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**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.

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE DEVLIN FOUNDATION		A Employer identification number 76-0574063
Number and street (or P O box number if mail is not delivered to street address) 680 FIFTH AVENUE	Room/suite 2201	B Telephone number (212) 486-5500
City or town, state, and ZIP code NEW YORK, NY 10019		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 17,241,616. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	46,695.	46,695.		STATEMENT 1
4 Dividends and interest from securities	244,288.	244,282.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	805,318.			
b Gross sales price for all assets on line 6a	3,936,399.			
7 Capital gain net income (from Part IV, line 2)		805,318.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	141,043.	134,123.		STATEMENT 3
12 Total. Add lines 1 through 11	1,237,344.	1,230,418.		
13 Compensation of officers, directors, trustees, etc	75,000.	0.		75,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees	100,735.	100,734.		0.
17 Interest				
18 Taxes	22,848.	11,691.		4,237.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	680.	680.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	199,263.	113,105.		79,237.
25 Contributions, gifts, grants paid	805,375.			805,375.
26 Total expenses and disbursements. Add lines 24 and 25	1,004,638.	113,105.		884,612.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	232,706.			
b Net investment income (if negative, enter -0-)		1,117,313.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		727,219.	1,838,126.	1,838,126.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 9		1,555,544.	1,732,393.	2,195,855.
	b	Investments - corporate stock STMT 10		6,321,188.	5,121,756.	6,268,924.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment, basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment, basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 11)		6,971,293.	7,212,878.	6,938,711.	
16	Total assets (to be completed by all filers)		15,575,244.	15,905,153.	17,241,616.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 12)		12,736.	13,516.	
23	Total liabilities (add lines 17 through 22)		12,736.	13,516.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		15,562,508.	15,891,637.		
30	Total net assets or fund balances		15,562,508.	15,891,637.		
31	Total liabilities and net assets/fund balances		15,575,244.	15,905,153.		

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	15,562,508.
2	Enter amount from Part I, line 27a	2	232,706.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	122,043.
4	Add lines 1, 2, and 3	4	15,917,257.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	25,620.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,891,637.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a STATEMENT ATTACHED	P	VARIOUS	12/31/12
b STATEMENT ATTACHED	P	VARIOUS	12/31/12
c CAPITAL GAINS DIVIDENDS			
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 633,801.		725,755.	-91,954.
b 3,301,310.		2,405,326.	895,984.
c 1,288.			1,288.
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-91,954.
b			895,984.
c			1,288.
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	805,318.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,041,193.	17,258,437.	.060330
2010	740,313.	16,027,049.	.046191
2009	978,306.	13,694,122.	.071440
2008	587,640.	18,579,931.	.031628
2007	1,125,401.	21,988,028.	.051182

2 Total of line 1, column (d)	2	.260771
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	.052154
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	16,581,028.
5 Multiply line 4 by line 3	5	864,767.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,173.
7 Add lines 5 and 6	7	875,940.
8 Enter qualifying distributions from Part XII, line 4 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.	8	884,612.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 11,173.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2 0.
3 Add lines 1 and 2		3 11,173.
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 11,173.
6 Credits/Payments:		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 6,920.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 20,000.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d		7 26,920.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10 15,747.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 15,747. Refunded <input checked="" type="checkbox"/> 0.		11 0.

Part VII-A Statements Regarding Activities

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

N/A

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of MICHAEL H DEVLIN Telephone no. (212) 486-5500 Located at 680 FIFTH AVENUE, NEW YORK, NY ZIP+4 10019
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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.
1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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?
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
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.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		75,000.	0.	0.

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

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

Total number of other employees paid over \$50,000 ▶ 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NORTHERN TRUST PO BOX 803878, CHICAGO, IL 60680	INVESTMENT SERVICES	100,734.

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	15,954,495.
b	Average of monthly cash balances	1b	879,036.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	16,833,531.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	16,833,531.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	252,503.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,581,028.
6	Minimum investment return. Enter 5% of line 5	6	829,051.

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	829,051.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	11,173.
2b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,173.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	817,878.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	817,878.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	817,878.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	884,612.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	884,612.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	11,173.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	873,439.

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				817,878.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	83,096.			
b From 2008				
c From 2009	297,862.			
d From 2010				
e From 2011	184,359.			
f Total of lines 3a through e	565,317.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	884,612.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				817,878.
e Remaining amount distributed out of corpus	66,734.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	632,051.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	83,096.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	548,955.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	297,862.			
c Excess from 2010				
d Excess from 2011	184,359.			
e Excess from 2012	66,734.			

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

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

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

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

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

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

SEE STATEMENT 14

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:
DEVLIN FOUNDATION ATTENTION: MICHAEL DEVLIN, (212) 339-0100
680 FIFTH AVENUE - SUITE 2201, NEW YORK, NY 10019

b The form in which applications should be submitted and information and materials they should include:
LETTER WITH FINANCIAL STATEMENTS

c Any submission deadlines:
N/A

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

THE DEVLIN FOUNDATION
EIN: 76-0574063
TAX YEAR ENDED: 12/31/12

Part XV, Line 3a, Grants and Contributions Paid During the Year**

<u>DONEE</u>	<u>AMOUNT</u>
2012 TRAVERS CELEBRATION 267 Union Avenue Sartoga Springs, NY 12866	\$ 875
ACTORS FUND 729 Seventh Avenue - 10 th Floor New York, NY 10019	1,500
AMERICAN IRISH HISTORICAL SOCIETY 991 Fifth Avenue New York, NY 10028	12,500
AMERICAN MUSEUM OF NATURAL HISTORY Central Park West at 79 th Street New York, NY 10024-5192	500
AUTISM SPEAKS 2 Park Avenue 11 th Floor New York, NY 10016	1,500
BELMONT CHILDCARE ASSOCIATION 2150 Hempstead Turnpike Gate6 Elmont, NY 11003	2,500
BOSTON COLLEGE Boston House 140 Commonwealth Avenue Chestnut Hill, MA 02467	160,000
BRADY CENTER TO PREVENT GUN VIOLENCE 1225 Eye Street NW #1100 Washington, DC 20005	2,500

THE DEVLIN FOUNDATION
EIN: 76-0574063
TAX YEAR ENDED: 12/31/12

Part XV, Line 3a, Grants and Contributions Paid During the Year**

<u>DONEE</u>	<u>AMOUNT</u>
CARNEGIE HILL NEIGHBORS INC. 170 East 91 st Street New York, NY 10128	2,000
CENTRAL PARK CONSERVATORY 14 East 60 th Street New York, NY 10022	1,000
CONNECTICUT PUBLIC BROADCASTING NETWORK 1049 Asylum Road Hartford, CT 06105	300
CULTURAL ALLIANCE OF FAIRFIELD COUNTY 70 Sanford Street Fairfield, CT 06824	250
JIM MCMERINEE PAY IT BACK FUND 6550 S Millrock Dr Suite 125 Salt Lake City, UT 84121	1,000
JOE TORRE SAFE AT HOME FOUNDATION PO Box 3133 Grand Central Station New York, NY 10163	50,000
LE MOYNE COLLEGE 1419 Salt Springs Road Syracuse, NY 13214	10,000
MARINE CORPS LAW ENFORCEMENT FOUNDATION 273 Columbus Avenue Suite 10 Tuckahoe, NY 10707	5,000

THE DEVLIN FOUNDATION
EIN: 76-0574063
TAX YEAR ENDED: 12/31/12

Part XV, Line 3a, Grants and Contributions Paid During the Year**

<u>DONEE</u>	<u>AMOUNT</u>
MARQUIS STUDIOS 45 Main Street Suite 612 Brooklyn, NY 11201	1,000
NATIONAL MUSEUM OF RACING 191 Union Avenue Saraoga Springs, NY 12866	500
NATIONAL WORLD WAR II MUSEUM 945 Magazine Street New Orleans, LA 70130	5,000
NEAR AND FAR AID PO Box 717 Southport, CT 06890-0717	5,000
NEW YORK CITY CENTER GALA 131 West 55 th Street New York, NY 10019	5,000
NEW YORK CITY CENTER 131 West 55 th Street New York, NY 10019	25,000
OZANOM HALL OF QUEENS NURSING HOME 4241 201 st Street Bayside, NY 11361	2,500
PARK AVENUE TREE LIGHTING Brick Presbyterian Church 62 East 92 nd Street New York, NY 10128	500

THE DEVLIN FOUNDATION
EIN: 76-0574063
TAX YEAR ENDED: 12/31/12

Part XV, Line 3a, Grants and Contributions Paid During the Year**

<u>DONEE</u>	<u>AMOUNT</u>
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 West 33 rd Street New York, NY 10001	500
SAFE WATER NETWORK 10 Saugatuck Avenue Westport, CT 06880	1,000
SARATOGA ARTS 320 Broadway Saratoga Springs, NY 12866	1,250
SARATOGA SPRINGS PRESERVATIVE FOUNDATION 112 Spring Street Suite 203 Saratoga Springs, NY 12866	250
SOLOMON R. GUGGENHEIM FOUNDATION 1071 Fifth Avenue New York, NY 10128	250
ST MARY'S RESTORATION FUND 423 First Street NW Grand Rapids, MI 49504-5277	5,000
ST VINCENT'S MEDICAL CENTER FOUNDATION 2800 Main Street Bridgeport, CT 06606	15,000
THE CLARK MUSEUM 225 South Street Williamstown, MA 01267	250

THE DEVLIN FOUNDATION
EIN: 76-0574063
TAX YEAR ENDED: 12/31/12

Part XV, Line 3a, Grants and Contributions Paid During the Year**

<u>DONEE</u>	<u>AMOUNT</u>
THE DECORATORS CLUB FOUNDATION PO Box #732 New York, NY 10150	1,500
THE HALL IN THE WALL FOUNDATION 4801 Courthouse Street Suite 220 Williamsburg, VA 23188	1,000
THE JEWISH MUSEUM 1109 5 TH Avenue New York, NY 10128	100
THE METROPOLITAN MUSEUM OF ART 1000 Fifth Avenue New York, NY 10028-0198	1,100
THE MORGAN LIBRARY AND MUSEUM 225 Madison Avenue New York, NY 10016	150
THE MUSEUM OF MODERN ART 11 West 53 Street New York, NY 10019	600
THE NEW YORK PUBLIC LIBRARY 476 Fifth Avenue and 42 nd Street New York, NY 10018	500
THE SERIOUS FUN CHILDREN'S NETWORK 228 Saugatuck Avenue Westport, CT 06880	5,000

THE DEVLIN FOUNDATION
EIN: 76-0574063
TAX YEAR ENDED: 12/31/12

Part XV, Line 3a, Grants and Contributions Paid During the Year**

<u>DONEE</u>	<u>AMOUNT</u>
THIRTEEN 450 West 33 rd Street New York, NY 10001	150
TULANE UNIVERSITY 6823 St. Charles Avenue New Orleans, LA 70118	310,000
WESTPORT COUNTRY PLAYHOUSE 25 Powers Court Westport, CT 06880	162,500
WFJ TRUST PO Box 2783 Westport, CT 06880	1,000
WFUV FORDHAM UNIVERSITY Bronx, NY 10458-9993	2,100
WHITNEY MUSEUM OF AMERICAN ART 945 Madison Avenue at 75 th Street New York, NY 10021	<u>250</u>
2012 Total Contributions	<u><u>\$805,375</u></u>

** All contributions were made to aid and assist the various donees in the function for which they have been granted tax exempt status.

2012 Tax Information Statement

Account Number: 23-68820
 Recipient's Tax ID Number: XX-XXX4063
 Recipient's Name and Address:
 DEVLIN FOUNDATION
 730 5TH AVE. STE. 2102
 NEW YORK, NY 10019-4105

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Corrected 2nd TIN notice

2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash. Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
87262N109	TNT EXPRESS N V ADR			TNTEY					
351 0000	01/17/2012 08/09/2011			2,816.05	3,236.43	0.00	-420.38	0.00	0.00
368287207	GAZPROM O A O SPONSORED ADR			OGZPY					
648.0000	01/20/2012 08/11/2011			7,613.14	6,975.98	0.00	637.16	0.00	0.00
060505104	BK AMER CORP COM			BAC					
2050 0000	01/23/2012 12/30/2011			14,672.19	11,244.87	0.00	3,427.32	0.00	0.00
444859102	HUMANA INC			HUM					
135 0000	01/25/2012 02/02/2011			12,095.80	7,960.72	0.00	4,135.08	0.00	0.00
43731T102	ADR HOME RETAIL GROUP PLC SPONSORED ADR			HMRTY					
489 0000	01/26/2012 03/11/2011			3,082.79	6,257.73	0.00	-3,174.94	0.00	0.00
834376501	#REORG/SOLUTIA INC CASH AND STK MERGER								
115 0000	EASTMAN CHEMICAL 2298325 7/2/2012			3,130.24	2,931.35	0.00	198.89	0.00	0.00
87262N109	TNT EXPRESS N V ADR			TNTEY					
832 0000	02/17/2012 Various			10,428.35	7,653.42	0.00	2,774.93	0.00	0.00
87262N109	TNT EXPRESS N V ADR			TNTEY					
540 0000	02/21/2012 08/11/2011			6,976.67	4,964.11	0.00	2,012.56	0.00	0.00
13321L108	CAMECO CORP COM			CCJ					
544 0000	02/22/2012 Various			14,034.71	16,034.64	0.00	-1,999.93	0.00	0.00

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THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Corrected 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax-Withheld	State Tax-Withheld
87262N109	TNT EXPRESS N V ADR	TNTEY	203.0000	02/22/2012	08/11/2011	2,623.15	1,866.14	0.00	757.01	0.00	0.00
13321L108	CAMECO CORP COM	CCJ	199.0000	02/23/2012	Various	5,043.19	5,201.00	0.00	-157.81	0.00	0.00
87262N109	TNT EXPRESS N V ADR	TNTEY	765.0000	02/23/2012	Various	9,632.10	6,543.62	0.00	3,088.48	0.00	0.00
87262N109	TNT EXPRESS N V ADR	TNTEY	1077.0000	02/24/2012	Various	13,564.60	8,439.15	0.00	5,125.45	0.00	0.00
H8817H100	TRANSOCEAN LTD	RIG	76.0000	04/03/2012	12/07/2011	4,077.41	3,436.65	0.00	640.76	0.00	0.00
868536103	SUPER VALU INC	SVU	1765.0000	04/04/2012	06/29/2011	9,454.72	16,709.08	0.00	-7,254.36	0.00	0.00
451055107	ICONIX BRAND GROUP INC COM	ICON	954.0000	04/26/2012	Various	13,853.58	17,364.41	0.00	-3,510.83	0.00	0.00
92852T201	ADR VIVENDI SA ADR	VIVHY	7000	05/16/2012	03/14/2012	11.47	12.52	0.00	-1.05	0.00	0.00
00844W109	#REORG/AGEAS SPONSORED REV STK SPLIT AGEAS		10025.0000	06/01/2012	Various	16,039.64	18,624.37	0.00	-2,584.73	0.00	0.00

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2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
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 NEW YORK, NY 10019-4105

Corrected

2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
018805101	ALLIANZ AKTIENGESELLSCHAFT SPONSORED ADR			AZSEY					
1245 0000	REPSTG 1/10 SH	06/01/2012	08/09/2011	10,894.75	13,759.49	0.00	-2,864.74	0.00	0.00
021244207	ALSTOM ADR			ALSMY					
5697 0000	Various	06/01/2012	Various	16,564.79	24,046.01	0.00	-7,481.22	0.00	0.00
022205108	ADR ALUMINA LTD SPONSORED ADR			AWC					
1761 0000	Various	06/01/2012	Various	6,446.70	9,111.24	0.00	-2,664.54	0.00	0.00
035128206	ANGLOGOLD LIMITED SPONSORED ADR			AU					
208 0000	Various	06/01/2012	03/26/2012	7,580.87	8,023.02	0.00	-442.15	0.00	0.00
067901108	BARRICK GOLD CORP			ABX					
265 0000	Various	06/01/2012	Various	10,640.75	12,171.74	0.00	-1,530.99	0.00	0.00
13321L108	CAMECO CORP COM			CCJ					
983.0000	Various	06/01/2012	Various	18,152.85	20,102.18	0.00	-1,949.33	0.00	0.00
144430204	CARREFOUR SA SPONSORED ADR			CRRFY					
5063 0000	Various	06/01/2012	Various	17,025.47	22,750.47	0.00	-5,725.00	0.00	0.00
15234Q207	ADR CENTRAIS ELETRICAS BRASILEIRAS S A SPONSORED ADR REPSTG COM			EBR					
680.0000	Various	06/01/2012	03/26/2012	4,351.70	6,539.08	0.00	-2,187.38	0.00	0.00
285039103	ADR ELECTRICITE DE FRANCE ADR			ECIFY					
1497.0000	Various	06/01/2012	12/21/2011	5,506.44	7,008.95	0.00	-1,502.51	0.00	0.00

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Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
294821608	ERICSSON L M TEL CO ADR CL B	ERIC									
2070 0000	06/01/2012 Various	17,364.43	19,919.44	0.00					-2,555.01	0.00	0.00
318027208	ADR FINMECCANICA SPA ADR	FINMY									
13629 0000	06/01/2012 Various	22,034.87	32,932.38	0.00					-10,897.51	0.00	0.00
35958N107	ADR FUJIFILM HLDGS CORP ADR 2 ORD ADR	FUJJI									
427.0000	06/01/2012 11/09/2011	7,831.86	9,566.94	0.00					-1,735.08	0.00	0.00
368287207	GAZPROM O A O SPONSORED ADR	OGZPY									
2685.0000	06/01/2012 Various	23,095.85	25,866.27	0.00					-2,770.42	0.00	0.00
43731T102	ADR HOME RETAIL GROUP PLC SPONSORED ADR	HMRTY									
1713.0000	06/01/2012 Various	7,805.11	11,561.13	0.00					-3,756.02	0.00	0.00
452553308	ADR IMPALA PLATINUM HLDGS LTD SPONSORED ADR	IMPUY									
468.0000	06/01/2012 03/26/2012	7,143.11	9,678.05	0.00					-2,534.94	0.00	0.00
456837103	ADR ING GROEP N V SPONSORED ADR	ING									
1347.0000	06/01/2012 05/09/2012	7,610.92	8,876.73	0.00					-1,265.81	0.00	0.00
496902404	KINROSS GOLD CORP COM NPV NEW	KGC									
2358 0000	06/01/2012 Various	19,234.00	26,730.87	0.00					-7,496.87	0.00	0.00
56824R106	MARINE HARVEST ASA ADR	MNHVY									
1818.0000	06/01/2012 Various	17,536.22	19,010.73	0.00					-1,474.51	0.00	0.00

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 NEW YORK, NY 10019-4105

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Corrected 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
651191108	ADR NEWCREST MNG LTD SPONSORED ADR			NCMGY					
413 0000	06/01/2012 Various	06/01/2012	Various	9,714.21	11,803.75	0.00	-2,089.54	0.00	0.00
65334H102	NEXEN INC COMMON			NXY					
1167 0000	06/01/2012 Various	06/01/2012	Various	17,319.53	19,787.35	0.00	-2,467.82	0.00	0.00
654445303	ADR NINTENDO LTD			NTDOY					
408.0000	06/01/2012 08/01/2011	06/01/2012	08/01/2011	5,806.89	8,083.05	0.00	-2,276.16	0.00	0.00
73180Y203	POLYUS GOLD INTL LTD GDR LEVEL 1			PLZLY					
5684.0000	06/01/2012 Various	06/01/2012	Various	14,003.36	21,189.60	0.00	-7,186.24	0.00	0.00
775376106	ADR ROHM CO LTD ADR			ROHCY					
175.0000	06/01/2012 12/20/2011	06/01/2012	12/20/2011	3,115.89	3,817.45	0.00	-701.56	0.00	0.00
816078307	ADR SEKISUI HOUSE LTD SPONSORED ADR			SKHSY					
590.0000	06/01/2012 08/03/2011	06/01/2012	08/03/2011	4,874.88	5,468.77	0.00	-593.89	0.00	0.00
824841407	SHISEIDO SPONSORED ADR			SSDOY					
840 0000	06/01/2012 Various	06/01/2012	Various	12,906.81	14,407.58	0.00	-1,500.77	0.00	0.00
826197501	SIEMENS A G SPONSORED ADR			SI					
55 0000	06/01/2012 09/27/2011	06/01/2012	09/27/2011	4,434.91	5,166.15	0.00	-731.24	0.00	0.00
87425E103	TALISMAN ENERGY INC			TLM					
2014 0000	06/01/2012 Various	06/01/2012	Various	20,250.92	26,056.82	0.00	-5,805.90	0.00	0.00

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2012 Tax Information Statement

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 730 5TH AVE. STE. 2102
 NEW YORK, NY 10019-4105

THE NORTHERN TRUST COMPANY
 P O BOX 803878
 CHICAGO, IL 60680

Corrected 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Stocks or Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
87927Y201	ADR TELECOM ITALIA S P A NEW SPONSORED ADR			TI/A	7,103.22	9,997.58	0.00	-2,894.36	0.00	0.00
1046 0000	REPSTG SVGS SHS	06/01/2012	Various	VIVHY						
92852T201	ADR VIVENDI SA ADR									
1071 0000	06/01/2012	Various		WTKWY	17,028.52	18,456.03	0.00	-1,427.51	0.00	0.00
977874205	ADR WOLTERS KLUWER N V SPONSORED ADR									
279.0000	06/01/2012	08/08/2011		RIG	3,967.46	5,051.41	0.00	-1,083.95	0.00	0.00
H8817H100	TRANSOCEAN LTD									
357 0000	06/01/2012	Various		UBS	14,136.88	15,833.93	0.00	-1,697.05	0.00	0.00
H89231338	UBS AG SHS COM									
948 0000	06/01/2012	Various		VIVHY	10,645.24	13,836.88	0.00	-3,191.64	0.00	0.00
92852T201	ADR VIVENDI SA ADR									
35 0000	06/25/2012	04/11/2012		GS	586.24	579.74	0.00	6.50	0.00	0.00
38141G104	GOLDMAN SACHS GROUP INC									
11.0000	06/27/2012	07/11/2011		ORCL	1,026.96	1,450.44	0.00	-423.48	0.00	0.00
68389X105	ORACLE CORPORATION									
37 0000	06/27/2012	07/14/2011		AAAGY	1,040.42	1,187.51	0.00	-147.09	0.00	0.00
001317205	ADR AIA GROUP LTD SPONSORED ADR									
34 0000	07/06/2012	04/03/2012			483.86	497.91	0.00	-14.05	0.00	0.00

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2012 Tax Information Statement

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 DEVLIN FOUNDATION
 730 5TH AVE, STE. 2102
 NEW YORK, NY 10019-4105

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
042068106	ARM HLDGS PLC SPONSORED ADR	ARMH									
15 0000	07/16/2012	09/08/2011	340.77			425.10	0.00	-84.33	0.00	0.00	0.00
641069406	NESTLE S A SPONSORED ADR REPSTG REG SH	NSRGY									
10 0000	07/16/2012	09/08/2011	599.27			571.50	0.00	27.77	0.00	0.00	0.00
803054204	SAP AKTIENGESELLSCHAFT SPONSORED ADR	SAP									
14 0000	07/16/2012	05/04/2012	837.84			884.14	0.00	-46.30	0.00	0.00	0.00
296036304	ERSTE GROUP BANK AG EFF 8/11/08 SPARKASSE SPONSORED ADR REPSTG 1/2 SH	EBKDY									
525 0000	07/18/2012	01/04/2012	4,765.79			4,656.38	0.00	109.41	0.00	0.00	0.00
24869P104	DENNY'S CORP COMI	DENN									
9.0000	07/19/2012	05/07/2012	40.76			36.26	0.00	4.50	0.00	0.00	0.00
34964C106	FORTUNE BRANDS HOME & SEC INC COM	FBHS									
4.0000	07/19/2012	12/21/2011	91.28			64.04	0.00	27.24	0.00	0.00	0.00
410867105	HANOVER INS GROUP INC COM	THG									
6.0000	07/19/2012	02/14/2012	212.21			240.78	0.00	-28.57	0.00	0.00	0.00
450911201	ITT CORPORATION W/I	ITT									
7 0000	07/19/2012	03/26/2012	130.68			160.81	0.00	-30.13	0.00	0.00	0.00
477839104	JOHN BEAN TECHNOLOGIES CORP COM STK	JBT									
14 0000	07/19/2012	09/13/2011	195.29			206.67	0.00	-11.38	0.00	0.00	0.00

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 NEW YORK, NY 10019-4105

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56382Q102	MANNING & NAPIER INC CL A	07/19/2012	12/02/2011	MN	169.31	152.17	0.00	17.14	0.00	0.00
12.0000										
62886E108	NCR CORP NEW	07/19/2012	09/13/2011	NCR	416.99	288.77	0.00	128.22	0.00	0.00
17.0000										
831865209	SMITH A O CORP COM	07/19/2012	12/01/2011	AOS	461.60	348.26	0.00	113.34	0.00	0.00
9.0000										
930059100	WADDELL & REED FINL INC CL A	07/19/2012	09/06/2011	WDR	145.55	140.79	0.00	4.76	0.00	0.00
5.0000										
97650W108	WINTRUST FINANCIAL CORP COMMON STOCK	07/19/2012	02/29/2012	WTFC	146.60	135.60	0.00	11.00	0.00	0.00
4.0000										
138006309	CANON INC ADR REPSTG 5 SHS	08/01/2012	09/08/2011	CAJ	169.35	227.58	0.00	-58.23	0.00	0.00
5.0000										
099724106	BORG WARNER AUTOMOTIVE INC	08/24/2012	12/15/2011	BWA	273.02	252.40	0.00	20.62	0.00	0.00
4.0000										
268648102	EMC CORP MASS	08/24/2012	08/26/2011	EMC	582.99	475.42	0.00	107.57	0.00	0.00
22.0000										
30219G108	EXPRESS SCRIPTS HLDG CO COM	08/24/2012	01/25/2012	ESRX	431.75	367.95	0.00	63.80	0.00	0.00
7.0000										

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406216101	HALLIBURTON CO	HAL	341.09	388.35	0.00	-47.26	0.00	0.00
10.0000	08/24/2012 11/08/2011							
20585P105	COMVERSE INC	CNSI	22.82	24.17	0.00	-1.35	0.00	0.00
.8000	11/01/2012 11/01/2012							
35177Q105	FRANCE TELECOM SPONSORED ADR	FTE	4,758.92	5,737.55	0.00	-978.63	0.00	0.00
455 0000	11/12/2012 06/01/2012							
17133Q502	ADR CHUNGHWA TELECOM CO LTD SPONSORED ADR NEW 2011	CHT	6,378.84	5,918.26	0.00	460.58	0.00	0.00
199 0000	11/29/2012 06/01/2012							
20440W105	ADR COMPANHIA SIDERURGICA NACIONAL SPONSORED ADR REPSTG ORD SHS	SID	9,103.48	11,187.81	0.00	-2,084.33	0.00	0.00
1765 0000	11/29/2012 06/01/2012							
654802206	ADR NITTO DENKO CORP ADR	NDEKY	29,797.73	22,559.31	0.00	7,238.42	0.00	0.00
1164.0000	11/29/2012 06/01/2012							
74728G605	ADR QBE INS GROUP LTD SPONSORED	QBIEY	5,551.58	5,821.20	0.00	-269.62	0.00	0.00
490 0000	11/29/2012 06/01/2012							
780259107	ADR ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS	RDS/B	2,418.70	2,230.12	0.00	188.58	0.00	0.00
35 0000	11/29/2012 06/01/2012							
85771P102	STATOIL ASA SPONSORED ADR	STO	3,169.35	2,922.40	0.00	246.95	0.00	0.00
130.0000	11/29/2012 06/01/2012							

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00081T108	ACCO BRANDS CORP COM			ACCO						
1898.0000	12/03/2012 Various				13,209.62	16,193.79	0.00	-2,984.17	0.00	0.00
482423100	#REORG/KBW INC COM CASH AND STOCK MERGERSTIFEL FIN CORP 2847665 2/15/2013			KBW						
944 0000	12/03/2012 Various				16,163.94	16,767.45	0.00	-603.51	0.00	0.00
443251103	ADR HOYA CORP SPONSORED ADR			HOCPY						
200 0000	12/04/2012 Various				3,852.73	4,524.88	0.00	-672.15	0.00	0.00
204409601	ADR COMPANHIA ENERGETICA DE MINAS GERAIS SPONSORED ADR PAR \$0.01 REP NON VGT PFD			CIG						
312 0000	12/07/2012 06/01/2012				3,775.71	5,307.43	0.00	-1,531.72	0.00	0.00
053774105	AVIS BUDGET GROUP INC COM STK			CAR						
16 0000	12/24/2012 11/06/2012				317.83	263.04	0.00	54.79	0.00	0.00
485170302	KANSAS CITY SOUTHERN INDS INC NEW			KSU						
3.0000	12/24/2012 11/06/2012				248.54	245.55	0.00	2.99	0.00	0.00
929740108	WABTEC CORP			WAB						
3.0000	12/24/2012 11/06/2012				262.83	246.63	0.00	16.20	0.00	0.00
Total Short Term Sales					633,801.45	725,755.42	0.00	-91,953.97	0.00	0.00
Long Term 15% Sales										
92857W209	VODAFONE GROUP PLC SPONSORED ADR			VOD						
301.0000	01/05/2012 06/28/2007				8,270.51	10,085.88	0.00	-1,815.37	0.00	0.00

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834376501	#REORG/SOLUTIA INC CASH AND STK MERGER	01/27/2012	05/18/2010		18,645.34	10,361.93	0.00	8,283.41	0.00	0.00
685 0000	EASTMAN CHEMICAL 2298325 7/2/2012			FSS						
313855108	FEDERAL SIGNAL CORP									
1065 0000	02/01/2012 05/10/2010				4,562.05	6,933.03	0.00	-2,370.98	0.00	0.00
83364L109	ADR SOCIETE GENERALE FRANCE SPONSORED ADR			SCGLY						
1696 0000	02/08/2012 Various				10,833.33	14,293.06	0.00	-3,459.73	0.00	0.00
62474M108	ADR MTN GROUP LTD SPONSORED ADR			MTNOY						
95.0000	02/09/2012 02/01/2011				1,678.92	1,704.78	0.00	-25.86	0.00	0.00
62474M108	ADR MTN GROUP LTD SPONSORED ADR			MTNOY						
410 0000	02/10/2012 02/01/2011				7,235.70	7,357.45	0.00	-121.75	0.00	0.00
109696104	BRINKS CO COM STOCK			BCO						
870.0000	02/14/2012 11/18/2010				20,783.90	22,376.31	0.00	-1,592.41	0.00	0.00
237545108	ADR DASSAULT SYS S A SPONSORED ADR			DASTY						
140 0000	02/16/2012 02/01/2011				11,403.53	11,284.70	0.00	118.83	0.00	0.00
553491101	MS&AD INSURANCE-JUNSPONS ADR			MSADY						
529 0000	02/17/2012 12/11/2007				5,805.51	9,864.20	0.00	-4,058.69	0.00	0.00
13321L108	CAMECO CORP COM			CCJ						
39.0000	02/23/2012 04/08/2010				988.36	1,046.24	0.00	-57.88	0.00	0.00

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00508Y102	ACUITY BRANDS INC COM	02/29/2012	11/06/2007	AYI	7,310.59	0.00	4,241.04	0.00	0.00
185.0000									
98233Q105	#REORG/WRIGHT EXPRESS NAME CHANGE WEX INC	02/29/2012	10/29/2012		6,361.43	0.00	11,032.17	0.00	0.00
280.0000									
80105N105	SANOFL-AVENTIS SPONSORED ADR	03/07/2012	Various	SNY	5,808.93	0.00	-157.15	0.00	0.00
152.0000									
80105N105	SANOFL-AVENTIS SPONSORED ADR	03/08/2012	Various	SNY	1,989.60	0.00	10.01	0.00	0.00
53.0000									
93317Q105	WALTER INDS INC	03/26/2012	02/07/2007	WLT	6,711.25	0.00	9,923.89	0.00	0.00
272.0000									
16940R109	ADR CHINA RES ENTERPRISE LTD SPONSORED ADR	04/05/2012	02/01/2011	CRHKY	10,115.55	0.00	-1,485.45	0.00	0.00
1270.0000									
715684106	ADR PERUSAHAAN PERSEROAN PERSERO P T	04/17/2012	02/28/2011	TLK	4,509.47	0.00	-138.90	0.00	0.00
132.0000									
485170302	KANSAS CITY SOUTHERN INDS INC NEW	04/18/2012	01/03/2006	KSU	3,791.74	0.00	7,730.92	0.00	0.00
156.0000									
929740108	WABTEC CORP	04/18/2012	01/03/2006	WAB	2,860.29	0.00	5,868.17	0.00	0.00
108.0000									

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93114W107	WAL MART DE MEXICO SA DE CV SPON ADR REP V	WMMVY	351 0000	04/25/2012	02/01/2011	9,659.30	10,047.38	0.00	-388.08	0.00	0.00
715684106	ADR PERUSAHAAN PERSEROAN PERSERO P T TELEKOMUNIKASI INDONESIA SPONSORED ADR	TLK	170.0000	04/26/2012	02/28/2011	5,897.65	5,807.64	0.00	90.01	0.00	0.00
715684106	ADR PERUSAHAAN PERSEROAN PERSERO P T TELEKOMUNIKASI INDONESIA SPONSORED ADR	TLK	8.0000	04/27/2012	02/28/2011	280.47	273.30	0.00	7.17	0.00	0.00
715684106	ADR PERUSAHAAN PERSEROAN PERSERO P T TELEKOMUNIKASI INDONESIA SPONSORED ADR	TLK	120.0000	04/27/2012	Various	4,250.72	4,051.18	0.00	199.54	0.00	0.00
37733W105	GLAXO PLC ADR	GSK	109.0000	04/30/2012	01/11/2010	5,035.40	4,540.29	0.00	495.11	0.00	0.00
718546104	PHILLIPS 66 COM	PSX	5000	05/01/2012	12/29/2003	15.98	7.77	0.00	8.21	0.00	0.00
465685105	ITC HLDGS CORP COM STK	ITC	420.0000	05/07/2012	12/03/2009	30,833.19	19,592.72	0.00	11,240.47	0.00	0.00
143658300	CARNIVAL CORP PAIRED CTF 1 COM CARNIVAL CORP [QDI]	CCL	265.0000	05/10/2012	02/01/2011	8,342.94	12,139.65	0.00	-3,796.71	0.00	0.00
81783H105	ADR SEVEN & I HLDGS CO LTD ADR	SVNDY	82.0000	05/10/2012	Various	4,932.10	4,025.27	0.00	906.83	0.00	0.00

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93114W107	WAL MART DE MEXICO SA DE CV SPON ADR REP V	WMMVY	9,058.73	10,133.25	0.00	-1,074.52	0.00	0.00
354 0000	05/10/2012 02/01/2011							
887389104	TIMKEN CO	TKR	12,886.71	5,889.44	0.00	6,997.27	0.00	0.00
264 0000	05/17/2012 10/05/2009							
48206M102	ADR JUPITER TELECOMMUNICATION CO LTD ADR	JUPIY	6,162.46	6,472.44	0.00	-309.98	0.00	0.00
93 0000	05/25/2012 02/01/2011							
48206M102	ADR JUPITER TELECOMMUNICATION CO LTD ADR	JUPIY	5,450.76	5,706.88	0.00	-256.12	0.00	0.00
82 0000	05/29/2012 02/01/2011							
018805101	ALLIANZ AKTIENGESELLSCHAFT SPONSORED ADR	AZSEY	13,721.26	15,955.81	0.00	-2,234.55	0.00	0.00
1568 0000	REPSTG 1/10 SH 06/01/2012 05/20/2010							
022205108	ADR ALUMINA LTD SPONSORED ADR	AWC	8,225.85	31,204.82	0.00	-22,978.97	0.00	0.00
2247 0000	06/01/2012 Various							
035128206	ANGLOGOLD LIMITED SPONSORED ADR	AU	38,232.36	31,097.88	0.00	7,134.48	0.00	0.00
1049.0000	06/01/2012 Various							
046353108	ADR ASTRAZENECA PLC SPONSORED ADR	AZN	11,232.41	13,746.18	0.00	-2,513.77	0.00	0.00
281.0000	UNITED KINGDOM 06/01/2012 02/09/2011							
046353108	ADR ASTRAZENECA PLC SPONSORED ADR	AZN	16,428.91	19,225.14	0.00	-2,796.23	0.00	0.00
411.0000	UNITED KINGDOM 06/01/2012 Various							

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067901108	BARRICK GOLD CORP	06/01/2012	Various	ABX	36,318.67	0.00	14,074.35	0.00	0.00
1255 0000	CAMECO CORP COM	06/01/2012	Various	CCJ	27,527.08	0.00	-3,354.05	0.00	0.00
1309.0000	CARREFOUR SA SPONSORED ADR	06/01/2012	Various	CRRFY	50,829.12	0.00	-31,705.30	0.00	0.00
144430204	ADR CENTRAIS ELETRICAS BRASILEIRAS S A SPONSORED ADR	06/01/2012	Various	EBR/B	13,242.19	0.00	-2,292.31	0.00	0.00
5687.0000	ADR CENTRAIS ELETRICAS BRASILEIRAS S A SPONSORED ADR	06/01/2012	Various	EBR	8,888.37	0.00	-4,786.26	0.00	0.00
15234Q108	ADR DAIICHI SANKYO CO LTD SPONSORED ADR LEVEL 1	06/01/2012	Various	DNPLY	64,268.32	0.00	-29,206.18	0.00	0.00
1235 0000	ADR EAST JAPAN RY CO ADR	06/01/2012	Various	DSNKY	22,697.02	0.00	-4,074.56	0.00	0.00
15234Q207	ADR ELECTRICITE DE FRANCE ADR	06/01/2012	Various	EJPRY	22,430.10	0.00	-3,171.30	0.00	0.00
641 0000	ADR ELECTRICITE DE FRANCE ADR	06/01/2012	Various	ECIFY	3,823.14	0.00	-2,061.23	0.00	0.00
233806306	ADR DAIICHI SANKYO CO LTD SPONSORED ADR LEVEL 1	06/01/2012	Various	DSNKY	18,622.46	0.00	-4,074.56	0.00	0.00
4889.0000	ADR EAST JAPAN RY CO ADR	06/01/2012	Various	EJPRY	22,430.10	0.00	-3,171.30	0.00	0.00
23381D102	ADR ELECTRICITE DE FRANCE ADR	06/01/2012	Various	ECIFY	3,823.14	0.00	-2,061.23	0.00	0.00
1171 0000	ADR DAIICHI SANKYO CO LTD SPONSORED ADR LEVEL 1	06/01/2012	Various	DSNKY	22,697.02	0.00	-4,074.56	0.00	0.00
273202101	ADR EAST JAPAN RY CO ADR	06/01/2012	Various	EJPRY	22,430.10	0.00	-3,171.30	0.00	0.00
2001.0000	ADR ELECTRICITE DE FRANCE ADR	06/01/2012	Various	ECIFY	3,823.14	0.00	-2,061.23	0.00	0.00
285039103	ADR ELECTRICITE DE FRANCE ADR	06/01/2012	Various	ECIFY	3,823.14	0.00	-2,061.23	0.00	0.00
479 0000	ADR ELECTRICITE DE FRANCE ADR	06/01/2012	Various	ECIFY	3,823.14	0.00	-2,061.23	0.00	0.00

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285039103	ADR ELECTRICITE DE FRANCE ADR	ECIFY									
3798 0000	06/01/2012 Various	13,970 25	37,604 61	0 00					-23,634.36	0 00	0 00
318027208	ADR FINMECCANICA SPA ADR	FINMY									
6917 0000	06/01/2012 Various	11,183 16	39,819.65	0 00					-28,636.49	0 00	0 00
35958N107	ADR FUJIFILM HLDGS CORP ADR 2 ORD ADR	FUJIY									
1295 0000	06/01/2012 Various	23,752.36	48,024 70	0 00					-24,272.34	0 00	0 00
368287207	GAZPROM O A O SPONSORED ADR	OGZPY									
1514 0000	06/01/2012 10/15/2010	13,023.14	16,251 05	0 00					-3,227.91	0 00	0 00
37733W105	GLAXO PLC ADR	GSK									
736.0000	06/01/2012 Various	32,194.56	29,019.68	0 00					3,174.88	0 00	0 00
37733W105	GLAXO PLC ADR	GSK									
241.0000	06/01/2012 02/08/2011	10,541.97	9,399.53	0 00					1,142.44	0 00	0 00
38059T106	GOLD FIELDS LTD NEW SPONSORED ADR	GFI									
2605.0000	06/01/2012 Various	35,146.13	32,437.79	0 00					2,708.34	0 00	0 00
404508202	ADR HACHIJUNI BK LTD ADR	HACBY									
332.0000	06/01/2012 Various	15,534.69	19,065.78	0 00					-3,531.09	0 00	0 00
43731T102	ADR HOME RETAIL GROUP PLC SPONSORED ADR	HMRTY									
1260.0000	06/01/2012 Various	5,741.06	15,861 59	0 00					-10,120.53	0 00	0 00

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496902404	KINROSS GOLD CORP COM NPV NEW	06/01/2012	01/20/2011	KGC	5,554.86	11,440.26	0.00	-5,885.40	0.00	0.00
681 0000										
496902404	KINROSS GOLD CORP COM NPV NEW	06/01/2012	Various	KGC	16,574.85	36,224.20	0.00	-19,649.35	0.00	0.00
2032 0000										
500631106	KOREA ELEC PWR CO SPONSORED ADR	06/01/2012	Various	KEP	23,497.39	36,936.21	0.00	-13,438.82	0.00	0.00
2495 0000										
553491101	MS&AD INSURANCE-UNSPONS ADR	06/01/2012	Various	MSADY	23,158.70	46,219.94	0.00	-23,061.24	0.00	0.00
3094 0000										
553491101	MS&AD INSURANCE-UNSPONS ADR	06/01/2012	03/25/2011	MSADY	9,139.22	14,166.16	0.00	-5,026.94	0.00	0.00
1221.0000										
651191108	ADR NEWCREST MING LTD SPONSORED ADR	06/01/2012	02/08/2011	NCMGY	2,469.71	4,010.60	0.00	-1,540.89	0.00	0.00
105 0000										
651191108	ADR NEWCREST MING LTD SPONSORED ADR	06/01/2012	Various	NCMGY	26,437.68	23,572.48	0.00	2,865.20	0.00	0.00
1124.0000										
65334H102	NEXEN INC COMMON	06/01/2012	Various	NXY	25,111.09	30,655.78	0.00	-5,544.69	0.00	0.00
1692 0000										
654445303	ADR NINTENDO LTD	06/01/2012	05/25/2011	NTDOY	2,277.21	4,515.97	0.00	-2,238.76	0.00	0.00
160 0000										

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 730 5TH AVE. STE. 2102
 NEW YORK, NY 10019-4105

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

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654445303	ADR NINTENDO LTD	06/01/2012	Various	NTDOY	14,488.76	33,431.97	0.00	-18,943.21	0.00	0.00
1018 0000	ADR NIPPON TELEG & TEL CORP SPONSORED ADR	06/01/2012	Various	NTT	58,341.86	57,179.27	0.00	1,162.59	0.00	0.00
654624105	ADR NIPPON TELEG & TEL CORP SPONSORED ADR	06/01/2012	Various	NOK	5,330.63	14,349.78	0.00	-9,019.15	0.00	0.00
2731 0000	ADR NIPPON TELEG & TEL CORP SPONSORED ADR	06/01/2012	Various	NOK	13,476.09	61,515.57	0.00	-48,039.48	0.00	0.00
654902204	NOKIA CORP SPONSORED ADR	06/01/2012	Various	PC	14,969.63	42,541.66	0.00	-27,572.03	0.00	0.00
2032 0000	NOKIA CORP SPONSORED ADR	06/01/2012	Various	PC	2,339.40	4,192.93	0.00	-1,853.53	0.00	0.00
654902204	NOKIA CORP SPONSORED ADR	06/01/2012	Various	ROHCY	18,463.89	28,037.66	0.00	-9,573.77	0.00	0.00
5137 0000	NOKIA CORP SPONSORED ADR	06/01/2012	Various	SKM	42,132.28	65,910.71	0.00	-23,778.43	0.00	0.00
69832A205	ADR PANASONIC CORP ADR ADR	06/01/2012	Various	SNY	10,043.98	11,091.54	0.00	-1,047.56	0.00	0.00
2374 0000	ADR PANASONIC CORP ADR ADR	06/01/2012	Various							
69832A205	ADR PANASONIC CORP ADR ADR	06/01/2012	Various							
371.0000	ADR PANASONIC CORP ADR ADR	06/01/2012	03/16/2011							
775376106	ADR ROHM CO LTD ADR	06/01/2012	Various							
1037 0000	ADR ROHM CO LTD ADR	06/01/2012	Various							
78440P108	ADR SK TELECOM LTD SPONSORED ADR	06/01/2012	Various							
3697 0000	ADR SK TELECOM LTD SPONSORED ADR	06/01/2012	Various							
80105N105	SANOFI-AVENTIS SPONSORED ADR	06/01/2012	Various							
300.0000	SANOFI-AVENTIS SPONSORED ADR	06/01/2012	Various							

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816078307	ADR SEKISUI HOUSE LTD SPONSORED ADR	06/01/2012	Various	SKHSY	20,276.22	21,234.89	0.00	-958.67	0.00	0.00
2454 0000										
81783H105	ADR SEVEN & I HLDGS CO LTD ADR	06/01/2012	Various	SVNDY	38,581.37	30,035.86	0.00	8,545.51	0.00	0.00
641 0000										
824841407	SHISEIDO SPONSORED ADR	06/01/2012	Various	SSDOY	16,855.68	17,391.78	0.00	-536.10	0.00	0.00
1097.0000										
86562X106	ADR SUMITOMO MITSUI TR HLDGS INC SPONSORED ADR	06/01/2012	04/01/2011	SUTNY	16,323.37	24,082.66	0.00	-7,759.29	0.00	0.00
6727.0000										
871013108	GDR SWISSCOM SPONSORED ADR	06/01/2012	Various	SCMWY	33,244.65	30,431.31	0.00	2,813.34	0.00	0.00
916 0000										
87927Y201	ADR TELECOM ITALIA S P A NEW SPONSORED ADR	06/01/2012	Various	TI/A	28,093.74	67,905.96	0.00	-39,812.22	0.00	0.00
4137.0000										
892331307	TOYOTA MTR CORP ADR REP 2 COM	06/01/2012	Various	TM	29,095.85	27,161.16	0.00	1,934.69	0.00	0.00
383.0000										
92857W209	VODAFONE GROUP PLC SPONSORED ADR	06/01/2012	06/28/2007	VOD	1,900.92	2,379.06	0.00	-478.14	0.00	0.00
71 0000										
930004205	WACOAL HLDGS CORP CORP TO 10/01/2005 ADR ADR	06/01/2012	Various	WACLY	27,672.01	30,495.33	0.00	-2,823.32	0.00	0.00
493 0000										

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977874205	ADR WOLTERS KLUWER N V SPONSORED ADR			WTKWY						
2033 0000	06/01/2012 Various	06/01/2012	Various		28,909.83	33,885.29	0.00	-4,975.46	0.00	0.00
G0692U109	AXIS CAPITAL HOLDINGS LTD COM			AXS						
954 0000	06/01/2012 Various	06/01/2012	Various		30,805.59	27,904.24	0.00	2,901.35	0.00	0.00
H89231338	UBS AG SHS COM			UBS						
1766 0000	06/01/2012 Various	06/01/2012	Various		19,830.68	45,460.83	0.00	-25,630.15	0.00	0.00
79546E104	SALLY BEAUTY HLDGS INC COM STK			SBH						
521 0000	06/08/2012 01/26/2010	06/08/2012	01/26/2010		13,857.20	4,492.43	0.00	9,364.77	0.00	0.00
037411105	APACHE CORP			APA						
14 0000	06/27/2012 02/02/2011	06/27/2012	02/02/2011		1,175.69	1,692.18	0.00	-516.49	0.00	0.00
073730103	BEAM INC			BEAM						
17.0000	06/27/2012 02/02/2011	06/27/2012	02/02/2011		1,040.38	797.30	0.00	243.08	0.00	0.00
166764100	CHEVRONTEXACO CORP COM			CVX						
10.0000	06/27/2012 02/02/2011	06/27/2012	02/02/2011		1,022.08	966.11	0.00	55.97	0.00	0.00
20825C104	CONOCOPHILLIPS			COP						
19.0000	06/27/2012 12/29/2003	06/27/2012	12/29/2003		1,027.50	468.04	0.00	559.46	0.00	0.00
222816100	COVANCE INC			CVD						
36.0000	06/27/2012 02/02/2011	06/27/2012	02/02/2011		1,675.45	1,887.66	0.00	-212.21	0.00	0.00

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35671D857	FREEPORT MCMORAN C & G CL B COM STK	06/27/2012	02/02/2011	FCX	5,169.02	0.00	-2,222.82	0.00	0.00
92 0000				2,946.20					
458140100	INTEL CORP COM	06/27/2012	02/02/2011	INTC	865.40	0.00	178.58	0.00	0.00
40 0000				1,043.98					
46625H100	J P MORGAN CHASE & CO	06/27/2012	01/06/2006	JPM	1,436.40	0.00	-123.51	0.00	0.00
36 0000				1,312.89					
50540R409	LABORATORY CORP AMER HLDGS NEW	06/27/2012	02/02/2011	LH	1,160.71	0.00	-3.34	0.00	0.00
13 0000				1,157.37					
65339F101	NEXTERA ENERGY INC COM	06/27/2012	09/24/2008	NEE	794.03	0.00	221.15	0.00	0.00
15 0000				1,015.18					
744573106	PUBLIC SVC ENTERPRISE GROUP INC	06/27/2012	02/02/2011	PEG	1,076.30	0.00	-25.93	0.00	0.00
33 0000				1,050.37					
88732J207	TIME WARNER CABLE INC COM	06/27/2012	02/02/2011	TWC	973.38	0.00	148.69	0.00	0.00
14 0000				1,122.07					
913017109	UNITED TECHNOLOGIES CORP	06/27/2012	02/02/2011	UTX	1,151.46	0.00	-117.26	0.00	0.00
14 0000				1,034.20					
942683103	WATSON PHARMACEUTICALS INC COM	06/27/2012	02/02/2011	WPI	823.90	0.00	240.06	0.00	0.00
15 0000				1,063.96					

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949746101	WELLS FARGO & CO NEW	06/27/2012	05/02/2011	WFC	1,139.22	1,019.16	0.00	120.06	0.00	0.00
35 0000				PG						
742718109	PROCTER & GAMBLE CO	06/28/2012	02/02/2011	AIQUY	12,323.57	12,927.53	0.00	-603.96	0.00	0.00
206 0000										
009126202	ADR AIR LIQUIDE ADR	07/16/2012	02/01/2011	AZSEY	560.55	615.85	0.00	-55.30	0.00	0.00
26.0000										
018805101	ALLIANZ AKTIENGESELLSCHAFT SPONSORED ADR	07/16/2012	02/01/2011	AMX	29.01	44.30	0.00	-15.29	0.00	0.00
3 0000	REPSTG 1/10 SH									
02364W105	AMERICA MOVIL S A DE CV SPON ADR SER L SHARES	07/16/2012	02/01/2011	ARMH	644.61	703.56	0.00	-58.95	0.00	0.00
24.0000										
042068106	ARM HLDGS PLC SPONSORED ADR	07/16/2012	02/01/2011	BRGY	318.06	379.74	0.00	-61.68	0.00	0.00
14.0000										
055434203	BG PLC ADR FIN INST N	07/16/2012	02/01/2011	CNI	242.51	278.96	0.00	-36.45	0.00	0.00
12 0000										
136375102	CANADIAN NATL RY CO COM	07/16/2012	03/11/2011	CAJ	683.76	594.41	0.00	89.35	0.00	0.00
8.0000										
138006309	CANON INC ADR REPSTG 5 SHS	07/16/2012	02/01/2011		411.93	540.04	0.00	-128.11	0.00	0.00
11.0000										

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237545108	ADR DASSAULT SYS S A SPONSORED ADR	07/16/2012	02/01/2011	DASTY	90.87	80.61	0.00	10.26	0.00	0.00
1 0000										
296036304	ERSTE GROUP BANK AG EFF 8/11/08 SPARKASSE SPONSORED ADR REPSTG 1/2 SH	07/16/2012	02/01/2011	EBKDY	173.28	492.58	0.00	-319.30	0.00	0.00
19.0000										
307305102	FANUC CORPORATION	07/16/2012	02/01/2011	FANUY	131.65	134.13	0.00	-2.48	0.00	0.00
5 0000										
358029106	FRESENIUS MED CARE AG & CO.KGAA EACH REPR 1/3 NPV	07/16/2012	05/24/2011	FMS	560.87	563.60	0.00	-2.73	0.00	0.00
8 0000										
45104G104	ADR ICICI BK LTD	07/16/2012	02/01/2011	IBN	473.62	622.95	0.00	-149.33	0.00	0.00
14.0000										
453038408	IMPERIAL OIL LTD NEW	07/16/2012	02/01/2011	IMO	460.69	487.63	0.00	-26.94	0.00	0.00
11.0000										
466140100	ADR JGC CORP	07/16/2012	05/13/2011	JGCCY	177.21	150.00	0.00	27.21	0.00	0.00
3 0000										
502117203	ADR L OREAL CO ADR	07/16/2012	02/01/2011	LRLCY	203.07	216.14	0.00	-13.07	0.00	0.00
9 0000										
502441306	ADR LVMH MOET HENNESSY LOUIS VUITTON ADR	07/16/2012	02/01/2011	LVMUY	1,014.27	1,131.03	0.00	-116.76	0.00	0.00
35.0000										

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641069406	NESTLE S A SPONSORED ADR REPSTG REG SH	07/16/2012	02/01/2011	NSRGY	496.49	0.00	42.86	0.00	0.00
9 0000				539.35					
806857108	SCHLUMBERGER LTD ISIN #AN8068571086	07/16/2012	02/01/2011	SLB	716.89	0.00	-187.11	0.00	0.00
8 0000				529.78					
83569C102	ADR SONOVA HLDG AG UNSP ADR	07/16/2012	03/30/2011	SONVY	148.78	0.00	-0.94	0.00	0.00
8 0000				147.84					
92933H101	#REORG/WPP PLC ADR MANDATORY EXCH WPP PLC	2M1JAH1 01/02/2013		WPPGY	565.42	0.00	-12.23	0.00	0.00
9 0000				553.19					
009126202	ADR AIR LIQUIDE ADR	07/17/2012	02/01/2011	AIQUY	450.04	0.00	-37.37	0.00	0.00
19 0000				412.67					
018805101	ALLIANZ AKTIENGESELLSCHAFT SPONSORED ADR	07/17/2012	02/01/2011	AZSEY	265.77	0.00	-90.91	0.00	0.00
18 0000				174.86					
055434203	BG PLC ADR FIN INST N	07/17/2012	02/01/2011	BRGY	325.46	0.00	-42.53	0.00	0.00
14 0000				282.93					
237545108	ADR DASSAULT SYS S A SPONSORED ADR	07/17/2012	02/01/2011	DASTY	806.05	0.00	98.39	0.00	0.00
10 0000				904.44					
296036304	ERSTE GROUP BANK AG EFF 8/11/08 SPARKASSE SPONSORED ADR REPSTG 1/2 SH	07/17/2012	02/01/2011	EBKDY	725.90	0.00	-468.57	0.00	0.00
28 0000				257.33					

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296036304	ERSTE GROUP BANK AG EFF 8/11/08 SPARKASSE SPONSORED ADR REPSTG 1/2 SH	EBKDY	110.0000	07/17/2012	02/01/2011	991.50	2,851.75	0.00	-1,860.25	0.00	0.00
307305102	FANUC CORPORATION	FANUY	24.0000	07/17/2012	02/01/2011	625.49	643.80	0.00	-18.31	0.00	0.00
502117203	ADR L OREAL CO ADR	LRLCY	8.0000	07/17/2012	02/01/2011	182.64	192.12	0.00	-9.48	0.00	0.00
83569C102	ADR SONOVA HLDG AG UNSP ADR	SONVY	13.0000	07/17/2012	03/30/2011	243.74	241.76	0.00	1.98	0.00	0.00
296036304	ERSTE GROUP BANK AG EFF 8/11/08 SPARKASSE SPONSORED ADR REPSTG 1/2 SH	EBKDY	1073.0000	07/18/2012	02/01/2011	9,740.36	27,817.52	0.00	-18,077.16	0.00	0.00
00508Y102	ACUITY BRANDS INC COM	AYI	2.0000	07/19/2012	11/06/2007	121.02	79.03	0.00	41.99	0.00	0.00
018522300	ALLETE INC COM NEW	ALE	9.0000	07/19/2012	05/19/2011	378.98	359.40	0.00	19.58	0.00	0.00
053774105	AVIS BUDGET GROUP INC COM STK	CAR	10.0000	07/19/2012	07/18/2011	146.99	154.95	0.00	-7.96	0.00	0.00
05615F102	BABCOCK & WILCOX CO NEW COM STK	BWC	8.0000	07/19/2012	11/26/2010	199.75	201.92	0.00	-2.17	0.00	0.00

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08173R104	BENEFICIAL MUT BANCORP INC COM STK	BNCL	24 0000	07/19/2012	04/14/2008	208.79	239.01	0.00	-30.22	0.00	0.00
11133T103	BROADRIDGE FINL SOLUTIONS INC COM STK	BR	19 0000	07/19/2012	10/05/2009	413.04	381.11	0.00	31.93	0.00	0.00
12503M108	CBOE HOLDINGS INC COM	CBOE	2 0000	07/19/2012	05/19/2011	56.34	56.29	0.00	0.05	0.00	0.00
14057J101	CAPITOL FED FINL INC COM	CFEN	6 0000	07/19/2012	02/23/2011	70.55	73.34	0.00	-2.79	0.00	0.00
144577103	CARRIZO OIL & GAS INC COM	CRZO	7 0000	07/19/2012	07/18/2011	180.10	271.10	0.00	-91.00	0.00	0.00
163893209	CHEMTURA CORP COM NEW	CHMT	24 0000	07/19/2012	05/09/2011	335.50	430.92	0.00	-95.42	0.00	0.00
167250109	ADR CHICAGO BRDG & IRON CO N Y NY REGISTRY SH NY	CBI	14.0000	07/19/2012	01/03/2006	536.47	353.04	0.00	183.43	0.00	0.00
17273K109	CIRCOR INTL INC COM	CIR	7 0000	07/19/2012	01/03/2006	227.20	178.99	0.00	48.21	0.00	0.00
20451N101	COMPASS MINERALS INTL INC COM	CMP	3 0000	07/19/2012	07/17/2008	227.66	218.15	0.00	9.51	0.00	0.00

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 P.O. BOX 803878
 CHICAGO, IL 60680

Corrected 2nd TIN notice

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235825205	DANA HLDG CORP COM	07/19/2012	05/09/2011	DAN	227.79	344.51	0.00	-116.72	0.00	0.00
19 0000										
247850100	DEL TIC TIMBER CORP	07/19/2012	02/04/2009	DEL	502.30	321.78	0.00	180.52	0.00	0.00
8.0000										
254423106	DINEEQUITY INC COM STK	07/19/2012	01/03/2006	DIN	314.92	328.03	0.00	-13.11	0.00	0.00
7 0000										
261608103	DRESSER-RAND GROUP INC COM	07/19/2012	11/01/2010	DRC	135.48	103.14	0.00	32.34	0.00	0.00
3 0000										
29355X107	ENPRO INDUSTRIES INC	07/19/2012	03/08/2011	NPO	326.68	351.49	0.00	-24.81	0.00	0.00
9.0000										
31847R102	FIRST AMERN FINL CORP COM STK	07/19/2012	02/23/2011	FAF	372.22	352.61	0.00	19.61	0.00	0.00
22.0000										
33582V108	1ST NIAGARA FINL GROUP INC NEW COM	07/19/2012	02/15/2008	FNFG	139.31	219.42	0.00	-80.11	0.00	0.00
18.0000										
337915102	FIRSTMERIT CORP	07/19/2012	11/18/2009	FMER	299.14	361.48	0.00	-62.34	0.00	0.00
18.0000										
343498101	FLOWERS FOODS INC	07/19/2012	01/03/2006	FLO	436.79	257.86	0.00	178.93	0.00	0.00
21.0000										

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34354P105	FLOWSERVE CORP	07/19/2012	01/03/2006	FLS	227.79	80.10	0.00	147.69	0.00	0.00
2 0000										
346233109	FORESTAR GROUP INC	07/19/2012	06/12/2008	FOR	151.79	288.78	0.00	-136.99	0.00	0.00
12 0000										
350060109	FOSTER L B CO CL A	07/19/2012	05/02/2006	FSTR	150.09	116.36	0.00	33.73	0.00	0.00
5 0000										
402635304	GULFPORT ENERGY CORP COM NEW COM NEW	07/19/2012	07/18/2011	GPOR	278.96	437.09	0.00	-158.13	0.00	0.00
13 0000										
410345102	HANESBRANDS INC COM STK	07/19/2012	07/15/2008	HBI	485.59	365.62	0.00	119.97	0.00	0.00
16 0000										
431475102	HILL ROM HLDGS INC COM STK	07/19/2012	10/09/2008	HRC	443.78	336.98	0.00	106.80	0.00	0.00
14 0000										
450828108	IBERIABANK CORP COM	07/19/2012	07/20/2009	IBKC	355.80	295.42	0.00	60.38	0.00	0.00
7 0000										
483007704	KAISER ALUM CORP COM PAR \$0.01 COM PAR \$0.01	07/19/2012	06/03/2008	KALU	366.92	445.29	0.00	-78.37	0.00	0.00
7 0000										
485170302	KANSAS CITY SOUTHERN INDS INC NEW	07/19/2012	01/03/2006	KSU	71.89	24.31	0.00	47.58	0.00	0.00
1 0000										

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50060P106		KOPPERS HLDGS INC COM			KOP						
4.0000		07/19/2012 01/14/2011			132.47	159.05	0.00	0.00	-26.58	0.00	0.00
667340103		NORTHWEST BANCSHARES INC MD COM			NWBI						
26.0000		07/19/2012 01/27/2011			303.66	310.67	0.00	0.00	-7.01	0.00	0.00
674215108		OASIS PETE INC NEW COM STK			OAS						
9.0000		07/19/2012 07/18/2011			249.37	276.36	0.00	0.00	-26.99	0.00	0.00
693320202		PHH CORP COM			PHH						
8.0000		07/19/2012 11/26/2010			132.55	168.91	0.00	0.00	-36.36	0.00	0.00
703395103		PATTERSON COMPANIES INC			PDCO						
11.0000		07/19/2012 04/21/2009			386.08	225.45	0.00	0.00	160.63	0.00	0.00
70959W103		PENSKE AUTOMOTIVE GROUP INC COM STK			PAG						
15.0000		07/19/2012 02/16/2011			368.39	316.33	0.00	0.00	52.06	0.00	0.00
758750103		REGAL BELOIT CORP COM			RBC						
6.0000		07/19/2012 03/08/2011			406.31	433.02	0.00	0.00	-26.71	0.00	0.00
89469A104		TREEHOUSE FOODS INC COM			THS						
8.0000		07/19/2012 06/22/2009			464.07	227.45	0.00	0.00	236.62	0.00	0.00
896522109		TRINITY INDS INC			TRN						
10.0000		07/19/2012 08/10/2010			237.28	189.90	0.00	0.00	47.38	0.00	0.00

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91879Q109	VAIL RESORTS INC COM	07/19/2012	08/15/2008	MTN	453.13	401.06	0.00	52.07	0.00	0.00
92240G101	VECTREN CORP	07/19/2012	01/13/2009	VVC	388.61	330.54	0.00	58.07	0.00	0.00
92672A101	VIEWPOINT FINL GROUP INC MD COM	07/19/2012	07/12/2011	VPFG	298.50	238.25	0.00	60.25	0.00	0.00
929740108	WABTEC CORP	07/19/2012	01/03/2006	WAB	76.94	26.48	0.00	50.46	0.00	0.00
96008P104	WESTFIELD FINL INC NEW COM STK	07/19/2012	10/05/2009	WFD	116.15	134.49	0.00	-18.34	0.00	0.00
98310W108	WYNDHAM WORLDWIDE CORP COM STK	07/19/2012	10/13/2006	WYN	614.87	353.33	0.00	261.54	0.00	0.00
138006309	CANON INC ADR REPSTG 5 SHS	07/31/2012	02/01/2011	CAJ	4,849.05	7,118.76	0.00	-2,269.71	0.00	0.00
887389104	TIMKEN CO	07/31/2012	10/05/2009	TKR	11,464.01	7,049.49	0.00	4,414.52	0.00	0.00
98310W108	WYNDHAM WORLDWIDE CORP COM STK	07/31/2012	10/13/2006	WYN	24,295.26	13,721.04	0.00	10,574.22	0.00	0.00

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138006309	CANON INC ADR REPSTG 5 SHS	08/01/2012	02/01/2011	CAJ	10,296.28	14,924.85	0.00	-4,628.57	0.00	0.00
304 0000	AT&T INC	08/24/2012	02/02/2011	T	1,365.27	1,024.72	0.00	340.55	0.00	0.00
00206R102	ALLSTATE CORP	08/24/2012	02/02/2011	ALL	528.35	436.17	0.00	92.18	0.00	0.00
37 0000	AMERICAN EXPRESS CO	08/24/2012	03/16/2011	AXP	860.47	638.29	0.00	222.18	0.00	0.00
020002101	BANK NEW YORK MELLON CORP COM STK	08/24/2012	02/02/2011	BK	648.14	924.33	0.00	-276.19	0.00	0.00
14 0000	BAXTER INTL INC	08/24/2012	Various	BAX	938.42	555.72	0.00	382.70	0.00	0.00
025816109	BEAM INC	08/24/2012	02/02/2011	BEAM	405.15	328.30	0.00	76.85	0.00	0.00
15 0000	EBAY INC	08/24/2012	08/19/2010	EBAY	517.98	251.18	0.00	266.80	0.00	0.00
064058100	EMERSON ELECTRIC CO	08/24/2012	02/02/2011	EMR	465.20	539.60	0.00	-74.40	0.00	0.00
29 0000										

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369604103	GENERAL ELEC CO COM	08/24/2012	02/02/2011	GE	52 0000	1,077.69	0.00	2.33	0.00	0.00
500255104	KOHL'S CORP	08/24/2012	05/16/2011	KSS	13 0000	718.23	0.00	-40.04	0.00	0.00
50540R409	LABORATORY CORP AMER HLDGS NEW	08/24/2012	02/02/2011	LH	2 0000	178.57	0.00	-0.93	0.00	0.00
594918104	MICROSOFT CORP COM	08/24/2012	02/02/2011	MSFT	21 0000	588.10	0.00	51.34	0.00	0.00
718172109	PHILIP MORRIS INTERNATIONAL	08/24/2012	02/02/2011	PM	8 0000	461.00	0.00	254.10	0.00	0.00
718546104	PHILLIPS 66 COM	08/24/2012	Various	PSX	232 0000	3,604.07	0.00	5,947.23	0.00	0.00
74834L100	QUEST DIAGNOSTICS INC	08/24/2012	02/02/2011	DGX	12 0000	689.22	0.00	34.84	0.00	0.00
902973304	US BANCORP DEL NEW	08/24/2012	02/02/2011	USB	20 0000	548.89	0.00	109.70	0.00	0.00
931142103	WAL MART STORES INC	08/24/2012	02/02/2011	WMT	17 0000	949.03	0.00	274.36	0.00	0.00

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942683103	WATSON PHARMACEUTICALS INC COM	WPI	4 0000	08/24/2012	02/02/2011	332.70	219.71	0.00	112.99	0.00	0.00
949746101	WELLS FARGO & CO NEW	WFC	17 0000	08/24/2012	05/02/2011	578.00	495.02	0.00	82.98	0.00	0.00
409735206	JOHN HANCOCK FINANCIAL OPPORTUNITIES FUND	BTO	54 0000	08/28/2012	02/02/2011	924.54	971.56	0.00	-47.02	0.00	0.00
444859102	HUMANA INC	HUM	160 0000	08/28/2012	02/02/2011	11,189.86	9,434.93	0.00	1,754.93	0.00	0.00
409735206	JOHN HANCOCK FINANCIAL OPPORTUNITIES FUND	BTO	64 0000	08/29/2012	02/02/2011	1,097.09	1,151.47	0.00	-54.38	0.00	0.00
409735206	JOHN HANCOCK FINANCIAL OPPORTUNITIES FUND	BTO	13 0000	08/30/2012	02/02/2011	222.56	233.89	0.00	-11.33	0.00	0.00
291011104	EMERSON ELECTRIC CO	EMR	51 0000	08/31/2012	02/02/2011	873.92	917.58	0.00	-43.66	0.00	0.00
409735206	JOHN HANCOCK FINANCIAL OPPORTUNITIES FUND	BTO	431 0000	09/04/2012	02/02/2011	21,367.34	25,840.73	0.00	-4,473.39	0.00	0.00
409735206	JOHN HANCOCK FINANCIAL OPPORTUNITIES FUND	BTO	24.0000	09/04/2012	02/02/2011	416.36	431.80	0.00	-15.44	0.00	0.00

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458140100	INTEL CORP COM	INTC	474.0000	09/04/2012	02/02/2011	11,526.05	10,254.94	0.00	1,271.11	0.00	0.00
594918104	MICROSOFT CORP COM	MSFT	295.0000	09/04/2012	02/02/2011	8,906.09	8,261.48	0.00	644.61	0.00	0.00
409735206	JOHN HANCOCK FINANCIAL OPPORTUNITIES FUND	BTO	47.0000	09/05/2012	02/02/2011	817.17	845.62	0.00	-28.45	0.00	0.00
409735206	JOHN HANCOCK FINANCIAL OPPORTUNITIES FUND	BTO	112.0000	09/06/2012	02/02/2011	1,958.80	2,015.08	0.00	-56.28	0.00	0.00
409735206	JOHN HANCOCK FINANCIAL OPPORTUNITIES FUND	BTO	70.0000	09/07/2012	02/02/2011	1,232.44	1,259.43	0.00	-26.99	0.00	0.00
485170302	KANSAS CITY SOUTHERN INDS INC NEW	KSU	157.0000	09/19/2012	01/03/2006	12,473.08	3,816.04	0.00	8,657.04	0.00	0.00
982330105	#REORG/WRIGHT EXPRESS NAME CHANGE WEX INC		110.0000	09/20/2012	01/03/2006	7,588.10	2,499.13	0.00	5,088.97	0.00	0.00
69887V109	ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098	NVS	189.0000	09/24/2012	04/08/2011	11,599.05	10,515.02	0.00	1,084.03	0.00	0.00
942683103	WATSON PHARMACEUTICALS INC COM	WPI	160.0000	09/28/2012	02/02/2011	13,634.89	8,788.31	0.00	4,846.58	0.00	0.00

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222816100	COVANCE INC	10/01/2012	02/02/2011	CVD	8,947.63	9,910.22	0.00	-962.59	0.00	0.00
189 0000	COVANCE INC	10/02/2012	02/02/2011	CVD	4,516.26	4,981.32	0.00	-465.06	0.00	0.00
222816100	ADR PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR NON VTG	10/04/2012	Various	PBR/A	12,755.68	19,564.38	0.00	-6,808.70	0.00	0.00
89469A104	TREEHOUSE FOODS INC COM	10/22/2012	06/22/2009	THS	32,227.97	16,973.48	0.00	15,254.49	0.00	0.00
597 0000	#REORG/COOPER INDUSTRIES CASH AND STK MERGER EATON CORP 2K1XAN1	11/30/2012	Various	CBE	1,620,229.19	354,611.00	0.00	1,265,618.19	0.00	0.00
G24140108	ADR HOYA CORP SPONSORED ADR	12/04/2012	02/01/2011	HOCY	14,833.03	19,430.95	0.00	-4,597.92	0.00	0.00
21000 0000	ARM HLDGS PLC SPONSORED ADR	12/13/2012	02/01/2011	ARMH	5,251.24	3,933.07	0.00	1,318.17	0.00	0.00
443251103	AVIS BUDGET GROUP INC COM STK	12/24/2012	07/18/2011	CAR	6,058.69	4,725.97	0.00	1,332.72	0.00	0.00
770.0000	AVIS BUDGET GROUP INC COM STK	12/24/2012	12/10/2010	CAR	3,178.33	2,371.20	0.00	807.13	0.00	0.00

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485170302	KANSAS CITY SOUTHERN INDS INC NEW			KSU	9,113.23	2,673.66	0.00	6,439.57	0.00	0.00
110 0000		12/24/2012	01/03/2006							
929740108	WABTEC CORP			WAB	8,322.84	2,515.99	0.00	5,806.85	0.00	0.00
95 0000		12/24/2012	01/03/2006							
Total Long Term 15% Sales					3,301,310.37	2,405,326.25	0.00	895,984.12	0.00	0.00

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

SOURCE	AMOUNT
NORTHERN TRUST BANK	33,092.
NORTHERN TRUST BANK	13,603.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	46,695.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST BANK	108,806.	0.	108,806.
NORTHERN TRUST BANK	16.	0.	16.
NORTHERN TRUST BANK	136,748.	0.	136,748.
NORTHERN TRUST BANK	6.	0.	6.
TOTAL TO FM 990-PF, PART I, LN 4	245,576.	0.	245,576.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NET INCOME AFTER DEDUCTIONS -			
MAKENA CAPITAL SPLITTER X, L.P.	154,123.	154,123.	
NET LOSS - IRISH CENTRAL LLC	-20,000.	-20,000.	
FEDERAL TAXES	6,920.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	141,043.	134,123.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NORTHERN TRUST	1.	0.			0.
NORTHERN TRUST	100,734.	100,734.			0.
TO FORM 990-PF, PG 1, LN 16C	100,735.	100,734.			0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITHHELD	11,691.	11,691.			0.
OTHER TAXES	4,237.	0.			4,237.
FEDERAL TAXES	6,920.	0.			0.
TO FORM 990-PF, PG 1, LN 18	22,848.	11,691.			4,237.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
POSTAGE AND DELIVERY	680.	680.			0.
TO FORM 990-PF, PG 1, LN 23	680.	680.			0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES		STATEMENT	7
DESCRIPTION				AMOUNT
K-1-MAKENA CAPITAL SPLITTER X, L.P.- BOOK ONLY ADJUSTMENTS PER K-1				113,082.
ADJUSTMENTS TO PROPERLY REFLECT FUND BALANCES				8,961.
TOTAL TO FORM 990-PF, PART III, LINE 3				122,043.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
K-1-IRISH CENTRAL - CURRENT YEAR LOSS NOT DEDUCTIBLE	25,620.
TOTAL TO FORM 990-PF, PART III, LINE 5	25,620.

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - US GOVERNMENT OBLIGATIONS	X		1,732,393.	2,195,855.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,732,393.	2,195,855.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,732,393.	2,195,855.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - MARKETABLE SECURITIES	5,121,756.	6,268,924.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,121,756.	6,268,924.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - BLAYLOCK INVESTMENT - FORETHOUGHT FINANCIAL GROUP INC	1,000,000.	1,000,000.	200,000.
INVESTMENT - IRISH CENTRAL LLC INVESTMENT-MAKENA CAYMAN ISLAND BLOCKER FUND	1,000,000. -28,707.	1,000,000. -54,327.	1,000,000. 290,000.
INVESTMENT-MAKENA CAPITAL SPLITTER X LP	0. 0.	561,000. 4,706,205.	742,506. 4,706,205.

INVESTMENT-MAKENA CAPITAL ASSOCIATES	5,000,000.	0.	0.
TO FORM 990-PF, PART II, LINE 15	6,971,293.	7,212,878.	6,938,711.

FORM 990-PF	OTHER LIABILITIES	BOY AMOUNT	EOY AMOUNT	STATEMENT	
DESCRIPTION					
DUE - CCPM LLC		12,559.	13,339.		
DUE - ERIN DEVLIN		177.	177.		
TOTAL TO FORM 990-PF, PART II, LINE 22		12,736.	13,516.		

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KATHARINE B DEVLIN 730 FIFTH AVENUE NEW YORK, NY 10019	PRESIDENT 3.00	0.	0.	0.
ROBERT M DEVLIN 730 FIFTH AVENUE NEW YORK, NY 10019	VICE-PRESIDENT 0.00	0.	0.	0.
MICHAEL DEVLIN 730 FIFTH AVENUE NEW YORK, NY 10019	VICE-PRESIDENT 0.00	0.	0.	0.
MATTHEW B DEVLIN 730 FIFTH AVENUE NEW YORK, NY 10019	VICE-PRESIDENT 0.00	0.	0.	0.
ERIN C DEVLIN 730 FIFTH AVENUE NEW YORK, NY 10019	EXECUTIVE VICE-PRESIDENT 20.00	75,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		75,000.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 14

NAME OF MANAGER

KATHARINE B DEVLIN

ROBERT M DEVLIN



Consolidation Overview

December 1, 2012 - December 31, 2012

Consolidation ID DEYFDN
DEVLIN FOUNDATION ACCOUNTS

Consolidated Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Large Cap									
AGILENT TECHNOLOGIES INC COM (A) 23-80976 DEVLIN FOUNDATION - CSMCKEE	40.940	498.00	\$20,388.12	\$19,109.75	\$1,278.37	\$49.80	\$199.20	1.0%	0.3%
		498.00	20,388.12	19,109.75	1,278.37	49.80	199.20		100.0%
ALLSTATE CORP COMMON STOCK (ALL) 23-80976 DEVLIN FOUNDATION - CSMCKEE	40.170	561.00	22,535.37	17,477.95	5,057.42		493.68	2.2%	0.4%
		561.00	22,535.37	17,477.95	5,057.42		493.68		100.0%
AMERICAN EXPRESS CO. - COMMON STOCK, \$ 40 PAR (AXP)	57.480	540.00	31,039.20	22,978.52	8,060.68		432.00	1.4%	0.5%
		540.00	31,039.20	22,978.52	8,060.68		432.00		100.0%
APACHE CORP. - COMMON STOCK, \$1.25 PAR (APA)	78.500	349.00	27,396.50	42,183.56	(14,787.06)		237.32	0.9%	0.4%
		349.00	27,396.50	42,183.56	(14,787.06)		237.32		100.0%
AT&T INC COM (T)	33.710	1,263.00	42,575.73	34,978.78	7,596.95		2,273.40	5.3%	0.7%
		1,263.00	42,575.73	34,978.78	7,596.95		2,273.40		100.0%
BANK NEW YORK MELON CORP COM STK (BK) 23-80976 DEVLIN FOUNDATION - CSMCKEE	25.700	921.00	23,669.70	29,355.59	(5,685.89)		478.92	2.0%	0.4%
		921.00	23,669.70	29,355.59	(5,685.89)		478.92		100.0%
BAXTER INTL INC COMMON STOCK (BAX) 23-80976 DEVLIN FOUNDATION - CSMCKEE	66.660	559.00	37,262.94	19,310.27	17,952.67	251.55	1,006.20	2.7%	0.6%
		559.00	37,262.94	19,310.27	17,952.67	251.55	1,006.20		100.0%
CBS CORP NEW CL B (CBS)	38.050	546.00	20,775.30	17,697.88	3,077.42	65.52	262.08	1.3%	0.3%
		546.00	20,775.30	17,697.88	3,077.42	65.52	262.08		100.0%
CHEVRON CORP COM (CVX)	108.140	465.00	50,285.10	44,924.03	5,361.07		1,674.00	3.3%	0.8%
		465.00	50,285.10	44,924.03	5,361.07		1,674.00		100.0%
CONOCOPHILIPS COM (COP)	57.990	446.00	25,863.54	10,986.58	14,876.96		1,177.44	4.6%	0.4%
		446.00	25,863.54	10,986.58	14,876.96		1,177.44		100.0%
DEERE & CO. - COMMON STOCK, \$1 PAR (DE) 23-80976 DEVLIN FOUNDATION - CSMCKEE	86.420	340.00	29,382.80	25,313.00	4,069.80	156.40	625.60	2.1%	0.5%
		340.00	29,382.80	25,313.00	4,069.80	156.40	625.60		100.0%

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PART II - BALANCE SHEET
LINE 10a & 10b INVESTMENTS





Consolidation Overview

December 1, 2012 - December 31, 2012

Consolidation ID DEVFDN
DEVLIN FOUNDATION ACCOUNTS

Consolidated Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
DISCOVER FINL SVCS COM STK (DFS) 23-68820 DEVLIN FOUNDATION - LMA	38 550	352 00	13,569 60	6,788 50	6,781 10	49 28	197 12	1.5%	0.2%
EBAY INC COM USD0 001 (EBAY) 23-80976 DEVLIN FOUNDATION - CSMCKEE	51 020	619 00	31,581 38	14,134 62	17,446 76	49 28	197 12	1.5%	100.0%
EMC CORP COM (EMC) 23-80976 DEVLIN FOUNDATION - CSMCKEE	25 300	968 00	24,490 40	20,918 48	3,571 92				0.4%
EXPRESS SCRIPTS HLDG CO COM (ESRX) 23-80976 DEVLIN FOUNDATION - CSMCKEE	54 000	448 00	24,192 00	23,549 03	642 97				0.4%
FREPORT-MCMORAN COPPER & GOLD INC (FCX) 23-80976 DEVLIN FOUNDATION - CSMCKEE	34 200	983 00	33,618 60	45,882 42	(12,263 82)		1,228 75	3.7%	0.5%
GENERAL ELECTRIC CO (GE) 23-80976 DEVLIN FOUNDATION - CSMCKEE	20 990	2,598 00	54,532 02	53,843 30	688 72	493 62	1,974 48	3.6%	0.9%
GOLDMAN SACHS GROUP INC COM (GS) 23-80976 DEVLIN FOUNDATION - CSMCKEE	127 560	181 00	23,088 36	23,866 32	(777 96)		362 00	1.6%	0.4%
HALLIBURTON CO COM (HAL) 23-80976 DEVLIN FOUNDATION - CSMCKEE	34 690	660 00	22,895 40	24,134 04	(1,238 64)		237 60	1.0%	0.4%
HESS CORP COM STK (HES) 23-80976 DEVLIN FOUNDATION - CSMCKEE	52 960	573 00	30,346 08	31,642 86	(1,296 78)		229 20	0.8%	0.5%
HONEYWELL INTL INC COM STK (HON) 23-80976 DEVLIN FOUNDATION - CSMCKEE	63 470	455 00	28,878 85	26,173 88	2,704 97		746 20	2.6%	0.5%
INTEL CORP COM (INTC) 23-80976 DEVLIN FOUNDATION - CSMCKEE	20 630	1,021 00	21,063 23	22,089 23	(1,026 00)		918 90	4.4%	0.3%
JPMORGAN CHASE & CO COM (JPM) 23-80976 DEVLIN FOUNDATION - CSMCKEE	43 970	854 00	37,550 38	34,074 60	3,475 78		1,024 80	2.7%	0.6%

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PART II - BALANCE SHEET
LINE 10a & 10b INVESTMENTS





Consolidation Overview

December 1, 2012 - December 31, 2012

Consolidation ID DEVFDN
DEVLIN FOUNDATION ACCOUNTS

Consolidated Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
MICROSOFT CORP COM (MSFT)	26.730	819 00	21,891 87	22,936 09	(1,044.22)		753.48	3.4%	0.3%
23-80976 DEVLIN FOUNDATION - CSMCKEE		819 00	21,891 87	22,936 09	(1,044.22)		753.48		100.0%
MOSAIC CO/THE (MOS)	56.630	330 00	18,687.90	18,764.86	(76.96)		330.00	1.8%	0.3%
23-80976 DEVLIN FOUNDATION - CSMCKEE		330 00	18,687.90	18,764.86	(76.96)		330.00		100.0%
MIN GROUP LTD SPONSORED ADR (MINOY)	20.933	2,595 00	54,321.13	42,549.90	11,771.23		3,189.26	5.9%	0.9%
23-80975 DEVLIN FOUNDATION - HARDING		555 00	11,617.81	9,959.47	1,658.34		682.10		21.4%
23-80977 DEVLIN FOUNDATION - SCHAFER		2,040 00	42,703.32	32,590.43	10,112.89		2,507.16		78.6%
NEXTERA ENERGY INC COM (NEE)	69.190	430 00	29,751.70	22,762.31	6,989.39		1,032.00	3.5%	0.5%
23-80976 DEVLIN FOUNDATION - CSMCKEE		430 00	29,751.70	22,762.31	6,989.39		1,032.00		100.0%
OCCIDENTAL PETROLEUM CORP (OXY)	76.610	403 00	30,873.83	33,796.68	(2,922.85)		870.48	2.8%	0.5%
23-80976 DEVLIN FOUNDATION - CSMCKEE		403 00	30,873.83	33,796.68	(2,922.85)		870.48		100.0%
ORACLE CORPORATION COM (ORCL)	33.320	713 00	23,757.16	22,883.59	873.57		142.60	0.6%	0.4%
23-80976 DEVLIN FOUNDATION - CSMCKEE		713 00	23,757.16	22,883.59	873.57		142.60		100.0%
PHILIP MORRIS INTL COM STK NPV (PM)	83.640	272 00	22,750.08	15,674.00	7,076.08	231.20	924.80	4.1%	0.4%
23-80976 DEVLIN FOUNDATION - CSMCKEE		272 00	22,750.08	15,674.00	7,076.08	231.20	924.80		100.0%
PROCTER & GAMBLE COM NPV (PG)	67.890	349 00	23,693.61	21,901.50	1,792.11		784.55	3.3%	0.4%
23-80976 DEVLIN FOUNDATION - CSMCKEE		349 00	23,693.61	21,901.50	1,792.11		784.55		100.0%
PUBLIC SERVICE ENTERPRISE GROUP INC .	30.600	817 00	25,000.20	26,646.45	(1,646.25)		1,160.14	4.6%	0.4%
23-80976 DEVLIN FOUNDATION - CSMCKEE		817 00	25,000.20	26,646.45	(1,646.25)		1,160.14		100.0%
SCHLUMBERGER LTD COM COM (SIB)	69.290	422 00	29,240.38	35,649.57	(6,409.19)	116.05	464.20	1.6%	0.5%
23-80975 DEVLIN FOUNDATION - HARDING		422 00	29,240.38	35,649.57	(6,409.19)	116.05	464.20		100.0%
TIME WARNER CABLE INC COM (TWC)	97.190	291 00	28,282.29	20,232.42	8,049.87		651.84	2.3%	0.5%
23-80976 DEVLIN FOUNDATION - CSMCKEE		291 00	28,282.29	20,232.42	8,049.87		651.84		100.0%
UNICHARM CORP SPONSORED ADR (UNICY)	10.397	2,250 00	23,393.25	18,159.75	5,233.50		447.75	1.9%	0.4%

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PART II - BALANCE SHEET LINE 10a & 10b INVESTMENTS





Consolidation Overview

December 1, 2012 - December 31, 2012

Consolidation ID DEVFDN
DEVLIN FOUNDATION ACCOUNTS

Consolidated Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
23-80975 DEVLIN FOUNDATION - HARDING		2,250.00	23,393.25	18,159.75	5,233.50		447.75		100.0%
UNITED TECHNOLOGIES CORP COM (UTX)	82.010	351.00	28,785.51	28,868.70	(83.19)		751.14	2.6%	0.5%
23-80976 DEVLIN FOUNDATION - CSMCKEE		351.00	28,785.51	28,868.70	(83.19)		751.14		100.0%
US BANCORP (USB)	31.940	665.00	21,240.10	18,250.67	2,989.43	129.67	518.70	2.4%	0.3%
23-80976 DEVLIN FOUNDATION - CSMCKEE		665.00	21,240.10	18,250.67	2,989.43	129.67	518.70		100.0%
WAL-MART STORES, INC COMMON STOCK, \$ 10 PAR (WMT)	68.230	583.00	39,778.09	32,545.97	7,232.12		926.97	2.3%	0.6%
23-80976 DEVLIN FOUNDATION - CSMCKEE		583.00	39,778.09	32,545.97	7,232.12		926.97		100.0%
WELLS FARGO & CO NEW COM STK (WFC)	34.180	1,453.00	49,663.54	42,309.91	7,353.63		1,278.64	2.6%	0.8%
23-80976 DEVLIN FOUNDATION - CSMCKEE		1,453.00	49,663.54	42,309.91	7,353.63		1,278.64		100.0%
Total Large Cap			\$1,148,091.24	\$1,035,345.56	\$112,745.68	\$1,543.09	\$30,005.44	2.6%	18.3%

Equity Securities - Mid Cap

ACUITY BRANDS INC COM (AUI)	67.730	396.00	\$26,821.08	\$15,729.46	\$11,091.62		\$205.92	0.8%	0.4%
23-80974 DEVLIN FOUNDATION - KEELEY		396.00	26,821.08	15,729.46	11,091.62		205.92		100.0%
AMERISOURCEBERGEN CORP COM (ABC)	43.180	855.00	36,918.90	30,369.60	6,549.30		718.20	2.0%	0.6%
23-80976 DEVLIN FOUNDATION - CSMCKEE		855.00	36,918.90	30,369.60	6,549.30		718.20		100.0%
BABCOCK & WILCOX CO NEW COM STK (BWC)	26.200	842.00	22,040.40	16,685.18	5,375.22		269.44	1.2%	0.4%
23-80974 DEVLIN FOUNDATION - KEELEY		842.00	22,040.40	16,685.18	5,375.22		269.44		100.0%
BEAM INC (BEAM)	61.090	331.00	20,220.79	15,523.88	4,696.91		271.42	1.3%	0.3%
23-80976 DEVLIN FOUNDATION - CSMCKEE		331.00	20,220.79	15,523.88	4,696.91		271.42		100.0%
BORG WARNER INC COM (BWA)	71.620	291.00	20,841.42	18,361.98	2,479.44		139.68	0.7%	0.3%
23-80976 DEVLIN FOUNDATION - CSMCKEE		291.00	20,841.42	18,361.98	2,479.44		139.68		100.0%
BROADBRIDGE FINL SOLUTIONS INC COM STK (BR)	22.880	1,381.00	31,597.28	22,565.21	9,032.07	248.58	994.32	3.2%	0.5%

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PART II - BALANCE SHEET LINE 10a & 10b INVESTMENTS





Consolidation Overview

December 1, 2012 - December 31, 2012

Consolidation ID DEVFDN
DEVILIN FOUNDATION ACCOUNTS

Consolidated Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
23-80974 DEVILIN FOUNDATION - KEELEY		1,381.00	31,597.28	22,565.21	9,032.07	248.58	994.32		100.0%
BUNGE LIMITED (BG)	72.690	160.00	11,630.40	10,984.24	646.16		172.80	1.5%	0.2%
23-80975 DEVILIN FOUNDATION - HARDING		160.00	11,630.40	10,984.24	646.16		172.80		100.0%
COCHLEAR LTD ADR UNSPON (CHEOY)	41.061	400.00	16,424.40	15,638.00	786.40		454.80	2.8%	0.3%
23-80975 DEVILIN FOUNDATION - HARDING		400.00	16,424.40	15,638.00	786.40		454.80		100.0%
COOPER COS INC COM NEW (COO)	92.480	975.00	90,168.00	70,440.00	19,728.00		58.50	0.1%	1.4%
23-68820 DEVILIN FOUNDATION - LMA		975.00	90,168.00	70,440.00	19,728.00		58.50		100.0%
DOVER CORP., COMMON STOCK \$1 PAR (DOV)	65.710	510.00	33,512.10	33,172.24	339.86		714.00	2.1%	0.5%
23-80976 DEVILIN FOUNDATION - CSMCKEE		510.00	33,512.10	33,172.24	339.86		714.00		100.0%
DRESSER-RAND GROUP INC COM (DRC)	56.140	420.00	23,578.80	14,491.80	9,087.00		9.087.00		0.4%
23-80974 DEVILIN FOUNDATION - KEELEY		420.00	23,578.80	14,491.80	9,087.00		9.087.00		100.0%
FIRST NIAGARA FINL GROUP INC NEW COM (FNFG)	7.930	2,615.00	20,736.95	28,986.49	(8,249.54)		836.80	4.0%	0.3%
23-80974 DEVILIN FOUNDATION - KEELEY		2,615.00	20,736.95	28,986.49	(8,249.54)		836.80		100.0%
FLOWERS FOODS INC COM (FLO)	23.270	1,721.00	40,047.67	21,222.17	18,825.50		1,101.44	2.8%	0.6%
23-80974 DEVILIN FOUNDATION - KEELEY		1,721.00	40,047.67	21,222.17	18,825.50		1,101.44		100.0%
FLOWERVE CORP COM (FIS)	144.800	153.00	22,460.40	6,127.70	16,332.70		220.32	1.0%	0.4%
23-80974 DEVILIN FOUNDATION - KEELEY		153.00	22,460.40	6,127.70	16,332.70	55.08	220.32		100.0%
FORTUNE BRANDS HOME & SEC INC COM (FBHS)	29.220	469.00	13,704.18	7,550.12	6,154.06				0.2%
23-80974 DEVILIN FOUNDATION - KEELEY		469.00	13,704.18	7,550.12	6,154.06				100.0%
GENESSEE & WYO INC CL A (GWR)	76.080	302.00	22,976.16	16,408.68	6,567.48				0.4%
23-80974 DEVILIN FOUNDATION - KEELEY		302.00	22,976.16	16,408.68	6,567.48				100.0%
HANESBRANDS INC COM SIK (HBI)	35.820	1,333.00	47,748.06	30,569.00	17,179.06				0.8%
23-80974 DEVILIN FOUNDATION - KEELEY		1,333.00	47,748.06	30,569.00	17,179.06				100.0%
KANSAS CITY SOUTHN (KSU)	83.480	216.00	18,031.68	5,250.09	12,781.59		168.48	0.9%	0.3%

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PART II - BALANCE SHEET
LINE 10a & 10b INVESTMENTS





Consolidation Overview

December 1, 2012 - December 31, 2012

Consolidation ID DEVFDN
DEVLIN FOUNDATION ACCOUNTS

Consolidated Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
23-80974 DEVLIN FOUNDATION - KEELEY		216 00	18,031 68	5,250 09	12,781 59		1,68 48		100 0%
KOHL'S CORP COMMON STOCK (KSS)	42 980	342 00	14,699 16	18,895 02	(4,195 86)		437 76	3 0%	0 2%
23-80976 DEVLIN FOUNDATION - CSMCKEE		342 00	14,699 16	18,895 02	(4,195 86)		437 76		100 0%
LABORATORY CORP AMER HLDGS COM NEW COM NEW (LH)	86 620	225 00	19,489 50	20,089 12	(599 62)				0 3%
23-80976 DEVLIN FOUNDATION - CSMCKEE		225 00	19,489 50	20,089 12	(599 62)				100 0%
NCR CORP COMMON STOCK (NCR)	25 480	1,232 00	31,391 36	20,982 81	10,408 55				0 5%
23-80974 DEVLIN FOUNDATION - KEELEY		1,232 00	31,391 36	20,982 81	10,408 55				100 0%
OASIS PETE INC NEW COM STK (OAS)	31 800	807 00	25,662 60	23,027 12	2,635 48				0 4%
23-80974 DEVLIN FOUNDATION - KEELEY		807 00	25,662 60	23,027 12	2,635 48				100 0%
PATTERSON COS INC COM (PDCO)	34 230	759 00	25,980 57	15,627 66	10,352 91		425 04	1 6%	0 4%
23-80974 DEVLIN FOUNDATION - KEELEY		759 00	25,980 57	15,627 66	10,352 91		425 04		100 0%
QUEST DIAGNOSTICS INC COM (DGX)	58 270	228 00	13,285 56	13,095 18	190 38		273 60	2 1%	0 2%
23-80976 DEVLIN FOUNDATION - CSMCKEE		228 00	13,285 56	13,095 18	190 38		273 60		100 0%
REGAL BELoit CORP COM (RBC)	70 470	392 00	27,624 24	23,792 97	3,831 27	74 48	297 92	1 1%	0 4%
23-80974 DEVLIN FOUNDATION - KEELEY		392 00	27,624 24	23,792 97	3,831 27	74 48	297 92		100 0%
SALLY BEAUTY HLDGS INC COM STK (SBH)	23 570	1,173 00	27,647 61	10,264 88	17,382 73				0 4%
23-80974 DEVLIN FOUNDATION - KEELEY		1,173 00	27,647 61	10,264 88	17,382 73				100 0%
SANDISK CORP COM (SNDK)	43 560	495 00	21,562 20	24,563 78	(3,001 58)				0 3%
23-80976 DEVLIN FOUNDATION - CSMCKEE		495 00	21,562 20	24,563 78	(3,001 58)				100 0%
SMITH A O CORP COM (AOS)	63 070	575 00	36,265 25	21,599 70	14,665 55		460 00	1 3%	0 6%
23-80974 DEVLIN FOUNDATION - KEELEY		575 00	36,265 25	21,599 70	14,665 55		460 00		100 0%
TREASURY WINE ESTATES LTD SPONSORED ADR (TSRY)	4 880	9,596 00	46,828 48	40,895 27	5,933 21		1,045 96	2 2%	0 7%
23-80977 DEVLIN FOUNDATION - SCHAFER		9,596 00	46,828 48	40,895 27	5,933 21		1,045 96		100 0%

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Consolidation Overview

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DEVLIN FOUNDATION ACCOUNTS

Consolidated Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain(Loss)	Accrued Annual Income	Estimated Annual Income	Yield	% of Assets
WABTEC CORP COM (WAB)	87.540	411.00	35,978.94	10,884.98	25,093.96	82.20	82.20	0.2%	0.6%
23-80974 DEVLIN FOUNDATION - KEELEY		411.00	35,978.94	10,884.98	25,093.96				100.0%
WADDELL & REED FINL INC CL A COMMON STOCK (WDR)	34.820	478.00	16,643.96	13,477.52	3,166.44	535.36	535.36	3.2%	0.3%
23-80974 DEVLIN FOUNDATION - KEELEY		478.00	16,643.96	13,477.52	3,166.44				100.0%
WATSON PHARMACEUTICALS INC COMMON STOCK (WPI)	86.000	306.00	26,316.00	16,807.63	9,508.37				0.4%
23-80976 DEVLIN FOUNDATION - CSMCKEE		306.00	26,316.00	16,807.63	9,508.37				100.0%
WEX INC (WXS)	75.370	555.00	41,830.35	12,854.47	28,975.88				0.7%
23-80974 DEVLIN FOUNDATION - KEELEY		555.00	41,830.35	12,854.47	28,975.88				100.0%
WYNDHAM WORLDWIDE CORP COM STK (WYN)	53.210	460.00	24,476.60	13,610.97	10,865.63	423.20	423.20	1.7%	0.4%
23-80974 DEVLIN FOUNDATION - KEELEY		460.00	24,476.60	13,610.97	10,865.63				100.0%
Total Mid Cap			\$955,161.05	\$680,544.92	\$274,616.13	\$378.14	\$10,307.16	1.1%	15.3%

Equity Securities - Small Cap

ALLETE INC COM NEW (ALE)	40.980	565.00	\$23,153.70	\$16,215.75	\$6,937.95	\$1,039.60	\$1,039.60	4.5%	0.4%
23-80974 DEVLIN FOUNDATION - KEELEY		565.00	23,153.70	16,215.75	6,937.95				100.0%
AVIS BUDGET GROUP INC COM STK (CAR)	19.820	1,795.00	35,576.90	25,400.95	10,175.95				0.6%
23-80974 DEVLIN FOUNDATION - KEELEY		1,795.00	35,576.90	25,400.95	10,175.95				100.0%
BENEFICIAL MUT BANCORP INC COM STK (BNCL)	9.500	1,783.00	16,938.50	16,601.16	337.34				0.3%
23-80974 DEVLIN FOUNDATION - KEELEY		1,783.00	16,938.50	16,601.16	337.34				100.0%
CAPITOL FED FINL INC COM (CFIN)	11.690	2,823.00	33,000.87	34,098.48	(1,097.61)	846.90	846.90	2.6%	0.5%
23-80974 DEVLIN FOUNDATION - KEELEY		2,823.00	33,000.87	34,098.48	(1,097.61)				100.0%
CARRIZO OIL & GAS INC COM (CRZO)	20.920	642.00	13,430.64	21,379.66	(7,949.02)				0.2%

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Consolidated Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
23-80974 DEVLIN FOUNDATION - KEELEY		642 00	13,430.64	21,379.66	(7,949.02)				100.0%
CBOE HOLDINGS INC COM (CBOE)	29.460	943 00	27,780.78	26,041.09	1,739.69		565.80	2.0%	0.4%
23-80974 DEVLIN FOUNDATION - KEELEY		943 00	27,780.78	26,041.09	1,739.69		565.80		100.0%
CHEMURA CORP COM NEW STOCK (CHMT)	21.260	1,949.00	41,435.74	32,612.20	8,823.54				0.7%
23-80974 DEVLIN FOUNDATION - KEELEY		1,949.00	41,435.74	32,612.20	8,823.54				100.0%
CIRCOR INTL INC COM (CIR)	39.590	587 00	23,239.33	15,053.32	8,186.01		88.05	0.4%	0.4%
23-80974 DEVLIN FOUNDATION - KEELEY		587 00	23,239.33	15,053.32	8,186.01		88.05		100.0%
COMPASS MINERALS INTL INC COM (CMP)	74.710	263 00	19,648.73	19,129.84	518.89		520.74	2.7%	0.3%
23-80974 DEVLIN FOUNDATION - KEELEY		263 00	19,648.73	19,129.84	518.89		520.74		100.0%
COMVERSE INC (CNSI)	28.530	238.00	6,790.14	7,204.85	(414.71)				0.1%
23-68820 DEVLIN FOUNDATION - LMA		8 00	228.24	241.68	(13.44)				3.4%
23-80974 DEVLIN FOUNDATION - KEELEY		230.00	6,561.90	6,963.17	(401.27)				96.6%
COMVERSE TECHNOLOGY INC COM PAR \$0.10 (CMVT)	3.840	4,822.00	18,516.48	17,235.73	942.83				0.3%
23-68820 DEVLIN FOUNDATION - LMA		88 00	337.92	0.00					1.8%
23-80974 DEVLIN FOUNDATION - KEELEY		4,734.00	18,178.56	17,235.73	942.83				98.2%
DANA HLDG CORP COM (DAN)	15.610	1,446.00	22,572.06	24,765.01	(2,192.95)		289.20	1.3%	0.4%
23-80974 DEVLIN FOUNDATION - KEELEY		1,446.00	22,572.06	24,765.01	(2,192.95)		289.20		100.0%
DEIIC TIMBER CORP COM (DEI)	70.620	475.00	33,544.50	19,187.07	14,357.43		142.50	0.4%	0.5%
23-80974 DEVLIN FOUNDATION - KEELEY		475.00	33,544.50	19,187.07	14,357.43		142.50		100.0%
DENNYS CORP COM (DENN)	4.880	4,114.00	20,076.32	14,662.77	5,413.55				0.3%
23-80974 DEVLIN FOUNDATION - KEELEY		4,114.00	20,076.32	14,662.77	5,413.55				100.0%
DINEEQUITY INC COM STK (DIN)	67.000	512 00	34,304.00	24,055.04	10,248.96		512.00	1.5%	0.5%
23-80974 DEVLIN FOUNDATION - KEELEY		512 00	34,304.00	24,055.04	10,248.96		512.00		100.0%
ENPRO INDS INC COM (NPO)	40.900	811.00	33,169.90	22,464.68	10,705.22				0.5%
23-80974 DEVLIN FOUNDATION - KEELEY		811.00	33,169.90	22,464.68	10,705.22				100.0%

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Consolidated Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
FIRST AMERN FINL CORP COM STK (FAF) 23-80974 DEVLIN FOUNDATION - KEELEY	24.090	1,594.00	38,399.46	23,039.94	15,359.52		382.56	1.0%	0.6%
FIRSTMERIT CORP COM (FMER) 23-80974 DEVLIN FOUNDATION - KEELEY	14.190	1,274.00	18,078.06	24,607.20	(6,529.14)		815.36	4.5%	0.3%
FORESTAR GROUP INC (FOR) 23-80974 DEVLIN FOUNDATION - KEELEY	17.330	985.00	17,070.05	20,396.26	(3,326.21)		815.36		0.3%
FOSTER L B CO CL A (FSTR) 23-80974 DEVLIN FOUNDATION - KEELEY	43.440	418.00	18,157.92	9,768.07	8,389.85		41.80	0.2%	0.3%
GULFPORT ENERGY CORP COM NEW COM NEW (GPOE) 23-80974 DEVLIN FOUNDATION - KEELEY	38.220	934.00	35,697.48	27,674.98	8,022.50		41.80		0.6%
HANOVER INS GROUP INC COM (HIG) 23-80974 DEVLIN FOUNDATION - KEELEY	38.740	819.00	31,728.06	31,085.91	642.15		1,081.08	3.4%	0.5%
HILL ROM HLDGS INC COM STK (HRC) 23-80974 DEVLIN FOUNDATION - KEELEY	28.500	1,038.00	29,583.00	24,127.43	5,455.57		519.00	1.8%	0.5%
IBERIABANK CORP COM (IBKC) 23-80974 DEVLIN FOUNDATION - KEELEY	49.120	550.00	27,016.00	23,361.95	3,654.05		748.00	2.8%	0.4%
ITT CORPORATION W/I (ITT) 23-80974 DEVLIN FOUNDATION - KEELEY	23.460	1,501.00	35,213.46	31,962.18	3,251.28		546.36	1.6%	0.6%
JOHN BEAN TECHNOLOGIES CORP COM STK (JBT) 23-80974 DEVLIN FOUNDATION - KEELEY	17.770	937.00	16,650.49	13,839.00	2,811.49		262.36	1.6%	0.3%
KAISER ALUM CORP COM PAR 50.01 COM PAR 50.01 (KALU) 23-80974 DEVLIN FOUNDATION - KEELEY	61.690	612.00	37,754.28	24,129.88	13,624.40		612.00	1.6%	0.6%

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Consolidated Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
KOPPERS HDGS INC COM (KOP) 23-80974 DEVLIN FOUNDATION - KEELEY	38.150	419.00	15,984.85	13,774.92	2,209.93	100.56	402.24	2.5%	0.3%
MANNING & NAPIER INC CL A (MNN) 23-80974 DEVLIN FOUNDATION - KEELEY	12.600	899.00	11,327.40	11,403.06	(75.66)	100.56	575.36	5.1%	0.2%
MCDERMOTT INTL INC COM (MDR) 23-80974 DEVLIN FOUNDATION - KEELEY	11.020	2,227.00	24,541.54	23,612.68	928.86		445.40	1.8%	0.4%
NORTHWEST BANCSHARES INC MD COM (NWBBI) 23-80974 DEVLIN FOUNDATION - KEELEY	12.140	2,511.00	30,483.54	29,109.12	1,374.42		1,205.28	4.0%	0.5%
NORTHWESTERN CORP COM NEW COM NEW (NWE) 23-80974 DEVLIN FOUNDATION - KEELEY	34.730	717.00	24,901.41	25,180.24	(278.83)		1,061.16	4.3%	0.4%
PENSKE AUTOMOTIVE GROUP INC COM STK (PAG) 23-80974 DEVLIN FOUNDATION - KEELEY	30.090	1,243.00	37,401.87	25,231.31	12,170.56		646.36	1.7%	0.6%
PHH CORP COM NEW COM NEW (PHH) 23-80974 DEVLIN FOUNDATION - KEELEY	22.750	1,635.00	37,196.25	30,524.13	6,672.12		646.36		0.6%
PNN RES INC COM (PNM) 23-80974 DEVLIN FOUNDATION - KEELEY	20.510	863.00	17,700.13	18,180.29	(480.16)		500.54	2.8%	0.3%
REGIS CORP MINN COM (RGS) 23-80974 DEVLIN FOUNDATION - KEELEY	16.920	1,338.00	22,638.96	23,862.73	(1,223.77)		321.12	1.4%	0.4%
RYLAND GROUP, INC., COMMON STOCK, \$1 PAR (RYL) 23-80974 DEVLIN FOUNDATION - KEELEY	36.500	526.00	19,199.00	16,970.46	2,228.54		252.48	1.3%	0.3%
SABRA HEALTH CARE REIT INC COM (SBRA) 23-80974 DEVLIN FOUNDATION - KEELEY	21.720	1,249.00	27,128.28	27,288.79	(160.51)		1,598.72	5.9%	0.4%

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Consolidated Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain(Loss)	Accrued Annual Income	Estimated Annual Income	Yield	% of Assets
SUNCOKE ENERGY INC COM USD0 01 (SXC)	15 590	1,757.00	27,391.63	25,661.86	1,729.77				0.4%
23-80974 DEVLIN FOUNDATION - KEELEY		1,757.00	27,391.63	25,661.86	1,729.77				100.0%
TRINITY INDUSTRIES, INC. COMMON STOCK, \$1 PAR (TRN)	35 820	911.00	32,632.02	17,377.32	15,254.70	400.84	400.84	1.2%	0.5%
23-80974 DEVLIN FOUNDATION - KEELEY		911.00	32,632.02	17,377.32	15,254.70	400.84	400.84	1.2%	100.0%
VAIL RESORTS INC COM (MTN)	54.090	631.00	34,130.79	28,180.33	5,950.46	473.25	473.25	1.4%	0.5%
23-80974 DEVLIN FOUNDATION - KEELEY		631.00	34,130.79	28,180.33	5,950.46	473.25	473.25	1.4%	100.0%
VECTREN CORP COM (VVC)	29 400	888.00	26,107.20	22,011.56	4,095.64	1,260.96	1,260.96	4.8%	0.4%
23-80974 DEVLIN FOUNDATION - KEELEY		888.00	26,107.20	22,011.56	4,095.64	1,260.96	1,260.96	4.8%	100.0%
VIEWPOINT FINL GROUP INC MD COM (VPRG)	20 940	1,546.00	32,373.24	21,531.50	10,841.74	618.40	618.40	1.9%	0.5%
23-80974 DEVLIN FOUNDATION - KEELEY		1,546.00	32,373.24	21,531.50	10,841.74	618.40	618.40	1.9%	100.0%
WESTFIELD FINL INC NEW COM STK (WFD)	7 230	1,258.00	9,095.34	10,564.09	(1,468.75)	301.92	301.92	3.3%	0.1%
23-80974 DEVLIN FOUNDATION - KEELEY		1,258.00	9,095.34	10,564.09	(1,468.75)	301.92	301.92	3.3%	100.0%
WINTRUST FINL CORP COM (WIFC)	36.700	731.00	26,827.70	23,746.32	3,081.38	131.58	131.58	0.5%	0.4%
23-80974 DEVLIN FOUNDATION - KEELEY		731.00	26,827.70	23,746.32	3,081.38	131.58	131.58	0.5%	100.0%
Total Small Cap			\$1,165,588.00	\$984,311.11	\$180,938.97	\$287.56	\$19,208.92	1.7%	18.6%
Equity Securities - International Developed									
BHP BILLITON LTD SPONSORED ADR (BHP)	78 440	315.00	\$24,708.60	\$19,117.35	\$5,591.25	\$693.00	\$693.00	2.8%	0.4%
23-80977 DEVLIN FOUNDATION - SCHAFFER		315.00	24,708.60	19,117.35	5,591.25	693.00	693.00	2.8%	100.0%
CSL LTD ADR (CMXHY)	27 979	660.00	18,466.14	12,338.70	6,127.44	56.56	56.56	0.3%	0.3%
23-80975 DEVLIN FOUNDATION - HARDING		660.00	18,466.14	12,338.70	6,127.44	56.56	56.56	0.3%	100.0%
Total Australia - USD			43,174.74	31,456.05	11,718.69	749.56	749.56	1.7%	

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	Market Price	Shares	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
ANHEUSER BUSCH INBEV SA/NV SPONSOREDADR (BUD)	87.410	251.00	21,939.91	18,393.87	3,546.04		324.54	1.5%	0.4%
23-80975 DEVLIN FOUNDATION - HARDING		251.00	21,939.91	18,393.87	3,546.04		324.54		100.0%
Total Belgium - USD			21,939.91	18,393.87	3,546.04		324.54	1.5%	
BANK N S HALLIFAX COM STK (BNS)	57.880	359.00	20,778.92	18,133.02	2,645.90	206.40	825.70	4.0%	0.3%
23-80977 DEVLIN FOUNDATION - SCHAFFER		359.00	20,778.92	18,133.02	2,645.90	206.40	825.70		100.0%
BCE INC COM NEW (BCE)	42.940	884.00	37,958.96	35,059.17	2,899.79	501.76	2,006.68	5.3%	0.6%
23-80977 DEVLIN FOUNDATION - SCHAFFER		884.00	37,958.96	35,059.17	2,899.79	501.76	2,006.68		100.0%
CANADIAN NATL RY CO COM (CNI)	91.010	207.00	18,839.07	14,439.30	4,399.77		312.57	1.7%	0.3%
23-80975 DEVLIN FOUNDATION - HARDING		207.00	18,839.07	14,439.30	4,399.77		312.57		100.0%
IMPERIAL OIL LTD COM NEW (IMO)	43.000	369.00	15,867.00	16,357.77	(490.77)	44.56	178.23	1.1%	0.3%
23-80975 DEVLIN FOUNDATION - HARDING		369.00	15,867.00	16,357.77	(490.77)	44.56	178.23		100.0%
POTASH CORP SASK INC COM (POT)	40.690	472.00	19,205.68	20,125.21	(919.53)		394.48	2.1%	0.3%
23-80975 DEVLIN FOUNDATION - HARDING		472.00	19,205.68	20,125.21	(919.53)		394.48		100.0%
Total Canada - USD			112,649.63	104,114.47	8,535.16	752.72	3,719.66	3.3%	
NORIAN TYRES OYJ ADR ADR (NKRKY)	19.842	750.00	14,881.50	16,488.46	(1,606.96)		461.25	3.1%	0.2%
23-80975 DEVLIN FOUNDATION - HARDING		750.00	14,881.50	16,488.46	(1,606.96)		461.25		100.0%
Total Finland - USD			14,881.50	16,488.46	(1,606.96)		461.25	3.1%	
AIR LIQUIDE ADR (AIQUY)	25.450	1,517.00	38,607.65	35,912.11	2,695.54		571.91	1.5%	0.6%
23-80975 DEVLIN FOUNDATION - HARDING		1,517.00	38,607.65	35,912.11	2,695.54		571.91		100.0%
DASSAULT SYS S A SPONSORED ADR (DASTY)	113.090	324.00	36,641.16	26,074.77	10,566.39		197.64	0.5%	0.6%
23-80975 DEVLIN FOUNDATION - HARDING		324.00	36,641.16	26,074.77	10,566.39		197.64		100.0%
GDF SUEZ S A SPONSORED ADR ADR (GDFZY)	21.040	510.00	10,730.40	11,504.35	(773.95)		380.93	3.6%	0.2%
23-80977 DEVLIN FOUNDATION - SCHAFFER		510.00	10,730.40	11,504.35	(773.95)		380.93		100.0%

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	Market Price	Shares	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
L OREAL CO ADR (LRLCY)	27 980	878 00	24,566.44	21,085.17	3,481.27		358.22	1.5%	0.4%
23-80975 DEVLIN FOUNDATION - HARDING		878 00	24,566.44	21,085.17	3,481.27		358.22		100.0%
LVMH MOET HENNESSY LOUIS VUITTON ADR (LVMUY)	37 690	380 00	14,322.20	12,279.70	2,042.50		211.28	1.5%	0.2%
23-80975 DEVLIN FOUNDATION - HARDING		380 00	14,322.20	12,279.70	2,042.50		211.28		100.0%
SANOFI SPONSORED ADR (SNY)	47 380	980 00	46,432.40	32,780.79	13,651.61		1,402.38	3.0%	0.7%
23-80977 DEVLIN FOUNDATION - SCHAFFER		980 00	46,432.40	32,780.79	13,651.61		1,402.38		100.0%
SCHNEIDER ELEC SA ADR (SBGSY)	14 790	1,675 00	24,773.25	26,791.63	(2,018.38)		552.75	2.2%	0.4%
23-80975 DEVLIN FOUNDATION - HARDING		1,675 00	24,773.25	26,791.63	(2,018.38)		552.75		100.0%
TOTAL SA (TOT)	52 010	653 00	33,962.53	30,671.24	3,291.29	424.73	1,637.07	4.8%	0.5%
23-80977 DEVLIN FOUNDATION - SCHAFFER		653 00	33,962.53	30,671.24	3,291.29	424.73	1,637.07		100.0%
Total France - USD			230,036.03	197,099.76	32,936.27	424.73	5,312.18	2.3%	
ALLIANZ SE ADR EACH REP 1/10 ORD SHS (AZSEY)	13 820	1,889 00	26,105.98	27,891.08	(1,785.10)		810.38	3.1%	0.4%
23-80975 DEVLIN FOUNDATION - HARDING		1,889 00	26,105.98	27,891.08	(1,785.10)		810.38		100.0%
BAYER A G SPONSORED ADR (BAYRY)	95 920	467 00	44,794.64	28,700.70	16,093.94		728.52	1.6%	0.7%
23-80977 DEVLIN FOUNDATION - SCHAFFER		467 00	44,794.64	28,700.70	16,093.94		728.52		100.0%
DEUTSCHE POST AG SPONSORED ADR (DPSGY)	22 120	1,205 00	26,654.60	19,694.88	6,959.72		1,083.30	4.1%	0.4%
23-80977 DEVLIN FOUNDATION - SCHAFFER		1,205 00	26,654.60	19,694.88	6,959.72		1,083.30		100.0%
FRESENIUS MEDICAL CARE AG AND CO KGAA (FMS)	34.300	744 00	25,519.20	23,290.30	2,228.90		232.87	0.9%	0.4%
23-80975 DEVLIN FOUNDATION - HARDING		744 00	25,519.20	23,290.30	2,228.90		232.87		100.0%
MUNICH RE GROUP ADR (MURGY)	18.030	2,563 00	46,210.89	31,906.79	14,304.10		1,287.36	2.8%	0.7%
23-80977 DEVLIN FOUNDATION - SCHAFFER		2,563 00	46,210.89	31,906.79	14,304.10		1,287.36		100.0%
GIAGEN N V COMMON STOCK (GGEN)	18 150	715 00	12,977.25	13,288.28	(311 03)				0.2%

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PART II - BALANCE SHEET
LINE 10a & 10b INVESTMENTS





Consolidation Overview

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DEVLIN FOUNDATION ACCOUNTS

Consolidated Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
23-80975 DEVLIN FOUNDATION - HARDING		715 00	12,977 25	13,288 28	(311 03)				100 0%
SAP AG SPONSORED ADR (SAP)	80 380	562 00	45,173 56	33,364 65	11,808 91		379 35	0 8%	0 7%
23-80975 DEVLIN FOUNDATION - HARDING		562 00	45,173 56	33,364 65	11,808 91		379 35		100 0%
SIEMENS AG COM DHS0 (NEW) (SI)	109 470	237 00	25,944 39	13,361 95	12,582 44		678 53	2 6%	0 4%
23-80977 DEVLIN FOUNDATION - SCHAFFER		237 00	25,944 39	13,361 95	12,582 44		678 53		100 0%
Total Germany - USD			253,380 51	191,498 63	61,881 88		5,200 31	2 1%	
AIA GROUP LTD SPONSORED ADR (AAGIY)	15 611	1,622 00	25,321 04	22,959 56	2,361 48		251 41	1 0%	0 4%
23-80975 DEVLIN FOUNDATION - HARDING		1,622 00	25,321 04	22,959 56	2,361 48		251 41		100 0%
BOC HONG KONG HLDGS LTD SPONSORED ADR (BKLY)	63 050	568 00	35,812 40	31,757 11	4,055 29		1,592 67	4 5%	0 6%
23-80977 DEVLIN FOUNDATION - SCHAFFER		568 00	35,812 40	31,757 11	4,055 29		1,592 67		100 0%
LI & FUNG LTD ADR (LFGY)	3 530	8,245 00	29,104 85	40,998 65	(11,893 80)		832 75	2 9%	0 5%
23-80975 DEVLIN FOUNDATION - HARDING		8,245 00	29,104 85	40,998 65	(11,893 80)		832 75		100 0%
XINYI GLASS HLDGS LTD ADS REPSTG 20 SHS (XYIGY)	12 334	683 00	8,424 12	7,590 37	833 75		95 62	1 1%	0 1%
23-80975 DEVLIN FOUNDATION - HARDING		683 00	8,424 12	7,590 37	833 75		95 62		100 0%
Total Hong Kong - USD			98,662 41	103,305 69	(4,643 28)		2,772 45	2 8%	
FANUC CORPORATION (FANUY)	31 070	1,061 00	32,965 27	28,432 30	4,532 97		362 86	1 1%	0 5%
23-80975 DEVLIN FOUNDATION - HARDING		1,061 00	32,965 27	28,432 30	4,532 97		362 86		100 0%
JGC CORP (JGCCY)	61 898	310 00	19,188 38	17,326 48	1,861 90		262 26	1 4%	0 3%
23-80975 DEVLIN FOUNDATION - HARDING		310 00	19,188 38	17,326 48	1,861 90		262 26		100 0%
SYSTEMX CORP ADR (SMMXY)	22 928	770 00	17,654 56	16,090 75	1,563 81		128 59	0 7%	0 3%
23-80975 DEVLIN FOUNDATION - HARDING		770 00	17,654 56	16,090 75	1,563 81		128 59		100 0%
Total Japan - USD			69,808 21	61,849 53	7,958 68		753 71	1 1%	

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PART II - BALANCE SHEET LINE 10a & 10b INVESTMENTS





Consolidation Overview

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DEVLIN FOUNDATION ACCOUNTS

Consolidated Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
CHICAGO BRDG & IRON CO N V COM NV (CBI)	46.350	947.00	43,893.45	23,964.62	19,928.83		189.40	0.4%	0.7%
23-80974 DEVLIN FOUNDATION - KEELEY		947.00	43,893.45	23,964.62	19,928.83		189.40		100.0%
UNILEVER N V NEW YORK SHS NEW (UN)	38.300	1,138.00	43,585.40	35,322.04	8,263.36		990.17	2.3%	0.7%
23-80977 DEVLIN FOUNDATION - SCHAFFER		1,138.00	43,585.40	35,322.04	8,263.36		990.17		100.0%
Total Netherlands - USD			87,478.85	59,286.66	28,192.19		1,179.57	1.4%	
STATOIL ASA (STO)	25.040	1,329.00	33,278.16	29,875.92	3,402.24		1,201.42	3.6%	0.5%
23-80977 DEVLIN FOUNDATION - SCHAFFER		1,329.00	33,278.16	29,875.92	3,402.24		1,201.42		100.0%
Total Norway - USD			33,278.16	29,875.92	3,402.24		1,201.42	3.6%	
DBS GROUP HLDGS LTD SPONSORED ADR (DBSDY)	49.040	330.00	16,189.80	15,995.16	194.64		575.85	3.6%	0.3%
23-80975 DEVLIN FOUNDATION - HARDING		330.00	16,189.80	15,995.16	194.64		575.85		100.0%
SINGAPORE TELECOMMUNICATIONS LTD SPONSORED ADR NEW 2006 (SGAPY)	27.240	1,464.00	39,879.36	34,847.59	5,031.77	784.47	1,808.04	4.5%	0.6%
23-80977 DEVLIN FOUNDATION - SCHAFFER		1,464.00	39,879.36	34,847.59	5,031.77	784.47	1,808.04		100.0%
UNITED OVERSEAS BK LTD SPONSORED ADRISIN #US9112713022 (UOVEY)	32.436	1,096.00	35,549.85	29,261.99	6,287.86		907.75	2.6%	0.6%
23-80977 DEVLIN FOUNDATION - SCHAFFER		1,096.00	35,549.85	29,261.99	6,287.86		907.75		100.0%
Total Singapore - USD			91,619.01	80,104.74	11,514.27	784.47	3,291.64	3.6%	
ATLAS COPCO AB SPONSORED ADR NEW REPSTG COM-SER A (ATLKY)	27.408	695.00	19,048.56	16,801.63	2,246.93		352.37	1.9%	0.3%
23-80975 DEVLIN FOUNDATION - HARDING		695.00	19,048.56	16,801.63	2,246.93		352.37		100.0%
SVENSKA HANDELSBANKEN AB ADR (SVNLY)	18.030	540.00	9,736.20	8,864.32	871.88		302.40	3.1%	0.2%
23-80975 DEVLIN FOUNDATION - HARDING		540.00	9,736.20	8,864.32	871.88		302.40		100.0%
Total Sweden - USD			28,784.76	25,665.95	3,118.81		654.77	2.3%	
ABB LTD SPONSORED ADR (ABB)	20.790	1,277.00	26,548.83	19,846.24	6,702.59		884.96	3.3%	0.4%

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PART II - BALANCE SHEET LINE 10a & 10b INVESTMENTS





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DEVLIN FOUNDATION ACCOUNTS

Consolidated Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
23-80977 DEVLIN FOUNDATION - SCHAFFER		1,277.00	26,548.83	19,846.24	6,702.59		884.96		100.0%
LONZA GROUP AG ADR (LZAGY)	5.393	2,095.00	11,298.33	15,091.25	(3,792.92)		452.52	4.0%	0.2%
23-80975 DEVLIN FOUNDATION - HARDING		2,095.00	11,298.33	15,091.25	(3,792.92)		452.52		100.0%
NESTLE S A SPONSORED ADR REFTG REG SH (NSRGY)	65.170	1,301.00	84,786.17	72,718.34	12,067.83		1,417.28	1.7%	1.4%
23-80975 DEVLIN FOUNDATION - HARDING		606.00	39,493.02	33,429.99	6,063.03		660.16		46.6%
23-80977 DEVLIN FOUNDATION - SCHAFFER		695.00	45,293.15	39,288.35	6,004.80		757.12		53.4%
NOVARTIS AG (NVS)	63.300	721.00	45,639.30	37,354.87	8,284.43		1,518.43	3.3%	0.7%
23-80977 DEVLIN FOUNDATION - SCHAFFER		721.00	45,639.30	37,354.87	8,284.43		1,518.43		100.0%
ROCHE HDG LTD SPONSORED ADR ISIN #US771195104 (RHHBY)	50.500	1,387.00	70,043.50	54,057.82	15,985.68		922.62	1.3%	1.1%
23-80975 DEVLIN FOUNDATION - HARDING		540.00	27,270.00	21,046.50	6,223.50		359.20		38.9%
23-80977 DEVLIN FOUNDATION - SCHAFFER		847.00	42,773.50	33,011.32	9,762.18		563.42		61.1%
SONOVA HDG AG UNSP ADR (SONVY)	22.156	794.00	17,591.86	13,862.08	3,729.78		203.26	1.2%	0.3%
23-80975 DEVLIN FOUNDATION - HARDING		794.00	17,591.86	13,862.08	3,729.78		203.26		100.0%
SWATCH GROUP AG ADR (SWGAY)	25.193	790.00	19,902.47	16,420.15	3,482.32		277.29	1.4%	0.3%
23-80975 DEVLIN FOUNDATION - HARDING		790.00	19,902.47	16,420.15	3,482.32		277.29		100.0%
ZURICH INS GROUP LTD SPONSORED (ZURVY)	26.800	1,551.00	41,566.80	31,600.23	9,966.57		9,966.57		0.7%
23-80977 DEVLIN FOUNDATION - SCHAFFER		1,551.00	41,566.80	31,600.23	9,966.57		9,966.57		100.0%
Total Switzerland - USD			317,377.26	260,950.98	56,426.28		5,676.36	1.8%	
#REGG/WPP PLC ADR MANDATORY EXCH WPP PLC 2M1JAHT 01/02/2013 (WPPGY)	72.900	366.00	26,681.40	22,993.95	3,687.45		740.78	2.8%	0.4%
23-80975 DEVLIN FOUNDATION - HARDING		366.00	26,681.40	22,993.95	3,687.45		740.78		100.0%
ARM HDS PLC SPONSORED ISIN US0420481048 (ARHH)	37.830	1,102.00	41,688.66	29,778.12	11,910.54		173.01	0.4%	0.7%
23-80975 DEVLIN FOUNDATION - HARDING		1,102.00	41,688.66	29,778.12	11,910.54		173.01		100.0%

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DEVLIN FOUNDATION ACCOUNTS

Consolidated Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
ASTRAZENECA PLC SPONSORED ADR UNITEDKINGDOM (AZN)	47 270	384 00	18,151.68	17,515.68	636 00		1,094.40	6 0%	0 3%
23-80977 DEVLIN FOUNDATION - SCHAFFER		384 00	18,151.68	17,515.68	636 00		1,094.40		100 0%
BAE SYS PLC SPONSORED ADR (BAESY)	22 280	1,579 00	35,180.12	27,365.98	7,814.14		1,819.01	5 2%	0 6%
23-80977 DEVLIN FOUNDATION - SCHAFFER		1,579 00	35,180.12	27,365.98	7,814.14		1,819.01		100 0%
8G PLC ADR FINAL INSTALLMENT NEW (BRGYY)	16.710	989 00	16,526.19	22,960.67	(6,434.48)		245.27	1 5%	0 3%
23-80975 DEVLIN FOUNDATION - HARDING		989 00	16,526.19	22,960.67	(6,434.48)		245.27		100 0%
BRITISH AMERN 10B PLC SPONSORED COM STK (BTI)	101.250	440 00	44,550.00	41,440.08	3,109.92		1,853.28	4.2%	0 7%
23-80977 DEVLIN FOUNDATION - SCHAFFER		440 00	44,550.00	41,440.08	3,109.92		1,853.28		100 0%
DIAGEO PLC SPONSORED ADR NEW (DEO)	116 580	366 00	42,668.28	34,443.78	8,224.50		1,015.28	2 4%	0 7%
23-80977 DEVLIN FOUNDATION - SCHAFFER		366 00	42,668.28	34,443.78	8,224.50		1,015.28		100 0%
HSBC HLDGS PLC SPONSORED ADR NEW (HBC)	53.070	1,000 00	53,070.00	43,000.06	10,069.94		2,500.00	4.7%	0 8%
23-80975 DEVLIN FOUNDATION - HARDING		235 00	12,471.45	13,108.30	(636.85)		587.50		23 5%
23-80977 DEVLIN FOUNDATION - SCHAFFER		765 00	40,598.55	29,891.76	10,706.79		1,912.50		76 5%
RECKITT BENCKISER PLC SPONSORED ADR	12.670	3,630 00	46,064.70	41,130.27	4,934.43		1,295.91	2 8%	0 7%
23-80977 DEVLIN FOUNDATION - SCHAFFER		3,630 00	46,064.70	41,130.27	4,934.43		1,295.91		100 0%
ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS (RDS/B)	70 890	473 00	33,530.97	30,138.42	3,392.55		1,627.12	4.9%	0 5%
23-80977 DEVLIN FOUNDATION - SCHAFFER		473 00	33,530.97	30,138.42	3,392.55		1,627.12		100 0%
SMITHS GROUP PLC SPONSORED ADR (SMGZY)	19.360	1,949 00	37,732.64	30,111.66	7,620.98		1,146.01	3.0%	0 6%
23-80977 DEVLIN FOUNDATION - SCHAFFER		1,949 00	37,732.64	30,111.66	7,620.98		1,146.01		100 0%
TESCO PLC SPONSORED ADR (TSCDY)	16 580	1,590 00	26,362.20	26,856.66	(494.46)		969.11	3 7%	0 4%
23-80975 DEVLIN FOUNDATION - HARDING		800 00	13,264.00	15,777.23	(2,513.23)		487.60		50 3%
23-80977 DEVLIN FOUNDATION - SCHAFFER		790 00	13,098.20	11,079.43	2,018.77		481.51		49 7%
UNILEVER PLC SPONSORED ADR NEW (UI)	38 720	315 00	12,196.80	9,289.35	2,907.45		321.58	2 6%	0 2%

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DEVLIN FOUNDATION ACCOUNTS

Consolidated Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
23-80975 DEVLIN FOUNDATION - HARDING		315 00	12,196 80	9,289 35	2,907 45		321 58		100 0%
VODAFONE GROUP PLC NEW SPONSORED ADR (VOB)	25.190	2,047.00	51,563.93	42,402.27	9,161.66	798.02	3,070.50	6.0%	0.8%
23-80977 DEVLIN FOUNDATION - SCHAFFER		2,047 00	51,563 93	42,402 27	9,161 66	798 02	3,070 50		100 0%
Total United Kingdom - USD			485,967 57	419,426 95	66,540 62	798 02	17,871 27	3 7%	
Total International Developed			\$1,889,038 55	\$1,599,517 66	\$289,520 89	\$2,759 94	\$49,168 70	2 6%	30 2%

Equity Securities - International Emerging

COMPANHIA ENERGETICA DE MINAS GERAIS SPONSORED ADR PAR \$0 01 REP NON VTG PFD (CIG)	10 860	1,025.00	\$11,131 50	\$17,436 28	(\$ 6,304 78)	\$1,761 00	\$605 78	5 4%	0 2%
23-80977 DEVLIN FOUNDATION - SCHAFFER		1,025 00	11,131 50	17,436 28	(6,304 78)	1,761 00	605 78		100 0%
ITAU UNIBANCO HLDG SA SPONSORED ADR REPSTG 500 PFD ADR (ITUB)	16 440	1,605 00	26,418 30	29,356 74	(2,938 44)	9 42	142 85	0 5%	0 4%
23-80975 DEVLIN FOUNDATION - HARDING		1,605 00	26,418 30	29,356 74	(2,938 44)	9 42	142 85		100 0%
PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR (PBR)	19 470	551 00	10,727 97	12,720 77	(1,992 80)		60 61	0 6%	0 2%
23-80975 DEVLIN FOUNDATION - HARDING		551 00	10,727 97	12,720 77	(1,992 80)		60 61		100 0%
Total Brazil - USD			48,277 77	59,513 79	(11,236 02)	1,770 42	809 23	1 7%	
PETROCHINA CO LTD SPONSORED ADR (PTR)	143 780	264 00	37,957 92	32,769 40	5,188 52		1,180 87	3 1%	0 6%
23-80977 DEVLIN FOUNDATION - SCHAFFER		264 00	37,957 92	32,769 40	5,188 52		1,180 87		100 0%
Total China - USD			37,957 92	32,769 40	5,188 52		1,180 87	3 1%	
MFJ NORTHERN FUNDS EMERGING MKTS EQUITY INDEX FUND (NOEMX)	11 870	67,586 53	802,252 11	523,098 52	279,153 59		18,113 19	2 3%	12 8%
23-68820 DEVLIN FOUNDATION - LMA		67,586 53	802,252 11	523,098 52	279,153 59		18,113 19		100 0%

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DEVLIN FOUNDATION ACCOUNTS

Consolidated Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Total Emerging Markets Region - USD									
ICIBK LTD (IBN)	43.610	556.00	24,247.16	24,687.82	(440.66)		319.14	1.3%	0.4%
23-80975 DEVLIN FOUNDATION - HARDING		556.00	24,247.16	24,687.82	(440.66)		319.14		100.0%
Total India - USD									
PERUSAHAAN PERSEROAN PERSERO P T TELEKOMUNIKASI INDONESIA SPONSORED ADR (TLK)	36.950	904.00	33,402.80	30,396.61	3,006.19		1,034.51	3.1%	0.5%
23-80977 DEVLIN FOUNDATION - SCHAFFER		904.00	33,402.80	30,396.61	3,006.19		1,034.51		100.0%
Total Indonesia - USD									
ISRAEL CHEMICALS LTD ADR (ISCHY)	12.140	2,103.00	25,530.42	26,561.73	(1,031.31)	400.34	1,293.35	5.1%	0.4%
23-80977 DEVLIN FOUNDATION - SCHAFFER		2,103.00	25,530.42	26,561.73	(1,031.31)	400.34	1,293.35		100.0%
Total Israel - USD									
AMERICA MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS (AMX)	23.140	781.00	18,072.34	22,824.74	(4,752.40)		235.08	1.3%	0.3%
23-80975 DEVLIN FOUNDATION - HARDING		781.00	18,072.34	22,824.74	(4,752.40)		235.08		100.0%
Total Mexico - USD									
GAZPROM LEVEL 1 ADR (OGZPY)	9.730	700.00	6,811.00	9,752.75	(2,941.75)		318.50	4.7%	0.1%
23-80975 DEVLIN FOUNDATION - HARDING		700.00	6,811.00	9,752.75	(2,941.75)		318.50		100.0%
Total Russian Federation - USD									
SASOL LTD SPONSORED ADR (SSL)	43.290	215.00	9,307.35	10,667.40	(1,360.05)		282.81	3.0%	0.1%
23-80975 DEVLIN FOUNDATION - HARDING		215.00	9,307.35	10,667.40	(1,360.05)		282.81		100.0%
Total South Africa - USD									
TAIWAN SEMICONDUCTOR MFG CO LTD SPONSORED ADR (TSM)	17.160	4,297.00	73,736.52	59,202.88	14,533.64		1,710.21	2.3%	1.2%

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Consolidated Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
23-80975 DEVLIN FOUNDATION - HARDING		1,539.00	26,409.24	22,135.36	4,273.88		612.52		35.8%
23-80977 DEVLIN FOUNDATION - SCHAFER		2,758.00	47,327.28	37,067.52	10,259.76		1,097.68		64.2%
Total Taiwan - USD			73,736.52	59,202.88	14,533.64		1,710.21	2.3%	
TURKIYE GARANTI BANKASI A.S SPONSORED ADR REFSIG 2000 SHS (TKGBY)	5.200	4,675.00	24,310.00	22,561.30	1,748.70		266.48	1.1%	0.4%
23-80975 DEVLIN FOUNDATION - HARDING		4,675.00	24,310.00	22,561.30	1,748.70		266.48		100.0%
Total Turkey - USD			24,310.00	22,561.30	1,748.70		266.48	1.1%	
Total International Emerging			\$1,103,905.39	\$822,036.94	\$281,868.45	\$2,170.76	\$25,563.36	2.3%	17.6%

Total Equity Securities			\$6,261,784.23	\$5,121,756.19	\$1,139,690.12	\$7,139.49	\$134,253.58	2.1%	100.0%
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Σ 0 = \$6,268,923.72

Fixed Income Securities - Corporate/Government

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
2026 UNITED STATES TREAS BDS DTD 02/15/1996 6.0% DUE 02-15-2026 REG	144.703	300,000.00 Aaa	\$434,109.30	\$310,406.00	\$123,703.30	\$6,798.91	\$18,000.00	4.2% 2.1%	19.9%
23-68820 DEVLIN FOUNDATION - LMA		300,000.00	434,109.30	310,406.00	123,703.30	6,798.91	18,000.00		100.0%
Fund MFB NORTHERN HIGH YIELD FIXED INCOME FUND (NHFIX)	7.550	116,393.22 B	878,768.81	758,706.62	120,062.19		61,222.83	7.0%	40.3%
23-68820 DEVLIN FOUNDATION - LMA		116,393.22	878,768.81	758,706.62	120,062.19		61,222.83		100.0%
Total Corporate/Government			\$1,312,878.11	\$1,069,112.62	\$243,765.49	\$6,798.91	\$79,222.83	6.0%	60.2%

Continued on next page

PART II - BALANCE SHEET
LINE 10a & 10b INVESTMENTS





Consolidation Overview

December 1, 2012 - December 31, 2012

Consolidation ID DEVFDN
DEVLIN FOUNDATION ACCOUNTS

Consolidated Portfolio Details (continued)

	Market Price	Par Value/Rating	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield/YTM	% of Assets
Fixed Income Securities - Inflation-Linked									
2025 UNITED STATES TREAS INFL INDEXED BONDS	165.545	525,000.00	\$869,109.24	\$663,280.73	\$205,828.51	\$7,068.58	\$15,301.40	1.8% 1.9%	39.8%
2.375% DUE 01-15-2025 BEO		Aaa							
23-68820 DEVLIN FOUNDATION - LMA		525,000.00	869,109.24	663,280.73	205,828.51	7,068.58	15,301.40		100.0%
Total Inflation-Linked			\$869,109.24	\$663,280.73	\$205,828.51	\$7,068.58	\$15,301.40	1.8%	39.8%
Total Fixed Income Securities			\$2,181,987.35	\$1,732,393.35	\$449,594.00	\$13,867.49	\$94,524.23	4.3%	100.0%

① \$0 = 2,185,854.84

	Market Price	Units	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Other Assets - Other Assets									
MAKENA CAPITAL ASSOCIATES (US TAX EXEMPT)		5,000,000.00	\$5,271,419.00	\$5,000,000.00	\$271,419.00				78.0%
23-68820 DEVLIN FOUNDATION - LMA		5,000,000.00	5,271,419.00	5,000,000.00	271,419.00				100.0%
Total Global Region - USD			\$5,271,419.00	\$5,000,000.00	\$271,419.00				
B&B FORETHOUGHT FINANCIAL GROUP, INC CLASS A VOTING COMMON STOCK		5,000.00	1,000,000.00	1,000,000.00	0.00				14.8%
23-68820 DEVLIN FOUNDATION - LMA		5,000.00	1,000,000.00	1,000,000.00	0.00				100.0%
B&B IRISH CENTRAL LLC		290,000.00	290,000.00	290,000.00	0.00				4.3%
23-68820 DEVLIN FOUNDATION - LMA		290,000.00	290,000.00	290,000.00	0.00				100.0%
BLAYLOCK & COMPANY, INC COMMON STOCK, CLASS A		5,000.00	100,000.00	500,000.00	(400,000.00)				1.5%
23-68820 DEVLIN FOUNDATION - LMA		5,000.00	100,000.00	500,000.00	(400,000.00)				100.0%

Continued on next page

PART II - BALANCE SHEET
LINE 10a & 10b INVESTMENTS





Consolidation Overview

December 1, 2012 - December 31, 2012

Consolidation ID DEVFDN
DEVLIN FOUNDATION ACCOUNTS

Consolidated Portfolio Details (continued)

	Market Price	Units	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
BLYLOCK & COMPANY, INC PREFERRED STOCK, SERIES A		53,000.00	100,000.00	500,000.00	(400,000.00)				1.5%
23-68820 DEVLIN FOUNDATION - LMA		53,000.00	100,000.00	500,000.00	(400,000.00)				100.0%
Total Other Assets			\$6,761,419.00	\$6,945,673	(\$528,581.00)	\$0.00	\$0.00	0.0%	100.0%
Total Other Assets			\$6,761,419.00	\$6,945,673	(\$528,581.00)	\$0.00	\$0.00	0.0%	100.0%

	Market Price	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield/YTM	% of Assets
Cash and Short Term Investments - PRINCIPAL CASH								
MFB NORTHERN FDS MONEY MKT FD MONEY MARKET FUND	1.000	\$1,439,480.34	\$1,439,480.34	\$0.00				
23-68820 DEVLIN FOUNDATION - LMA		1,374,345.71	1,374,345.71					
23-80974 DEVLIN FOUNDATION - KEELEY		13,086.82	13,086.82					
23-80975 DEVLIN FOUNDATION - HARDING		6,935.43	6,935.43					
23-80976 DEVLIN FOUNDATION - CSMCKEE		22,970.18	22,970.18					
23-80977 DEVLIN FOUNDATION - SCHAFFER		22,142.20	22,142.20					
Total PRINCIPAL CASH		\$1,439,480.34	\$1,439,480.34	\$0.00	\$0.00	\$0.00		

	Market Price	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Cash and Short Term Investments - INCOME CASH								
MFB NORTHERN FDS MONEY MKT FD MONEY MARKET FUND	1.000	\$412,475.89	\$412,475.89	\$0.00				
23-68820 DEVLIN FOUNDATION - LMA		245,526.25	245,526.25					
23-80974 DEVLIN FOUNDATION - KEELEY		35,077.57	35,077.57					
23-80975 DEVLIN FOUNDATION - HARDING		23,338.57	23,338.57					
23-80976 DEVLIN FOUNDATION - CSMCKEE		37,545.82	37,545.82					
Total PRINCIPAL CASH		\$412,475.89	\$412,475.89	\$0.00	\$20.11	\$20.11		

Continued on next page

PART II - BALANCE SHEET
LINE 10a & 10b INVESTMENTS





Consolidation Overview

December 1, 2012 - December 31, 2012

Consolidation ID DEVFDN
DEVLIN FOUNDATION ACCOUNTS

Consolidated Portfolio Details (continued)

	Market Price	Market Value	Cost	Unrealized Gain(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
23-80977 DEVLIN FOUNDATION - SCHAFER	70,987.68	70,987.68	70,987.68		1.01			
Total INCOME - CASH		\$412,475.89	\$412,475.89	\$0.00	\$20.11			
Total Cash and Short Term Investments		\$1,851,956.23	\$1,851,956.23	\$0.00	\$20.11	\$185.34	0.0%	100.0%
Total Portfolio Details		\$17,057,146.81	\$15,956,105.77	\$1,060,703.12	\$21,027.09	\$228,963.16	1.3%	

Total Accrual

Total Value

* Complete cost information not available

PART II - BALANCE SHEET
LINE 10a & 10b INVESTMENTS



Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. THE DEVLIN FOUNDATION	Employer identification number (EIN) or 76-0574063
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 730 FIFTH AVENUE, NO. 2102	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10019	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

MICHAEL H. DEVLIN

• The books are in the care of ▶ **730 FIFTH AVENUE - NEW YORK, NY 10019**
Telephone No ▶ **(212) 486-5500** FAX No ▶ **(212) 486-6768**

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2012** or
▶ tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	\$ 26,920.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	\$ 6,920.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 20,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions THE DEVLIN FOUNDATION	Employer identification number (EIN) or 76-0574063
	Number, street, and room or suite no. If a P.O. box, see instructions. 730 FIFTH AVENUE, NO. 2102	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10019	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

MICHAEL H. DEVLIN

• The books are in the care of **730 FIFTH AVENUE - NEW YORK, NY 10019**

Telephone No. **(212) 486-5500**

FAX No. **(212) 486-6768**

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension

ADDITIONAL INFORMATION IS NEEDED IN ORDER TO FILE AN ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	26,920.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	26,920.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title **EXECUTIVE VICE PRESIDENT**

Date

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions THE DEVLIN FOUNDATION	Employer identification number (EIN) or 76-0574063
	Number, street, and room or suite no. If a P.O. box, see instructions. 680 FIFTH AVENUE, NO. 2201	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10019	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
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Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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MICHAEL H DEVLIN

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Telephone No **(212) 486-5500**

FAX No. **(212) 486-6768**

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4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period

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8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	26,920.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	26,920.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title **EXECUTIVE VICE PRESIDENT**

Date