



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



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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning , 2012, and ending ,

Name of foundation Harvey R. Houck Jr. and Patricia W. Houck Foundation, Inc.		A Employer identification number 76-0435413
Number and street (or P.O. box number if mail is not delivered to street address) 8811 Westheimer		B Telephone number (see the instructions) (713) 334-6777
City or town Houston	State TX	C If exemption application is pending, check here ☐
	ZIP code 77063	D 1 Foreign organizations, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity		D 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Final return ☐ Amended return		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
☐ Address change ☐ Name change		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation		
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 10,920,813.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____
		(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (att sch)	2,270,055.			
2	Ch ☐ if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	98,518.	98,518.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	8,501.			
b	Gross sales price for all assets on line 6a	2,125,846.			
7	Capital gain net income (from Part IV, line 2)		8,501.		
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/(loss) (att sch)				
11	Other income (attach schedule). See Line 11 Stmt	6,276.	6,276.		
12	Total. Add lines 1 through 11	2,383,350.	113,295.		
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) L-16a Stmt	588.	294.		294.
b	Accounting fees (attach sch) L-16b Stmt	1,400.	700.		700.
c	Other prof fees (attach sch) L-16c Stmt	56,616.	56,616.		0.
17	Interest				
18	Taxes (attach schedule)(see instrs) See Line 18 Stmt	16,614.	4,614.		0.
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Line 23 Stmt	1,448.	3.		1,445.
24	Total operating and administrative expenses. Add lines 13 through 23	76,666.	62,227.		2,439.
25	Contributions, gifts, grants paid	396,300.			396,300.
26	Total expenses and disbursements. Add lines 24 and 25	472,966.	62,227.		398,739.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	1,910,384.			
b	Net investment income (if negative, enter -0-)		51,068.		
c	Adjusted net income (if negative, enter -0-)				

CERTIFIED # 7011-2970-0002-9752-9788

RETURN RECEIPT REQUESTED

1617

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing	502,345.	414,563.	414,563.
	2	Savings and temporary cash investments	588,543.	442,931.	442,931.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule) L-10a Stmt	194,441.	204,544.	212,325.
	b	Investments — corporate stock (attach schedule) L-10b Stmt	5,842,548.	5,941,617.	5,574,350.
	c	Investments — corporate bonds (attach schedule) L-10c Stmt	292,474.	334,341.	348,672.
LIABILITIES	11	Investments — land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) L-13 Stmt	2,000,000.	3,992,739.	3,927,972.
	14	Land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)			
	15	Other assets (describe)			
	16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	9,420,351.	11,330,735.	10,920,813.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
NET ASSETS OR FUND BALANCES	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)			
		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. X			
ASSETS	27	Capital stock, trust principal, or current funds	9,420,351.	11,330,735.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	9,420,351.	11,330,735.	
	31	Total liabilities and net assets/fund balances (see instructions)	9,420,351.	11,330,735.	

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	9,420,351.
2	Enter amount from Part I, line 27a	2	1,910,384.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	11,330,735.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)— Part II, column (b), line 30	6	11,330,735.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	Publicly Traded Securities	P	Various	Various
b	Passthrough K-1 Capital Gain	P	Various	Various
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 2,125,336.	0.	2,117,345.	7,991.
b 510.	0.	0.	510.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			7,991.
b			510.
c			
d			
e			

2 Capital gain net income or (net capital loss)	— [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	8,501.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	— [If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]	3	

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

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

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

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

☐ Yes☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	286,783.	6,926,533.	0.041404
2010	47,632.	1,134,334.	0.041991
2009	39,325.	951,239.	0.041341
2008	7,262.	1,070,167.	0.006786
2007	25,568.	1,184,256.	0.021590

2 Total of line 1, column (d)	2	0.153112
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	0.030622
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,388,852.
5 Multiply line 4 by line 3	5	256,883.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	511.
7 Add lines 5 and 6	7	257,394.
8 Enter qualifying distributions from Part XII, line 4	8	398,739.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	511.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	511.
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	511.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	6,044.	
b Exempt foreign organizations – tax withheld at source	6 b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.	
d Backup withholding erroneously withheld	6 d	0.	
7 Total credits and payments Add lines 6a through 6d	7	6,044.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0.	
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	5,533.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 5,533. Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX - Texas		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

BAA

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes', attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>None</u>	13	X	
14	The books are in care of <u>Gordon Rose</u> Telephone no <u>(713) 334-6777</u> Located at <u>8811 Westheimer Ste 208 Houston TX</u> ZIP + 4 <u>77063</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country	16		X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	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? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement- see instructions)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a 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)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

BAA

Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5 b

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?☐ 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?

6 b

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?

7 b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Patricia West Houck 8811 Westheimer Ste 208 Houston TX 77063	Pres/Asst Sec 1.00	0.	0.	0.
Mary Elizabeth Houck Moore 8811 Westheimer Ste 208 Houston TX 77063	VP/Asst Sec 1.00	0.	0.	0.
Gordon B Rose 8811 Westheimer Ste 208 Houston TX 77063	VP/Treasurer 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		588.	0.	0.

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

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

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

None

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

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	1 a 6,313,436.
b	Average of monthly cash balances	1 b 260,562.
c	Fair market value of all other assets (see instructions)	1 c 1,942,603.
d	Total (add lines 1a, b, and c)	1 d 8,516,601.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 8,516,601.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 127,749.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 8,388,852.
6	Minimum investment return. Enter 5% of line 5	6 419,443.

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	1 419,443.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a 511.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b
c	Add lines 2a and 2b	2 c 511.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 418,932.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 418,932.
6	Deduction from distributable amount (see instructions)	6
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 418,932.

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	1 a 398,739.
b	Program-related investments— total from Part IX-B	1 b
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)	3 a
b	Cash distribution test (attach the required schedule)	3 b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 398,739.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5 511.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 398,228.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				418,932.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			55,881.	
b Total for prior years: 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2012				
a From 2007	0.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 398,739.				
a Applied to 2011, but not more than line 2a			55,881.	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				342,858.
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))				
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				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				76,074.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	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	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	0.			

BAA

Form 990-PF (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)					
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	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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.

- 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:

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year					
Salt Ministries PO Box 64 Jenison MI 49429		N/A	509(a)(1)	Up & Out Ministry	60,000.
Justice For Children 2600 Southwest Frwy, #806 Houston TX 77098		N/A	509(a)(1)	General operation	55,800.
Islamorada First Baptist Church PO Box 453 Islamorada FL 33036		N/A	509(a)(1)	Food pantry program	40,000.
Goodwill Industries 1140 West Loop North Houston TX 77055		N/A	509(a)(1)	Capital campaign	100,000.
Genesys Works 2800 Post Oak Blvd Houston TX 77056		N/A	509(a)(1)	Program support	20,000.
Unitarian Universalist Service Committee 689 Massachusetts Ave Cambridge MA 02139		N/A	509(a)(1)	Program support	10,000.
Rice University PO Box 1892 Houston TX 77251		N/A	509(a)(1)	Program support	2,500.
Inspired Legacies 40 Redwood Drive Ross CA 94957		N/A	509(a)(1)	Program support	10,500.
United African Presbyterian Church 10210 Webb Chapel Rd Dallas TX 75229		N/A	509(a)(1)	Religious general operations	7,500.
See Line 3a statement					90,000.
Total					396,300.
b Approved for future payment					
Total					

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	98,518.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	8,501.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	Partnership Income			14	2,034.	
b	Pass thru income from K-1's			14	242.	
c	Promotional Bonus from Brokerage Firm			1	4,000.	
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				113,295.	
13	Total. Add line 12, columns (b), (d), and (e)				13	113,295.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

Harvey R. Houck Jr. and Patricia W. Houck Foundation, Inc.

Employer identification number

76-0435413

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (i) \$5,000 or (ii) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use **exclusively** for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use **exclusively** for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for ~~an~~ **exclusively** religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

Harvey R. Houck Jr. and Patricia W. Houck Foundation, Inc.

76-0435413

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Houck Management Trust 8811 Westheimer Ste 200 Houston TX 77063	\$ 2,270,055.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number

76-0435413

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Limited partnership interest in Hawkins Investment Partnership LP		
	Cash: \$300,000		
		\$ 1,970,055.	12/31/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income	Rev/Exp Book	Net Inv Inc	Adj Net Inc
PFIC distribution	2,034.	2,034.	
Pass thru K-1 Income	242.	242.	
Promotional Bonus from Brokerage	4,000.	4,000.	

Total 6,276. 6,276.

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Excise Taxes	12,000.	0.		0.
Foreign taxes paid	4,614.	4,614.		0.

Total 16,614. 4,614. 0.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Insurance	750.	0.		750.
Dues and membership fees	695.	0.		695.
Pass thru K-1 expenses	3.	3.		0.

Total 1,448. 3. 1,445.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ Dunham F Jewett 8811 Westheimer Ste 208 Houston TX 77063 Person ☒ Business ☐	Secretary	588.	0.	0.

Total

588. 0. 0.

Additional Information

Attachment To Part VIII

Dunham Jewett, Secretary/Director, is a partner in the law firm that provided the Foundation with legal services during 2012. The amount paid to the firm during 2012, \$588, has been reported on Part I, Line 16a to be consistent with the character of the payment.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Texas Organizing Project Education Fund				Person or ☐
PO Box 120296				Business ☒
San Antonio TX 78212	N/A	509(a)(1)	General operations	20,000.
The Hope & Healing Center at St Martin's				Person or ☐
717 Sage Rd				Business ☒
Houston TX 77056	N/A	509(a)(1)	General operations	50,000.
Houston Parks Board				Person or ☐
300 N Post Oak Ln				Business ☒
Houston TX 77024	N/A	509(a)(1)	Bayou Greenways Project	20,000.

Total

90,000.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Crady Jewett & McCul	Legal	588.	294.		294.
Total		<u>588.</u>	<u>294.</u>		<u>294.</u>

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Blazek and Vetterling	Annual Tax Compliance	1,400.	700.		700.
Total		<u>1,400.</u>	<u>700.</u>		<u>700.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Merrill Lynch	Investment Management	10,774.	10,774.		0.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Merrill Lynch	Investment Management Fees	10,774.	10,774.		0.
Advantage Capital	Investment Management Fees	24,465.	24,465.		0.
US Capital Advisors	Investment Management Fees	21,377.	21,377.		0.
Total		<u>56,616.</u>	<u>56,616.</u>		<u>0.</u>

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
See Attachment to Part II line 10	0.	0.	204,544.	212,325.
Total	<u>0.</u>	<u>0.</u>	<u>204,544.</u>	<u>212,325.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See Attachment to Part II line 10	5,941,617.	5,574,350.
Total	<u>5,941,617.</u>	<u>5,574,350.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
See Attachment to Part II line 10	334,341.	348,672.
Total	<u>334,341.</u>	<u>348,672.</u>

Form 990-PF, Page 2, Part II, Line 13

Continued

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Total	<u>3,992,739.</u>	<u>3,927,972.</u>

STATEMENT - SUPPORTING DETAIL FOR PART II, LINE 10

COST BASIS FOR PART II BALANCE SHEET

	ML	ML	ML	ML	ML	TD	US CAPITAL	TOTAL
	MACKAY	NEUBERGER	FAYEZ	ATANTA	AMERITRADE	ADVISORS		
#2351	#2351	#2352	#2353	#2354	#7634	#4839	Part II	Part II
	COST BASIS	COST BASIS	COST BASIS	COST BASIS	COST BASIS	COST BASIS	COST BASIS	COST BASIS
Investments- US & State Government		204,544					204,544	Part II line 10a col(b)
Investments- Corporate Stock	3,068		186,466	97,075	3,801,604	1,853,404	5,941,617	Part II line 10b col(b)
Investments- Corporate Bonds	74,776	111,568				147,998	334,341	Part II line 10c col(b)

FMV FOR PART II BALANCE SHEET

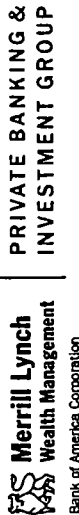
	ML	ML	ML	ML	ML	TD	US CAPITAL	TOTAL
	MACKAY	NEUBERGER	FAYEZ	ATANTA	AMERITRADE	ADVISORS		
#2351	#2351	#2352	#2353	#2354	#7634	#4839	Part II	Part II
	FMV	FMV	FMV	FMV	FMV	FMV	FMV	FMV
Investments- US & State Government		212,325					212,325	Part II line 10a col(c)
Investments- Corporate Stock	2,906		258,161	147,887	3,130,385	2,035,011	5,574,350	Part II line 10b col(c)
Investments- Corporate Bonds	78,975	127,037				142,660	348,672	Part II line 10c col(c)

Online at: www.mymerrill.com

THE HARVEY R. HOUCK AND
PATRICIA W. HOUCK FOUNDATION
8811 WESTHEIMER RD STE 208
HOUSTON TX 77063-3617

Account Number: -02339

24-Hour Assistance: (800) MERRILL



PRIVATE BANKING &
INVESTMENT GROUP

Net Portfolio Value: **\$38,770.18**

Your Private Wealth Advisor:
DAWSON, FARBER & CORDILL
600 TRAVIS ST STE 7400
HOUSTON TX 77002
1-713-632-9000

Liquidity Account

December 01, 2012 - December 31, 2012

ASSETS		December 31	November 30
Cash/Money Accounts		38,770.18	38,769.52
Fixed Income		-	-
Equities		-	-
Mutual Funds		-	-
Options		-	-
Other		-	-
Subtotal (Long Portfolio)		38,770.18	38,769.52
TOTAL ASSETS		38,770.18	38,769.52
LIABILITIES			
Debit Balance		-	-
Short Market Value		-	-
TOTAL LIABILITIES		-	-
NET PORTFOLIO VALUE		38,770.18	38,769.52

CASH FLOW		This Statement	Year to Date
Opening Cash/Money Accounts		\$38,769.52	
CREDITS			
Funds Received		-	-
Electronic Transfers		-	-
Other Credits		-	-
Subtotal		-	-
DEBITS			
Electronic Transfers		-	-
Margin Interest Charged		-	-
Other Debits		-	(150.00)
Visa Purchases (debits)		-	-
ATM/Cash Advances		-	(54,200.00)
Checks Written/Bill Payment		-	(54,350.00)
Subtotal		-	(\$54,350.00)
Net Cash Flow		0.66	22.42
Dividends/Interest Income		-	-
Security Purchases/Debits		-	-
Security Sales/Credits		-	-
Closing Cash/Money Accounts		\$38,770.18	
Securities You Transferred In/Out		-	-

The Private Banking and Investment Group makes available products and services offered by Merrill Lynch, Pierce, Fenner & Smith Incorporated (MLPF&S) and other subsidiaries of Bank of America Corporation. Investment products: **Are Not FDIC Insured** **Are Not Bank Guaranteed** **May Lose Value**. MLPF&S is a registered broker-dealer, Member Securities Investor Protection Corporation (SIPC) and a wholly owned subsidiary of Bank of America Corporation.



Mackay Converts Account Number: 02351

MERRILL LYNCH CONSULTS SERVICE

December 01, 2012 - December 31, 2012

YOUR INVESTMENT MANAGER - MACKAY SHIELDS - CONVERTIBLES

We encourage you to contact your Financial Advisor whenever there are changes in your particular situation or objectives. These changes can then be discussed directly with your Investment Manager. We also encourage you to discuss your portfolio at least annually with your Investment Manager. Your Financial Advisor would be pleased to arrange such discussions.

YOUR EMA BANK DEPOSIT INTEREST SUMMARY

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield%	Interest on Deposits	Closing Balance
FIA Card Services, N.A.	6,782	6,784	.10	0.58	8,555
TOTAL ML Bank Deposit Program	6,782			0.58	8,555

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS	Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH		1.21	1.21		1.21			
ML BANK DEPOSIT PROGRAM		8,555.00	8,555.00	1.0000	8,555.00		9	.10
TOTAL			8,556.21		8,556.21		9	.10

CORPORATE BONDS										
Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%	
AMGEN INC ²	08/28/08	1,000	981.25	111.9380	1,119.38	138.13	1.56	4	.33	
SR CONVERT NOTES DUE FEBRUARY 1 2013										
MOODY'S-BAA1 S&P: A+ CUSIP: 031162AQ3										
AMGEN INC ²	10/10/08	1,000	796.32	111.9380	1,119.38	323.06	1.56	4	.33	
Subtotal		2,000	1,777.57		2,238.76	461.19	3.12	8	.33	



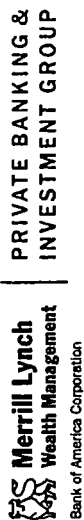
PRIVATE BANKING &
INVESTMENT GROUP

Mackay Converts

YOUR EMA ASSETS

December 01, 2012- December 31, 2012

CORPORATE BONDS (continued)	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Current Annual Income	Yield%
ANIXTER INTL INC ² CONV GLB 01.000% FEB 15 2013 MOODY'S: *** S&P: B+ CUSIP: 035290A/4	1,000	1,226.55	114.1250	1,141.25	(85.30)	3.78	10	.87
MEDTRONIC INC ² 1.625% CONV SUB NTS DUE APRIL 15 2013 MOODY'S: A1 S&P: A+ CUSIP: 585065AM8	1,000	1,066.50	100.3130	1,003.13	(63.37)	3.43	17	1.61
MOLSON COORS BREWING CO ² CONV COMPANY GUARNT 02.500% JUL 30 2013 MOODY'S: *** S&P: BBB- CUSIP: 60871RAA8	1,000	1,110.00	101.0630	1,010.63	(99.37)	10.42	25	2.47
EMC CORP ² CONV SER B 01.750% DEC 01 2013 MOODY'S: *** S&P: A CUSIP: 268648AM4	2,000	2,780.00	159.6250	3,192.50	412.50	2.92	35	1.09
INTERNATIONAL GAME TECHN ² 3.25% CNVT SR NOTES DUE MAY 1, 2014 MOODY'S: BAA2 S&P: BBB CUSIP: 459902AQ5	2,000	2,353.00	104.3130	2,086.26	(266.74)	10.83	65	3.11
ALLEGHENY TECH INC ² 4.25% CONV SENIOR NOTES DUE JUNE 1, 2014 MOODY'S: *** S&P: BBB- CUSIP: 01741RAD4	2,000	2,102.20	108.9380	2,178.76	76.56	7.08	85	3.90
COVANTA HOLDING CORP ² CONV 03.250% JUN 01 2014 MOODY'S: BA3 S&P: B CUSIP: 22282EAC6	1,000	1,157.50	120.8130	1,208.13	50.63	2.71	33	2.69
STEEL DYNAMICS, INC. ² 5.125% CNVT SR NOTES DUE JUNE 15, 2014 MOODY'S: *** S&P: BB+ CUSIP: 858119AP5	2,000	2,515.00	108.8130	2,176.26	(338.74)	4.56	103	4.70
NEWMONT MINING CORP ² CONV COMP GUARNT SER A 01.250% JUL 15 2014 MOODY'S: *** S&P: BBB+ CUSIP: 651639AH9	1,000	1,407.50	117.6880	1,176.88	(230.62)	5.76	13	1.06

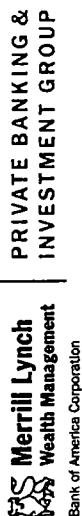


Mackay Converts

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

CORPORATE BONDS (continued)	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Current Annual Income	Yield%
Description								
COINSTAR, INC. ² 4% SENIOR CONV NOTES DUE SEPT 1, 2014 MOODY'S: *** S&P: BB- CUSIP: 19259PAF9	1,000	1,518.75	141.5630	1,415.63	(103.12)	13.33	40	2.82
AVIS BUDGET GROUP INC ² CONV SENIOR NOTES 03 500% OCT 01 2014 MOODY'S: *** S&P: *** CUSIP: 053774AB1	1,000	1,234.38	136.9380	1,369.38	135.00	8.75	35	2.55
SBA COMMUNICATIONS CORPO ² CONV 04.000% OCT 01 2014 MOODY'S: *** S&P: *** CUSIP: 78388JAM8	1,000	1,885.00	236.4380	2,364.38	479.38	10.00	40	1.69
Δ MGM RESORTS INTL ² XPN PLG PARENT#AGM25 04 250% APR 15 2015 MOODY'S: B3 S&P: B+ CUSIP: 55303QAE0 ORIGINAL UNIT/TOTAL COST: 107,7500/1,077.50	1,000	1,045.53	105.8130	1,058.13	12.60	8.97	43	4.01
Δ SALIX PHARMACEUTIC ² CONV SRNOTES 2.75% DUE MAY 15, 2015 MOODY'S: *** S&P: *** CUSIP: 795435AC0 ORIGINAL UNIT/TOTAL COST: 105 0630/1,050.63	1,000	1,034.35	114.3750	1,143.75	109.40	3.51	28	2.40
TTM TECHNOLOGIES ² CONV 03.250% MAY 15 2015 MOODY'S: *** S&P: BB CUSIP: 87305RAC3	1,000	940.50	100.8750	1,008.75	68.25	4.15	33	3.22
MYLAN LABS INC ² CONV COMPANY GUARNT 03.750% SEP 15 2015 MOODY'S: *** S&P: BBB- CUSIP: 628530AJ6	1,000	2,112.50	212.5630	2,125.63	13.13	11.04	38	1.76
BIOMARIN PHARMACEUTICAL ² 1.875% SENIOR SUB CONV N DUE 04/23/2017 MOODY'S: *** S&P: *** CUSIP: 09061GAD3	1,000	1,304.30	246.6880	2,466.88	1,162.58	3.54	19	.76



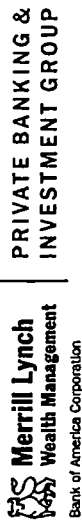
PRIVATE BANKING &
INVESTMENT GROUP

Mackay Converts

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

CORPORATE BONDS (continued)	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Current Annual Income	Yield%
CIENA CORP ²	10/16/12	1,000	863.75	86.1880	861.88	(1.87)	.39	9	1.01
CONV 00.875% JUN 15 2017									
MOODY'S: *** S&P: B CUSIP: 171779AE1									
XILINX INC ²	09/27/12	1,000	1,322.40	136.1250	1,361.25	38.85	1.17	27	1.92
CONV BOND 02.625% JUN 15 2017									
MOODY'S: *** S&P: BBB+ CUSIP: 983919AF8									
Δ TELEFEX INCORPORATED ²	08/11/10	1,000	1,008.59	128.1250	1,281.25	272.66	16.15	39	3.02
3.875% CONV SR SBRDNTD DUE AUGUST 1 2017									
MOODY'S: B2 S&P: BB- CUSIP: 879369AA4									
ORIGINAL UNIT/TOTAL COST: 101.2500/1,012.50									
Δ TELEFEX INCORPORATED ²	11/10/10	1,000	1,056.12	128.1250	1,281.25	225.13	16.15	39	3.02
ORIGINAL UNIT/TOTAL COST: 108.0000/1,080.00									
Subtotal		2,000	2,064.71		2,562.50	497.79	32.30	78	3.02
SANDISK CORP ²	10/25/10	1,000	953.75	116.0000	1,160.00	206.25	5.67	15	1.29
CONV 01.500% AUG 15 2017									
MOODY'S: *** S&P: BB CUSIP: 80004CAD3									
Δ NEWPARK RESOURCES, INC ²	10/21/10	1,000	1,052.50	106.5000	1,065.00	12.50	10.00	40	3.75
4.00% CONVERTIBLE SR NOT DUE OCTOBER 01, 2017									
MOODY'S: *** S&P: B CUSIP: 651718AC2									
ORIGINAL UNIT/TOTAL COST: 107.4380/1,074.38									
Δ XPO LOGISTICS INC ²	10/04/12	1,000	1,008.40	118.9380	1,189.38	180.98	11.88	45	3.78
CONV 04.500% OCT 01 2017									
MOODY'S: *** S&P: *** CUSIP: 983793AA8									
ORIGINAL UNIT/TOTAL COST: 100.8750/1,008.75									
Δ WABASH NATIONAL CORP ²	04/18/12	1,000	1,051.33	110.7500	1,107.50	56.17	5.63	34	3.04
CONV 03.375% MAY 01 2018									
MOODY'S: *** S&P: *** CUSIP: 929566AH0									
ORIGINAL UNIT/TOTAL COST: 105.7500/1,057.50									

PRIVATE BANKING &
INVESTMENT GROUP

MackKay Converts

YOUR EMA ASSETS

December 01, 2012- December 31, 2012

CORPORATE BONDS (continued)	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Current Annual Income	Yield%
CHART INDUSTRIES INC ²	06/05/12	1,000	1,145.40	123.1880	1,231.88	86.48	8.33	20	1.62
CONV SR SUBORDINATED 02 000% AUG 01 2018									
MOODY'S: *** S&P: B+ CUSIP: 16115QAC4									
^ OMNICARE INC ²	03/30/12	1,000	1,481.84	147.3750	1,473.75	(8.09)	1.67	38	2.54
CONV COMPANY GUARNT 03.750% DEC 15 2025									
MOODY'S: BA3 S&P: BB CUSIP: 681904AN8									
ORIGINAL UNIT/TOTAL COST 145.9500/1,459.50									
TEVA PHARM FINANCE LLC ²	11/02/11	2,000	2,105.00	102.1250	2,042.50	(62.50)	2.08	5	.24
CONV SENIOR DEBENTURES DUE FEBRUARY 01 2026									
MOODY'S: A3 S&P: A- CUSIP: 88163VAE9									
PAR CALL DATE: 02/01/08 PAR CALL PRICE: 100.00									
Δ HORNBECK OFFSHORE SRVCS ²	01/18/12	1,000	1,028.10	101.0000	1,010.00	(18.10)	2.08	17	1.60
CONV COMP GUARNT GLB STEP% NOV 15 2026									
MOODY'S: *** S&P: BB- CUSIP: 440543AE6									
PAR CALL DATE: 11/15/13 PAR CALL PRICE: 100.00									
ORIGINAL UNIT/TOTAL COST: 103.0000/1,030.00									
Δ ON SEMICONDUCTOR CORP ²	09/27/12	2,000	2,086.20	106.5630	2,131.26	45.06	2.33	53	2.46
CONV COMP GUARNT SER B 02.625% DEC 15 2026									
MOODY'S: *** S&P: BB CUSIP: 682189AH8									
PAR CALL DATE: 12/20/16 PAR CALL PRICE: 100.00									
ORIGINAL UNIT/TOTAL COST: 104.3750/2,087.50									
NUANCE COMMUNICATIONS ²	09/07/12	1,000	1,424.50	131.5000	1,315.00	(109.50)	10.39	28	2.09
CONV GLB 02.750% AUG 15 2027									
MOODY'S: *** S&P: BB- CUSIP: 67020YAB6									
PAR CALL DATE: 08/20/14 PAR CALL PRICE: 100.00									
^ WESCO INTERNATIONAL INC ²	04/15/10	1,000	1,821.25	247.7500	2,477.50	656.25	17.67	60	2.42
CONV COMP GUARNT GLB 06.000% SEP 15 2029									
MOODY'S: *** S&P: B CUSIP: 95082PAH8									



PRIVATE BANKING &
INVESTMENT GROUP

MacKay Converts

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

CORPORATE BONDS (continued)	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Current Annual Income	Yield%
PAR CALL DATE: 09/15/16 PAR CALL PRICE: 100.00 ORIGINAL UNIT/TOTAL COST: 157.7500/1,577.50									
^ L-3 COMMUNICATIONS CORP ^ CONV COMPANY GUARNT 03 000% AUG 01 2035 MOODY'S: BA1 S&P: BB+ CUSIP: 502413AW7 PAR CALL DATE: 02/01/11 PAR CALL PRICE: 100.00 ORIGINAL UNIT/TOTAL COST: 105.1730/1,051.73	10/06/08	1,000	1,245.20	101.2500	1,012.50	(232.70)	12.50	30	2.96
^ INTEL CORP ^ CONV JR SUBORDINATED 02 950% DEC 15 2035 MOODY'S: *** S&P: A- CUSIP: 458140AD2 ORIGINAL UNIT/TOTAL COST: 111.9900/1,119.90	06/07/12	1,000	1,149.19	103.6880	1,036.88	(112.31)	1.31	30	2.84
^ VERISIGN INC ^ CONV JR SUBORDNTD GLB 03 250% AUG 15 2037 MOODY'S: *** S&P: *** CUSIP: 92343EAD4 ORIGINAL UNIT/TOTAL COST: 71.8960/718.96	04/15/09	1,000	974.74	126.1250	1,261.25	286.51	12.28	33	2.57
^ OMNICO GROUP INC OMNICO ^ CONV SER * GLB ZERO% JUL 01 2038 MOODY'S: BAA1 S&P: BBB+ CUSIP: 682134AA9 PAR CALL DATE: 06/17/13 PAR CALL PRICE: 100.00 ORIGINAL UNIT/TOTAL COST: 107.0000/2,140.00	11/02/11	2,000	2,040.07	107.0630	2,141.26	101.19			
HOLOGIC INC ^ CONV SER 2012 STEP% MAR 01 2042 MOODY'S: *** S&P: B+ CUSIP: 436440ACS	05/31/12	2,000	1,823.00	99.1880	1,983.76	160.76	13.33	40	2.01
^ PEABODY ENERGY CORP ^ CONV JR SUB DEBS 04.750% DEC 15 2041 MOODY'S: BA3 S&P: B+ CUSIP: 704549AG9 PAR CALL DATE: 12/20/36 PAR CALL PRICE: 100.00	04/15/10	2,000	2,226.95	96.3130	1,926.26	(300.69)	4.22	95	4.93



Mackay Converts

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

CORPORATE BONDS (continued)		Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Accrued Interest	Estimated Annual Income	Estimated Current Yield%
Description	Acquired								
ORIGINAL UNIT/TOTAL COST- 111 8750/2,237.50									
*Total Convertible Securities (included in Equities asset allocation)		49,000	57,439.41		60,716.40	3,276.99	273.13	1,367	2.33
TOTAL		0	0.00		0.00	0.00	0.00	0	0.00
PREFERRED STOCKS		Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Accrued Interest	Estimated Annual Income	Estimated Current Yield%
Description	Acquired								
GOODYEAR TIRE SER PFD STK MOODY'S: *** S&P: *** CUSIP: 382550309	05/10/11	4	245.29	47.0600	188.24	(57.05)		12	6.24
GOODYEAR TIRE	05/10/11	4	251.93	47.0600	188.24	(63.69)		12	6.24
GOODYEAR TIRE	05/11/11	5	295.49	47.0600	235.30	(60.19)		15	6.24
GOODYEAR TIRE	05/12/11	10	597.60	47.0600	470.60	(127.00)		30	6.24
Subtotal		23	1,390.31		1,082.38	(307.93)		69	6.24
METLIFE, INC. COMMON EQUITY UNITS MOODY'S: *** S&P: BBB- CUSIP: 59156R116	05/29/12	14	573.63	44.4700	622.58	48.95		35	5.62
METLIFE, INC.	05/31/12	16	625.89	44.4700	711.52	85.63		40	5.62
METLIFE, INC.	12/14/12	11	478.54	44.4700	489.17	10.63		28	5.62
Subtotal		41	1,678.06		1,823.27	145.21		103	5.62
TOTAL		64	3,068.37		2,905.65	(162.72)		172	5.92

PLEASE REFER TO NOTES BELOW FOR INFORMATION REGARDING CREDIT RATINGS.

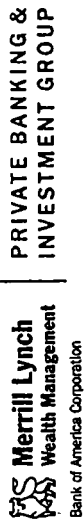
EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Estimated Current Yield%

MacKay Converts

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
^ AMG CAPITAL TRUST I XXX% CONV TR PFD SEC CONV PFD	AMGZO	04/14/10	28	50.9032	1,425.29	52.6560	1,474.37	49.08	72	4.84
ORIGINAL UNIT/TOTAL COST: 46 2500/1,295.00										
APACHE CORPORATION DEPOSITARY SHARES 6% MAND CNVT PFD	APAPRD	11/14/11 11/15/11	11 4	58.2009 58.3050	640.21 233.22	45.7000 45.7000	502.70 182.80	(137.51) (50.42)	33 12	6.56 6.56
		11/15/11	12	58.3050	699.66	45.7000	548.40	(151.26)	36	6.56
		11/16/11	3	59.0533	177.16	45.7000	137.10	(40.06)	9	6.56
		11/16/11	12	59.0516	708.62	45.7000	548.40	(160.22)	36	6.56
		11/17/11	1	57.3600	57.36	45.7000	45.70	(11.66)	3	6.56
		11/18/11	1	57.2900	57.29	45.7000	45.70	(11.59)	3	6.56
		01/05/12	8	56.9550	455.64	45.7000	365.60	(90.04)	24	6.56
Subtotal			52		3,029.16		2,376.40	(652.76)	156	6.56
A DANAHER CORP CONV		08/09/06	2,000	96.3700	1,927.55	162.5000	3,250.00	1,322.45		
ZERO% JAN 22 2021 ORIGINAL UNIT/TOTAL COST: 93 9600/1,879.20										
ENERGY XXI CONB PFD STK 05.625%	EXIXF	05/31/12	5	338.5000	1,692.50	347.1880	1,735.94	43.44	71	4.05
GENERAL MOTORS CO MANDATORY CONVERTIBLE JR PFD CONV SER B	GMPRB	11/22/10	17	50.5211	858.86	44.1300	750.21	(108.65)	41	5.38
HARTFORD FINANCIAL SVCS CONV PFD STK 7.25% 4/1/13	HIGPRA	04/14/10	34	26.1541	889.24	20.6500	702.10	(187.14)	62	8.77

PRIVATE BANKING &
INVESTMENT GROUP

MacKay Converts

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
NIELSEN 6.25% MAND CONV SUB BOND DUE 02/01/2013		05/10/12	31	56.8000	1,760.80	56.1560	1,740.84	(19.96)		
PPL CORPORATION SER	PPLPRU	08/11/10	29	54.3951	1,577.46	52.3100	1,516.99	(60.47)	138	9.08
CONV PFD STK										
STANLEY BLK & DECKER, INC CORP UNIT	SWU	11/04/10 11/05/10	4 1	105.8500 105.7500	423.40 105.75	121.7500 121.7500	487.00 121.75	63.60 16.00		19 3.90 5 3.90
		06/30/11	5	121.3320	606.66	121.7500	608.75	2.09		24 3.90
		07/06/11	4	123.9625	495.85	121.7500	487.00	(8.85)		19 3.90
Subtotal			14		1,631.66		1,704.50	72.84		67 3.90
UNITED TECHNOLOGIES CORP CORPORATE UNITS	UTXPRA	06/14/12 09/12/12	17 15	51.3500 56.0600	872.95 840.90	55.7100 55.7100	947.07 835.65	74.12 (5.25)		64 6.73 57 6.73
Subtotal			32		1,713.85		1,782.72	68.87		121 6.73
WELLS FARGO & CO NEW 7.5% PERP CONV PFD STK	WFCPR	08/11/09	1	830.0000	830.00	1,225.0000	1,225.00	395.00		75 6.12
TOTAL					17,336.37		18,259.07	922.70		803 5.35
LONG PORTFOLIO				Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%	
TOTAL				86,400.36	90,437.33	4,036.97	273.13	2,350	2.76	

Neuberger FI

Account Number: 02352

MERRILL LYNCH CONSULTS SERVICE

December 01, 2012 - December 31, 2012

YOUR INVESTMENT MANAGER - NEUBERGER BERMAN CORE FI

We encourage you to contact your Financial Advisor whenever there are changes in your particular situation or objectives. These changes can then be discussed directly with your Investment Manager. We also encourage you to discuss your portfolio at least annually with your Investment Manager. Your Financial Advisor would be pleased to arrange such discussions.

YOUR EMA BANK DEPOSIT INTEREST SUMMARY

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield%	Interest on Deposits	Closing Balance
FIA Card Services, N.A.	21,451	13,996	.10	1.19	11,941
TOTAL ML Bank Deposit Program	21,451			1.19	11,941

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS	Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH		0.19	0.19		.19		
ML BANK DEPOSIT PROGRAM		11,941.00	11,941.00	1.0000	11,941.00	12	.10
TOTAL		11,941.19	11,941.19		11,941.19	12	.10

GOVERNMENT AND AGENCY SECURITIES

Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Interest	Estimated Current Annual Income	Estimated Current Yield%
U.S. TREASURY NOTE	07/31/12	24,000	24,374.06	100.5860	24,140.64	(233.42)	151.65	600	2.48
2 500% MAR 31 2013	02.500% MAR 31 2013								
MOODY'S: AAA S&P: ***	CUSIP: 912828HV5								
U.S. TREASURY NOTE	08/08/12	5,000	5,075.21	100.5860	5,029.30	(45.91)	31.59	125	2.48
Subtotal		29,000	29,449.27		29,169.94	(279.33)	183.24	725	2.48



PRIVATE BANKING & INVESTMENT GROUP

Bank of America Corporation

Neuberger FI

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

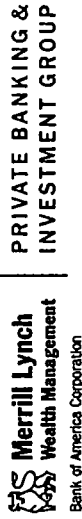
GOVERNMENT AND AGENCY SECURITIES ¹ (continued)									
Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Current Annual Income	Yield%
U.S. TREASURY NOTE 0.250% AUG 15 2015 MOODY'S: AAA S&P: *** CUSIP: 912828TK6	08/09/12	27,000	26,890.31	99.8200	26,951.40	61.09	25.31	68	.25
U.S. TREASURY NOTE 0.875% APR 30 2017 MOODY'S: AAA S&P: *** CUSIP: 912828SS0	06/29/12	2,000	2,013.61	101.2270	2,024.54	10.93	2.95	18	.86
ORIGINAL UNIT/TOTAL COST: 100.7580/2,015.16									
U.S. TREASURY NOTE 0.125% MAY 15 2019 MOODY'S: AAA S&P: *** CUSIP: 912828KQ2	07/17/12	16,000	16,187.95	101.2270	16,196.32	8.37	23.59	140	.86
ORIGINAL UNIT/TOTAL COST: 101.2968/16,207.50									
Subtotal		18,000	18,201.56		18,220.86	19.30	26.54	158	.86
U.S. TREASURY NOTE 0.625% AUG 31 2017 MOODY'S: AAA S&P: *** CUSIP: 912828TM2	09/28/12	6,000	6,005.57	99.9060	5,994.36	(11.21)	12.64	38	.62
ORIGINAL UNIT/TOTAL COST: 100.0976/6,005.86									
U.S. TREASURY NOTE 3.125% MAY 15 2019 MOODY'S: AAA S&P: *** CUSIP: 912828KQ2	12/01/10	5,000	5,134.23	113.2500	5,662.50	528.27	19.85	157	2.75
ORIGINAL UNIT/TOTAL COST: 103.4692/5,173.46									
U.S. TREASURY NOTE 0.125% MAY 15 2019 MOODY'S: AAA S&P: *** CUSIP: 912828KQ2	03/01/11	4,000	4,012.97	113.2500	4,530.00	517.03	15.88	125	2.75
ORIGINAL UNIT/TOTAL COST: 100.4067/4,016.27									
U.S. TREASURY NOTE 0.125% MAY 15 2019 MOODY'S: AAA S&P: *** CUSIP: 912828KQ2	04/01/11	2,000	1,999.77	113.2500	2,265.00	265.23	7.94	63	2.75
ORIGINAL UNIT/TOTAL COST: 110.5980/1,105.98									
U.S. TREASURY NOTE 0.125% MAY 15 2019 MOODY'S: AAA S&P: *** CUSIP: 912828KQ2	12/01/11	1,000	1,091.35	113.2500	1,132.50	41.15	3.97	32	2.75
ORIGINAL UNIT/TOTAL COST: 113.4720/1,134.72									
U.S. TREASURY NOTE 0.125% MAY 15 2019 MOODY'S: AAA S&P: *** CUSIP: 912828KQ2	05/18/12	1,000	1,123.35	113.2500	1,132.50	9.15	3.97	32	2.75
ORIGINAL UNIT/TOTAL COST: 113.2035/2,264.07									
U.S. TREASURY NOTE 0.125% MAY 15 2019 MOODY'S: AAA S&P: *** CUSIP: 912828KQ2	05/22/12	2,000	2,241.89	113.2500	2,265.00	23.11	7.94	63	2.75
ORIGINAL UNIT/TOTAL COST: 113.2035/2,264.07									
Subtotal		15,000	15,603.56		16,987.50	1,383.94	59.55	472	2.75



Neuberger FI

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

PRIVATE BANKING &
INVESTMENT GROUP

GOVERNMENT AND AGENCY SECURITIES (continued)	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Current Annual Income	Yield%
Δ U.S. TREASURY NOTE 2.625% NOV 15 2020 02 625% NOV 15 2020 MOODY'S: AAA S&P: *** CUSIP: 912828PC8 ORIGINAL UNIT/TOTAL COST: 107.1015/2,142.03	2,000	2,123.93	109.7500	2,195.00	71.07	6.67	53	2.39
Δ U.S. TREASURY NOTE 11/01/11 ORIGINAL UNIT/TOTAL COST: 106.2152/5,310.76	5,000	5,273.56	109.7500	5,487.50	213.94	16.68	132	2.39
Subtotal	7,000	7,397.49		7,682.50	285.01	23.35	185	2.39
Δ U.S. TREASURY NOTE 3.125% MAY 15 2021 03.125% MAY 15 2021 MOODY'S: AAA S&P: *** CUSIP: 912828QN3 ORIGINAL UNIT/TOTAL COST: 112.4845/2,249.69	2,000	2,226.73	113.3980	2,267.96	41.23	7.94	63	2.75
Δ U.S. TREASURY NOTE 07/31/12 ORIGINAL UNIT/TOTAL COST: 115.3520/3,460.56	3,000	3,439.78	113.3980	3,401.94	(37.84)	11.91	94	2.75
Δ U.S. TREASURY NOTE 11/01/12 ORIGINAL UNIT/TOTAL COST: 113.4570/1,134.57	1,000	1,132.11	113.3980	1,133.98	1.87	3.97	32	2.75
Subtotal	6,000	6,798.62		6,803.88	5.26	23.82	189	2.75
Δ U.S. TRSY INFLATION NTE 0.625% JUL 15 2021 INFL ADJ PRIN 12,316 MOODY'S: AAA S&P: *** CUSIP: 912828QV5 ORIGINAL UNIT/TOTAL COST: 103.3755/12,405.07	12,000	12,638.01	113.6720	13,999.93	1,361.92	34.44	77	.54
Δ U.S. TREASURY BOND 06.500% NOV 15 2026 MOODY'S: AAA S&P: *** CUSIP: 912810EY0 ORIGINAL UNIT/TOTAL COST: 131.7660/3,952.98	3,000	3,880.15	151.8590	4,555.77	675.62	24.78	195	4.28
Δ U.S. TREASURY BOND 06/30/11 ORIGINAL UNIT/TOTAL COST: 130.8325/5,233.30	4,000	5,141.83	151.8590	6,074.36	932.53	33.04	260	4.28
Subtotal	7,000	9,021.98		10,630.13	1,608.15	57.82	455	4.28

Neuberger FI

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

GOVERNMENT AND AGENCY SECURITIES ¹ (continued)									
Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Current Annual Income	Yield%
U.S. TREASURY BOND 07/19/11 2,000 2,396.91 142.7500 2,855.00 458.09 40.31 108 3.76									
5.375% FEB 15 2031 05.375% FEB 15 2031									
MOODY'S: AAA S&P: *** CUSIP: 912810FP8									
ORIGINAL UNIT/TOTAL COST: 120.9145/2,418.29									
U.S. TREASURY BOND 12/31/09 3,000 3,055.00 136.4380 4,093.14 1,038.14 53.44 143 3.48									
4.750% FEB 15 2037 04.750% FEB 15 2037									
MOODY'S: AAA S&P: *** CUSIP: 912810PT9									
ORIGINAL UNIT/TOTAL COST: 101.9496/3,058.49									
FHLMC G0 5645 04 50%2039 08/25/11 32,095 16,163.72 107.3091 16,479.94 316.22 90.62 692 4.19									
AMORTIZED FACTOR 0.478499720 AMORTIZED VALUE 15,357									
MOODY'S: *** S&P: *** CUSIP: 3128M7TA4									
FHLMC C0 3565 04%2040 12/01/10 17,000 8,660.19 106.8494 9,227.41 567.22 346 3.74									
AMORTIZED FACTOR 0.507994210 AMORTIZED VALUE 8,635									
MOODY'S: *** S&P: *** CUSIP: 31292K6A0									
FHLMC A9 6312 04%2041 01/03/11 10,000 7,533.70 106.8494 8,104.17 570.47 304 3.74									
AMORTIZED FACTOR 0.758466350 AMORTIZED VALUE 7,584									
MOODY'S: *** S&P: *** CUSIP: 312945AM0									
FNMA PAK5426 03 50%2042 04/19/12 7,035 6,766.20 106.9182 6,980.19 213.99 20.27 229 3.27									
AMORTIZED FACTOR 0.928007330 AMORTIZED VALUE 6,528									
MOODY'S: *** S&P: *** CUSIP: 3138EAA49									
FNMA PAB5511 03 50%2042 11/01/12 10,560 10,335.79 106.9182 10,380.94 45.15 28.32 340 3.27									
AMORTIZED FACTOR 0.919435320 AMORTIZED VALUE 9,709									
MOODY'S: *** S&P: *** CUSIP: 31417CDR3									
FNMA PA07562 03%2042 08/13/12 10,000 10,261.60 104.8875 10,421.19 159.59 24.84 299 2.86									
AMORTIZED FACTOR 0.993559250 AMORTIZED VALUE 9,935									
MOODY'S: *** S&P: *** CUSIP: 3138LYML8									

Neuberger FI

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012



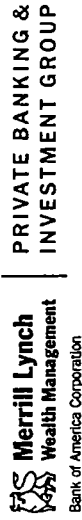
GOVERNMENT AND AGENCY SECURITIES (continued)									
Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Current Annual Income	Estimated Current Yield%
FNMA PAP3125 03%2042	11/30/12	7,012	7,364.88	104.8875	7,342.24	(22.64)	17.50	210	2.86
AMORTIZED FACTOR 0.998304680 AMORTIZED VALUE 7,000									
MOODY'S: *** S&P: *** CUSIP: 3138M6PK7									
TOTAL		225,702	204,544.36		212,324.72	7,780.36	722.01	5,038	2.37
CORPORATE BONDS									
Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Current Annual Income	Estimated Current Yield%
BOEING CO	10/10/06	3,000	2,970.24	100.5520	3,018.56	46.32	58.08	154	5.09
GLB 05 125% FEB 15 2013									
MOODY'S A2 S&P: A CUSIP: 097023AT2									
DAIMLERCHRYSLER NA HLDG	05/14/07	3,000	3,026.77	104.9740	3,149.22	122.45	24.92	195	6.19
COMPANY GUARNT GLB 06.500% NOV 15 2013									
MOODY'S: A3 S&P: A- CUSIP: 233835AW7									
ORIGINAL UNIT/TOTAL COST: 105.7510/3,172.53									
MORGAN STANLEY	10/14/04	2,000	1,951.32	103.5480	2,070.96	109.64	23.75	95	4.58
SUBORDINATED GLB 04 750% APR 01 2014									
MOODY'S: BAA2 S&P: BBB+ CUSIP: 61748AAE6									
MORGAN STANLEY	12/06/05	1,000	951.71	103.5480	1,035.48	83.77	11.88	48	4.58
Subtotal		3,000	2,913.03		3,106.44	193.41	35.63	143	4.58
Δ BELLSOUTH CORP	09/22/04	2,000	2,007.58	107.4120	2,148.24	140.66	30.62	104	4.84
GLB 05.200% SEP 15 2014									
MOODY'S: *** S&P: A- CUSIP: 079860AG7									
ORIGINAL UNIT/TOTAL COST: 101.8270/2,036.54									
BELLSOUTH CORP	12/06/05	1,000	984.72	107.4120	1,074.12	89.40	15.31	52	4.84
Subtotal		3,000	2,992.30		3,222.36	230.06	45.93	156	4.84
CITIGROUP INC	10/10/06	2,000	1,938.26	105.2090	2,104.18	165.92	29.44	100	4.75
SUBORDINATED GLB 05.000% SEP 15 2014									
MOODY'S: BAA3 S&P: BBB+ CUSIP: 172967CQ2									

Neuberger FI

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

CORPORATE BONDS (continued)	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Current Annual Income	Current Yield%
GENERAL ELEC CAP CORP 09/30/04 SER MTNA GLB 04.750% SEP 15 2014 MOODY'S: A1 S&P: AA+ CUSIP: 36962GK86		2,000	1,985.42	106.7591	2,135.18	149.76	27.97	95	4.44
GENERAL ELEC CAP CORP 12/06/05 Subtotal		1,000 3,000	975.22 2,960.64	106.7591	1,067.59 3,202.77	92.37 242.13	13.99 41.96	48 143	4.44 4.44
Δ CREDIT SUISSE FB USA INC 09/17/09 BANK GUARANTEED GLB 04.875% JAN 15 2015 MOODY'S: A1 S&P: A+ CUSIP: 22541LAR4 ORIGINAL UNIT/TOTAL COST: 105.3250/3,159.75		3,000	3,065.05	107.7780	3,233.34	168.29	67.44	147	4.52
JPMORGAN CHASE 08/01/05 GLB 04.750% MAR 01 2015 MOODY'S: A2 S&P: A CUSIP: 46625HCE8		3,000	2,943.36	107.8820	3,236.46	293.10	47.50	143	4.40
Δ BP CAPITAL MARKETS PLC 01/11/12 COMPANY GUARNT GLB 03.875% MAR 10 2015 MOODY'S: A2 S&P: A- CUSIP: 05565QBHO ORIGINAL UNIT/TOTAL COST: 107.6460/3,229.38		3,000	3,160.75	106.5350	3,196.05	35.30	35.52	117	3.63
EXELON CORP 10/17/07 04.900% JUN 15 2015 MOODY'S: BAA2 S&P: BBB- CUSIP: 30161NAD3		3,000	2,822.19	108.8530	3,265.59	443.40	6.53	147	4.50
Δ SIMON PROPERTY GROUP LP 04/26/07 GLB 05.750% DEC 01 2015 MOODY'S: A3 S&P: A- CUSIP: 828807BP1 PAR CALL DATE: 09/02/15 PAR CALL PRICE: 100.00 ORIGINAL UNIT/TOTAL COST: 101.8105/2,036.21		2,000	2,014.23	112.6440	2,252.88	238.65	9.58	115	5.10
Δ WACHOVIA BANK NA 04/24/07 SUBORDINATED SER MTN GLB 05.600% MAR 15 2016 MOODY'S: A1 S&P: A+ CUSIP: 92976GAE1 ORIGINAL UNIT/TOTAL COST: 101.5520/3,046.56		3,000	3,019.37	112.5400	3,376.20	356.83	49.47	168	4.97

PRIVATE BANKING &
INVESTMENT GROUP

Neuberger FI

YOUR EMA ASSETS

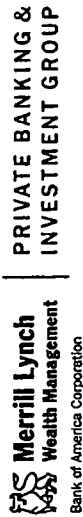
December 01, 2012 - December 31, 2012

CORPORATE BONDS (continued)	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Current Annual Income	Yield%
Δ USD BANK NOVA SCOTIA 2.550% JAN 31 2017 MOODY'S: AA1 S&P: A+ CUSIP: 064159AM8 ORIGINAL UNIT/TOTAL COST: 100.8530/3,025.59	01/09/12	3,000	3,020.86	105.2240	3,156.72	135.86	35.91	77	2.42
Δ BERKSHIRE HATHAWAY FIN COMPANY GUARNT GLB 01.600% MAY 15 2017 MOODY'S: AA2 S&P: AA+ CUSIP: 084664BS9 ORIGINAL UNIT/TOTAL COST: 102.3430/3,070.29	09/11/12	3,000	3,065.92	101.9280	3,057.84	(8.08)	6.13	48	1.56
USD CAN NATURAL RES 5.700% MAY 15 2017 MOODY'S: BAA1 S&P: BBB+ CUSIP: 136385AK7	10/16/07	3,000	2,949.66	117.7970	3,533.91	584.25	21.85	171	4.83
Δ AMERICAN EXPRESS GLB 06.150% AUG 28 2017 MOODY'S: A3 S&P: BBB+ CUSIP: 025816AX7 ORIGINAL UNIT/TOTAL COST: 100.5700/3,017.10	08/24/07	3,000	3,009.24	120.4970	3,614.91	605.67	63.04	185	5.10
Δ ASTRAZENECA PLC GLB 05.900% SEP 15 2017 MOODY'S: A1 S&P: AA- CUSIP: 046353AB4 ORIGINAL UNIT/TOTAL COST: 102.2500/3,067.50	10/16/07	3,000	3,036.65	121.5030	3,645.09	608.44	52.12	177	4.85
Δ TOYOTA MOTOR CREDIT CORP SER MTN GLB 01.250% OCT 05 2017 MOODY'S: AA3 S&P: AA- CUSIP: 89233P6S0 ORIGINAL UNIT/TOTAL COST: 100.3720/4,014.88	10/03/12	4,000	4,014.22	100.7110	4,028.44	14.22	11.94	50	1.24
Δ COMCAST CORP COMPANY GUARNT GLB 06.300% NOV 15 2017 MOODY'S: BAA1 S&P: BBB+ CUSIP: 20030NAU5 ORIGINAL UNIT/TOTAL COST: 100.7730/3,023.19	08/27/07	3,000	3,012.86	122.6760	3,680.28	667.42	24.15	189	5.13

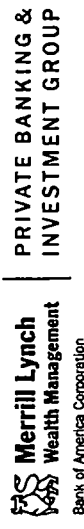
Neuberger FI

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

PRIVATE BANKING &
INVESTMENT GROUP

CORPORATE BONDS (continued)	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Current Annual Income	Yield%
Δ UNITED PARCEL SERVICE GLB 05.500% JAN 15 2018 MOODY'S: AA3 S&P: A+ CUSIP: 911312AH9 ORIGINAL UNIT/TOTAL COST: 101.7210/3,051.63	3,000	3,029.37	120.1500	3,604.50	575.13	76.08	165	4.57
VERIZON COMMUNICATIONS GLB 05.500% FEB 15 2018 MOODY'S: A3 S&P: A CUSIP: 92343VAL8	3,000	2,954.55	120.0870	3,602.61	648.06	62.33	165	4.58
Δ WAL-MART STORES INC GLB 05.800% FEB 15 2018 MOODY'S: AA2 S&P: AA CUSIP: 931142CJ0 ORIGINAL UNIT/TOTAL COST: 106.1300/2,122.60	2,000	2,070.11	122.5050	2,450.10	379.99	43.82	116	4.73
Δ CONOCO PHILLIPS 5.75% DUE 2/1/2019 MOODY'S: A1 S&P: A CUSIP: 20825CAR5 ORIGINAL UNIT/TOTAL COST: 100.9050/3,027.15	3,000	3,018.30	122.9920	3,689.76	671.46	71.87	173	4.67
Δ TIME WARNER CABLE INC COMPANY GUARNT GLB 08.750% FEB 14 2019 MOODY'S: BAA2 S&P: BBB CUSIP: 88732JAP3 ORIGINAL UNIT/TOTAL COST: 100.5880/3,017.64	3,000	3,012.35	134.9160	4,047.48	1,035.13	99.90	263	6.48
Δ CATERPILLAR FINANCIAL SE SER MTN 07.150% FEB 15 2019 MOODY'S: A2 S&P: A CUSIP: 14912L4E8 ORIGINAL UNIT/TOTAL COST: 105.3830/3,161.49	3,000	3,113.11	130.2060	3,906.18	793.07	81.03	215	5.49
CISCO SYSTEMS INC GLB 04.950% FEB 15 2019 MOODY'S: A1 S&P: A+ CUSIP: 17275RAE2	3,000	2,967.60	118.3820	3,551.46	583.86	56.10	149	4.18



PRIVATE BANKING &
INVESTMENT GROUP

Neuberger FI

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

Corporate Bonds (continued)	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Interest	Estimated Current Yield%
APFIZER INC. 6.20% DUE 3/15/2019 MOODY'S: A1 S&P: AA CUSIP: 717081DB6 ORIGINAL UNIT/TOTAL COST: 105.4390/4,217.56	4,000	4,148.74	126.3980	5,055.92	907.18	73.02	248 4.90
GOLDMAN SACHS GROUP INC GLB 05.375% MAR 15 2020 MOODY'S: A3 S&P: A- CUSIP: 38141EA58 ORIGINAL UNIT/TOTAL COST: 104.3670/3,131.01	3,000	3,110.50	114.6030	3,438.09	327.59	47.48	162 4.69
ENTERPRISE PRODUCTS OPER COMPANY GUARNT 05.200% SEP 01 2020 MOODY'S: BAA2 S&P: BBB CUSIP: 29379VAP8 ORIGINAL UNIT/TOTAL COST: 104.3940/3,131.82	3,000	3,111.89	119.3610	3,580.83	468.94	52.00	156 4.35
TIME WARNER INC COMPANY GUARNT 04.700% JAN 15 2021 MOODY'S: BAA2 S&P: BBB CUSIP: 887317AGO ORIGINAL UNIT/TOTAL COST: 104.9940/3,149.82	3,000	3,121.07	113.8450	3,415.35	294.28	65.02	141 4.12
DIRECTV HLDG/FIN INC COMPANY GUARNT 05.000% MAR 01 2021 MOODY'S: BAA2 S&P: BBB CUSIP: 25459HBA2 ORIGINAL UNIT/TOTAL COST: 101.5270/3,045.81	3,000	3,039.13	112.1780	3,385.34	326.21	50.00	150 4.45
AT&T INC GLB 03.000% FEB 15 2022 MOODY'S: A2 S&P: A- CUSIP: 00206RBD3 ORIGINAL UNIT/TOTAL COST: 100.0310/3,000.93	3,000	3,000.86	104.0020	3,120.06	119.20	34.00	90 2.88
PHILIPS ELECTRONICS NV GLB 03.750% MAR 15 2022 MOODY'S: A3 S&P: A- CUSIP: 500472AF2 ORIGINAL UNIT/TOTAL COST: 100.3900/3,011.70	3,000	3,010.91	108.0990	3,242.97	232.06	33.12	113 3.46

PRIVATE BANKING &
INVESTMENT GROUP

Neuberger FI

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

CORPORATE BONDS (continued)	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Current Annual Income	Estimated Current Yield%
WALT DISNEY COMPANY/THE SER MTN GLB 02.350% DEC 01 2022 MOODY'S: A2 S&P: A CUSIP: 25468PCW4	11/28/12	4,000	3,999.96	100.9190	4,038.76	36.80	8.09	94	2.32
PHILIPS ELECTRONICS NV GLB 06 875% MAR 11 2038 MOODY'S: A3 S&P: A- CUSIP: 500472AC9	03/06/08	3,000	2,981.79	135.3040	4,059.12	1,077.33	63.02	207	5.08
Δ KRAFT FOODS INC GLB 06 500% FEB 09 2040 MOODY'S: BAA2 S&P: BBB- CUSIP: 50075NAZ7 ORIGINAL UNIT/TOTAL COST: 100.0880/3,002.64	02/18/10	3,000	3,002.55	134.3350	4,030.05	1,027.50	76.92	195	4.83
HOME DEPOT INC SENIOR NOTES 05.400% SEP 15 2040 MOODY'S: A3 S&P: A CUSIP: 437076AU6 PAR CALL DATE: 03/15/40 PAR CALL PRICE: 100.00	09/10/10	3,000	2,939.31	125.3800	3,761.40	822.09	47.70	162	4.30
TOTAL		111,000	111,567.70		127,037.22	15,489.52	1,708.64	5,589	4.40

PLEASE REFER TO NOTES BELOW FOR INFORMATION REGARDING CREDIT RATINGS.

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL	328,053.25	351,303.13	23,249.88	2,430.65	10,638	3.03

Notes

- Δ Debt Instruments purchased at a premium show amortization θ Debt Instruments purchased at a discount show accretion
 * Some agency securities are not backed by the full faith and credit of the United States government.
 *** Rating currently unavailable or not rated/unrated as provided by Rating Agency or recognized industry wide third party vendor source.
 < Derived from Moody's and/or S & P ratings for other debt securities of this issuer and provided by a third party vendor.
 † Cost basis has been adjusted by the deferred loss amount from a previous "Wash Sale" and the acquisition date has been adjusted to



Fayez Sarofim LCG

Account Number: 02353

MERRILL LYNCH CONSULTS SERVICE

December 01, 2012 - December 31, 2012

YOUR INVESTMENT MANAGER - FAYEZ SAROFIM LCC CONSGWTH

We encourage you to contact your Financial Advisor whenever there are changes in your particular situation or objectives. These changes can then be discussed directly with your Investment Manager. We also encourage you to discuss your portfolio at least annually with your Investment Manager. Your Financial Advisor would be pleased to arrange such discussions.

YOUR EMA BANK DEPOSIT INTEREST SUMMARY

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield%	Interest on Deposits	Closing Balance
FIA Card Services, N.A.	7,698	8,210	.10	0.70	8,734
TOTAL ML Bank Deposit Program	7,698			0.70	8,734

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	34.25	34.25		34.25		
ML BANK DEPOSIT PROGRAM	8,734.00	8,734.00	1.0000	8,734.00	9	.10
TOTAL		8,768.25		8,768.25	9	.10

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Current Annual Income	Estimated Current Yield%
ABBOTT LABS	ABT	06/25/02	89	36.5268	3,250.89	65.5000	5,829.50	2,578.61	50	.85
AIR PRODUCTS&CHEM	APD	10/27/10	15	84.5040	1,267.56	84.0200	1,260.30	(7.26)	39	3.04
		05/26/11	10	92.5820	925.82	84.0200	840.20	(85.62)	26	3.04
		05/27/11	3	93.5366	280.61	84.0200	252.06	(28.55)	8	3.04
Subtotal			28		2,473.99		2,352.56	(121.43)	73	3.04

Fayez Sarofim LCG

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012



Equities (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Current Yield%
ALTRIA GROUP INC	MO	06/25/02	48	10.8593	521.26	31.4400	1,509.12	987.87	85	5.59
		12/04/02	60	9.2580	555.48	31.4400	1,886.40	1,330.92	106	5.59
		09/12/07	5	20.5900	102.95	31.4400	157.20	54.25	9	5.59
		05/27/08	29	22.3989	649.57	31.4400	911.76	262.19	52	5.59
		06/04/09	38	16.9657	644.70	31.4400	1,194.72	550.02	67	5.59
Subtotal			180		2,473.95		5,659.20	3,185.25	319	5.59
AMER EXPRESS COMPANY	AXP	06/25/02	21	32.4914	682.32	57.4800	1,207.08	524.76	17	1.39
		01/14/04	8	42.2450	337.96	57.4800	459.84	121.88	7	1.39
		11/07/12	18	55.6827	1,002.29	57.4800	1,034.64	32.35	15	1.39
Subtotal			47		2,022.57		2,701.56	678.99	39	1.39
APACHE CORP	APA	07/08/11	20	124.7330	2,494.66	78.5000	1,570.00	(924.66)	14	.86
APPLE INC	AAPL	07/19/07	1	140.1400	140.14	532.1729	532.17	392.03	11	1.99
		02/07/08	11	121.4981	1,336.48	532.1729	5,853.90	4,517.42	117	1.99
		10/27/08	6	95.9666	575.80	532.1729	3,193.04	2,617.24	64	1.99
		06/03/09	4	139.4225	557.69	532.1729	2,128.69	1,571.00	43	1.99
		05/26/11	4	334.7700	1,339.08	532.1729	2,128.69	789.61	43	1.99
		09/01/11	3	381.7533	1,145.26	532.1729	1,596.52	451.26	32	1.99
		02/01/12	1	456.7400	456.74	532.1729	532.17	75.43	11	1.99
Subtotal			30		5,551.19		15,965.18	10,413.99	321	1.99
ARCOS DORADOS HOLDING INC	ARCO	05/26/11	17	22.4882	382.30	11.9600	203.32	(178.98)	5	1.99
CL A SHARES		05/27/11	21	23.0366	483.77	11.9600	251.16	(232.61)	5	1.99
		05/31/11	20	23.1015	462.03	11.9600	239.20	(222.83)	5	1.99
Subtotal			58		1,328.10		693.68	(634.42)	15	1.99
AUTOMATIC DATA PROC	ADP	10/21/05	27	38.5459	1,040.74	56.9300	1,537.11	496.37	47	3.05
		10/20/06	15	42.7820	641.73	56.9300	853.95	212.22	27	3.05
		09/12/07	5	44.6500	223.25	56.9300	284.65	61.40	9	3.05
Subtotal			47		1,905.72		2,675.71	769.99	83	3.05

PRIVATE BANKING &
INVESTMENT GROUP

Fayez Sarofim LCG

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
BLACKROCK INC	BLK	09/01/11	3	163.0666	489.20	206.7100	620.13	130.93	18	2.90
		09/02/11	4	159.3125	637.25	206.7100	826.84	189.59	24	2.90
		02/01/12	7	183.7228	1,286.06	206.7100	1,446.97	160.91	42	2.90
Subtotal			14		2,412.51		2,893.94	481.43	84	2.90
CATERPILLAR INC DEL	CAT	07/11/06	12	73.0641	876.77	89.6085	1,075.30	198.53	25	2.32
		05/07/09	12	38.1066	457.28	89.6085	1,075.30	618.02	25	2.32
		05/24/11	27	101.9800	2,753.46	89.6085	2,419.43	(334.03)	57	2.32
Subtotal			51		4,087.51		4,570.03	482.52	107	2.32
CHEVRON CORP	CXV	06/25/02	56	43.7851	2,451.97	108.1400	6,055.84	3,603.87	202	3.32
		10/26/04	25	53.7768	1,344.42	108.1400	2,703.50	1,359.08	90	3.32
		05/26/11	6	102.8600	617.16	108.1400	648.84	31.68	22	3.32
Subtotal			87		4,413.55		9,408.18	4,994.63	314	3.32
COCA COLA COM	KO	06/25/02	178	28.2061	5,020.69	36.2500	6,452.50	1,431.81	182	2.81
		09/20/05	10	21.4790	214.79	36.2500	362.50	147.71	11	2.81
		09/12/07	40	28.1430	1,125.72	36.2500	1,450.00	324.28	41	2.81
		06/03/09	64	24.5914	1,573.85	36.2500	2,320.00	746.15	66	2.81
		02/01/12	40	34.0907	1,363.63	36.2500	1,450.00	86.37	41	2.81
Subtotal			332		9,298.68		12,035.00	2,736.32	341	2.81
CONOCOPHILLIPS	COP	08/31/04	31	28.3354	878.40	57.9900	1,797.69	919.29	82	4.55
		10/26/04	14	33.1864	464.61	57.9900	811.86	347.25	37	4.55
		12/21/04	10	33.9680	339.68	57.9900	579.90	240.22	27	4.55
		12/22/04	18	33.4216	601.59	57.9900	1,043.82	442.23	48	4.55
		09/01/05	11	53.6927	590.62	57.9900	637.89	47.27	30	4.55
		05/07/09	18	34.2127	615.83	57.9900	1,043.82	427.99	48	4.55
Subtotal			102		3,490.73		5,914.98	2,424.25	272	4.55
DIAGEO PLC SPSD ADR NEW	DEO	11/07/12	13	115.9676	1,507.58	116.5800	1,515.54	7.96	37	2.37
		11/08/12	10	114.6870	1,146.87	116.5800	1,165.80	18.93	28	2.37
Subtotal			23		2,654.45		2,681.34	26.89	65	2.37

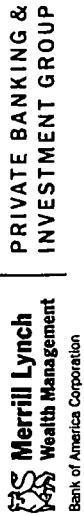


Fayez Sarofim LCG

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Current Yield%
DISNEY (WALT) CO COM STK	DIS	03/12/10	53	33.6449	1,783.18	49.7900	2,638.87	855.69	40	1.50
Subtotal		03/02/11	7	43.3957	303.77	49.7900	348.53	44.76	6	1.50
			60		2,086.95		2,987.40	900.45	46	1.50
EXXON MOBIL CORP COM	XOM	06/25/02	97	40.2501	3,904.26	86.5500	8,395.35	4,491.09	222	2.63
		12/17/02	33	35.7266	1,178.98	86.5500	2,856.15	1,677.17	76	2.63
		02/05/04	13	40.3284	524.27	86.5500	1,125.15	600.88	30	2.63
		08/04/09	19	70.3831	1,337.28	86.5500	1,644.45	307.17	44	2.63
		02/22/10	17	65.6105	1,115.38	86.5500	1,471.35	355.97	39	2.63
Subtotal			179		8,060.17		15,492.45	7,432.28	411	2.63
FRANKLIN RES INC	BEN	05/30/08	17	101.8264	1,731.05	125.7000	2,136.90	405.85	20	.92
		01/25/11	4	119.1200	476.48	125.7000	502.80	26.32	5	.92
Subtotal			21		2,207.53		2,639.70	432.17	25	.92
FREEMT-MCMRAN CPR & GLD	FCX	11/27/09	46	41.8280	1,924.09	34.2000	1,573.20	(350.89)	58	3.65
		02/28/11	21	52.3814	1,100.01	34.2000	718.20	(381.81)	27	3.65
		05/26/11	13	50.1015	651.32	34.2000	444.60	(206.72)	17	3.65
Subtotal			80		3,675.42		2,736.00	(939.42)	102	3.65
GENERAL ELECTRIC	GE	01/22/01	170	46.6605	7,932.29	20.9900	3,568.30	(4,363.99)	130	3.62
		01/10/03	2	25.9000	51.80	20.9900	41.98	(9.82)	2	3.62
		07/28/05	15	34.8900	523.35	20.9900	314.85	(208.50)	12	3.62
		09/20/05	13	33.8400	439.92	20.9900	272.87	(167.05)	10	3.62
Subtotal			200		8,947.36		4,198.00	(4,749.36)	154	3.62
HSBC HLDG PLC SP ADR	HBC	09/24/04	4	79.6800	318.72	53.0700	212.28	(106.44)	10	4.71
		09/27/04	9	79.1455	712.31	53.0700	477.63	(234.68)	23	4.71
		09/28/04	13	79.3400	1,031.42	53.0700	689.91	(341.51)	33	4.71
		12/21/04	3	84.8266	254.48	53.0700	159.21	(95.27)	8	4.71
		12/22/04	6	85.0650	510.39	53.0700	318.42	(191.97)	15	4.71
		12/23/04	4	85.1975	340.79	53.0700	212.28	(128.51)	10	4.71
		07/28/05	6	81.5000	489.00	53.0700	318.42	(170.58)	15	4.71
		04/08/09	18	18.4872	332.77	53.0700	955.26	622.49	45	4.71
Subtotal			63		3,989.88		3,343.41	(646.47)	159	4.71



PRIVATE BANKING &
INVESTMENT GROUP

Fayez Sarofim LCG

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
INTEL CORP	INTC	10/13/00 09/12/07	213 11 224	40.0480 25.6000	8,530.23 281.60 8,811.83	20.6200 20.6200	4,392.06 226.82 4,618.88	(4,138.17) (54.78) (4,192.95)	192 10 202	4.36 4.36 4.36
Subtotal										
INTL BUSINESS MACHINES CORP IBM	IBM	01/15/10 03/12/10 09/10/12	20 7 14 41	131.4190 127.7028 201.5342	2,628.38 893.92 2,821.48 6,343.78	191.5500 191.5500 191.5500	3,831.00 1,340.85 2,681.70 7,853.55	1,202.62 446.93 (139.78) 1,509.77	68 24 48 140	1.77 1.77 1.77 1.77
Subtotal										
INTUITIVE SURGICAL INC NEW	ISRG	04/02/09 03/08/11	4 2 6	97.9675 332.2750	391.87 664.55 1,056.42	490.3700 490.3700	1,961.48 980.74 2,942.22	1,569.61 316.19 1,885.80		
Subtotal										
JOHNSON AND JOHNSON COM	JNJ	06/25/02 03/04/04 09/20/05 09/12/07 06/04/09	15 56 8 11 16 106	54.6600 53.0694 64.4600 62.5600 55.7481	819.90 2,971.89 515.68 688.16 891.97 5,887.60	70.1000 70.1000 70.1000 70.1000 70.1000	1,051.50 3,925.60 560.80 771.10 1,121.60 7,430.60	231.60 953.71 45.12 82.94 229.63 1,543.00	37 137 20 27 40 261	3.48 3.48 3.48 3.48 3.48 3.48
Subtotal										
JPMORGAN CHASE & CO	JPM	06/25/02 01/13/09 06/02/09 01/24/11	61 32 17 30 140	33.4900 25.2915 34.8629 44.9933	2,042.89 809.33 592.67 1,349.80 4,794.69	43.9691 43.9691 43.9691 43.9691	2,682.12 1,407.01 747.47 1,319.07 6,155.67	639.23 597.68 154.80 (30.73) 1,360.98	74 39 21 36 170	2.72 2.72 2.72 2.72 2.72
Subtotal										
KRAFT FOODS GROUP INC SHS	KRFT	10/22/10 10/25/10	6 17 23	33.5483 33.9717	201.29 577.52 778.81	45.4700 45.4700	272.82 772.99 1,045.81	71.53 195.47 267.00	12 34 46	4.39 4.39 4.39
Subtotal										
LAUDER ESTEE COS INC A	EL	06/25/02 09/12/07	30 16 46	18.1653 20.2550	544.96 324.08 869.04	59.8600 59.8600	1,795.80 957.76 2,753.56	1,250.84 633.68 1,884.52	22 12 34	1.20 1.20 1.20
Subtotal										

Fayez Sarofim LCG

YOUR EMA ASSETS

EQUITIES (continued)		Symbol	Acquired	Quantity	Unit		Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Current Yield%
Description	COM				Cost Basis	Market Price						
MCDONALDS CORP	COM	MCD	06/25/02	41	29.0002	88.2100	1,189.01	88.2100	3,616.61	2,427.60	127	3.49
			06/03/09	20	60.7940	88.2100	1,215.88	88.2100	1,764.20	548.32	62	3.49
			11/24/09	28	64.1039	88.2100	1,794.91	88.2100	2,469.88	674.97	87	3.49
Subtotal				89			4,199.80		7,850.69	3,650.89	276	3.49
MERCK AND CO INC SHS		MRK	06/25/02	39	47.1966	40.9400	1,840.67	40.9400	1,596.66	(244.01)	68	4.20
			06/05/09	13	26.2246	40.9400	340.92	40.9400	532.22	191.30	23	4.20
			07/01/09	15	28.1306	40.9400	421.96	40.9400	614.10	192.14	26	4.20
Subtotal				67			2,603.55		2,742.98	139.43	117	4.20
MONDELEZ INTERNATIONAL INC		MDLZ	10/22/10	19	20.6863	25.4532	393.04	25.4532	483.61	90.57	10	2.04
			10/25/10	52	20.9469	25.4532	1,089.24	25.4532	1,323.57	234.33	28	2.04
Subtotal				71			1,482.28		1,807.18	324.90	38	2.04
NESTLE S A REP RG SH ADR		NSRGY	06/25/02	103	23.3000	65.1700	2,399.90	65.1700	6,712.51	4,312.61	183	2.71
			11/27/09	16	48.0287	65.1700	768.46	65.1700	1,042.72	274.26	29	2.71
Subtotal				119			3,168.36		7,755.23	4,586.87	212	2.71
NEWS CORP CL A		NWSA	06/25/02	98	10.3150	25.5100	1,010.87	25.5100	2,499.98	1,489.11	17	.66
			07/06/05	17	16.0923	25.5100	273.57	25.5100	433.67	160.10	3	.66
			07/28/05	10	16.5600	25.5100	165.60	25.5100	255.10	89.50	2	.66
			09/20/05	12	15.7700	25.5100	189.24	25.5100	306.12	116.88	3	.66
Subtotal				137			1,639.28		3,494.87	1,855.59	25	.66
NOVO NORDISK A S ADR		NVO	05/06/08	5	68.3240	163.2100	341.62	163.2100	816.05	474.43	10	1.12
			05/07/08	12	66.8416	163.2100	802.10	163.2100	1,958.52	1,156.42	22	1.12
			05/08/08	2	67.0600	163.2100	134.12	163.2100	326.42	192.30	4	1.12
			05/09/08	2	67.3950	163.2100	134.79	163.2100	326.42	191.63	4	1.12
			05/12/08	3	67.7400	163.2100	203.22	163.2100	489.63	286.41	6	1.12
			05/26/11	6	123.7350	163.2100	742.41	163.2100	979.26	236.85	11	1.12
Subtotal				30			2,358.26		4,896.30	2,538.04	57	1.12

December 01, 2012- December 31, 2012

Fayez Sarofim LOG

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012



EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)/Annual Income	Estimated Current Yield%
OCCIDENTAL PETE CORP CAL	OXY	10/20/04	15	28.5133	427.70	76.6100	1,149.15	721.45	33 2.81
		10/21/04	14	28.7507	402.51	76.6100	1,072.54	670.03	31 2.81
		12/21/04	20	29.4750	589.50	76.6100	1,532.20	942.70	44 2.81
		05/26/11	10	103.8080	1,038.08	76.6100	766.10	(271.98)	22 2.81
		09/01/11	8	86.1262	689.01	76.6100	612.88	(76.13)	18 2.81
Subtotal			67		3,146.80		5,132.87	1,986.07	148 2.81
ORACLE CORP \$0.01 DEL	ORCL	05/15/12	70	27.2177	1,905.24	33.3200	2,332.40	427.16	17 .72
PEPSICO INC	PEP	06/25/02	67	50.0901	3,356.04	68.4300	4,584.81	1,228.77	145 3.14
		09/12/07	5	69.9500	349.75	68.4300	342.15	(7.60)	11 3.14
Subtotal			72		3,705.79		4,926.96	1,221.17	156 3.14
PHILIP MORRIS INTL INC	PM	06/25/02	47	24.7453	1,163.03	83.6400	3,931.08	2,768.05	160 4.06
		12/04/02	60	21.0961	1,265.77	83.6400	5,018.40	3,752.63	204 4.06
		09/12/07	5	46.9180	234.59	83.6400	418.20	183.61	17 4.06
		05/27/08	30	51.5900	1,547.70	83.6400	2,509.20	961.50	102 4.06
		01/13/09	25	42.4608	1,061.52	83.6400	2,091.00	1,029.48	85 4.06
		03/31/09	12	35.7666	429.20	83.6400	1,003.68	574.48	41 4.06
Subtotal			179		5,701.81		14,971.56	9,269.75	609 4.06
PHILLIPS 66 SHS	PSX	08/31/04	15	16.8413	252.62	53.1000	796.50	543.88	15 1.88
		10/26/04	7	19.7242	138.07	53.1000	371.70	233.63	7 1.88
		12/21/04	5	20.1900	100.95	53.1000	265.50	164.55	5 1.88
		12/22/04	9	19.8644	178.78	53.1000	477.90	299.12	9 1.88
		09/01/05	6	30.6566	183.94	53.1000	318.60	134.66	6 1.88
		05/07/09	9	20.3344	183.01	53.1000	477.90	294.89	9 1.88
Subtotal			51		1,037.37		2,708.10	1,670.73	51 1.88
PRAXAIR INC	PX	03/09/05	5	48.1500	240.75	109.4500	547.25	306.50	11 2.01
		03/10/05	10	47.8800	478.80	109.4500	1,094.50	615.70	22 2.01
		03/24/06	9	55.6577	500.92	109.4500	985.05	484.13	20 2.01
		05/16/06	12	55.7108	668.53	109.4500	1,313.40	644.87	27 2.01
Subtotal			36		1,889.00		3,940.20	2,051.20	80 2.01

Fayez Sarofim LCG

YOUR EMA ASSETS

December 01, 2012- December 31, 2012

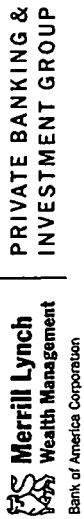


EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
PROCTER & GAMBLE CO	PG	06/25/02	41	46.2253	1,895.24	67.8900	2,783.49	888.25	93	3.31
		01/14/04	64	50.1600	3,210.24	67.8900	4,344.96	1,134.72	144	3.31
		09/12/07	5	67.3400	336.70	67.8900	339.45	2.75	12	3.31
Subtotal			110		5,442.18		7,467.90	2,025.72	249	3.31
QUALCOMM INC	QCOM	11/30/06	32	36.5109	1,168.35	61.8596	1,979.51	811.16	32	1.61
		05/23/08	25	47.3052	1,182.63	61.8596	1,546.49	363.86	25	1.61
Subtotal			57		2,350.98		3,526.00	1,175.02	57	1.61
RIO TINTO PLC SPNSRD ADR	RIO	10/22/10	24	64.3054	1,543.33	58.0900	1,394.16	(149.17)	40	2.84
		10/25/10	12	66.5658	798.79	58.0900	697.08	(101.71)	20	2.84
		03/01/11	7	69.8800	489.16	58.0900	406.63	(82.53)	12	2.84
		03/02/11	10	69.6340	696.34	58.0900	580.90	(115.44)	17	2.84
Subtotal			53		3,527.62		3,078.77	(448.85)	89	2.84
ROCHE HLDG LTD SPN ADR	RHHBY	01/19/10	27	45.0485	1,216.31	50.5000	1,363.50	147.19	42	3.05
		01/22/10	26	44.4738	1,156.32	50.5000	1,313.00	156.68	41	3.05
		01/26/10	6	43.9750	263.85	50.5000	303.00	39.15	10	3.05
		01/27/10	20	43.6865	873.73	50.5000	1,010.00	136.27	31	3.05
Subtotal			79		3,510.21		3,989.50	479.29	124	3.05
ROYAL DUTCH SHELL PLC SPONS ADR A	RDSA	09/12/02	25	42.9824	1,074.56	68.9500	1,723.75	649.19	74	4.24
		06/27/05	10	64.5580	645.58	68.9500	689.50	43.92	30	4.24
		10/27/08	31	46.2083	1,432.46	68.9500	2,137.45	704.99	91	4.24
		02/22/10	11	55.6954	612.65	68.9500	758.45	145.80	33	4.24
		03/25/11	1	69.8000	69.80	68.9500	68.95	(0.85)	3	4.24
		05/26/11	7	70.0585	490.41	68.9500	482.65	(7.76)	21	4.24
Subtotal			85		4,325.46		5,860.75	1,535.29	252	4.24
SABMILLER PLC SPON ADR	SBMRY	03/22/12	19	40.8015	775.23	46.7900	889.01	113.78	18	1.93
		03/23/12	14	40.5871	568.22	46.7900	655.06	86.84	13	1.93
Subtotal			33		1,343.45		1,544.07	200.62	31	1.93

Fayez Sarofim LCG

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

PRIVATE BANKING &
INVESTMENT GROUP

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
TARGET CORP COM	TGT	06/25/02	69	37.9500	2,618.55	59.1700	4,082.73	1,464.18	100	2.43
		03/01/11	30	52.7176	1,581.53	59.1700	1,775.10	193.57	44	2.43
Subtotal			99		4,200.08		5,857.83	1,657.75	144	2.43
TEXAS INSTRUMENTS	TXN	11/30/06	27	29.6751	801.23	30.8900	834.03	32.80	23	2.71
		09/05/07	37	35.3121	1,306.55	30.8900	1,142.93	(163.62)	32	2.71
		10/25/07	31	31.1903	966.90	30.8900	957.59	(9.31)	27	2.71
		10/25/10	16	28.9337	462.94	30.8900	494.24	31.30	14	2.71
Subtotal			111		3,537.62		3,428.79	(108.83)	96	2.71
TIME WARNER CABLE INC	TWC	09/01/11	7	65.5042	458.53	97.1900	680.33	221.80	16	2.30
SHS		09/02/11	11	64.2490	706.74	97.1900	1,069.09	362.35	25	2.30
Subtotal			18		1,165.27		1,749.42	584.15	41	2.30
TOTAL S.A. SP ADR	TOT	03/01/05	19	58.3968	1,109.54	52.0100	988.19	(121.35)	48	4.81
		03/01/05	1	60.7000	60.70	52.0100	52.01	(8.69)	3	4.81
		03/10/05	18	59.2222	1,066.00	52.0100	936.18	(129.82)	46	4.81
		07/06/05	10	59.1250	591.25	52.0100	520.10	(71.15)	26	4.81
		10/10/05	19	59.9294	1,138.66	52.0100	988.19	(150.47)	48	4.81
		12/02/05	1	126.8100	126.81	52.0100	52.01	(74.80)	3	4.81
		10/27/08	17	45.8611	779.64	52.0100	884.17	104.53	43	4.81
		03/01/11	23	59.6639	1,372.27	52.0100	1,196.23	(176.04)	58	4.81
		06/01/11	4	56.4875	225.95	52.0100	208.04	(17.91)	11	4.81
		09/01/11	7	48.7371	341.16	52.0100	364.07	22.91	18	4.81
Subtotal			119		6,811.98		6,189.19	(622.79)	304	4.81
UNITED TECHS CORP COM	UTX	05/16/06	21	65.1576	1,368.31	82.0100	1,722.21	353.90	45	2.60
		10/25/07	21	75.7266	1,590.26	82.0100	1,722.21	131.95	45	2.60
		05/24/11	16	85.7787	1,372.46	82.0100	1,312.16	(60.30)	35	2.60
Subtotal			58		4,331.03		4,756.58	425.55	125	2.60

Fayez Sarofim LCG

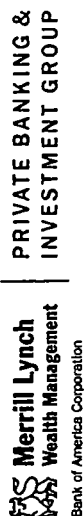


YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

Equities (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
WAL-MART STORES INC	WMT	06/25/02	13	56.5807	735.55	68.2300	886.99	151.44	21	2.33
		07/06/05	48	49.4606	2,374.11	68.2300	3,275.04	900.93	77	2.33
		09/12/07	5	42.7400	213.70	68.2300	341.15	127.45	8	2.33
		05/14/09	9	49.4855	445.37	68.2300	614.07	168.70	15	2.33
Subtotal			75		3,768.73		5,117.25	1,348.52	121	2.33
WALGREEN CO	WAG	06/25/02	39	38.1202	1,486.69	37.0100	1,443.39	(43.30)	43	2.97
		03/04/04	5	34.9580	174.79	37.0100	185.05	10.26	6	2.97
		09/20/05	15	43.3400	650.10	37.0100	555.15	(94.95)	17	2.97
		09/12/07	8	45.1200	360.96	37.0100	296.08	(64.88)	9	2.97
		06/03/09	8	31.2637	250.11	37.0100	296.08	45.97	9	2.97
Subtotal			75		2,922.65		2,775.75	(146.90)	84	2.97
XLINX INC	XLNX	05/14/12	31	32.9964	1,022.89	35.8610	1,111.69	88.80	28	2.45
TOTAL					186,465.67		258,160.94	71,695.27	7,378	2.86
LONG PORTFOLIO				Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%	
TOTAL				195,233.92	266,929.19	71,695.27		7,386	2.77	

*Cost basis has been adjusted by the deferred loss amount from a previous "Wash Sale" and the acquisition date has been adjusted to include the holding period of the lot closed by that previous "Wash Sale".



PRIVATE BANKING &
INVESTMENT GROUP

Bank of America Corporation

Atlanta Capital SMID

Account Number: 02354

MERRILL LYNCH CONSULTS SERVICE

December 01, 2012 - December 31, 2012

YOUR INVESTMENT MANAGER - ATLANTA CAPITAL MGMT SMID CORE

We encourage you to contact your Financial Advisor whenever there are changes in your particular situation or objectives. These changes can then be discussed directly with your Investment Manager. We also encourage you to discuss your portfolio at least annually with your Investment Manager. Your Financial Advisor would be pleased to arrange such discussions.

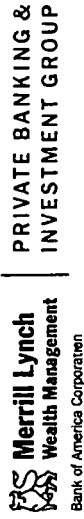
YOUR EMA BANK DEPOSIT INTEREST SUMMARY

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield%	Interest on Deposits	Closing Balance
FIA Card Services, N.A.	6,513	6,372	.10	0.55	5,756
TOTAL ML Bank Deposit Program	6,513			0.55	5,756

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	191	1.91		1.91		
ML BANK DEPOSIT PROGRAM	5,756.00	5,756.00	1.0000	5,756.00	6	.10
TOTAL		5,757.91		5,757.91	6	.10

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Estimated Current Yield%
AN S Y S INC COM	ANSS	04/27/07	4	25.8150	103.26	67.3400	269.36	166.10		
		04/30/07	10	25.9870	259.87	67.3400	673.40	413.53		
		05/01/07	8	25.3900	203.12	67.3400	538.72	335.60		
		10/10/08	15	26.3253	394.88	67.3400	1,010.10	615.22		
		10/14/08	5	32.8660	164.33	67.3400	336.70	172.37		



Atlanta Capital SMID

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
A N S Y S INC COM	ANSS	03/19/09	10	24.2800	242.80	67.3400	673.40	430.60		
		05/12/10	1	45.1600	45.16	67.3400	67.34	22.18		
		05/13/10	1	45.9800	45.98	67.3400	67.34	21.36		
Subtotal			54		1,459.40		3,636.36	2,176.96		
AARON'S INC SHS A	AAN	12/20/07	8	12.4637	99.71	28.2800	226.24	126.53		1 .24
		01/03/08	22	12.4386	273.65	28.2800	622.16	348.51		2 .24
		02/05/08	25	11.5280	288.20	28.2800	707.00	418.80		2 .24
		06/18/10	25	19.9216	498.04	28.2800	707.00	208.96		2 .24
Subtotal			80		1,159.60		2,262.40	1,102.80		7 .24
ACUTY BRANDS INC	AYI	03/03/10	17	41.0347	697.59	67.7300	1,151.41	453.82		9 .76
		07/12/10	23	38.8239	892.95	67.7300	1,557.79	664.84		12 .76
		05/02/11	3	58.5566	175.67	67.7300	203.19	27.52		2 .76
Subtotal			43		1,766.21		2,912.39	1,146.18		23 .76
AFFILIATED MANAGERS GRP	AMG	11/24/08	44	22.5977	994.30	130.1500	5,726.60	4,732.30		
AIRGAS INC COM	ARG	08/20/12	17	83.8194	1,424.93	91.2900	1,551.93	127.00		28 1.75
		08/21/12	1	84.0400	84.04	91.2900	91.29	7.25		2 1.75
Subtotal			18		1,508.97		1,643.22	134.25		30 1.75
AMETEK INC NEW	AME	12/04/07	15	20.1273	301.91	37.5700	563.55	261.64		4 .63
		01/23/08	10	17.3340	173.34	37.5700	375.70	202.36		3 .63
		08/15/08	23	21.5308	495.21	37.5700	864.11	368.90		6 .63
		10/10/08	45	14.3504	645.77	37.5700	1,690.65	1,044.88		11 .63
Subtotal			93		1,616.23		3,494.01	1,877.78		24 .63
APTARGROUP INC	ATR	04/24/07	5	37.4800	187.40	47.7200	238.60	51.20		5 1.84
		04/26/07	6	37.9316	227.59	47.7200	286.32	58.73		6 1.84
		04/27/07	6	38.0233	228.14	47.7200	286.32	58.18		6 1.84
		04/30/07	4	37.7000	150.80	47.7200	190.88	40.08		4 1.84
		05/01/07	4	36.7900	147.16	47.7200	190.88	43.72		4 1.84



Atlanta Capital SMID

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)/Annual Income	Estimated Current Yield%
APTARGROUP INC	ATR	05/04/07	10	37.3690	373.69	47.7200	477.20	103.51	9 1.84
		01/23/08	10	34.7700	347.70	47.7200	477.20	129.50	9 1.84
		08/22/08	10	40.0290	400.29	47.7200	477.20	76.91	9 1.84
Subtotal			55		2,062.77		2,624.60	561.83	52 1.84
BIO RAD LABS CL A	BIO	01/17/08	3	96.4800	289.44	105.0500	315.15	25.71	
		01/18/08	4	95.3725	381.49	105.0500	420.20	38.71	
		03/07/08	1	88.7000	88.70	105.0500	105.05	16.35	
		03/10/08	2	88.4750	176.95	105.0500	210.10	33.15	
		03/10/08	3	88.5766	265.73	105.0500	315.15	49.42	
		03/11/08	4	89.5425	358.17	105.0500	420.20	62.03	
		04/10/08	5	85.9820	429.91	105.0500	525.25	95.34	
		12/18/08	3	68.3966	205.19	105.0500	315.15	109.96	
		12/19/08	2	69.8050	139.61	105.0500	210.10	70.49	
		08/16/11	3	101.3000	303.90	105.0500	315.15	11.25	
		07/26/12	8	92.5850	740.68	105.0500	840.40	99.72	
Subtotal			38		3,379.77		3,991.90	612.13	
BLACKBAUD INC	BLKB	08/05/08	10	19.1450	191.45	22.8300	228.30	36.85	5 2.10
		10/07/08	40	15.8425	633.70	22.8300	913.20	279.50	20 2.10
		03/09/09	15	9.1466	137.20	22.8300	342.45	205.25	8 2.10
		03/11/09	15	10.0406	150.61	22.8300	342.45	191.84	8 2.10
		05/03/10	33	23.7706	784.43	22.8300	753.39	(31.04)	16 2.10
Subtotal			113		1,897.39		2,579.79	682.40	57 2.10
CARLISLE COS INC	CSL	08/12/09	7	32.5842	228.09	58.7600	411.32	183.23	6 1.36
		08/13/09	14	32.9892	461.85	58.7600	822.64	360.79	12 1.36
		09/24/09	18	33.7788	608.02	58.7600	1,057.68	449.66	15 1.36
		10/20/09	10	33.4170	334.17	58.7600	587.60	253.43	8 1.36
		04/29/10	7	38.9757	272.83	58.7600	411.32	138.49	6 1.36
		08/16/11	10	37.5340	375.34	58.7600	587.60	212.26	8 1.36
Subtotal			66		2,280.30		3,878.16	1,597.86	55 1.36

Merrill Lynch
Wealth Management
Bank of America Corporation

PRIVATE BANKING &
INVESTMENT GROUP



PRIVATE BANKING &
INVESTMENT GROUP

Atlanta Capital SMID

YOUR EMA ASSETS

December 01, 2012- December 31, 2012

Equities (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Current Yield%
CARMAX INC	KMX	11/26/08	12	7.4875	89.85	37.5400	450.48	360.63		
		12/17/08	18	7.8772	141.79	37.5400	675.72	533.93		
		12/18/08	17	8.1870	139.18	37.5400	638.18	499.00		
		06/18/10	17	21.0400	357.68	37.5400	638.18	280.50		
Subtotal			64		728.50		2,402.56	1,674.06		
CHURCH&DWIGHT CO INC	CHD	09/16/08	5	31.4880	157.44	53.5700	267.85	110.41		5 1.79
		03/12/09	10	23.8710	238.71	53.5700	535.70	296.99		10 1.79
		06/11/09	20	25.6185	512.37	53.5700	1,071.40	559.03		20 1.79
		03/01/11	12	37.3866	448.64	53.5700	642.84	194.20		12 1.79
Subtotal			47		1,357.16		2,517.79	1,160.63		47 1.79
CITY NATIONAL CORP	CYN	01/23/08	2	58.4300	116.86	49.5200	99.04	(17.82)		2 2.01
		04/18/08	10	45.9830	459.83	49.5200	495.20	35.37		10 2.01
		03/09/09	10	23.6680	236.68	49.5200	495.20	258.52		10 2.01
		03/23/09	10	32.7610	327.61	49.5200	495.20	167.59		10 2.01
		06/09/09	10	37.1940	371.94	49.5200	495.20	123.26		10 2.01
		08/04/11	7	51.1585	358.11	49.5200	346.64	(11.47)		7 2.01
Subtotal			49		1,871.03		2,426.48	555.45		49 2.01
CLARCOR INC	CLC	08/17/11	7	43.0314	301.22	47.7800	334.46	33.24		4 1.13
		08/18/11	16	40.8818	654.11	47.7800	764.48	110.37		9 1.13
		08/19/11	5	40.7760	203.88	47.7800	238.90	35.02		3 1.13
		03/30/12	5	49.2180	246.09	47.7800	238.90	(7.19)		3 1.13
		04/02/12	13	49.0730	637.95	47.7800	621.14	(16.81)		8 1.13
		05/21/12	9	48.4888	436.40	47.7800	430.02	(6.38)		5 1.13
		05/22/12	4	49.3825	197.53	47.7800	191.12	(6.41)		3 1.13
Subtotal			59		2,677.18		2,819.02	141.84		35 1.13
COLUMBIA SPORTSWEAR CO	COLM	08/26/09	7	38.3542	268.48	53.3600	373.52	105.04		7 1.64
		08/27/09	9	38.6122	347.51	53.3600	480.24	132.73		8 1.64
		01/20/10	7	41.9042	293.33	53.3600	373.52	80.19		7 1.64
Subtotal			23		909.32		1,227.28	317.96		22 1.64



PRIVATE BANKING &
INVESTMENT GROUP

Bank of America Corporation

Atlanta Capital SMID

YOUR EMA ASSETS

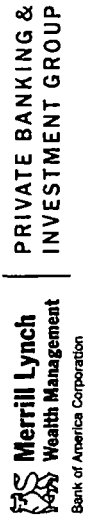
December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
COPART INC COM	CPRT	04/30/07	4	14.4800	57.92	29.5000	118.00	60.08		
		05/01/07	8	14.5062	116.05	29.5000	236.00	119.95		
		11/24/08	20	13.2740	265.48	29.5000	590.00	324.52		
		12/11/08	20	13.0395	260.79	29.5000	590.00	329.21		
		12/30/08	10	13.0740	130.74	29.5000	295.00	164.26		
Subtotal			62		830.98		1,829.00	998.02		
CULLEN FRST BKRS PV\$0.01	CFR	04/29/10	20	59.5815	1,191.63	54.2700	1,085.40	(106.23)		39 3.53
		04/30/10	3	59.9833	179.95	54.2700	162.81	(17.14)		6 3.53
Subtotal			23		1,371.58		1,248.21	(123.37)		45 3.53
DENTSPLY INTL INC	XRAY	04/24/07	25	33.1168	827.92	39.6100	990.25	162.33		6 .55
		04/26/07	10	33.2930	332.93	39.6100	396.10	63.17		3 .55
		04/27/07	7	33.5414	234.79	39.6100	277.27	42.48		2 .55
		04/30/07	8	33.4637	267.71	39.6100	316.88	49.17		2 .55
		05/01/07	5	34.7320	173.66	39.6100	198.05	24.39		2 .55
		04/10/08	10	37.3700	373.70	39.6100	396.10	22.40		3 .55
		03/05/09	20	22.6600	453.20	39.6100	792.20	339.00		5 .55
		06/18/10	16	31.6137	505.82	39.6100	633.76	127.94		4 .55
		10/21/10	15	32.4300	486.45	39.6100	594.15	107.70		4 .55
Subtotal			116		3,656.18		4,594.76	938.58		31 .55
DRIL QUIP	DRQ	04/29/10	22	64.4031	1,416.87	73.0500	1,607.10	190.23		
EQUIFAX INC	EFX	03/05/10	12	33.0691	396.83	54.1200	649.44	252.61		9 1.33
		05/25/10	13	29.5669	384.37	54.1200	703.56	319.19		10 1.33
		12/06/10	21	35.2690	740.65	54.1200	1,136.52	395.87		16 1.33
		03/01/11	15	35.6033	534.05	54.1200	811.80	277.75		11 1.33
		08/16/11	9	30.4877	274.39	54.1200	487.08	212.69		7 1.33
Subtotal			70		2,330.29		3,788.40	1,458.11		53 1.33

Atlanta Capital SMID

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

PRIVATE BANKING &
INVESTMENT GROUP

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
FACTSET RESH SYS INC	FDS	12/19/07	6	57.2333	343.40	88.0600	528.36	184.96	8	1.40
		01/03/08	10	55.2410	552.41	88.0600	880.60	328.19	13	1.40
		09/16/08	5	53.1680	265.84	88.0600	440.30	174.46	7	1.40
Subtotal			21		1,161.65		1,849.26	687.61	28	1.40
FAIR ISAAC CORPORATION	FICO	01/16/08	19	24.2647	461.03	42.0300	798.57	337.54	2	.19
		02/27/08	10	24.4530	244.53	42.0300	420.30	175.77	1	.19
		02/29/08	5	23.5480	117.74	42.0300	210.15	92.41	1	.19
		04/02/08	15	23.2073	348.11	42.0300	630.45	282.34	2	.19
		06/20/08	30	22.7350	682.05	42.0300	1,260.90	578.85	3	.19
Subtotal			79		1,853.46		3,320.37	1,466.91	9	.19
FLIR SYSTEMS INC	FLIR	07/24/09	13	21.6738	281.76	22.3157	290.10	8.34	4	1.25
		09/15/10	1	27.4200	27.42	22.3157	22.32	(5.10)	1	1.25
		09/16/10	16	27.2218	435.55	22.3157	357.05	(78.50)	5	1.25
		07/28/11	27	27.5122	742.83	22.3157	602.52	(140.31)	8	1.25
		05/21/12	33	20.8718	688.77	22.3157	736.42	47.65	10	1.25
Subtotal			90		2,176.33		2,008.41	(167.92)	28	1.25
FOREST CITY ENTRPRS CL A	FCEA	05/07/09	12	7.5466	90.56	16.1500	193.80	103.24		
		05/13/09	34	7.5038	255.13	16.1500	549.10	293.97		
		05/14/09	12	6.3000	75.60	16.1500	193.80	118.20		
		05/15/09	35	6.2908	220.18	16.1500	565.25	345.07		
		08/12/09	18	7.7511	139.52	16.1500	290.70	151.18		
		08/13/09	41	7.7739	318.73	16.1500	662.15	343.42		
Subtotal			152		1,099.72		2,454.80	1,355.08		
GENTEX CORP	GNIX	05/02/11	18	31.2122	561.82	18.8500	339.30	(222.52)	10	2.75
		05/02/11	3	31.6866	95.06	18.8500	56.55	(38.51)	2	2.75
		05/03/11	29	31.4610	912.37	18.8500	546.65	(365.72)	16	2.75
		06/28/11	22	29.6831	653.03	18.8500	414.70	(238.33)	12	2.75
		07/28/11	8	29.3325	234.66	18.8500	150.80	(83.86)	5	2.75



Atlanta Capital SMID

YOUR EMA ASSETS

December 01, 2012-December 31, 2012

PRIVATE BANKING &
INVESTMENT GROUP

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss) Annual	Estimated Current Income	Yield%
GENTEX CORP	GNTX	08/16/11	18	25.0161	450.29	18.8500	339.30	(110.99)	10	2.75
		04/20/12	39	21.6553	844.56	18.8500	735.15	(109.41)	21	2.75
		07/26/12	48	15.0162	720.78	18.8500	904.80	184.02	25	2.75
Subtotal			185		4,472.57		3,487.25	(985.32)	101	2.75
GRACO INC	GGG	07/01/02	27	16.8748	455.62	51.4900	1,390.23	934.61	27	1.94
		01/23/08	10	32.7870	327.87	51.4900	514.90	187.03	10	1.94
		05/12/10	5	35.3800	176.90	51.4900	257.45	80.55	5	1.94
		05/13/10	1	35.4200	35.42	51.4900	51.49	16.07	1	1.94
Subtotal			43		995.81		2,214.07	1,218.26	43	1.94
HCC INS HOLDING INC	HCC	08/13/07	11	28.4918	313.41	37.2100	409.31	95.90	8	1.77
		01/15/08	10	28.3010	283.01	37.2100	372.10	89.09	7	1.77
		02/26/08	10	24.9130	249.13	37.2100	372.10	122.97	7	1.77
		03/25/08	20	23.3505	467.01	37.2100	744.20	277.19	14	1.77
		09/24/09	16	27.6750	442.80	37.2100	595.36	152.56	11	1.77
		12/15/09	26	26.8269	697.50	37.2100	967.46	269.96	18	1.77
		05/02/11	15	32.5000	487.50	37.2100	558.15	70.65	10	1.77
		05/03/11	25	32.4300	810.75	37.2100	930.25	119.50	17	1.77
		08/16/11	9	28.0922	252.83	37.2100	334.89	82.06	6	1.77
Subtotal			142		4,003.94		5,283.82	1,279.88	98	1.77
HUNT J B TRANS SVCS INC	JBHT	12/13/10	49	39.9163	1,955.90	59.7100	2,925.79	969.89	30	1.00
		05/02/11	5	47.6220	238.11	59.7100	298.55	60.44	3	1.00
Subtotal			54		2,194.01		3,224.34	1,030.33	33	1.00
INDEX CORP DELAWARE COM	IEI	12/03/07	10	35.5060	355.06	46.5300	465.30	110.24	8	1.71
		12/03/07	3	35.5233	106.57	46.5300	139.59	33.02	3	1.71
		12/04/07	10	35.2360	352.36	46.5300	465.30	112.94	8	1.71
		01/03/08	10	36.0080	360.08	46.5300	465.30	105.22	8	1.71
		01/15/08	15	31.0000	465.00	46.5300	697.95	232.95	12	1.71
		10/10/08	25	23.0052	575.13	46.5300	1,163.25	588.12	20	1.71
Subtotal			73		2,214.20		3,396.69	1,182.49	59	1.71



Atlanta Capital SMID

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
JACK HENRY & ASSOC INC	JKHY	07/13/06 07/31/06	28 44	18.2707 18.7134	511.58 823.39	39.2600 39.2600	1,099.28 1,727.44	587.70 904.05	13 21	1.17 1.17
Subtotal			72		1,334.97		2,826.72	1,491.75	34	1.17
JACOBS ENGN GRP INC DELA	JEC	10/21/08 10/28/08 03/09/09 06/11/09 08/13/09 06/18/10	15 15 10 5 11 12	39.8160 29.6613 33.2590 44.4080 44.5263 41.5591	597.24 444.92 332.59 222.04 489.79 498.71	42.5700 42.5700 42.5700 42.5700 42.5700 42.5700	638.55 638.55 425.70 212.85 468.27 510.84	41.31 193.63 93.11 (9.19) (21.52) 12.13		
Subtotal			68		2,585.29		2,894.76	309.47		
KIRBY CORP COM	KEX	06/12/07 08/14/08 10/14/08 12/09/08 06/18/10 06/20/12	5 10 10 15 12 18	38.4480 46.0450 37.5220 25.5206 41.0283 51.6261	192.24 460.45 375.22 382.81 492.34 929.27	61.8900 61.8900 61.8900 61.8900 61.8900 61.8900	309.45 618.90 618.90 928.35 742.68 1,114.02	117.21 158.45 243.68 545.54 250.34 184.75		
Subtotal			70		2,832.33		4,332.30	1,499.97		
LKQ CORP	LKQ	06/27/07 06/28/07 07/21/08 11/24/08 05/25/10 05/26/10 08/16/11	12 28 30 80 46 38 32	6.1350 6.2807 8.7166 5.0052 9.0939 9.1797 11.8193	73.62 175.86 261.50 400.42 418.32 348.83 378.22	21.1000 21.1000 21.1000 21.1000 21.1000 21.1000 21.1000	253.20 590.80 633.00 1,688.00 970.60 801.80 675.20	179.58 414.94 371.50 1,287.58 552.28 452.97 296.98		
Subtotal			266		2,056.77		5,612.60	3,555.83		



Atlanta Capital SMID

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit		Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
				Cost Basis	Subtotal						
MARKEL CORP COM	MKL	06/20/07	1	480.6100	480.61	433.4200	433.42	(47.19)			
		05/21/08	2	402.7000	805.40	433.4200	866.84	61.44			
		12/11/08	2	302.1050	604.21	433.4200	866.84	262.63			
		03/03/09	1	249.9000	249.90	433.4200	433.42	183.52			
		03/19/09	3	244.5300	733.59	433.4200	1,300.26	566.67			
		06/18/10	1	354.0700	354.07	433.4200	433.42	79.35			
		12/28/10	2	378.2000	756.40	433.4200	866.84	110.44			
		01/19/12	2	409.8250	819.65	433.4200	866.84	47.19			
Subtotal			14		4,803.83		6,067.88	1,264.05			
METTLER-TOLEDO INTL INC	MTD	03/19/09	11	49.4081	543.49	193.3000	2,126.30	1,582.81			
MORNINGSTAR INC	MORN	06/12/07	4	46.8825	187.53	62.8300	251.32	63.79			2 .63
		06/13/07	4	47.2425	188.97	62.8300	251.32	62.35			2 .63
		01/23/08	5	61.0380	305.19	62.8300	314.15	8.96			2 .63
		10/31/08	4	33.3975	133.59	62.8300	251.32	117.73			2 .63
		11/06/08	11	33.8545	372.40	62.8300	691.13	318.73			5 .63
		12/17/08	3	31.4966	94.49	62.8300	188.49	94.00			2 .63
		12/19/08	3	33.1766	99.53	62.8300	188.49	88.96			2 .63
		12/30/08	10	33.9420	339.42	62.8300	628.30	288.88			4 .63
		02/20/09	15	27.9620	419.43	62.8300	942.45	523.02			6 .63
		05/04/10	24	47.5362	1,140.87	62.8300	1,507.92	367.05			10 .63
Subtotal			83		3,281.42		5,214.89	1,933.47			37 .63
O'REILLY AUTOMOTIVE INC	ORLY	11/13/09	9	39.7400	357.66	89.4200	804.78	447.12			
		01/14/10	13	38.6976	503.07	89.4200	1,162.46	659.39			
		02/18/10	7	38.1000	266.70	89.4200	625.94	359.24			
Subtotal			29		1,127.43		2,593.18	1,465.75			
OCEANEERING INTL INC	OII	12/10/08	25	12.7252	318.13	53.7900	1,344.75	1,026.62			18 1.33
		06/18/10	18	23.8088	428.56	53.7900	968.22	539.66			13 1.33
Subtotal			43		746.69		2,312.97	1,566.28			31 1.33
PALL CORP PV \$0.10	PLL	08/30/11	25	51.0080	1,275.20	60.2600	1,506.50	231.30			25 1.65

PRIVATE BANKING &
INVESTMENT GROUP

Atlanta Capital SMID

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)/Annual	Estimated Current Income Yield%
SALLY BEAUTY HLDGS INC	SBH	04/30/07	31	9.8019	303.86	23.5700	730.67	426.81	
		05/01/07	32	9.7287	311.32	23.5700	754.24	442.92	
		10/21/10	31	12.2851	380.84	23.5700	730.67	349.83	
		07/28/11	29	17.2975	501.63	23.5700	683.53	181.90	
		06/20/12	6	27.9000	167.40	23.5700	141.42	(25.98)	
		10/19/12	46	23.5147	1,081.68	23.5700	1,084.22	2.54	
Subtotal			175		2,746.73		4,124.75	1,378.02	
SCHEIN (HENRY) INC COM	HSIC	04/26/07	1	52.9100	52.91	80.4200	80.42	27.51	
		04/27/07	5	52.8460	264.23	80.4200	402.10	137.87	
		04/30/07	5	52.4580	262.29	80.4200	402.10	139.81	
		05/01/07	3	52.4233	157.27	80.4200	241.26	83.99	
		04/30/08	5	55.6100	278.05	80.4200	402.10	124.05	
		05/09/08	5	54.9920	274.96	80.4200	402.10	127.14	
		12/18/08	20	35.1505	703.01	80.4200	1,608.40	905.39	
		12/15/09	11	51.1272	562.40	80.4200	884.62	322.22	
Subtotal			55		2,555.12		4,423.10	1,867.98	
SEI INVT CO PA PV \$0.01	SEIC	08/10/07	10	24.8250	248.25	23.3400	233.40	(14.85)	4 1.37
		03/25/08	15	26.0640	390.96	23.3400	350.10	(40.86)	5 1.37
		09/22/08	11	20.8227	229.05	23.3400	256.74	27.69	4 1.37
		09/23/08	19	20.8110	395.41	23.3400	443.46	48.05	7 1.37
		09/29/08	8	18.6850	149.48	23.3400	186.72	37.24	3 1.37
		03/19/09	50	11.6050	580.25	23.3400	1,167.00	586.75	16 1.37
Subtotal			113		1,993.40		2,637.42	644.02	39 1.37
SOLERA HOLDINGS INC	SLH	08/04/11	23	54.0313	1,242.72	53.4700	1,229.81	(12.91)	12 .93
		01/26/12	14	48.2721	675.81	53.4700	748.58	72.77	7 .93
Subtotal			37		1,918.53		1,978.39	59.86	19 .93
TRANSIDGM GROUP INC	TDG	02/13/12	12	117.8166	1,413.80	136.3600	1,636.32	222.52	

PRIVATE BANKING &
INVESTMENT GROUP

Atlanta Capital SMID

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued)	Symbol	Acquired	Quantity	Unit	Cost Basis	Total	Estimated	Estimated	Unrealized	Estimated Current
Description				Cost Basis	Cost Basis	Market Price	Market Value	Gain/(Loss)	Annual Income	Yield%
UMPQUA HLDGS CORP ORE	UMPQ	05/12/10	78	13.9180	1,085.61	11.7900	919.62	(165.99)	29	3.05
		05/13/10	18	13.9688	251.44	11.7900	212.22	(39.22)	7	3.05
		07/12/10	27	12.1514	328.09	11.7900	318.33	(9.76)	10	3.05
		10/21/10	35	11.4400	400.40	11.7900	412.65	12.25	13	3.05
		10/22/10	19	11.3715	216.06	11.7900	224.01	7.95	7	3.05
Subtotal			177		2,281.60		2,086.83	(194.77)	66	3.05
VARIAN MEDICAL SYS INC	VAR	04/17/09	14	34.3171	480.44	70.2400	983.36	502.92		
		06/11/09	5	37.8480	189.24	70.2400	351.20	161.96		
		08/13/09	13	37.2684	484.49	70.2400	913.12	428.63		
Subtotal			32		1,154.17		2,247.68	1,093.51		
VERISK ANALYTICS INC	VRSK	02/23/11	14	32.6857	457.60	50.9700	713.58	255.98		
CLASS A		02/24/11	4	32.5425	130.17	50.9700	203.88	73.71		
		03/01/11	16	31.0031	496.05	50.9700	815.52	319.47		
		03/02/11	12	31.2041	374.45	50.9700	611.64	237.19		
Subtotal			46		1,458.27		2,344.62	886.35		
WEX INC	WXS	08/08/11	14	41.9478	587.27	75.3700	1,055.18	467.91		
		08/09/11	13	40.9553	532.42	75.3700	979.81	447.39		
Subtotal			27		1,119.69		2,034.99	915.30		
WILEY JOHN & SONS CL A	JWA	10/02/08	1	40.0000	40.00	38.9300	38.93	(1.07)	1	2.46
		10/03/08	12	39.9200	479.04	38.9300	467.16	(11.88)	12	2.46
		10/16/08	3	31.9366	95.81	38.9300	116.79	20.98	3	2.46
		10/21/08	7	33.8242	236.77	38.9300	272.51	35.74	7	2.46
		05/20/09	13	32.7969	426.36	38.9300	506.09	79.73	13	2.46
		09/24/09	8	33.8337	270.67	38.9300	311.44	40.77	8	2.46
		07/12/10	8	40.2637	322.11	38.9300	311.44	(10.67)	8	2.46
		10/27/10	4	42.1575	168.63	38.9300	155.72	(12.91)	4	2.46
		10/28/10	14	42.4750	594.65	38.9300	545.02	(49.63)	14	2.46

Atlanta Capital SMID

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
WILEY JOHN & SONS CL A	JWA	01/19/12	14	44.5064	623.09	38.9300	545.02	(78.07)	14	2.46
		01/20/12	3	44.9000	134.70	38.9300	116.79	(17.91)	3	2.46
		12/19/12	21	37.3680	784.73	38.9300	817.53	32.80	21	2.46
		12/20/12	6	37.3950	224.37	38.9300	233.58	9.21	6	2.46
Subtotal			114		4,400.93		4,438.02	37.09	114	2.46
TOTAL					97,075.38		147,889.26	50,813.88	1,294	.87
LONG PORTFOLIO				Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%	
TOTAL				102,833.29	153,847.17	50,813.88		1,299	.85	

†Cost basis has been adjusted by the deferred loss amount from a previous "Wash Sale" and the acquisition date has been adjusted to include the holding period of the lot closed by that previous "Wash Sale".



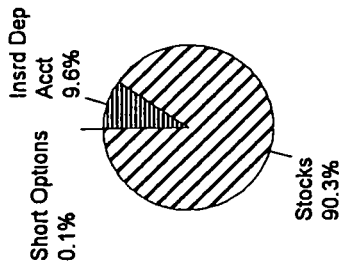
800-669-3000
TD AMERITRADE
DIVISION OF TD AMERITRADE INC
PO BOX 2209
OMAHA, NE 68103-2209

Statement for Account # 707634
HARVEY R HOUCK JR & PATRICIA W
HOUCK FOUNDATION INC ATTN: GORDON
B ROSE
8811 WESTHEIMER RD STE 208
HOUSTON, TX 77063-3617

Statement Reporting Period:
12/01/12 - 12/31/12

Announcements:
TD AMERITRADE IS ON FACEBOOK
JOIN THE CONVERSATION AND
CHECK US OUT FOR THE LATEST
NEWS AND INFORMATION ON UPCOMING
EVENTS. "LIKE" OUR PAGE TODAY!
FACEBOOK.COM/TDAMERITRADE.

Portfolio Summary						
Investment	Current Value	Prior Value	Period Change	% Change	Estimated Income	Estimated Yield
Cash	\$ -	\$0.09	(\$0.09)	-	\$ -	-
Insrd Dep Acct	331,665.84	162,030.94	169,634.90	104.7%	-	0.01%
Money Market	-	-	-	-	-	-
Short Balance	-	-	-	-	-	-
Stocks	3,133,479.26	3,062,873.05	70,606.21	2.3%	59,809.48	1.9%
Short Stocks	-	-	-	-	-	-
Fixed Income	-	-	-	-	-	-
Options	-	-	-	-	-	-
Short Options	(3,093.85)	(3,334.44)	240.59	7.2%	-	-
Mutual Funds	-	-	-	-	-	-
Other	-	-	-	-	-	-
Total	\$3,462,051.25	\$3,221,569.64	\$240,481.61	7.5%	\$59,309.48	1.7%



Cash Activity Summary			
	Current	YTD	
Opening Balance	\$0.09	\$ -	
Securities Purchased	-	(140,129.99)	
Securities Sold	152,642.59	287,729.57	
Funds Deposited	-	166,584.83	
Funds Disbursed	-	-	
Income	16,990.00	18,077.54	
Expense	-	(600.00)	
Other	(169,632.68)	(331,661.95)	
Closing Balance	\$ 0.00	\$0.00	Net
		\$16,990.00	\$0.00
			\$17,477.54

Income & Expense Summary			
	Reportable	Non Reportable	YTD
Income	\$16,990.00	\$ -	\$18,077.50
Dividends	-	-	0.04
Interest	-	-	-
Other	-	-	-
Expense	-	-	-
Interest	-	-	-
Fees	-	-	(600.00)
Other	-	-	-
Net	\$16,990.00	\$0.00	\$17,477.54

Performance Summary			
Cost Basis As Of - 12/31/12			\$3,801,603.80
Unrealized Gains			123,575.64
Unrealized Losses			(794,794.03)
Funds Deposited/(Disbursed) ^{YTD}			166,584.83
Income/(Expense) ^{YTD}			17,477.54
Securities Received/(Delivered) ^{YTD}			3,092,186.13

Statement for Account # 707634

12/01/12 - 12/31/12

Attachment to Part II, Line 10

Income Summary Detail*			
Description	Current	Year to Date	
Interest Income Credit Balance	\$ 0.00	\$ 0.04	
Qualified Dividends	16,990.00	18,077.50	
IDA Interest	2.22	3.89	

*This section displays current and year to date taxation values for this account. The current totals may not equate to the total payments listed on this statement as corrections to tax reporting may also be included. These corrections can include changes made to previous payments and removal of payments reportable in a previous tax year (spillover dividends). The year to date totals will accurately reflect your cumulative amount for the year.

Account Positions										
Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Yield
Stocks - Cash										
ALPHA NATURAL RESOURCES INC COM	ANR	2,357	\$ 9.74	\$22,957.18	04/08/10	\$ 111,934.01	\$ 47.49	\$ (88,976.83)	\$ -	-
AMEX SPDR INDUSTRIAL SELECT INDEX	XLI	2,000	37.90	75,800.00	01/19/12	72,627.45	36.31	3,172.55	1,720.00	2.3%
ATP OIL & GAS CORP COM	ATPAQ	2,000	0.095	190.00	01/26/11	34,224.30	17.11	(34,034.30)	-	-
CATERPILLAR INC COM	CAT	1,000	89.6085	89,608.50	07/30/12	86,624.30	86.62	2,984.20	2,080.00	2.3%
CLIFFS NATURAL RESOURCES INC COM	CLF	2,500	38.57	96,425.00	03/11/11	202,807.90	81.12	(106,382.90)	6,250.00	6.5%
CORE LABORATORIES N V COM	CLB	1,000	109.31	109,310.00	08/06/12	114,895.30	114.90	(5,585.30)	1,120.00	1.0%
CUMMINS INC COM	CMI	1,000	108.35	108,350.00	07/30/12	91,615.30	91.62	16,734.70	2,000.00	1.8%
DEERE & CO COM	DE	1,500	86.42	129,630.00	05/25/11	127,332.45	84.89	2,297.55	2,760.00	2.1%
DOW CHEMICAL COM	DOW	4,000	32.3294	129,317.60	08/06/12	120,686.90	30.17	8,630.70	5,120.00	4.0%
FEDEX CORPORATION COM	FDX	1,500	91.72	137,580.00	09/21/10	124,611.65	83.07	12,968.35	840.00	0.6%
FINISAR CORPORATION COM	FNSR	5,000	16.29	81,450.00	04/06/11	128,463.00	25.69	(47,013.00)	-	-

12/01/12 - 12/31/12

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Yield
Stocks - Cash										
FREPORT MCMORAN COPPER & GOLD CL B	FCX	3,500	34.20	119,700.00	03/10/11	162,918.00	46.55	(43,218.00)	4,375.00	3.7%
HARTFORD FINANCIAL SERVICES COM	HIG	5,000	22.44	112,200.00	03/02/10	130,392.00	26.08	(18,192.00)	2,000.00	1.8%
JOHNSON CTLS INC COM	JCI	4,000	30.67	122,680.00	08/06/12	98,965.30	24.74	23,714.70	3,040.00	2.5%
JOY GLOBAL INC COM	JOY	2,000	63.78	127,560.00	06/06/11	187,090.00	93.55	(59,530.00)	1,400.00	1.1%
LAS VEGAS SANDS CORP COM	LVS	3,000	46.16	138,480.00	09/12/12	132,917.50	44.31	5,562.50	3,000.00	2.2%
MCDERMOTT INTL INC COM	MDR	10,000	11.02	110,200.00	11/08/11	120,924.50	12.09	(10,724.50)	-	-
NABORS INDUSTRIES LTD NEW COM	NBR	7,000	14.45	101,150.00	02/24/12	157,624.50	22.52	(56,474.50)	-	-
PROSHARES ULTRA OIL & GAS	DIG	2,000	45.73	91,460.00	05/24/11	108,506.20	54.25	(17,046.20)	202.00	0.2%
QUALCOMM INC COM	QCOM	2,000	61.8596	123,719.20	02/01/11	110,370.00	55.19	13,349.20	2,000.00	1.6%
ROCK-TENN CO CLA	RKT	1,500	69.91	104,865.00	07/01/11	101,192.55	67.46	3,672.45	1,350.00	1.3%
ROYAL DUTCH SHELL PLC	RDS B	2,000	70.89	141,780.00	11/12/12	140,129.99	70.07	1,650.01	6,880.00	4.9%
ADS CLASS B SANDRIDGE ENERGY INC COM	SD	12,000	6.35	76,200.00	02/25/11	125,244.00	10.44	(49,044.00)	-	-
SCHLUMBERGER LTD COM	SLB	1,500	69.2986	103,947.90	12/07/11	113,094.40	75.40	(9,146.50)	1,650.00	1.6%
SOUTHWEST AIRLINES CO COM	LUV	37	10.24	378.88	10/29/96	423.78	11.45	(44.90)	1.48	0.4%
TEREX CORP NEW COM	TEX	4,000	28.11	112,440.00	04/28/08	139,370.10	34.84	(26,930.10)	-	-

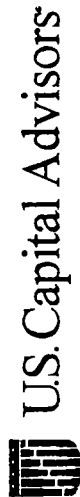
Statement for Account # 707634
12/01/12 - 12/31/12

Attachment to Part II, Line 10

Account Positions										
Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Yield
Stocks - Cash										
THE MOSAIC CO. COM	MOS	3,000	56.63	169,890.00	01/19/11	236,194.50	78.73	(66,304.50)	3,000.00	1.8%
TOTAL S A SPONSORED ADR	TOT	3,000	52.01	156,030.00	02/03/12	162,437.20	54.15	(6,407.20)	7,521.00	4.8%
U S G CORP NEW	USG	6,000	28.07	168,420.00	04/26/10	143,214.40	23.87	25,205.60	-	-
WALTER ENERGY INC COM	WLT	2,000	35.88	71,760.00	07/22/11	221,499.30	110.75	(149,739.30)	1,000.00	1.4%
Total Stocks				\$3,133,479.26		\$3,808,330.78		\$(674,851.52)	\$59,309.48	1.9%
Short Options - Cash										
QUALCOMM INC QCOM Jan 19 13 65 0 C	-	20-	\$ 0.3282	\$(656.32)	08/06/12	\$(4,208.42)	\$ 2.10	\$ 3,552.10	\$ -	-
ROCK-TENN CO RKT Jan 19 13 70 0 C	-	15-	1.625	(2,437.53)	08/06/12	(2,518.56)	1.68	81.03	-	-
Total Short Options				\$(3,093.85)		\$(6,726.98)		\$3,633.13	\$0.00	0.0%
Total Cash Account				\$3,130,385.41		\$3,801,603.80		\$(671,218.39)	\$59,309.48	1.9%

Statement for the Period December 1, 2012 to December 31, 2012

HARVEY R HOUCK JR AND PATRICIA W HOUCK FOUNDATION - Corporation
Account Number: -004839



Securities offered through USCA Securities LLC, member FINRA/SIPC
Investment Advisory services offered through USCA RIA LLC

Holdings

NFS-provided cost basis, realized gain (loss) and holding period information may not reflect all adjustments necessary for tax purposes Please refer to Footnotes and Cost Basis Information at the end of this statement for more information

CASH AND CASH EQUIVALENTS - 1.58% of Total Account Value

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/12	Current Market Value	Estimated Annual Income
Money Markets					
TREASURY FUND - CAPITAL RESERVES	FSRXX	35,437.7	\$1.00	\$35,437.70	
CL	CASH				
7 DAY YIELD 01%					
Dividend Option Reinvest					
Capital Gain Option Reinvest					
Total Cash and Cash Equivalents				\$35,437.70	

HOLDINGS > EQUITIES - 92.04% of Total Account Value

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/12	Current Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Equity							
ABBOTT LABORATORIES	ABT	1,400	\$65.50	\$91,700.00	\$784.00	\$72,772.50	\$18,927.50
Estimated Yield 0.85%	CASH						
Dividend Option Cash							
Capital Gain Option Cash							
Next Dividend Payable 01/01/13							
Split Expected on 01/01/13							
Expected Ratio 0.1							
ALPHA NAT RES INC	ANR	500	\$9.74	\$4,870.00		\$13,137.63	(\$8,267.63)
Dividend Option Cash	CASH						
Capital Gain Option Cash							

Statement for the Period December 1, 2012 to December 31, 2012

HARVEY R HOUCK JR AND PATRICIA W HOUCK FOUNDATION - Corporation



Securities offered through U.S. Securities LLC, member FINRA/SIPC
Investment Advisory services offered through U.S. Advisors LLC

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/12	Current Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
ALTRIA GROUP INC	MO	700	\$31.44	\$22,008.00	\$1,232.00	\$17,219.51	\$4,788.49
Estimated Yield 5.59%	CASH						
Dividend Option Cash							
Capital Gain Option Cash							
Next Dividend Payable 01/10/13							
AMGEN INC	AMGN	49	\$86.20	\$4,223.80	\$92.12	\$2,703.13	\$1,520.67
Estimated Yield 2.18%	CASH						
Dividend Option Cash							
Capital Gain Option Cash							
Next Dividend Payable 03/07/13							
APACHE CORP	APA	400	\$78.50	\$31,400.00	\$272.00	\$37,356.60	(\$5,956.60)
Estimated Yield 0.86%	CASH						
Dividend Option Cash							
Capital Gain Option Cash							
Next Dividend Payable 02/22/13							
APPLE INC	AAPL	30	\$532.173	\$15,965.19	\$318.00	\$11,475.10	\$4,490.09
Estimated Yield 1.99%	CASH						
Dividend Option Cash							
Capital Gain Option Cash							
BERKSHIRE HATHAWAY INC DEL CL B	BRKB	1,200	\$89.70	\$107,640.00		\$90,980.00	\$16,660.00
NEW	CASH						
Dividend Option Cash							
Capital Gain Option Cash							
BROOKFIELD ASSET MANAGEMENT INC	BAM	500	\$36.65	\$18,325.00	\$280.00	\$14,031.00	\$4,294.00
LTD VTG SHS NPV CL A ISIN	CASH						
#CA1125851040 SEDOL #7092599							
Estimated Yield 1.52%							
Dividend Option Cash							
Capital Gain Option Cash							
CHEVRON CORP NEW	CVX	200	\$108.14	\$21,628.00	\$720.00	\$17,590.00	\$4,038.00
Estimated Yield 3.32%	CASH						
Dividend Option Cash							
Capital Gain Option Cash							

Statement for the Period December 1, 2012 to December 31, 2012

HARVEY R HOUCK JR AND PATRICIA W HOUCK FOUNDATION - Corporation



Securities offered through USCA Securities LLC, member FINRA/SIPC
Investment Advisory Services offered through USCA FIA LLC

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/12	Current Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
CISCO SYS INC Estimated Yield 2.85% Dividend Option Cash Capital Gain Option Cash	CSCO CASH	2,000	\$19.649	\$39,298.00	\$1,120.00	\$33,762.90	\$5,535.10
CITIGROUP INC COM NEW Estimated Yield 0.10% Dividend Option Cash Capital Gain Option Cash	C CASH	2,500	\$39.56	\$98,900.00	\$100.00	\$84,589.05	\$14,310.95
COMPAGNIE FINANCIERE RICHEMONT AG SPON ADR EACH REPR 0.1 ORD Estimated Yield 0.42%	CFRUY CASH	1,000	\$7.80	\$7,800.00	\$33.26	\$6,172.00	\$1,628.00
CORNING INC Estimated Yield 2.85% Dividend Option Cash Capital Gain Option Cash	GLW CASH	1,000	\$12.62	\$12,620.00	\$360.00	\$13,036.65	(\$416.65)
EL PASO ENERGY CAP TR I PFD 4.75% Estimated Yield 4.30%	EPPRC CASH	1,000	\$55.20	\$55,200.00	\$2,375.00	\$44,450.00	\$10,750.00
ENDO PHARMACEUTICALS HLDGS INC COM Dividend Option Cash Capital Gain Option Cash	ENDP CASH	300	\$26.23	\$7,869.00		\$9,930.00	(\$2,061.00)
FIRSTENERGY CORP Estimated Yield 5.26% Dividend Option Cash Capital Gain Option Cash Next Dividend Payable 03/01/13	FE CASH	200	\$41.76	\$8,352.00	\$440.00	\$8,421.50	(\$69.50)
GENERAL ELECTRIC CO Estimated Yield 3.62% Dividend Option Cash Capital Gain Option Cash Next Dividend Payable 01/25/13	GE CASH	4,500	\$20.99	\$94,455.00	\$3,420.00	\$80,168.54	\$14,286.46
GENERAL MOTORS CO PFD Estimated Yield 5.38%	GMPRB CASH	400	\$44.13	\$17,652.00	\$950.00	\$16,996.00	\$656.00



Statement for the Period December 1, 2012 to December 31, 2012

HARVEY R HOUCK JR AND PATRICIA W HOUCK FOUNDATION - Corporation



U.S. Capital Advisors

Securities offered through USCA Securities LLC, member FINRA/SIPC
Investment Advisory services offered through USCA RA LLC

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/12	Current Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
GOOGLE INC CL A Dividend Option Cash Capital Gain Option Cash	GOOG CASH	160	\$707.38	\$113,180.80		\$88,133.50	\$25,047.30
GREEN MTN COFFEE ROASTERS INC Dividend Option Cash Capital Gain Option Cash	GMCR CASH	200	\$41.34	\$8,268.00		\$4,539.98	\$3,728.02
GREENLIGHT CAPITAL RE LTD COM STK USDO 10 CLASS A Dividend Option Cash Capital Gain Option Cash	GLRE CASH	2,000	\$23.08	\$46,160.00		\$49,940.00	(\$3,780.00)
HALLIBURTON CO HOLDING CO FRMLY HALLIBURTON CO Estimated Yield 1.03% Dividend Option Cash Capital Gain Option Cash	HAL CASH	600	\$34.69	\$20,814.00	\$216.00	\$20,736.54	\$77.46
INTEL CORP Estimated Yield 4.36% Dividend Option Cash Capital Gain Option Cash	INTC CASH	3,000	\$20.62	\$61,860.00	\$2,700.00	\$64,600.15	(\$2,740.15)
JAPAN EQUITY FUND INC Estimated Yield 1.15% Dividend Option Cash Capital Gain Option Cash Next Dividend Payable 01/11/13	JED CASH	4,000	\$5.57	\$22,280.00	\$258.21	\$25,480.00	(\$3,200.00)
JOHNSON & JOHNSON Estimated Yield 3.48% Dividend Option Cash Capital Gain Option Cash	JNJ CASH	1,200	\$70.10	\$84,120.00	\$2,928.00	\$78,964.50	\$5,155.50
JPMORGAN CHASE & CO Estimated Yield 2.72% Dividend Option Cash Capital Gain Option Cash Next Dividend Payable 01/31/13	JPM CASH	1,000	\$43.969	\$43,969.00	\$1,200.00	\$33,287.84	\$10,681.16

Statement for the Period December 1, 2012 to December 31, 2012

HARVEY R HOUCK JR AND PATRICIA W HOUCK FOUNDATION - Corporation



U.S. Capital Advisors

Securities offered through USCA Securities LLC, member FINRA/SIPC
Investment Advisory services offered through USCA RA LLC

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/12	Current Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
KAYNE ANDERSON MIDSTREAM ENERGY	KMF	300	\$28.79	\$8,637.00	\$519.75	\$6,759.60	\$1,877.40
FD COM USD00.001	CASH						
Estimated Yield 6.01%							
Dividend Option Cash							
Capital Gain Option Cash							
Next Dividend Payable 01/11/13							
KINDER MORGAN INC DELAWARE COM	KMI	211	\$35.33	\$7,454.63	\$303.84	\$7,026.30	\$428.33
USD0.01	CASH						
Estimated Yield 4.07%							
Dividend Option Cash							
Capital Gain Option Cash							
LEUCADIA NATL CORP	LUK	1,300	\$23.79	\$30,927.00	\$325.00	\$30,452.60	\$474.40
Estimated Yield 1.05%	CASH						
Dividend Option Cash							
Capital Gain Option Cash							
MARKET VECTORS ETF TR	MVO	800	\$52.76	\$42,208.00	\$777.60	\$41,049.50	\$1,158.50
AGRIBUSINESS ETF	CASH						
Estimated Yield 1.84%							
Dividend Option Cash							
Capital Gain Option Cash							
MEDTRONIC INC	MDT	500	\$41.02	\$20,510.00	\$520.00	\$18,868.50	\$1,641.50
Estimated Yield 2.53%	CASH						
Dividend Option Cash							
Capital Gain Option Cash							
MICROSOFT CORP	MSFT	3,200	\$26.71	\$85,472.00	\$2,944.00	\$85,407.15	\$64.85
Estimated Yield 3.44%	CASH						
Dividend Option Cash							
Capital Gain Option Cash							
Next Dividend Payable 03/14/13							
NESTLE SA SPON ADR EACH REPR 1	NSRGY	400	\$65.112	\$26,044.80	\$844.91	\$23,163.20	\$2,881.60
COM CHF0.10 REGD	CASH						
Estimated Yield 3.24%							
NEWMONT MNG CORP HLDG CO	NEM	300	\$46.44	\$13,932.00	\$420.00	\$16,830.20	(\$2,898.20)
Estimated Yield 3.01%	CASH						
Dividend Option Cash							
Capital Gain Option Cash							



Statement for the Period December 1, 2012 to December 31, 2012

HARVEY R HOUCK JR AND PATRICIA W HOUCK FOUNDATION - Corporation



U.S. Capital Advisors

Securities offered through USCA Securities LLC, member FINRA/SIPC
Investment Advisory services offered through USCA RIA LLC

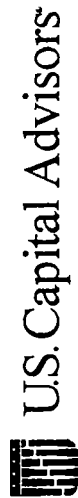
HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/12	Current Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
NORTHROP GRUMMAN CORP HOLDING CO	NOC	700	\$67.58	\$47,306.00	\$1,540.00	\$37,843.40	\$9,462.60
Estimated Yield 3.25%	CASH						
Dividend Option Cash							
Capital Gain Option Cash							
OAKTREE CAP GROUP LLC UNITS CL A	OAK	500	\$45.49	\$22,745.00	\$1,260.00	\$21,935.00	\$810.00
Estimated Yield 5.54%	CASH						
Dividend Option Cash							
Capital Gain Option Cash							
PEPSICO INC	PEP	400	\$68.43	\$27,372.00	\$860.00	\$25,752.75	\$1,619.25
Estimated Yield 3.14%	CASH						
Dividend Option Cash							
Capital Gain Option Cash							
Next Dividend Payable 01/02/13							
PFIZER INC	PFE	3,000	\$25.079	\$75,237.00	\$2,880.00	\$58,162.45	\$17,074.55
Estimated Yield 3.82%	CASH						
Dividend Option Cash							
Capital Gain Option Cash							
Next Dividend Payable 03/05/13							
QUALCOMM INC	QCOM	300	\$61.86	\$18,558.00	\$300.00	\$18,470.22	\$87.78
Estimated Yield 1.61%	CASH						
Dividend Option Cash							
Capital Gain Option Cash							
QUANTUM CORP DLT & STORAGE	QTM	9,000	\$1.24	\$11,160.00		\$19,090.00	(\$7,930.00)
Dividend Option Cash	CASH						
Capital Gain Option Cash							
ROYAL DUTCH SHELL ADR EA REP 2	RDSA	800	\$68.95	\$55,160.00	\$2,752.00	\$53,557.55	\$1,602.45
CL A EURO 07	CASH						
Estimated Yield 4.98%							
Dividend Option Cash							
Capital Gain Option Cash							
SANDF1 SPONSORED ADR	SNY	1,700	\$47.38	\$80,546.00	\$2,871.71	\$63,568.20	\$16,977.80
Estimated Yield 3.56%	CASH						
Dividend Option Cash							
Capital Gain Option Cash							

Statement for the Period December 1, 2012 to December 31, 2012

HARVEY R HOUCK JR AND PATRICIA W HOUCK FOUNDATION - Corporation

76-0435413



Securities offered through USCA Securities LLC member FINRA/SIPC
Investment Advisory services offered through USCA RA LLC

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/12	Current Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
STRYKER CORP							
Estimated Yield 1.93%	SYK	1,500	\$54.82	\$82,230.00	\$1,590.00	\$77,445.90	\$4,784.10
Dividend Option Cash	CASH						
Capital Gain Option Cash							
Next Dividend Payable 01/31/13							
SYSCO CORP							
Estimated Yield 3.53%	SYK	600	\$31.66	\$18,996.00	\$672.00	\$18,849.72	\$146.28
Dividend Option Cash	CASH						
Capital Gain Option Cash							
Next Dividend Payable 01/25/13							
TELEFONICA SA ADR EA REPR 1 ORD							
NPV	TEF	2,052	\$13.49	\$27,881.48	\$3,536.44	\$44,467.21	(\$16,785.73)
Estimated Yield 12.77%	CASH						
Dividend Option Cash							
Capital Gain Option Cash							
THERMO FISHER SCIENTIFIC INC							
Estimated Yield 0.94%	TMO	400	\$63.78	\$25,512.00	\$240.00	\$20,650.80	\$4,861.20
Dividend Option Cash	CASH						
Capital Gain Option Cash							
Next Dividend Payable 01/15/13							
TIME WARNER INC NEW COM NEW							
Estimated Yield 2.17%	TWX	2,000	\$47.83	\$95,660.00	\$2,080.00	\$67,837.97	\$27,822.03
Dividend Option Cash	CASH						
Capital Gain Option Cash							
TRANSOCEAN LIMITED COM CHF15							
Dividend Option Cash	RIG	700	\$44.66	\$31,262.00		\$42,395.40	(\$11,133.40)
Capital Gain Option Cash	CASH						
VEOLIA ENVIRONNEMENT ADR EACH							
REP ONE ORD EUR13.5(SPON)	VE	2,000	\$12.24	\$24,480.00	\$1,773.24	\$37,295.60	(\$12,815.60)
Estimated Yield 7.24%	CASH						
Dividend Option Cash							
Capital Gain Option Cash							
WALMART STORES INC							
Estimated Yield 2.33%	WMT	1,400	\$68.23	\$95,522.00	\$2,226.00	\$75,247.64	\$20,274.36
Dividend Option Cash	CASH						
Capital Gain Option Cash							

Harvey R. Houck, Jr. and Patricia W. Houck Foundation, Inc.

U.S. Capital Advisors LLC

Account carried with National Financial Services LLC, Member
NYSE, SIPC

Statement for the Period December 1, 2012 to December 31, 2012

HARVEY R HOUCK JR AND PATRICIA W HOUCK FOUNDATION - Corporation



Securities offered through U.S. Capital Advisors LLC, member FINRA/SIPC
Investment Advisory services offered through U.S. Capital Advisors LLC

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/12	Current Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
WISDOMTREE TR MANAGED FUTURES STRATEGY FD Dividend Option Cash Capital Gain Option Cash	WDTI CASH	300	\$40.303	\$12,090.90		\$14,614.76	(\$2,523.86)
3M COMPANY Estimated Yield 2.54% Dividend Option Cash Capital Gain Option Cash	MMM CASH	100	\$92.85	\$9,285.00	\$236.00	\$8,122.93	\$1,162.07
KINDER MORGAN INC DEL WT EXP PUR CL P COM EXP 05/25/2017	KMIWS CASH	320	\$3.78	\$1,209.60			
Total Equity				\$2,057,756.20	\$51,271.08	\$1,875,339.17	\$181,207.43

Total Equities

Less non-stock holding Oaktree LLC
HOLDINGS > FIXED INCOME - 6.38% of Total Account Value

	\$2,057,756.20	\$51,271.08	\$1,875,339.17	\$181,207.43
	22,745.00		21,935.00	
	2,035,011.20		1,853,404.17	

For an explanation of fixed income pricing, please see the last page. Redemption schedule(s), bond rating(s), and other information are provided where available. If information does not appear regarding a particular investment, it is not available. The ratings on this statement are provided by Standard & Poor's and/or Moody's to rate the quality based on the respective rating agency's assessment.

Accrued Interest - Represents interest accumulated since the last coupon date on certain fixed income securities which may not yet have been paid by the issuer or received by NFS. There is no guarantee that the accrued interest will be paid by the issuer.

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/12	Estimated Current Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Corporate Bonds							
MERRILL LYNCH CO INC MTN BE 5.45000% 02/05/2013 FR ISIN #US99018YM403 SEDOL #82PDTL1 MOODY'S Baa2 /S&P A- CPN PMT SEMI-ANNUAL ON AUG 05, FEB 05 Next Interest Payable 02/05/13 Accrued Interest \$1788.22 Adjusted Cost Basis	59018YM40 CASH	80,000	\$100.434	\$80,347.20	\$4,360.00	\$84,368.00	(\$4,020.80)

U.S. Capital Advisors LLC

Account carried with National Financial Services LLC, Member
NYSE, SIPC

Statement for the Period December 1, 2012 to December 31, 2012

HARVEY R HOUCK JR AND PATRICIA W HOUCK FOUNDATION - Corporation



U.S. Capital Advisors

Securities offered through USCA Securities LLC, member FINRA/SIPC
Investment Advisory services offered through USCA RIA LLC

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/12	Estimated Current Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
FORD MOTOR CR CO GLBL NT 7.000%	345397TZ6	30,000	\$104.2073	\$31,262.19	\$2,100.00	\$32,115.00	
10/01/2013 ISIN #US345397TZ65	CASH						
SEDOL #2732033							
MOODY'S Baa3 /S&P BB+							
CPN PMT SEMI-ANNUAL							
ON APR 01, OCT 01							
Next Interest Payable 04/01/13							
Accrued Interest \$525.00							
Adjusted Cost Basis						\$32,115.00	(\$852.81)
GOLDMAN SACHS GROUP INC NOTE	38141GD04	30,000	\$103.5012	\$31,050.36	\$1,575.00	\$31,515.00	
5.25000% 10/15/2013	CASH						
MOODY'S A3 /S&P A-							
CPN PMT SEMI-ANNUAL							
ON APR 15, OCT 15							
Next Interest Payable 04/15/13							
Accrued Interest \$332.50							
Adjusted Cost Basis						\$31,515.00	(\$464.64)
Total Corporate Bonds		140,000		\$142,659.75	\$8,035.00	\$147,998.00	(\$5,338.25)
Total Fixed Income		140,000		\$142,659.75	\$8,035.00	\$147,998.00	(\$5,338.25)
Total Securities				\$2,200,415.95	\$59,306.08	\$2,023,337.17	\$175,869.18
TOTAL PORTFOLIO VALUE				\$2,235,853.65	\$59,306.08	\$2,023,337.17	\$175,869.18



U.S. Capital Advisors LLC

Account carried with National Financial Services LLC, Member
NYSE, SIPC



Account carried with National Financial Services LLC, Member
NYSE, SIPC