1d): ADDYY					
	52.000	06/11/12	12/07/12	$2,264.52	$1,890.20	$0.00	$374.32	$0.00
ASML HOLDING N.V.		CUSIP: N07059186	Symbol (Box 1d):					
	103.000	10/12/12	12/03/12	$1,221.79	$1,041.63	$0.00	$180.16	$0.00
	53.000	10/19/12	12/03/12	$628.69	$522.32	$0.00	$106.37	$0.00
Security Subtotal	**156.000**			**$1,850.48**	**$1,563.95**	**$0.00**	**$286.53**	**$0.00**
ASSA ABLOY AB UNSP ADR		CUSIP: 045387107	Symbol (Box 1d): ASAZY					
	171.000	06/11/12	09/07/12	$2,635.84	$2,241.81	$0.00	$394.03	$0.00
	82.000	06/11/12	11/28/12	$1,437.93	$1,075.02	$0.00	$362.91	$0.00
	78.000	06/11/12	11/29/12	$1,380.04	$1,022.58	$0.00	$357.46	$0.00
Security Subtotal	**331.000**			**$5,453.81**	**$4,339.41**	**$0.00**	**$1,114.40**	**$0.00**
BG GROUP PLC		CUSIP: 055434203	Symbol (Box 1d): BRGYY					
	155.000	06/11/12	11/01/12	$2,747.97	$3,039.55	$0.00	($291.58)	$0.00
CANADIAN NATL RAILWAY CO		CUSIP: 136375102	Symbol (Box 1d): CNI					
	28.000	06/11/12	09/07/12	$2,570.70	$2,293.43	$0.00	$277.27	$0.00
CANADIAN NATURAL RESOURCES LTD		CUSIP: 136385101	Symbol (Box 1d): CNQ					
	56.000	06/11/12	07/24/12	$1,510.22	$1,535.41	$25.19	($25.19)	$0.00
	81.000	06/11/12	07/26/12	$2,213.18	$2,220.86	$0.00	($7.68)	$0.00
	54.000	06/11/12	07/26/12	$1,475.46	$1,480.57	$5.11	($5.11)	$0.00
	54.000	06/11/12	07/27/12	$1,492.68	$1,480.57	$0.00	$12.11	$0.00
	54.000	06/11/12	07/27/12	$1,492.67	$1,425.68	$0.00	$66.99	$0.00
	56.000	06/11/12	07/27/12	$1,547.96	$1,498.37	$0.00	$49.59	$0.00
Security Subtotal	**355.000**			**$9,732.17**	**$9,641.46**	**$30.30**	**$90.71**	**$0.00**

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(Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CANON INC ADR NEW		CUSIP: 138006309	Symbol (Box 1d): CAJ					
	98.000	06/11/12	07/25/12	$3,324.54	$3,919.48	$594.94	($594.94)	$0.00
	217.000	06/11/12	07/27/12	$6,928.57	$8,678.85	$0.00	($1,750.28)	$0.00
	98.000	06/11/12	07/27/12	$3,129.03	$4,390.48	$0.00	($1,261.45)	$0.00
	41.000	06/28/12	07/27/12	$1,309.08	$1,587.93	$0.00	($278.85)	$0.00
Security Subtotal	454.000			$14,691.22	$18,576.74	$594.94	($3,885.52)	$0.00
CNOOC LTD ADS		CUSIP: 126132109	Symbol (Box 1d): CEO					
	5.000	06/11/12	12/17/12	$1,067.67	$932.59	$0.00	$135.08	$0.00
	7.000	06/11/12	12/18/12	$1,502.09	$1,305.62	$0.00	$196.47	$0.00
Security Subtotal	12.000			$2,569.76	$2,238.21	$0.00	$331.55	$0.00
CREDIT SUISSE GROUP		CUSIP: 225401108	Symbol (Box 1d): CS					
	163.000	06/11/12	12/14/12	$4,007.36	$3,266.70	$0.00	$740.66	$0.00
	166.000	06/11/12	12/17/12	$4,063.61	$3,326.82	$0.00	$736.79	$0.00
	4.000	06/11/12	12/18/12	$99.36	$80 16	$0.00	$19.20	$0.00
	148.000	06/28/12	12/18/12	$3,676.24	$2,516.00	$0.00	$1,160.24	$0.00
	25.000	08/22/12	12/18/12	$620.98	$477.00	$0.00	$143.98	$0.00
	83.000	08/22/12	12/19/12	$2,091.74	$1,583.64	$0.00	$508.10	$0.00
Security Subtotal	589.000			$14,559.29	$11,250.32	$0.00	$3,308.97	$0.00
HSBC HOLDINGS PLC SPON ADR NEW		CUSIP: 404280406	Symbol (Box 1d): HBC					
	52.000	06/11/12	07/20/12	$2,167.19	$2,156.35	$0.00	$10.84	$0.00
	35.000	06/11/12	07/24/12	$1,383.27	$1,451.39	$68.12	($68.12)	$0.00
Security Subtotal	87.000			$3,550.46	$3,607.74	$68.12	($57.28)	$0.00

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(Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
LVMH MOET HENNESSY LOUIS VUITT		CUSIP: 502441306		Symbol (Box 1d): LVMUY				
	103.000	06/11/12	09/04/12	$3,344.30	$3,101.33	$0.00	$242.97	$0.00
	74.000	06/11/12	12/07/12	$2,636.47	$2,228.14	$0.00	$408.33	$0.00
Security Subtotal	177.000			$5,980.77	$5,329.47	$0.00	$651.30	$0.00
MICHELIN COMPAGNIE GENERALE DE		CUSIP: 59410T106		Symbol (Box 1d): MGDDY				
	71.000	06/11/12	12/07/12	$1,292.71	$859.10	$0 00	$433.61	$0.00
	89.000	06/11/12	12/07/12	$1,628.00	$1,076.90	$0.00	$551.10	$0.00
Security Subtotal	160.000			$2,920.71	$1,936.00	$0.00	$984.71	$0.00
NOVO NORDISK A/S ADR		CUSIP: 670100205		Symbol (Box 1d): NVO				
	8.000	06/11/12	07/13/12	$1,160.79	$1,080 09	$0.00	$80.70	$0.00
	13.000	06/11/12	07/13/12	$1,888.54	$1,755.14	$0.00	$133.40	$0.00
	18.000	06/11/12	09/19/12	$2,806.16	$2,430.20	$0.00	$375.96	$0.00
Security Subtotal	39.000			$5,855.49	$5,265.43	$0.00	$590.06	$0.00
RECKITT BENCKISER GROUP PLC		CUSIP: 756255105		Symbol (Box 1d):				
	232.000	06/11/12	09/19/12	$2,732.98	$2,496.32	$0.00	$236.66	$0.00
	234.000	06/11/12	10/24/12	$2,852.67	$2,517.84	$0.00	$334.83	$0.00
	169.000	06/11/12	11/28/12	$2,102.55	$1,818.44	$0 00	$284.11	$0.00
	205.000	06/11/12	12/07/12	$2,593.68	$2,205.80	$0.00	$387.88	$0.00
Security Subtotal	840.000			$10,281.88	$9,038.40	$0.00	$1,243.48	$0.00

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(Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SAP AG		CUSIP: 803054204	Symbol (Box 1d): SAP					
	31.000	06/11/12	07/12/12	$1,797.80	$1,789.13	$0.00	$8.67	$0.00
	37.000	06/11/12	09/19/12	$2,687.50	$2,135.41	$0.00	$552.09	$0.00
	42.000	06/11/12	10/24/12	$2,998.99	$2,423.98	$0.00	$575.01	$0.00
Security Subtotal	**110.000**			**$7,484.29**	**$6,348.52**	**$0.00**	**$1,135.77**	**$0.00**
SBERBANK RUSSIA SPONSORED ADR		CUSIP: 80585Y308	Symbol (Box 1d): SBRCY					
	406.000	06/11/12	12/14/12	$4,912.36	$4,141.20	$0.00	$771.16	$0.00
SIEMENS AKTIENGESELLSCHAFT		CUSIP: 826197501	Symbol (Box 1d): SI					
	5.000	06/11/12	08/31/12	$472 03	$408 82	$0.00	$63.21	$0.00
	16.000	06/11/12	09/04/12	$1,503.73	$1,308.23	$0.00	$195.50	$0.00
	27.000	06/11/12	09/19/12	$2,780.88	$2,207.64	$0.00	$573.24	$0.00
	31.000	06/11/12	10/11/12	$3,079.13	$2,534.69	$0.00	$544.44	$0.00
Security Subtotal	**79.000**			**$7,835.77**	**$6,459.38**	**$0.00**	**$1,376.39**	**$0.00**
TAIWAN SMCNDCTR MFG CO LTD ADR		CUSIP: 874039100	Symbol (Box 1d): TSM					
	179.000	07/26/12	10/19/12	$2,730.29	$2,383.94	$0.00	$346.35	$0.00
	176.000	07/26/12	10/22/12	$2,693.70	$2,343.98	$0.00	$349.72	$0.00
Security Subtotal	**355.000**			**$5,423.99**	**$4,727.92**	**$0.00**	**$696.07**	**$0.00**
TESCO PLC SPONSORED ADR		CUSIP: 881575302	Symbol (Box 1d): TSCDY					
	52.000	06/11/12	06/29/12	$761.22	$737.88	$0.00	$23.34	$0.00
	93.000	06/11/12	06/29/12	$1,356.93	$1,319.67	$0.00	$37.26	$0.00
	188.000	06/11/12	10/08/12	$2,860.07	$2,667.72	$0.00	$192.35	$0.00
	220.000	06/11/12	10/09/12	$3,309.93	$3,121.80	$0.00	$188.13	$0.00
	77.000	06/11/12	10/10/12	$1,161.78	$1,092.63	$0.00	$69.15	$0.00

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(Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
TESCO PLC SPONSORED ADR	93.000	06/11/12	10/10/12	$1,403.19	$1,319.67	$0.00	$83.52	$0.00
	211.000	06/28/12	10/10/12	$3,183.58	$3,061.61	$0.00	$121.97	$0.00
	120.000	06/28/12	10/11/12	$1,803.19	$1,741.20	$0.00	$61.99	$0.00
	178.000	08/22/12	10/11/12	$2,674.72	$2,878.26	$0.00	($203.54)	$0.00
Security Subtotal	**1,232.000**			**$18,514.61**	**$17,940.44**	**$0.00**	**$574.17**	**$0.00**
TEVA PHARMACEUTICALS ADR		**CUSIP:** 881624209	**Symbol (Box 1d):** TEVA					
	68.000	06/11/12	12/06/12	$2,844.70	$2,663.46	$0.00	$181.24	$0.00
TURKIYE GARANTI BANKASI A S		**CUSIP:** 900148701	**Symbol (Box 1d):** TKGBY					
	414.000	06/11/12	11/28/12	$1,889.49	$1,465.56	$0.00	$423.93	$0.00
WAL-MART DE MEXICO SA SPON ADR		**CUSIP:** 93114W107	**Symbol (Box 1d):** WMMVY					
	91.000	06/11/12	12/06/12	$3,008.72	$2,251.34	$0.00	$757.38	$0.00

(Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part I with box B checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ASML HOLDING NV NY REG NEW		**CUSIP:** N07059210	**Symbol (Box 1d):** ASML					
	0.120	10/12/12	11/29/12	$7.23	$6.77	$0.00	$0.46	$0.00

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Morgan Stanley

(Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part I with box B checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CREDIT SUISSE GROUP	CUSIP: 225401108		Symbol (Box 1d): CS					
	0.000	08/14/12	08/14/12	$18.66	$0.00	$0.00	$18.66	$0.00

(Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AEGON NV ADR	CUSIP: 007924103		Symbol (Box 1d): AEG					
	82.000		07/05/12	$365.71	0.00			$0.00
TELEFONICA SA ADR	CUSIP: 879382208		Symbol (Box 1d): TEF					
	14.000		07/05/12	$176.95	0.00			$0.00
				137,512	126,008	693		
					(1,488)			
		Adj Cost Wash Sale			(693)			
				137,512	123,827			
				40	40			

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Morgan Stanley

(Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BANK OF NEW YORK MELLON CORP	CUSIP: 064058100	Symbol (Box 1d): BK						
	410.000	05/10/12	05/29/12	$8,570.56	$9,098.06	$0.00	($527.50)	$0.00
CHESAPEAKE ENERGY CORP	CUSIP: 165167107	Symbol (Box 1d): CHK						
	200.000	05/14/12	05/29/12	$3,208.66	$3,108.02	$0.00	$100 64	$0.00
GDF SUEZ-SPON ADR	CUSIP: 36160B105	Symbol (Box 1d): GDFZY						
	270.000	05/09/12	05/30/12	$5,386.38	$5,953.12	$0.00	($566.74)	$0.00
	405.000	05/23/12	05/30/12	$8,079.57	$8,309.02	$0.00	($229.45)	$0.00
	210.000	05/29/12	05/30/12	$4,189.40	$4,253.40	$0.00	($64.00)	$0.00
Security Subtotal	885.000			$17,655.35	$18,515.54	$0.00	($860.19)	$0.00

(Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part I with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AEGON NV ADR	CUSIP: 007924103	Symbol (Box 1d): AEG						
	120.000	11/10/11	05/29/12	$518.59	$513.88	$0.00	$4.71	$0.00
	105.000	04/27/12	05/29/12	$453.77	$485.48	$0.00	($31.71)	$0.00
	220.000	05/04/12	05/29/12	$950 76	$999.11	$0.00	($48.35)	$0.00
	0.000	06/15/12	06/15/12	$1.41	$0.00	$0.00	$1.41	$0.00
Security Subtotal	445.000			$1,924.53	$1,998.47	$0.00	($73.94)	$0.00

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Morgan Stanley

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DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AMERICA MOVIL SA DE CV ADR L		CUSIP: 02364W105	Symbol (Box 1d): AMX					
	20.000	08/12/11	05/29/12	$482.87	$475.50	$0.00	$7.37	$0.00
	40.000	10/17/11	05/29/12	$965.73	$919.90	$0.00	$45.83	$0.00
	220.000	12/13/11	05/29/12	$5,311.52	$4,951 61	$0.00	$359.91	$0 00
	50.000	12/15/11	05/29/12	$1,207.16	$1,125.39	$0.00	$81.77	$0.00
	40.000	12/27/11	05/29/12	$965.73	$900.75	$0.00	$64.98	$0.00
	140.000	01/04/12	05/29/12	$3,380.06	$3,236.52	$0.00	$143.54	$0.00
	140.000	01/09/12	05/29/12	$3,380.06	$3,149 85	$0.00	$230.21	$0.00
	20.000	01/13/12	05/29/12	$482.85	$443.55	$0.00	$39.30	$0.00
Security Subtotal	670.000			$16,175.98	$15,203.07	$0.00	$972.91	$0.00
ASTRAZENECA PLC ADS		CUSIP: 046353108	Symbol (Box 1d): AZN					
	30.000	03/29/12	05/29/12	$1,230.88	$1,338.87	$0 00	($107.99)	$0.00
BANK OF AMERICA CORP		CUSIP: 060505104	Symbol (Box 1d): BAC					
	135.000	06/06/11	05/29/12	$985.99	$1,487.66	$0.00	($501.67)	$0.00
	90.000	07/06/11	05/29/12	$657.33	$963.68	$0.00	($306.35)	$0.00
	100.003	07/25/11	05/29/12	$730.38	$997.79	$0.00	($267.41)	$0.00
Security Subtotal	325.003			$2,373.70	$3,449.13	$0.00	($1,075.43)	$0.00
BOSTON SCIENTIFIC CORP		CUSIP: 101137107	Symbol (Box 1d): BSX					
	180.000	10/25/11	05/29/12	$1,053.59	$987.86	$0.00	$65.73	$0.00
	170.000	04/03/12	05/29/12	$995.05	$1,006.09	$0.00	($11.04)	$0.00
Security Subtotal	350.000			$2,048.64	$1,993.95	$0.00	$54.69	$0.00

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DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BP PLC ADS		CUSIP: 055622104	Symbol (Box 1d): BP					
	300.000	07/21/11	05/29/12	$11,399.74	$13,669.92	$0.00	($2,270.18)	$0.00
	50.000	07/25/11	05/29/12	$1,899.96	$2,315.71	$0.00	($415.75)	$0.00
	10.000	08/05/11	05/29/12	$379.99	$387.70	$0.00	($7.71)	$0.00
	50.000	11/23/11	05/29/12	$1,899.96	$2,025.89	$0.00	($125.93)	$0.00
	50.000	02/15/12	05/29/12	$1,899.96	$2,290 48	$0.00	($390.52)	$0.00
	10.000	03/12/12	05/29/12	$379.99	$465.60	$0.00	($85.61)	$0.00
	20 000	03/22/12	05/29/12	$759.98	$916.30	$0.00	($156.32)	$0.00
	10.000	03/28/12	05/29/12	$379.99	$451.19	$0.00	($71.20)	$0.00
Security Subtotal	500.000			$18,999.57	$22,522.79	$0.00	($3,523.22)	$0.00
CARREFOUR SA SPONSORED ADR		CUSIP: 144430204	Symbol (Box 1d): CRRFY					
	770.000	09/21/11	05/29/12	$2,741.14	$3,394.55	$0.00	($653.41)	$0.00
	360.000	01/12/12	05/29/12	$1,281.57	$1,528.81	$0.00	($247.24)	$0.00
	115.000	04/13/12	05/29/12	$409.39	$486.85	$0.00	($77.46)	$0.00
	375.000	05/03/12	05/29/12	$1,334.96	$1,480.20	$0.00	($145.24)	$0.00
Security Subtotal	1,620.000			$5,767.06	$6,890.41	$0.00	($1,123.35)	$0.00
CENTRAIS ELEC BRAS SP ADR CM		CUSIP: 15234Q207	Symbol (Box 1d): EBR					
	60.000	04/27/12	05/29/12	$378.71	$502 51	$0 00	($123.80)	$0.00
CHESAPEAKE ENERGY CORP		CUSIP: 165167107	Symbol (Box 1d): CHK					
	50 000	01/19/12	05/29/12	$802.17	$1,047.00	$0.00	($244.83)	$0.00
	75.000	04/13/12	05/29/12	$1,203.26	$1,494.05	$0 00	($290.79)	$0.00
	240.000	04/23/12	05/29/12	$3,850.42	$4,368.41	$0.00	($517.99)	$0.00

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(Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part I with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CHESAPEAKE ENERGY CORP	60.000	04/27/12	05/29/12	$962.61	$1,041.59	$0.00	($78.98)	$0.00
	150.000	05/04/12	05/29/12	$2,406.52	$2,605.83	$0.00	($199.31)	$0.00
Security Subtotal	575.000			$9,224.98	$10,556.88	$0.00	($1,331.90)	$0.00
CORNING INC		CUSIP: 219350105	Symbol (Box 1d): GLW					
	1,000.000	06/07/11	05/29/12	$13,081.40	$18,918.60	$0.00	($5,837.20)	$0.00
	25.000	06/08/11	05/29/12	$327.04	$465.82	$0.00	($138.78)	$0.00
	210.000	06/24/11	05/29/12	$2,747.09	$3,695.03	$0.00	($947.94)	$0.00
	90.000	07/11/11	05/29/12	$1,177.33	$1,558.45	$0.00	($381.12)	$0.00
	60.000	07/27/11	05/29/12	$784.88	$975.59	$0.00	($190.71)	$0.00
	35.000	08/08/11	05/29/12	$457.85	$471.38	$0.00	($13.53)	$0.00
	50.000	10/18/11	05/29/12	$654.07	$669.94	$0.00	($15.87)	$0.00
	35.000	12/12/11	05/29/12	$457.85	$470.85	$0.00	($13.00)	$0.00
	70.000	02/14/12	05/29/12	$915.70	$944.17	$0.00	($28.47)	$0.00
	35.000	02/22/12	05/29/12	$457.85	$477.05	$0.00	($19.20)	$0.00
	40.000	03/01/12	05/29/12	$523.26	$520.00	$0.00	$3.26	$0.00
	40.000	03/06/12	05/29/12	$523.25	$508.40	$0.00	$14.85	$0.00
Security Subtotal	1,690.000			$22,107.57	$29,675.28	$0.00	($7,567.71)	$0.00
ENI SPA AMER DEP RCPT		CUSIP: 26874R108	Symbol (Box 1d): E					
	10.000	06/27/11	05/29/12	$390.11	$438.60	$0.00	($48.49)	$0.00
	30.000	07/12/11	05/29/12	$1,170.33	$1,312.48	$0.00	($142.15)	$0.00
	30.000	09/29/11	05/29/12	$1,170.36	$1,069.49	$0.00	$100.87	$0.00
Security Subtotal	70.000			$2,730.80	$2,820.57	$0.00	($89.77)	$0.00

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(Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part I with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ERICSSON LM TEL ADR CL B NEW		CUSIP: 294821608	Symbol (Box 1d): ERIC					
	950.000	12/08/11	05/29/12	$8,426.79	$9,790.04	$0.00	($1,363.25)	$0.00
	100.000	01/09/12	05/29/12	$887.03	$966.44	$0.00	($79.41)	$0.00
	550.000	02/09/12	05/29/12	$4,878.67	$5,175 56	$0.00	($296.89)	$0.00
	50.000	04/23/12	05/29/12	$443.51	$460.51	$0.00	($17.00)	$0.00
Security Subtotal	**1,650.000**			**$14,636.00**	**$16,392.55**	**$0.00**	**($1,756.55)**	**$0.00**
FRANCE TELECOM		CUSIP: 35177Q105	Symbol (Box 1d): FTE					
	455.000	01/13/12	05/29/12	$5,847.42	$6,731.59	$0.00	($884 17)	$0.00
GENERAL ELECTRIC CO		CUSIP: 369604103	Symbol (Box 1d): GE					
	35.000	11/23/11	05/29/12	$673.86	$516.60	$0.00	$157.26	$0.00
HEWLETT PACKARD		CUSIP: 428236103	Symbol (Box 1d): HPQ					
	20.000	09/21/11	05/29/12	$453.42	$444.80	$0 00	$8.62	$0.00
	660.000	10/17/11	05/29/12	$14,962.98	$16,442.05	$0.00	($1,479.07)	$0.00
	40.000	02/29/12	05/29/12	$906.85	$1,037.93	$0.00	($131.08)	$0.00
	20.000	03/02/12	05/29/12	$453.42	$508.96	$0.00	($55.54)	$0.00
	40 000	03/12/12	05/29/12	$906.85	$964 74	$0.00	($57.89)	$0.00
	40.000	03/22/12	05/29/12	$906.85	$922.79	$0.00	($15.94)	$0.00
Security Subtotal	**820.000**			**$18,590.37**	**$20,321.27**	**$0.00**	**($1,730.90)**	**$0.00**
HONDA MOTOR COMPANY LTD ADR		CUSIP: 438128308	Symbol (Box 1d): HMC					
	45.000	10/20/11	05/29/12	$1,445.54	$1,363.50	$0 00	$82.04	$0.00

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DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
INTESA SANPAOLO S.P.A. ADR		CUSIP: 46115H107	Symbol (Box 1d): ISNPY					
	165.000	09/29/11	05/29/12	$1,242.26	$1,587.51	$0.00	($345.25)	$0.00
	180.000	02/23/12	05/29/12	$1,355.19	$2,118.91	$0.00	($763.72)	$0.00
	45.000	03/12/12	05/29/12	$338.80	$515.12	$0.00	($176.32)	$0.00
Security Subtotal	390.000			$2,936.25	$4,221.54	$0.00	($1,285.29)	$0.00
MASCO CORP		CUSIP: 574599106	Symbol (Box 1d): MAS					
	40.000	07/06/11	05/29/12	$516.13	$480.00	$0.00	$36.13	$0.00
MICROSOFT CORP		CUSIP: 594918104	Symbol (Box 1d): MSFT					
	100.000	07/14/11	05/29/12	$2,939.31	$2,648.63	$0.00	$290.68	$0 00
	20.000	12/12/11	05/29/12	$587.87	$508.00	$0.00	$79.87	$0.00
Security Subtotal	120.000			$3,527.18	$3,156.63	$0.00	$370.55	$0.00
NEWS CORP LTD CL A DEL		CUSIP: 65248E104	Symbol (Box 1d): NWSA					
	720.000	07/29/11	05/29/12	$14,118.88	$11,451.24	$0 00	$2,667.64	$0.00
	30.000	08/03/11	05/29/12	$588.29	$458.75	$0.00	$129.54	$0.00
	35.000	08/05/11	05/29/12	$686.33	$514.85	$0.00	$171.48	$0.00
	30 000	08/19/11	05/29/12	$588.29	$481.80	$0.00	$106.49	$0.00
	30.000	09/12/11	05/29/12	$588.29	$477.86	$0.00	$110.43	$0.00
	120.000	10/03/11	05/29/12	$2,353.15	$1,854.78	$0.00	$498.37	$0.00
	300.000	10/20/11	05/29/12	$5,882.87	$5,014.80	$0.00	$868.07	$0.00
	150.000	11/09/11	05/29/12	$2,941.42	$2,471.88	$0.00	$469.54	$0.00
Security Subtotal	1,415.000			$27,747.52	$22,725.96	$0.00	$5,021.56	$0.00

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DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
PEPSICO INC NC	CUSIP: 713448108		Symbol (Box 1d): PEP					
	60.000	08/18/11	05/29/12	$4,150.95	$3,794.09	$0.00	$356.86	$0.00
	20.000	09/07/11	05/29/12	$1,383.65	$1,236.73	$0.00	$146.92	$0.00
	10.000	09/12/11	05/29/12	$691.82	$598 57	$0.00	$93.25	$0.00
	30.000	09/16/11	05/29/12	$2,075.47	$1,859.51	$0.00	$215.96	$0.00
	10 000	09/21/11	05/29/12	$691.82	$609 98	$0.00	$81.84	$0.00
	240.000	10/14/11	05/29/12	$16,603.79	$14,891.98	$0.00	$1,711.81	$0.00
	10.000	10/24/11	05/29/12	$691.82	$618.20	$0.00	$73.62	$0.00
	10.000	02/14/12	05/29/12	$691.82	$634.90	$0.00	$56.92	$0.00
	60.000	03/02/12	05/29/12	$4,150.95	$3,753.29	$0.00	$397.66	$0.00
	40.000	03/15/12	05/29/12	$2,767.31	$2,559.88	$0.00	$207.43	$0.00
Security Subtotal	490.000			$33,899.40	$30,557.13	$0.00	$3,342.27	$0.00
PNC FINL SVCS GP	CUSIP: 693475105		Symbol (Box 1d): PNC					
	80.001	06/23/11	05/29/12	$4,986 96	$4,483.69	$0 00	$503.27	$0.00
SAFEWAY INC COM NEW	CUSIP: 786514208		Symbol (Box 1d): SWY					
	175 000	04/03/12	05/29/12	$3,406.05	$3,468.82	$0.00	($62.77)	$0.00
SONY CORP ADR 1974 NEW	CUSIP: 835699307		Symbol (Box 1d): SNE					
	60.000	06/03/11	05/29/12	$808.90	$1,588.59	$0.00	($779.69)	$0.00
	20.000	06/06/11	05/29/12	$269.63	$513.68	$0.00	($244.05)	$0.00
Security Subtotal	80.000			$1,078.53	$2,102.27	$0.00	($1,023.74)	$0.00
STATE STREET CORP	CUSIP: 857477103		Symbol (Box 1d): STT					
	270.000	04/12/12	05/29/12	$11,416.37	$11,915.56	$0.00	($499.19)	$0.00

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STMICROELECTRONICS NV		**CUSIP:** 861012102	**Symbol (Box 1d):** STM					
	180.000	06/03/11	05/29/12	$936.30	$1,978.22	$0.00	($1,041.92)	$0.00
	50.000	06/09/11	05/29/12	$260.08	$524.93	$0.00	($264.85)	$0.00
	150.000	07/11/11	05/29/12	$780.25	$1,449.00	$0.00	($668.75)	$0.00
	90.000	12/15/11	05/29/12	$468.15	$501.02	$0.00	($32.87)	$0.00
	560.000	01/13/12	05/29/12	$2,912.95	$3,533.66	$0.00	($620.71)	$0.00
Security Subtotal	**1,030.000**			**$5,357.73**	**$7,986.83**	**$0.00**	**($2,629.10)**	**$0.00**
SWISS RE LTD SPONSORED ADR		**CUSIP:** 870886108	**Symbol (Box 1d):** SSREY					
	330.000	06/01/11	05/29/12	$19,010.87	$19,871.87	$0.00	($861.00)	$0.00
	10.000	06/22/11	05/29/12	$576.09	$562.37	$0.00	$13.72	$0.00
	10.000	07/21/11	05/29/12	$576.08	$549.48	$0.00	$26.60	$0.00
Security Subtotal	**350.000**			**$20,163.04**	**$20,983.72**	**$0.00**	**($820.68)**	**$0.00**
TE CONNECTIVITY LTD NEW		**CUSIP:** H84989104	**Symbol (Box 1d):** TEL					
	15.000	10/03/11	05/29/12	$482.76	$415.97	$0.00	$66.79	$0.00
TELECOM ITALIA SPA ADS (NEW)		**CUSIP:** 87927Y102	**Symbol (Box 1d):** TI					
	35.000	06/06/11	05/29/12	$289.15	$491.91	$0.00	($202.76)	$0.00
TELEFONICA SA ADR		**CUSIP:** 879382208	**Symbol (Box 1d):** TEF					
	100.000	06/15/11	05/29/12	$1,146.21	$2,266.10	$0.00	($1,119.89)	$0.00
	120.001	02/29/12	05/29/12	$1,375.47	$2,053.18	$0.00	($677.71)	$0.00
	0.000	06/14/12	06/15/12	$0.95	$0.00	$0.00	$0.95	$0.00
Security Subtotal	**220.001**			**$2,522.63**	**$4,319.28**	**$0.00**	**($1,796.65)**	**$0.00**

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DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
TOTAL FINA ELF SA		CUSIP: 89151E109	Symbol (Box 1d): TOT					
	10.000	07/12/11	05/29/12	$438.62	$534.27	$0.00	($95.65)	$0.00
	20.000	09/23/11	05/29/12	$877.23	$834.77	$0.00	$42.46	$0.00
	20.000	03/28/12	05/29/12	$877.21	$1,006.38	$0.00	($129.17)	$0.00
Security Subtotal	**50.000**			**$2,193.06**	**$2,375.42**	**$0.00**	**($182.36)**	**$0.00**
VALERO ENERGY CP DELA NEW		CUSIP: 91913Y100	Symbol (Box 1d): VLO					
	25.000	11/23/11	05/29/12	$554.57	$511.25	$0.00	$43.32	$0.00
WELLS FARGO & CO NEW		CUSIP: 949746101	Symbol (Box 1d): WFC					
	20 000	06/08/11	05/29/12	$640.08	$515.57	$0.00	$124.51	$0.00
WESTERN DIGITAL CORPORATION		CUSIP: 958102105	Symbol (Box 1d): WDC					
	100.000	10/27/11	05/29/12	$3,316.02	$2,708.47	$0.00	$607.55	$0.00
XEROX CORP		CUSIP: 984121103	Symbol (Box 1d): XRX					
	150.000	06/03/11	05/29/12	$1,089.54	$1,502.25	$0.00	($412.71)	$0.00
	50.000	06/08/11	05/29/12	$363.18	$474.24	$0.00	($111.06)	$0.00

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XEROX CORP	120.000	12/28/11	05/29/12	$871.64	$954.41	$0.00	($82.77)	$0.00
	130.000	05/03/12	05/29/12	$944.28	$1,007.50	$0.00	($63.22)	$0.00
Security Subtotal	450.000			$3,268.64	$3,938.40	$0.00	($669.76)	$0.00
			STCG	281,892	300,358		(18,465)	
				40	40			

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DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AEGON NV ADR	CUSIP: 007924103	Symbol (Box 1d): AEG						
	350.000	03/25/08	05/29/12	$1,512.56	$5,115.22	$0.00	($3,602.66)	$0.00
	90.000	04/02/08	05/29/12	$388.94	$1,442.84	$0.00	($1,053.90)	$0.00
	13.000	04/29/08	05/29/12	$56.18	$196 30	$0.00	($140.12)	$0.00
	805.000	06/05/08	05/29/12	$3,478.89	$12,097.30	$0.00	($8,618.41)	$0.00
	45.000	08/04/08	05/29/12	$194.47	$538.74	$0.00	($344.27)	$0.00
	48.000	08/12/08	05/29/12	$207.44	$510.24	$0.00	($302.80)	$0.00
	920.000	08/20/08	05/29/12	$3,975.87	$10,578.07	$0.00	($6,602.20)	$0.00
Security Subtotal	2,271.000			$9,814.35	$30,478.71	$0.00	($20,664.36) ✓	$0.00

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ASTELLAS PHARMA INCADR	CUSIP: 04623U102	Symbol (Box 1d): ALPMY						
	280.000	09/29/10	05/29/12	$10,793.76	$10,270.15	$0.00	$523.61	$0.00
	60.000	12/15/10	05/29/12	$2,312.95	$2,228.17	$0.00	$84.78	$0.00
	15.000	03/29/11	05/29/12	$578.23	$551.01	$0.00	$27.22	$0.00
Security Subtotal	355.000			$13,684.94	$13,049.33	$0.00	$635.61 ✓	$0.00
ASTRAZENECA PLC ADS	CUSIP: 046353108	Symbol (Box 1d): AZN						
	160.000	06/15/07	05/29/12	$6,564.67	$8,239.52	$0.00	($1,674.85)	$0.00
	20.000	11/13/07	05/29/12	$820.58	$913.00	$0.00	($92.42)	$0.00
	90.000	11/29/07	05/29/12	$3,692.62	$4,228.45	$0.00	($535.83)	$0.00
	130.000	12/29/10	05/29/12	$5,333.79	$5,989.66	$0.00	($655.87)	$0.00
Security Subtotal	400.000			$16,411.66	$19,370.63	$0.00	($2,958.97) ✓	$0.00
AT&T INC	CUSIP: 00206R102	Symbol (Box 1d): T						
	3.598	07/22/05	05/10/12	$118.87	$72.47	$0.00	$46.40	$0.00
	79.401	10/28/05	05/10/12	$2,623.28	$1,539.37	$0.00	$1,083.91	$0.00
	15.000	08/20/08	05/10/12	$495.58	$462.37	$0.00	$33.21	$0.00
	45.000	09/17/08	05/10/12	$1,486.73	$1,308.57	$0.00	$178.16	$0.00
	52.001	12/12/08	05/10/12	$1,718.03	$1,454.97	$0.00	$263.06	$0.00
	107.999	12/12/08	05/18/12	$3,626.70	$3,021.78	$0.00	$604.92	$0.00
	40.000	05/01/09	05/18/12	$1,343.23	$1,027.48	$0.00	$315.75	$0.00
	100.000	05/20/09	05/18/12	$3,358.08	$2,451.46	$0.00	$906.62	$0.00
	20.001	06/10/09	05/18/12	$671.65	$486.80	$0.00	$184.85 ✓	$0.00
Security Subtotal	463.000			$15,442.15	$11,825.27	$0.00	$3,616.88 ✓	$0.00

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BANK OF AMERICA CORP	CUSIP: 060505104		Symbol (Box 1d): BAC					
	18.206	08/02/07	05/29/12	$132.97	$2,659.03	$0.00	($2,526.06)	$0.00
	61.901	08/03/07	05/29/12	$452.10	$8,519.01	$0.00	($8,066.91)	$0.00
	22.757	08/23/07	05/29/12	$166.21	$2,756.56	$0.00	($2,590.35)	$0.00
	31.861	09/05/07	05/29/12	$232.70	$3,350.18	$0.00	($3,117.48)	$0.00
	40.964	10/10/07	05/29/12	$299.19	$4,244.24	$0.00	($3,945.05)	$0.00
	5.461	10/17/07	05/29/12	$39.89	$526.39	$0.00	($486.50)	$0.00
	21.847	10/18/07	05/29/12	$159.56	$2,026.55	$0.00	($1,866.99)	$0.00
	270.000	05/16/08	05/29/12	$1,971.98	$9,768.47	$0.00	($7,796.49)	$0.00
	15.000	05/19/08	05/29/12	$109.55	$540.72	$0.00	($431.17)	$0.00
	180.000	05/23/08	05/29/12	$1,314.65	$6,136.72	$0.00	($4,822.07)	$0.00
	75.000	07/11/08	05/29/12	$547.77	$1,624.68	$0.00	($1,076.91)	$0.00
	100.000	07/15/08	05/29/12	$730.36	$1,907.97	$0.00	($1,177.61)	$0.00
	120.000	12/10/09	05/29/12	$876.44	$1,825.20	$0.00	($948.76)	$0.00
	175.000	12/17/09	05/29/12	$1,278.14	$2,663.85	$0.00	($1,385.71)	$0.00
	70.000	07/21/10	05/29/12	$511.25	$939.42	$0.00	($428.17)	$0.00
	35.000	09/15/10	05/29/12	$255.63	$481.28	$0.00	($225.65)	$0.00
	35.000	09/27/10	05/29/12	$255.63	$471.85	$0.00	($216.22)	$0.00
	35.000	10/07/10	05/29/12	$255.63	$467.95	$0.00	($212.32)	$0.00
	135.000	10/29/10	05/29/12	$985.99	$1,536.30	$0.00	($550.31)	$0.00
	90.000	12/08/10	05/29/12	$657.33	$1,058.40	$0.00	($401.07)	$0.00
	80.000	04/29/11	05/29/12	$584.29	$989.69	$0.00	($405.40)	$0.00
Security Subtotal	1,617.997			$11,817.26	$54,494.46	$0.00	($42,677.20)	$0.00

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DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BOSTON SCIENTIFIC CORP	CUSIP: 101137107		Symbol (Box 1d): BSX					
	670.000	09/28/06	05/29/12	$3,921.69	$9,872.52	$0.00	($5,950.83)	$0.00
	420.000	03/14/07	05/29/12	$2,458.37	$6,375.18	$0 00	($3,916.81)	$0.00
	35.000	04/04/07	05/29/12	$204.86	$519.95	$0.00	($315.09)	$0.00
	315.000	04/10/07	05/29/12	$1,843.78	$4,712.78	$0.00	($2,869 00)	$0.00
	210.000	04/27/07	05/29/12	$1,229.19	$3,316.53	$0.00	($2,087.34)	$0.00
	80.000	09/07/07	05/29/12	$468.26	$1,061.54	$0.00	($593.28)	$0.00
	65.000	03/04/11	05/29/12	$380.46	$485.55	$0.00	($105.09)	$0.00
Security Subtotal	1,795.000			$10,506.61	$26,344.05	$0.00	($15,837.44) ✓	$0.00
CANON INC ADR NEW.	CUSIP: 138006309		Symbol (Box 1d): CAJ					
	15.000	01/29/09	05/29/12	$613.87	$450.60	$0.00	$163.27	$0.00
	125.000	03/10/09	05/29/12	$5,115.62	$2,705.79	$0.00	$2,409.83	$0.00
	160.000	03/19/09	05/29/12	$6,548.00	$4,527.38	$0.00	$2,020.62	$0.00
	15.000	03/30/09	05/29/12	$613.87	$455.01	$0 00	$158.86	$0.00
	15.000	04/07/09	05/29/12	$613.87	$463.07	$0 00	$150.80	$0.00
	15 000	04/22/09	05/29/12	$613 87	$442.38	$0 00	$171.49	$0.00
	15.000	08/05/09	05/29/12	$613 87	$536.93	$0.00	$76.94	$0.00
	20.000	04/07/11	05/29/12	$818.52	$857.96	$0.00	($39.44)	$0.00
Security Subtotal	380.000			$15,551.49	$10,439.12	$0.00	$5,112.37 ✓	$0.00
CARREFOUR SA SPONSORED ADR	CUSIP: 144430204		Symbol (Box 1d): CRRFY					
	540.000	12/23/10	05/29/12	$1,922.36	$4,472.93	$0.00	($2,550.57)	$0.00
	180.000	12/29/10	05/29/12	$640.79	$1,515.02	$0.00	($874.23)	$0.00

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DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CARREFOUR SA SPONSORED ADR•	2,200.000	01/20/11	05/29/12	$7,831.82	$19,078.84	$0.00	($11,247.02)	$0.00
	110.000	05/11/11	05/29/12	$391.59	$972.00	$0.00	($580.41)	$0.00
Security Subtotal	3,030.000			$10,786.56	$26,038.79	$0.00	($15,252.23) ✓	$0.00
CENTRAIS ELEC BRAS SP ADR CM	CUSIP: 15234Q207		Symbol (Box 1d): EBR					
	55.000	02/22/02	05/29/12	$347.15	$473.00	$0.00	($125.85)	$0.00
	1,000.000	05/01/02	05/29/12	$6,311.86	$7,600.00	$0.00	($1,288.14)	$0.00
Security Subtotal	1,055.000			$6,659.01	$8,073.00	$0.00	($1,413.99) ✓	$0.00
CHESAPEAKE ENERGY CORP	CUSIP: 165167107		Symbol (Box 1d): CHK					
	130.000	04/27/10	05/29/12	$2,085.65	$3,087.49	$0.00	($1,001.84)	$0.00
	20.000	04/29/10	05/29/12	$320.87	$471.11	$0.00	($150.24)	$0.00
	40.000	05/06/10	05/29/12	$641.74	$920.00	$0 00	($278.26)	$0.00
	100.000	05/12/10	05/29/12	$1,604.34	$2,374.12	$0.00	($769 78)	$0.00
	40.000	05/13/10	05/29/12	$641.74	$955.10	$0 00	($313.36)	$0 00
	20.000	05/19/10	05/29/12	$320.87	$436.16	$0.00	($115.29)	$0.00
	25.000	05/21/10	05/29/12	$401 09	$527.24	$0.00	($126.15)	$0.00
	25.000	07/01/10	05/29/12	$401.09	$513.00	$0.00	($111.91)	$0.00
	125.000	07/16/10	05/29/12	$2,005.43	$2,624.89	$0.00	($619 46)	$0.00
	125.000	07/27/10	05/29/12	$2,005.43	$2,646.30	$0 00	($640.87)	$0.00
	50.000	09/23/10	05/29/12	$802.17	$1,044.43	$0.00	($242.26)	$0.00
	25.000	11/03/10	05/29/12	$401.09	$549.22	$0 00	($148.13)	$0 00
	60.000	12/08/10	05/29/12	$962.61	$1,367.95	$0.00	($405.34)	$0.00
Security Subtotal	785.000			$12,594.12	$17,517.01	$0.00	($4,922.89) ✓	$0.00
CHEVRON CORP	CUSIP: 166764100		Symbol (Box 1d): CVX					
	120.000	03/26/10	05/29/12	$11,961.99	$8,957.23	$0 00	$3,004.76 ✓	$0.00

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DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CITIGROUP INC NEW		CUSIP: 172967424	Symbol (Box 1d): C					
	219.078	03/30/09	05/29/12	$5,852.38	$4,394 95	$0.00	$1,457.43	$0.00
	36.513	06/09/09	05/29/12	$975.40	$1,058.75	$0.00	($83.35)	$0.00
	217.409	12/16/09	05/29/12	$5,807.79	$7,264.91	$0.00	($1,457.12)	$0.00
Security Subtotal	**473.000**			**$12,635.57**	**$12,718.61**	**$0.00**	**($83.04)** ✓	**$0.00**
DAIICHI SANKYO CO LTD SPON ADR		CUSIP: 23381D102	Symbol (Box 1d): DSNKY					
	150.000	11/09/10	05/29/12	$2,405.94	$3,314.51	$0.00	($908.57)	$0.00
	475.000	03/14/11	05/29/12	$7,618.82	$9,538.19	$0.00	($1,919.37)	$0.00
	75.000	04/14/11	05/29/12	$1,202.98	$1,402.58	$0.00	($199.60)	$0.00
Security Subtotal	**700.000**			**$11,227.74**	**$14,255.28**	**$0.00**	**($3,027.54)** ✓	**$0.00**
DEUTSCHE TELEKOM AG 1 ORD 1ADS		CUSIP: 251566105	Symbol (Box 1d): DTEGY					
	885.000	05/01/02	05/29/12	$8,867.50	$11,682.00	$0.00	($2,814.50)	$0.00
	250.000	09/28/05	05/29/12	$2,504.94	$4,540.63	$0.00	($2,035 69)	$0.00
	180.000	01/03/06	05/29/12	$1,803.56	$3,061.76	$0.00	($1,258 20)	$0.00
	210 000	01/27/06	05/29/12	$2,104.15	$3,360.06	$0 00	($1,255.91)	$0.00
	90.000	02/07/06	05/29/12	$901.78	$1,403.04	$0.00	($501.26)	$0.00
	30.000	02/16/07	05/29/12	$300.59	$538.00	$0.00	($237.41)	$0.00
	120.000	03/14/07	05/29/12	$1,202.37	$1,953.43	$0.00	($751.06)	$0.00
	30.000	07/27/07	05/29/12	$300.60	$516.14	$0.00	($215.54)	$0.00
Security Subtotal	**1,795.000**			**$17,985.49**	**$27,055.06**	**$0.00**	**($9,069.57)** ✓	**$0.00**
ELI LILLY & CO		CUSIP: 532457108	Symbol (Box 1d): LLY					
	135.000	07/16/10	05/29/12	$5,577.06	$4,723.19	$0.00	$853.87	$0.00
	270.000	01/06/11	05/29/12	$11,154.12	$9,435.61	$0.00	$1,718.51	$0.00
Security Subtotal	**405.000**			**$16,731.18**	**$14,158.80**	**$0.00**	**$2,572.38** ✓	**$0.00**

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DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ENI SPA AMER DEP RCPT	CUSIP: 26874R108		Symbol (Box 1d): E					
	260 000	01/20/10	05/29/12	$10,142.89	$13,329.81	$0 00	($3,186.92)	$0.00
	180.000	02/05/10	05/29/12	$7,022 00	$8,038 53	$0.00	($1,016.53)	$0.00
	10.000	03/09/10	05/29/12	$390.11	$478.67	$0.00	($88.56)	$0.00
	30.000	03/11/10	05/29/12	$1,170.33	$1,454 03	$0.00	($283.70)	$0.00
	10.000	03/16/10	05/29/12	$390.11	$478 51	$0.00	($88.40)	$0.00
	30.000	03/22/10	05/29/12	$1,170 33	$1,383.08	$0.00	($212.75)	$0.00
	10.000	04/29/10	05/29/12	$390.11	$448.85	$0.00	($58.74)	$0.00
	20.000	05/05/10	05/29/12	$780.22	$855.15	$0.00	($74.93)	$0 00
	30.000	06/07/10	05/29/12	$1,170.33	$1,059.86	$0 00	$110.47	$0.00
	20.000	11/19/10	05/29/12	$780.22	$894 00	$0.00	($113.78)	$0.00
	10.000	12/16/10	05/29/12	$390.11	$432.49	$0.00	($42.38)	$0.00
	20 000	12/21/10	05/29/12	$780.22	$865.12	$0.00	($84.90)	$0.00
	10 000	12/28/10	05/29/12	$390.11	$433.26	$0.00	($43.15)	$0.00
	50.000	03/15/11	05/29/12	$1,950.56	$2,325.71	$0.00	($375.15)	$0 00
	20.000	05/24/11	05/29/12	$780.22	$922.86	$0.00	($142.64)	$0.00
Security Subtotal	710.000			$27,697.87	$33,399.93	$0.00	($5,702.06)	$0.00
FRANCE TELECOM	CUSIP: 35177Q105		Symbol (Box 1d): FTE					
	435.000	02/07/06	05/29/12	$5,590.41	$9,338.32	$0.00	($3,747.91)	$0.00
	425.000	09/11/06	05/29/12	$5,461.89	$9,263.68	$0.00	($3,801.79)	$0.00
	25 000	09/20/06	05/29/12	$321.29	$553.95	$0.00	($232.66)	$0.00
	16.000	06/01/09	05/29/12	$205.62	$387.36	$0 00	($181.74)	$0.00
	120.000	04/16/10	05/29/12	$1,542 18	$2,840 46	$0.00	($1,298.28)	$0.00
	50.000	05/13/10	05/29/12	$642.58	$1,008.67	$0.00	($366.09)	$0.00

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DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
FRANCE TELECOM	50.000	06/08/10	05/29/12	$642.58	$910.06	$0.00	($267.48)	$0.00
	30.000	06/10/10	05/29/12	$385.55	$543.00	$0.00	($157.45)	$0.00
	75.000	06/28/10	05/29/12	$963.86	$1,357.61	$0.00	($393.75)	$0.00
	50.000	07/07/10	05/29/12	$642.58	$937.38	$0 00	($294.80)	$0.00
	25 000	07/16/10	05/29/12	$321.29	$489.68	$0.00	($168.39)	$0.00
	25.000	12/28/10	05/29/12	$321.29	$525.83	$0.00	($204.54)	$0.00
Security Subtotal	1,326.000			$17,041.12	$28,156.00	$0.00	($11,114.88)	$0.00
FUJIFILM HLDGS CORP ADR		**CUSIP:** 35958N107	**Symbol (Box 1d):** FUJIY					
	95.000	08/12/05	05/29/12	$1,781.21	$3,149.54	$0.00	($1,368.33)	$0.00
	180 000	03/10/06	05/29/12	$3,374.92	$5,571.81	$0 00	($2,196.89)	$0.00
	15.000	03/24/06	05/29/12	$281.24	$487.94	$0.00	($206.70)	$0 00
	150.000	08/21/08	05/29/12	$2,812.44	$4,622.43	$0.00	($1,809.99)	$0.00
	30.000	09/12/08	05/29/12	$562.49	$864.48	$0.00	($301.99)	$0.00
	40.000	11/13/09	05/29/12	$749.98	$1,115.82	$0.00	($365.84)	$0.00
	20.000	11/19/09	05/29/12	$374.99	$557.65	$0.00	($182.66)	$0.00
	120.000	04/05/11	05/29/12	$2,249.95	$3,574.69	$0.00	($1,324.74)	$0.00
	15.000	04/07/11	05/29/12	$281.25	$444.33	$0.00	($163.08)	$0.00
Security Subtotal	665.000			$12,468.47	$20,388.69	$0.00	($7,920.22)	$0.00
GENERAL ELECTRIC CO		**CUSIP:** 369604103	**Symbol (Box 1d):** GE					
	410.000	11/12/08	05/29/12	$7,893.88	$6,923.71	$0.00	$970.17	$0.00
	60.000	11/18/08	05/29/12	$1,155.20	$948.65	$0.00	$206.55	$0.00
	70.000	11/21/08	05/29/12	$1,347.74	$926.11	$0.00	$421.63	$0.00

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GENERAL ELECTRIC CO	315.000	04/15/09	05/29/12	$6,064.81	$3,693.25	$0.00	$2,371.56	$0.00
	200.000	07/20/10	05/29/12	$3,850.67	$2,899.28	$0.00	$951.39	$0.00
Security Subtotal	1,055.000			$20,312.30	$15,391.00	$0.00	$4,921.30	$0.00
GLAXOSMITHKLINE PLC ADS	CUSIP: 37733W105		Symbol (Box 1d): GSK					
	95.000	12/01/06	05/29/12	$4,208.56	$5,095.48	$0.00	($886.92)	$0.00
	50.000	01/26/07	05/29/12	$2,215.03	$2,725.54	$0.00	($510.51)	$0.00
	130.000	05/11/07	05/29/12	$5,759.08	$7,341.95	$0.00	($1,582.87)	$0.00
	90.000	06/04/07	05/29/12	$3,987.05	$4,651.15	$0.00	($664.10)	$0.00
	10.000	06/26/07	05/29/12	$443.01	$522.99	$0.00	($79.98)	$0.00
	120.000	07/25/07	05/29/12	$5,316.06	$6,310.24	$0.00	($994.18)	$0.00
Security Subtotal	495.000			$21,928.79	$26,647.35	$0.00	($4,718.56)	$0.00
HONDA MOTOR COMPANY LTD ADR	CUSIP: 438128308		Symbol (Box 1d): HMC					
	330.000	03/24/11	05/29/12	$10,600.68	$12,512.08	$0.00	($1,911.40)	$0.00
	30.000	04/01/11	05/29/12	$963.70	$1,105.93	$0.00	($142.23)	$0.00
	30.000	04/11/11	05/29/12	$963.70	$1,024.12	$0.00	($60.42)	$0.00
	45.000	04/21/11	05/29/12	$1,445.55	$1,682.59	$0.00	($237.04)	$0.00
Security Subtotal	435.000			$13,973.63	$16,324.72	$0.00	($2,351.09)	$0.00
INTEL CORP	CUSIP: 458140100		Symbol (Box 1d): INTC					
	135.000	10/10/08	05/29/12	$3,512.96	$1,967.23	$0.00	$1,545.73	$0.00
	40.000	11/25/08	05/29/12	$1,040.88	$529.40	$0.00	$511.48	$0.00
	260.000	12/11/08	05/29/12	$6,765.69	$3,725.62	$0.00	$3,040.07	$0.00
Security Subtotal	435.000			$11,319.53	$6,222.25	$0.00	$5,097.28	$0.00

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INTESA SANPAOLO S.P.A. ADR	CUSIP: 46115H107		Symbol (Box 1d): ISNPY					
	25.000	05/05/09	05/29/12	$188.22	$500.53	$0.00	($312.31)	$0.00
	120.000	03/12/10	05/29/12	$903.46	$2,827.58	$0.00	($1,924.12)	$0.00
	570.000	12/15/10	05/29/12	$4,291.43	$9,816.48	$0.00	($5,525.05)	$0.00
Security Subtotal	715.000			$5,383.11	$13,144.59	$0.00	($7,761.48)	$0.00
J SAINSBURY PLC SPON ADR NEW	CUSIP: 466249208		Symbol (Box 1d): JSAIY					
	585.000	01/12/05	05/29/12	$10,570.71	$11,924.64	$0 00	($1,353.93)	$0.00
	25.000	08/05/05	05/29/12	$451.74	$506.83	$0.00	($55.09)	$0.00
	100.000	06/08/10	05/29/12	$1,806.96	$1,858.03	$0 00	($51.07)	$0.00
	50.000	03/29/11	05/29/12	$903.48	$1,086.91	$0.00	($183.43)	$0.00
Security Subtotal	760.000			$13,732.89	$15,376.41	$0.00	($1,643.52)	$0.00
KEYCORP NEW	CUSIP: 493267108		Symbol (Box 1d): KEY					
	105.000	06/13/08	05/29/12	$792.73	$1,226.22	$0 00	($433 49)	$0.00
	300.000	05/29/09	05/29/12	$2,264.95	$1,495.65	$0.00	$769.30	$0.00
Security Subtotal	405.000			$3,057.68	$2,721.87	$0.00	$335.81	$0.00
KONINKLIJKE AHOLD ADR	CUSIP: 500467402		Symbol (Box 1d): AHONY					
	761.000	02/12/04	05/29/12	$9,063.31	$5,784.41	$0 00	$3,278 90	$0.00
	224.000	07/19/04	05/29/12	$2,667.78	$1,355.61	$0 00	$1,312.17	$0.00
	56.000	08/18/04	05/29/12	$666.95	$308.60	$0 00	$358.35	$0.00
	256 000	08/30/04	05/29/12	$3,048.89	$1,175.31	$0.00	$1,873.58	$0.00
	56.000	11/11/05	05/29/12	$666.95	$312 55	$0 00	$354.40	$0.00
	70.000	02/24/11	05/29/12	$833.67	$941.56	$0.00	($107.89)	$0.00
Security Subtotal	1,423.000			$16,947.55	$9,878.04	$0.00	$7,069.51	$0.00

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DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
KROGER CO	CUSIP: 501044101		Symbol (Box 1d): KR					
	585.000	01/08/10	05/29/12	$13,181.86	$11,847.65	$0.00	$1,334.21	$0.00
	75.000	06/15/10	05/29/12	$1,689.98	$1,499.97	$0.00	$190 01	$0.00
	25.000	06/21/10	05/29/12	$563.33	$497.89	$0.00	$65.44	$0.00
	25.000	12/03/10	05/29/12	$563.33	$529.50	$0.00	$33.83	$0.00
Security Subtotal	710.000			$15,998.50	$14,375.01	$0.00	$1,623.49	$0.00
MARKS & SPENCER GRP PLC ADR	CUSIP: 570912105		Symbol (Box 1d): MAKSY					
	690.000	07/14/03	05/29/12	$7,375.93	$7,648 05	$0.00	($272.12)	$0.00
	45.000	09/17/03	05/29/12	$481.04	$474.94	$0.00	$6.10	$0.00
	180.000	05/13/05	05/29/12	$1,924.16	$2,193.93	$0.00	($269.77)	$0.00
	150.000	07/25/08	05/29/12	$1,603.46	$1,532.07	$0.00	$71.39	$0.00
	90.000	02/23/11	05/29/12	$962.08	$1,027.31	$0 00	($65.23)	$0.00
	50.000	03/07/11	05/29/12	$534.49	$550.35	$0.00	($15.86)	$0.00
Security Subtotal	1,205.000			$12,881.16	$13,426.65	$0.00	($545.49)	$0.00
MARSH & MCLENNAN COS INC	CUSIP: 571748102		Symbol (Box 1d): MMC					
	100.000	02/23/10	05/29/12	$3,231.92	$2,286.97	$0 00	$944.95	$0.00
MASCO CORP	CUSIP: 574599106		Symbol (Box 1d): MAS					
	850.000	05/14/08	05/29/12	$10,967.81	$15,792.75	$0.00	($4,824.94)	$0 00
	25.000	05/21/08	05/29/12	$322.58	$457 00	$0.00	($134.42)	$0.00
	40.000	12/21/10	05/29/12	$516.13	$517.88	$0.00	($1.75)	$0.00
	120.000	02/23/11	05/29/12	$1,548.40	$1,527.82	$0.00	$20.58	$0.00
Security Subtotal	1,035.000			$13,354.92	$18,295.45	$0.00	($4,940.53)	$0.00

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DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
MERCK & CO INC NEW COM		CUSIP: 58933Y105	Symbol (Box 1d): MRK					
	425.000	05/16/08	05/29/12	$15,930.47	$8,217.63	$0.00	$7,712.84 ✓	$0.00
MICROSOFT CORP		CUSIP: 594918104	Symbol (Box 1d): MSFT					
	145.000	05/12/06	05/29/12	$4,262.01	$3,367.73	$0.00	$894.28	$0.00
	20.000	05/17/06	05/29/12	$587.86	$460.40	$0 00	$127.46	$0.00
	320.000	06/07/06	05/29/12	$9,405.80	$7,148.67	$0 00	$2,257.13	$0.00
	40.000	09/18/08	05/29/12	$1,175.73	$985.55	$0.00	$190.18	$0.00
	25.000	12/15/08	05/29/12	$734.83	$475.75	$0 00	$259.08	$0.00
	30.000	01/30/09	05/29/12	$881.79	$531.60	$0.00	$350.19	$0.00
	50.000	04/20/09	05/29/12	$1,469 66	$936.43	$0 00	$533.23	$0.00
	125.000	02/02/11	05/29/12	$3,674.14	$3,500.00	$0.00	$174.14	$0.00
	120.000	02/24/11	05/29/12	$3,527.18	$3,206.46	$0.00	$320.72	$0.00
	20.000	03/02/11	05/29/12	$587.86	$525.19	$0.00	$62.67	$0.00
	50.000	03/07/11	05/29/12	$1,469.66	$1,289.00	$0.00	$180.66	$0.00
	20.000	04/15/11	05/29/12	$587.86	$508.86	$0.00	$79.00	$0.00
	140.000	05/16/11	05/29/12	$4,115.04	$3,482.81	$0.00	$632.23	$0.00
	20.000	05/17/11	05/29/12	$587.86	$486.38	$0.00	$101.48	$0.00
Security Subtotal	**1,125.000**			**$33,067.28**	**$26,904.83**	**$0.00**	**$6,162.45** ✓	**$0.00**
MITSUBISHI UFJ FINCL GRP ADS		CUSIP: 606822104	Symbol (Box 1d): MTU					
	250.000	02/09/07	05/29/12	$1,080.65	$2,974.13	$0.00	($1,893.48)	$0.00
	495.000	04/10/07	05/29/12	$2,139.69	$5,717.45	$0.00	($3,577.76)	$0.00
	90.000	04/18/07	05/29/12	$389.03	$1,006.43	$0.00	($617.40)	$0.00
	135 000	04/20/07	05/29/12	$583.55	$1,473 86	$0.00	($890.31)	$0.00
	45.000	04/25/07	05/29/12	$194.52	$489.99	$0.00	($295.47)	$0.00

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MITSUBISHI UFJ FINCL GRP ADS	90.000	07/13/07	05/29/12	$389.03	$1,015.43	$0.00	($626.40)	$0.00
	585.000	07/25/07	05/29/12	$2,528.72	$6,490.46	$0.00	($3,961.74)	$0.00
	50.000	08/15/07	05/29/12	$216.13	$466.74	$0.00	($250.61)	$0.00
	330.000	09/05/07	05/29/12	$1,426.46	$3,124.80	$0.00	($1,698.34)	$0.00
	110.000	09/12/07	05/29/12	$475.49	$1,009.70	$0.00	($534.21)	$0.00
	120.000	09/19/07	05/29/12	$518.71	$1,101.92	$0.00	($583.21)	$0.00
	165.000	10/17/07	05/29/12	$713.23	$1,457.25	$0.00	($744.02)	$0.00
	440.000	04/04/11	05/29/12	$1,901.94	$2,007.50	$0.00	($105.56)	$0.00
Security Subtotal	2,905.000			$12,557.15	$28,335.66	$0.00	($15,778.51) ✓	$0.00
MS&AD INS GROUP HLDGS ADR		CUSIP: 553491101	Symbol (Box 1d): MSADY					
	780.000	11/30/06	05/29/12	$6,029.26	$15,695.29	$0.00	($9,666.03)	$0.00
	30.000	02/15/07	05/29/12	$231.89	$633 79	$0.00	($401.90)	$0.00
	480.000	04/10/07	05/29/12	$3,710.32	$10,135.50	$0 00	($6,425.18)	$0.00
	90.000	05/23/07	05/29/12	$695.68	$1,929.38	$0.00	($1,233.70)	$0.00
	150.000	09/20/07	05/29/12	$1,159.48	$2,650.63	$0.00	($1,491.15)	$0.00
Security Subtotal	1,530.000			$11,826.63	$31,044.59	$0.00	($19,217.96) ✓	$0.00
NIPPON TELEGRAPH&TELEPHONE ADS		CUSIP: 654624105	Symbol (Box 1d): NTT					
	440.000	05/07/07	05/29/12	$9,381.47	$11,359.48	$0.00	($1,978.01)	$0.00
	40.000	05/15/07	05/29/12	$852.86	$967.32	$0.00	($114.46)	$0.00
	60.000	05/31/07	05/29/12	$1,279.29	$1,396.16	$0.00	($116.87)	$0.00
	160.000	06/06/07	05/29/12	$3,411.44	$3,657.55	$0.00	($246.11)	$0.00
	20.000	06/15/07	05/29/12	$426.43	$449.77	$0.00	($23.34)	$0.00
	100.000	07/13/07	05/29/12	$2,132 15	$2,213.69	$0.00	($81.54)	$0.00
	25.000	08/15/07	05/29/12	$533.04	$536.65	$0.00	($3.61)	$0.00

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NIPPON TELEGRAPH&TELEPHONE	80.000	09/12/07	05/29/12	$1,705.72	$1,829.34	$0.00	($123.62)	$0.00
	80.000	10/04/07	05/29/12	$1,705.72	$1,918.46	$0.00	($212.74)	$0.00
	60.000	10/18/07	05/29/12	$1,279.29	$1,365.27	$0.00	($85.98)	$0.00
	20.000	10/26/07	05/29/12	$426.44	$459.18	$0.00	($32.74) ✓	$0.00
Security Subtotal	**1,085.000**			**$23,133.85**	**$26,152.87**	**$0.00**	**($3,019.02)**	**$0.00**
OI SA SPN ADR		**CUSIP:** 670851203	**Symbol (Box 1d):** OIBR					
	130.000	11/30/01	05/29/12	$1,591.88	$1,704.48	$0.00	($112.60)	$0.00
	535.000	11/24/09	05/29/12	$6,551.19	$16,742.96	$0.00	($10,191.77) ✓	$0.00
Security Subtotal	**665.000**			**$8,143.07**	**$18,447.44**	**$0.00**	**($10,304.37)**	**$0.00**
OI SA SPON ADR		**CUSIP:** 670851104	**Symbol (Box 1d):** OIBR'C					
	43.000	11/30/01	05/29/12	$206.58	$245.99	$0.00	($39.41)	$0.00
	303.000	11/24/09	05/29/12	$1,455.67	$5,053.26	$0.00	($3,597.59) ✓	$0.00
Security Subtotal	**346.000**			**$1,662.25**	**$5,299.25**	**$0.00**	**($3,637.00)**	**$0.00**
PFIZER INC		**CUSIP:** 717081103	**Symbol (Box 1d):** PFE					
	20.000	11/18/05	05/11/12	$456 57	$428 69	$0.00	$27.88	$0.00
	160.000	01/11/06	05/11/12	$3,652.59	$3,964.75	$0.00	($312.16)	$0.00
	80.000	06/08/06	05/29/12	$1,775.34	$1,873.60	$0.00	($98.26)	$0.00
	40.000	06/21/06	05/29/12	$887.67	$927.14	$0.00	($39 47)	$0.00
	250.000	07/31/08	05/29/12	$5,547 92	$4,707.20	$0.00	$840.72	$0.00
	659.000	10/16/09	05/29/12	$14,624.32	$11,633.62	$0.00	$2,990.70 ✓	$0.00
Security Subtotal	**1,209.000**			**$26,944.41**	**$23,535.00**	**$0.00**	**$3,409.41**	**$0.00**

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PNC FINL SVCS GP	CUSIP: 693475105		Symbol (Box 1d): PNC					
	10.805	05/01/08	05/29/12	$673.54	$1,750.44	$0.00	($1,076.90)	$0.00
	29.696	05/28/08	05/29/12	$1,851.13	$4,320.72	$0.00	($2,469.59)	$0.00
	16.498	05/29/08	05/29/12	$1,028.42	$2,405.20	$0.00	($1,376.78)	$0.00
Security Subtotal	56.999			$3,553.09	$8,476.36	$0.00	($4,923.27)	$0.00
PORTUGAL TELECOM SGPS SA	CUSIP: 737273102		Symbol (Box 1d): PT					
	815.000	02/23/04	05/29/12	$3,245.01	$9,255.14	$0.00	($6,010.13)	$0.00
	440.000	09/28/05	05/29/12	$1,751.90	$3,952.48	$0.00	($2,200.58)	$0.00
Security Subtotal	1,255.000			$4,996.91	$13,207.62	$0.00	($8,210.71)	$0.00
SAFEWAY INC COM NEW	CUSIP: 786514208		Symbol (Box 1d): SWY					
	785.000	03/09/05	05/29/12	$15,278.59	$14,507.67	$0.00	$770.92	$0.00
SANOFI ADR	CUSIP: 80105N105		Symbol (Box 1d): SNY					
	230.000	02/16/07	05/29/12	$7,912.05	$10,067.61	$0.00	($2,155.56)	$0.00
	10.000	03/16/07	05/29/12	$344.00	$423.35	$0.00	($79.35)	$0.00
	260.000	03/21/07	05/29/12	$8,944.06	$11,225 71	$0.00	($2,281.65)	$0.00
	120.000	04/10/07	05/29/12	$4,128.03	$5,262.56	$0.00	($1,134.53)	$0.00
	10.000	06/25/07	05/29/12	$344.00	$404.29	$0 00	($60.29)	$0.00
	10.000	07/11/07	05/29/12	$344.00	$417.14	$0 00	($73.14)	$0.00
	50.000	10/03/07	05/29/12	$1,720.01	$2,126.76	$0.00	($406.75)	$0.00
	60.000	10/12/07	05/29/12	$2,064.01	$2,655.89	$0.00	($591.88)	$0.00
	20.000	10/18/07	05/29/12	$688.01	$861.40	$0.00	($173.39)	$0.00
Security Subtotal	770.000			$26,488.17	$33,444.71	$0.00	($6,956.54)	$0.00

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SEVEN & I HLDGS CO LTD ADR		CUSIP: 81783H105		Symbol (Box 1d): SVNDY				
	30.000	09/27/10	05/29/12	$1,785.26	$1,405.72	$0.00	$379.54	$0.00
	140.000	09/28/10	05/29/12	$8,331.21	$6,567 92	$0.00	$1,763.29	$0.00
	50.000	12/15/10	05/29/12	$2,975.43	$2,556.19	$0.00	$419.24	$0 00
	30.000	03/28/11	05/29/12	$1,785.26	$1,497.90	$0.00	$287.36	$0.00
	10.000	04/08/11	05/29/12	$595.09	$482.73	$0.00	$112.36	$0.00
Security Subtotal	**260.000**			**$15,472.25**	**$12,510.46**	**$0.00**	**$2,961.79** ✓	**$0.00**
SONY CORP ADR 1974 NEW		CUSIP: 835699307		Symbol (Box 1d): SNE				
	15.000	10/06/08	05/29/12	$202.23	$410.95	$0.00	($208.72)	$0.00
	220.000	08/27/09	05/29/12	$2,965.97	$5,965.52	$0.00	($2,999.55)	$0.00
	20.000	09/14/09	05/29/12	$269.63	$541.28	$0.00	($271.65)	$0.00
	50.000	06/17/10	05/29/12	$674.08	$1,410.22	$0.00	($736.14)	$0.00
	45.000	03/14/11	05/29/12	$606.68	$1,377.16	$0.00	($770.48)	$0.00
	15.000	03/15/11	05/29/12	$202.23	$446.56	$0.00	($244.33)	$0.00
	15.000	04/12/11	05/29/12	$202.23	$448.00	$0.00	($245.77)	$0.00
Security Subtotal	**380.000**			**$5,123.05**	**$10,599.69**	**$0.00**	**($5,476.64)** ✓	**$0.00**
STMICROELECTRONICS NV		CUSIP: 861012102		Symbol (Box 1d): STM				
	540.000	03/01/05	05/29/12	$2,808.91	$9,745.81	$0.00	($6,936.90)	$0.00
	630.000	10/07/05	05/29/12	$3,277.06	$10,879.22	$0.00	($7,602.16)	$0.00
	120.000	05/19/06	05/29/12	$624.20	$1,947.85	$0.00	($1,323.65)	$0.00
Security Subtotal	**1,290.000**			**$6,710.17**	**$22,572.88**	**$0.00**	**($15,862.71)** ✓	**$0.00**
SUMITOMO MITSUI FINL GROUP INC		CUSIP: 86562M209		Symbol (Box 1d): SMFG				
	1,722.000	09/20/07	05/29/12	$10,109.63	$24,265.05	$0 00	($14,155.42) ✓	$0.00

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SUPERVALU INC	CUSIP: 868536103		Symbol (Box 1d): SVU					
	151.000	06/06/06	05/29/12	$726.87	$4,385.56	$0.00	($3,658.69)	$0.00
	15.000	10/11/07	05/29/12	$72.21	$544.68	$0.00	($472.47)	$0.00
	90.000	01/07/08	05/29/12	$433.23	$3,092.12	$0.00	($2,658.89)	$0.00
	210.000	02/20/08	05/29/12	$1,010.87	$5,983.95	$0.00	($4,973.08)	$0.00
	240.000	01/05/10	05/29/12	$1,155.28	$3,062.28	$0.00	($1,907.00)	$0.00
Security Subtotal	706.000			$3,398.46	$17,068.59	$0.00	($13,670.13)	$0.00
TAKEDA PHARMACEUTICAL CO LTD	CUSIP: 874060205		Symbol (Box 1d): TKPYY					
	40.000	01/07/11	05/29/12	$817.18	$957.62	$0.00	($140.44)	$0.00
	440.000	03/11/11	05/29/12	$8,989.00	$10,727.99	$0.00	($1,738.99)	$0.00
	60.000	03/24/11	05/29/12	$1,225.77	$1,447.04	$0.00	($221.27)	$0.00
	20.000	05/12/11	05/29/12	$408.59	$480.79	$0.00	($72.20)	$0.00
Security Subtotal	560.000			$11,440.54	$13,613.44	$0.00	($2,172.90)	$0.00
TE CONNECTIVITY LTD NEW	CUSIP: H84989104		Symbol (Box 1d): TEL					
	425.000	10/23/08	05/29/12	$13,678.23	$8,150.86	$0.00	$5,527.37	$0.00
	150.000	07/08/09	05/29/12	$4,827.61	$2,466.39	$0.00	$2,361.22	$0.00
Security Subtotal	575.000			$18,505.84	$10,617.25	$0.00	$7,888.59	$0.00
TELECOM ITALIA SPA ADS (NEW)	CUSIP: 87927Y102		Symbol (Box 1d): TI					
	496.000	01/30/03	05/29/12	$4,097.76	$11,356.25	$0.00	($7,258.49)	$0.00
	15.000	11/03/04	05/29/12	$123.92	$514.80	$0.00	($390.88)	$0.00
	165.000	09/06/06	05/29/12	$1,363.17	$4,713.74	$0.00	($3,350.57)	$0.00
	80.000	09/28/06	05/29/12	$660.93	$2,252.18	$0.00	($1,591.25)	$0.00
	620.000	10/11/06	05/29/12	$5,122.20	$18,034.25	$0.00	($12,912.05)	$0.00
	30.000	01/19/07	05/29/12	$247.85	$923.05	$0.00	($675.20)	$0.00

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Morgan Stanley

(Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
TELECOM ITALIA SPA ADS (NEW)	165.000	02/13/07	05/29/12	$1,363.17	$5,041.91	$0.00	($3,678.74)	$0.00
	100.000	03/21/07	05/29/12	$826.16	$2,856.14	$0.00	($2,029.98)	$0.00
	160.000	06/15/07	05/29/12	$1,321.86	$4,537.23	$0.00	($3,215.37)	$0.00
	180.000	08/01/08	05/29/12	$1,487.09	$3,223.98	$0 00	($1,736.89)	$0.00
	60.000	08/13/08	05/29/12	$495.70	$1,041.68	$0.00	($545.98)	$0.00
	100.000	07/28/10	05/29/12	$826.16	$1,297.41	$0 00	($471.25)	$0.00
	105.000	01/20/11	05/29/12	$867.47	$1,441.23	$0.00	($573.76)	$0.00
Security Subtotal	2,276.000			$18,803.44	$57,233.85	$0.00	($38,430.41)	$0.00
TELEFONICA SA ADR	CUSIP: 879382208		Symbol (Box 1d): TEF					
	130.384	02/22/02	05/29/12	$1,494.48	$1,241.02	$0.00	$253.46	$0 00
	124.615	08/17/04	05/29/12	$1,428.35	$1,682.21	$0.00	($253.86)	$0.00
	60.000	05/05/09	05/29/12	$687.73	$1,185.16	$0.00	($497.43)	$0.00
Security Subtotal	314.999			$3,610.56	$4,108.39	$0.00	($497.83)	$0.00
TIM PARTICIPACOES SA SPON NEW	CUSIP: 88706P205		Symbol (Box 1d): TSU					
	40.000	11/30/01	05/29/12	$973 57	$319.40	$0.00	$654.17	$0.00
TOKI MARINE HOLDING INS ADR	CUSIP: 889094108		Symbol (Box 1d): TKOMY					
	5.000	02/26/02	05/29/12	$110.40	$69.75	$0 00	$40.65	$0.00
	175.000	10/04/04	05/29/12	$3,863.91	$4,715.45	$0.00	($851.54)	$0.00
	15.000	12/20/07	05/29/12	$331.19	$484.24	$0.00	($153 05)	$0.00
	60.000	01/04/08	05/29/12	$1,324.77	$2,050.14	$0.00	($725.37)	$0 00
	300.000	01/07/08	05/29/12	$6,623.85	$10,686.54	$0.00	($4,062.69)	$0.00
Security Subtotal	555.000			$12,254.12	$18,006.12	$0.00	($5,752.00)	$0.00

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(Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
TOTAL FINA ELF SA	CUSIP: 89151E109		Symbol (Box 1d): TOT					
	280.000	04/16/10	05/29/12	$12,281.25	$16,263.04	$0.00	($3,981.79)	$0.00
	40.000	04/22/10	05/29/12	$1,754.46	$2,298.60	$0.00	($544.14)	$0.00
	30.000	04/23/10	05/29/12	$1,315.85	$1,704.46	$0.00	($388.61)	$0.00
	70.000	04/26/10	05/29/12	$3,070.31	$3,991.80	$0.00	($921.49)	$0.00
	10.000	05/17/10	05/29/12	$438.62	$472.55	$0 00	($33.93)	$0.00
	10.000	05/18/10	05/29/12	$438 62	$478.19	$0 00	($39.57)	$0.00
	10.000	05/21/10	05/29/12	$438.62	$470.00	$0 00	($31.38)	$0.00
	10.000	06/02/10	05/29/12	$438.62	$453.10	$0.00	($14.48)	$0 00
	10 000	11/19/10	05/29/12	$438 62	$528.87	$0 00	($90.25)	$0.00
	40.000	12/21/10	05/29/12	$1,754.46	$2,130.40	$0.00	($375.94)	$0.00
	10.000	12/23/10	05/29/12	$438.62	$530.63	$0.00	($92.01)	$0.00
Security Subtotal	520.000			$22,808.05	$29,321.64	$0.00	($6,513.59)	$0.00
TOYOTA MOTOR CP ADR NEW	CUSIP: 892331307		Symbol (Box 1d): TM					
	10.000	12/05/08	05/29/12	$768.24	$559.47	$0.00	$208.77	$0.00
	5.000	01/09/09	05/29/12	$384.12	$331.27	$0.00	$52.85	$0.00
	10.000	05/14/09	05/29/12	$768 24	$741.46	$0.00	$26.78	$0.00
	170.000	10/22/09	05/29/12	$13,060.12	$13,299 92	$0.00	($239.80)	$0.00
	5.000	11/20/09	05/29/12	$384.12	$386.52	$0.00	($2.40)	$0.00
	5.000	11/25/09	05/29/12	$384.12	$385.45	$0.00	($1.33)	$0.00
	5.000	07/16/10	05/29/12	$384.12	$359.62	$0.00	$24.50	$0.00
	5.000	07/30/10	05/29/12	$384.12	$353.07	$0.00	$31.05	$0.00
	5.000	09/22/10	05/29/12	$384.12	$359.89	$0.00	$24.23	$0.00
	10.000	10/07/10	05/29/12	$768.24	$716.87	$0.00	$51.37	$0.00

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DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
TOYOTA MOTOR CP ADR NEW	5.000	10/13/10	05/29/12	$384.12	$351.44	$0.00	$32.68	$0.00
	15.000	12/15/10	05/29/12	$1,152.36	$1,180.19	$0.00	($27.83)	$0.00
	5.000	12/27/10	05/29/12	$384.12	$389.93	$0.00	($5.81)	$0.00
	50.000	03/15/11	05/29/12	$3,841.21	$3,883.40	$0.00	($42.19)	$0.00
	10.000	04/14/11	05/29/12	$768.27	$782.75	$0.00	($14.48)	$0.00
Security Subtotal	**315.000**			**$24,199.64**	**$24,081.25**	**$0.00**	**$118.39**	**$0.00**
UNILEVER NV NY SH NEW	CUSIP: 904784709		Symbol (Box 1d): UN					
	45.000	11/01/04	05/29/12	$1,431.08	$882.51	$0.00	$548.57	$0.00
	325.000	06/14/06	05/29/12	$10,335.55	$6,856.20	$0.00	$3,479.35	$0.00
	75.000	02/06/09	05/29/12	$2,385.13	$1,582.11	$0.00	$803.02	$0.00
	25.000	02/12/09	05/29/12	$795.04	$511.47	$0.00	$283.57	$0.00
	75.000	05/05/09	05/29/12	$2,385.13	$1,548.13	$0.00	$837.00	$0.00
	45.000	01/12/11	05/29/12	$1,431.08	$1,352.47	$0.00	$78.61	$0.00
	20.000	02/02/11	05/29/12	$636.03	$607.70	$0.00	$28.33	$0.00
	15.000	02/24/11	05/29/12	$477.03	$448.22	$0.00	$28.81	$0.00
	165.000	04/28/11	05/29/12	$5,247.26	$5,460.81	$0.00	($213.55)	$0.00
Security Subtotal	**790.000**			**$25,123.33**	**$19,249.62**	**$0.00**	**$5,873.71**	**$0.00**
VALERO ENERGY CP DELA NEW	CUSIP: 91913Y100		Symbol (Box 1d): VLO					
	510.000	11/06/09	05/29/12	$11,313.27	$8,836.10	$0.00	$2,477.17	$0.00
	60.000	11/13/09	05/29/12	$1,330.97	$1,021.79	$0.00	$309.18	$0.00
	30.000	11/17/09	05/29/12	$665.49	$505.72	$0.00	$159.77	$0.00
	30.000	11/19/09	05/29/12	$665.49	$488.70	$0.00	$176.79	$0.00

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DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
VALERO ENERGY CP DELA NEW	30.000	12/03/09	05/29/12	$665.49	$479.03	$0.00	$186.46	$0.00
	100.000	05/05/11	05/29/12	$2,218.29	$2,596.90	$0.00	($378.61)	$0.00
Security Subtotal	760.000			$16,859.00	$13,928.24	$0.00	$2,930.76	$0.00
WELLS FARGO & CO NEW	CUSIP: 949746101		Symbol (Box 1d): WFC					
	171.101	04/23/08	05/29/12	$5,475.76	$22,500.02	$0.00	($17,024.26)	$0.00
	7.958	05/16/08	05/29/12	$254.68	$1,085.47	$0.00	($830.79)	$0.00
	3.979	05/21/08	05/29/12	$127.34	$530.53	$0.00	($403.19)	$0.00
	7.958	05/23/08	05/29/12	$254.68	$999.66	$0.00	($744.98)	$0.00
	7.958	06/03/08	05/29/12	$254 68	$911.95	$0.00	($657.27)	$0.00
	23.874	06/04/08	05/29/12	$764.04	$2,643.47	$0 00	($1,879.43)	$0.00
	23.874	06/23/08	05/29/12	$764 04	$2,023.82	$0.00	($1,259 78)	$0.00
	134.295	07/16/08	05/29/12	$4,297.85	$6,607.51	$0.00	($2,309.66)	$0.00
	100.000	06/10/09	05/29/12	$3,200.31	$2,485.26	$0.00	$715.05	$0.00
	40.000	07/02/09	05/29/12	$1,280.12	$939.45	$0.00	$340 67	$0.00
	20.000	07/31/09	05/29/12	$640.06	$491.40	$0 00	$148.66	$0.00
	60.000	08/19/09	05/29/12	$1,920.18	$1,580.40	$0 00	$339.78	$0.00
	20.000	09/02/09	05/29/12	$640.06	$530.90	$0.00	$109.16	$0.00
	20.003	10/02/09	05/29/12	$640.16	$524.17	$0.00	$115.99	$0.00
	40.000	12/10/09	05/29/12	$1,280.12	$1,024.85	$0.00	$255.27	$0.00
	40.000	10/14/10	05/29/12	$1,280.12	$991.60	$0.00	$288.52	$0.00
Security Subtotal	721.000			$23,074.20	$45,870.46	$0.00	($22,796.26)	$0.00
WESTERN DIGITAL CORPORATION	CUSIP: 958102105		Symbol (Box 1d): WDC					
	5.000	08/17/10	05/29/12	$165.80	$122.48	$0.00	$43.32	$0.00
	140.000	08/31/10	05/29/12	$4,642.44	$3,381.00	$0.00	$1,261.44	$0.00

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DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WESTERN DIGITAL CORPORATION	260.000	09/10/10	05/29/12	$8,621.67	$6,633.56	$0.00	$1,988.11	$0.00
	20.000	10/06/10	05/29/12	$663.21	$558.97	$0.00	$104.24	$0.00
	45.000	01/19/11	05/29/12	$1,492.21	$1,478.18	$0.00	$14.03	$0.00
	45.000	02/24/11	05/29/12	$1,492.21	$1,385.24	$0 00	$106.97	$0.00
	15.000	03/02/11	05/29/12	$497.40	$448.93	$0.00	$48.47	$0.00
Security Subtotal	**530.000**			**$17,574.94**	**$14,008.36**	**$0.00**	**$3,566.58**	**$0.00**

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DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
XEROX CORP		CUSIP: 984121103	Symbol (Box 1d): XRX					
	15 000	02/22/02	05/29/12	$108.95	$134.85	$0 00	($25.90)	$0.00
	950.000	05/01/02	05/29/12	$6,900 45	$8,578.50	$0.00	($1,678 05)	$0.00
	520.000	10/20/09	05/29/12	$3,777.09	$4,031.66	$0.00	($254.57)	$0.00
Security Subtotal	**1,485.000**			**$10,786.49**	**$12,745.01**	**$0.00**	**($1,958.52)**	**$0.00**

Total LTCG	$833,548 71	$1,118503 61		($284,954 90)
Total	$1,115,440 96	$1,418861 41		($303,420.45)

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