Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: SHIRLEY C. CARIS FAMILY FOUNDATION

A Employer identification number: 86-0965394

Number and street (or P O box number if mail is not delivered to street address): P. O. BOX 14315

Room/suite:

B Telephone number (see instructions): 480-451-9244

City or town, state, and ZIP code: SCOTTSDALE AZ 85267-4315

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 13,445,450

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

Original Return

SCANNED MAY 15 2013

RECEIVED
MAY 14 2013
OGDEN, UT

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	235,747	235,747	235,747	
	4	Dividends and interest from securities	112,119	112,119	112,119	
	5a	Gross rents	4,800	4,800	4,800	
	b	Net rental income or (loss) 4,800				
	6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	219,324			
	b	Gross sales price for all assets on line 6a 4,870,568				
	7	Capital gain net income (from Part IV, line 2)		44,697		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) Stmt 2	68,603	1,100	68,603	
	12	**Total.** Add lines 1 through 11	640,593	398,463	421,269	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) See Stmt 3	161			
	b	Accounting fees (attach schedule) Stmt 4	3,750			
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) Stmt 5	75,193	692		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att. sch) Stmt 6	96,155	85,855		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	175,259	86,547	0	0
	25	Contributions, gifts, grants paid	517,000			517,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	692,259	86,547	0	517,000
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-51,666			
	b	**Net investment income** (if negative, enter -0-)		311,916		
	c	**Adjusted net income** (if negative, enter -0-)			421,269	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	8,661,749	9,162,926	9,162,926
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att. schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)			
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) See Statement 7	1,249,043	949,473	1,242,524
	14	Land, buildings, and equipment. basis ▶ 3,040,000			
		Less accumulated depreciation (attach sch) ▶ Stmt 8	3,040,000	3,040,000	3,040,000
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	12,950,792	13,152,399	13,445,450
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	12,950,792	13,152,399	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	12,950,792	13,152,399	
	31	**Total liabilities and net assets/fund balances** (see instructions)	12,950,792	13,152,399	

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	12,950,792
2	Enter amount from Part I, line 27a	2	-51,666
3	Other increases not included in line 2 (itemize) ▶ See Statement 9	3	394,509
4	Add lines 1, 2, and 3	4	13,293,635
5	Decreases not included in line 2 (itemize) ▶ See Statement 10	5	141,236
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	13,152,399

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	UBS INVESTMENT ACCOUNT			
b	UBS PIMCO ACCOUNT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	38,883			38,883
b	5,814			5,814
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				38,883
b				5,814
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	44,697
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	488,625	10,416,162	0.046910
2010	552,716	10,141,305	0.054501
2009	137,800	10,829,193	0.012725
2008	184,600	3,669,837	0.050302
2007	110,600	3,838,991	0.028810

2	**Total** of line 1, column (d)	2	0.193248
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.038650
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,189,851
5	Multiply line 4 by line 3	5	393,838
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,119
7	Add lines 5 and 6	7	396,957
8	Enter qualifying distributions from Part XII, line 4	8	517,000

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter **(attach copy of letter if necessary—see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	3,119
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	3,119
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	3,119
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,400		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d O.R. Overpayment		(259)	7	3,141
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	22
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 22 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶ N/A

14 The books are in care of ▶ SHIRLEY CARIS FOUNDATION Telephone no. ▶
P. O. BOX 14315
Located at ▶ SCOTTSDALE AZ ZIP+4 ▶ 85267

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	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?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)		3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ **Yes** ☐ **No**

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address		**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
CATHERINE ANN HART P. O BOX 14315	SCOTTSDALE AZ 85267	PRESIDENT 3.00	0	0	0
SHERRY LYNN COWAN P. O. Box 639	PAYSON AZ 85547	SECR/TREAS. 3.00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 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 (see instructions). If none, enter "NONE."

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

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

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 (see instructions)

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 ▶	

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	0
b	Average of monthly cash balances			1b	9,102,502
c	Fair market value of all other assets (see instructions)			1c	1,242,524
d	**Total** (add lines 1a, b, and c)			1d	10,345,026
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	10,345,026
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)			4	155,175
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	10,189,851
6	**Minimum investment return.** Enter 5% of line 5			6	509,493

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	509,493
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,119		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,119
3	Distributable amount before adjustments Subtract line 2c from line 1			3	506,374
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	506,374
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	506,374

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	517,000
b	Program-related investments – total from Part IX-B	1b	
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	517,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	3,119
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	513,881

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				506,374
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			516,874	
b Total for prior years 20____ , 20____ , 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 517,000				
a Applied to 2011, but not more than line 2a			516,874	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				126
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				506,248
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9.				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a 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))

N/A

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

N/A

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

N/A

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

N/A

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 11				517,000
Total			▶ **3a**	517,000
b Approved for future payment N/A				
Total			▶ **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					235,747
4 Dividends and interest from securities					112,119
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					4,800
7 Other investment income	541900	67,503			1,100
8 Gain or (loss) from sales of assets other than inventory		44,352			174,972
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		111,855		0	528,738

13 **Total.** Add line 12, columns (b), (d), and (e) 13 640,593

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Catherine Ann Caris [illegible] 5/6/13

Signature of officer or trustee | Date

PRESIDENT

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Steven M. Dean, CPA	Steven M. Dean, CPA	04/30/13	

Firm's name ▶ Cosse' & Wallace, CPA's

PTIN P00963306

Firm's address ▶ P.O. Box 3969
Sedona, AZ 86340

Firm's EIN ▶ 86-0694276

Phone no 928-282-3040

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
JACKRABBIT 72, LLC	12/01/08	12/31/12	Purchase	$ 326,409	$ 326,409	$	$	$
UBS INVESTMENT ACCOUNT	Various	Various	Purchase	125,098	118,976			6,122
UBS PIMCO ACCOUNT	Various	Various	Purchase	724,952	701,607			23,345
UBS PIMCO ACCOUNT	Various	Various	Purchase	1,206,688	1,183,198			23,490
UBS PIMCO ACCOUNT-RETURN OF PRINCIPA	Various	Various	Purchase	320,618	320,618			
UBS MAC ACCOUNT	Various	Various	Purchase	640,062	614,331			25,731
UBS MAC ACCOUNT	Various	Various	Purchase	1,106,923	1,055,336			51,587
UBS MAC ACCOUNT-RETURN OF PRINCIPAL	Various	Various	Purchase	330,769	330,769			
Long-term Gain/Loss from Pass-through Entity				44,352				44,352
Total				$ 4,825,871	$ 4,651,244	$ 0	$ 0	$ 174,627

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
CRYOCELL	$ 67,503	$	$ 67,503
UBS MISCELLANEOUS	1,100	1,100	1,100
Total	$ 68,603	$ 1,100	$ 68,603

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Legal Fees	$ 161	$	$	$
Total	$ 161	$ 0	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees	$ 3,750	$	$	$
Total	$ 3,750	$ 0	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL INCOME TAX	$ 32,067	$	$	$
AZ TAXES	7,875			
PROPERTY TAXES	34,559			
FOREIGN TAXES PAID INVESTMENT AC	692	692		
Total	$ 75,193	$ 692	$ 0	$ 0

Federal Statements

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
UBS MANAGEMENT FEES	59,978	59,978		
DEL RIO/JACKRABBIT LLC	17,563	17,563		
INSURANCE	7,032			
STORAGE	2,208			
UTILITIES	288			
LICENSE/FEES	600			
POSTAGE	172			
UBS INVESTMENT EXPENSES	8,314	8,314		
Total	$ 96,155	$ 85,855	$ 0	$ 0

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
JACKRABBIT 72, LLC	$ 283,915	$	Cost	$
DEL RIO 246, LLC	948,483	932,828	Cost	932,828
TEXAS REVENUE SHARING AGREEMENT	16,645	16,645	Cost	309,696
Total	$ 1,249,043	$ 949,473		$ 1,242,524

Statement 8 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
LAND/BUILDING/FURN/FIXT(SCLC)	$ 3,040,000	$ 3,040,000	$	$ 3,040,000
Total	$ 3,040,000	$ 3,040,000	$ 0	$ 3,040,000

Statement 9 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
CRYOCELL BOOK INCOME > THAN 1099/RETURN INCOME	$ 37,665
NET UNREALIZED GAINS ON BOOKS NOT ON RETURN	356,821
ROUNDING/MISC. ADJUSTMENT	23
Total	$ 394,509

Statement 10 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
BOOK INCOME LESS THAN 1099/RETURN INCOME	$ 141,236
Total	$ 141,236

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address			
Address	Relationship	Status	Purpose	Amount
AGRICULTURE EDUCATION FOUNDATION PAYSON AZ 85541	1007 N HILLCREST DRIVE	501 C (3)	CHARITABLE PROGRAM	
AMERICAN HEART ASSOC. TEMPE AZ 85282	2929 S 48TH STREET	501 C (3)	CHARITABLE PROGRAM	15,000
ARIZONA ECUMENCIAL COUNCIL BLESSING PHOENIX AZ 85018	4340 E. INDIAN SCHOOL RD.	501 C (3)	CHARITABLE PROGRAM	
ARIZONA STORM VBALL SCHOL PHOENIX AZ 85085	515 E CAREFREE HWY #981	501 C (3)	CHARITABLE PROGRAM	
ARIZONA WOMENS BOARD KDNY PARADISE VALLEY AZ 85253	5921 E INDIAN BEND ROAD	501 C (3)	CHARITABLE PROGRAM	5,000
BANNER HEALTH FOUNDATION PHOENIX AZ 85004	2025 N 3RD STREET	501 C (3)	CHARITABLE PROGRAM	
BARROW NEUROLOGICAL FOUND PHOENIX AZ 85013	350 W THOMAS	501 C (3)	CHARITABLE PROGRAM	
BROPHY COLLEGE PREPARATORY PHOENIX AZ 85012	4701 N CENTRAL	501 C (3)	CHARITABLE PROGRAM	
CARING BRIDGE EAGAN MN 55121	1715 YANKEE DOODLE ROAD	501 C (3)	CHARITABLE PROGRAM	
CARNEGIE MELLON UNIVERSITY PITTSBURGH PA 15213	500 FORBES AVENUE	501 C (3)	CHARITABLE PROGRAM	10,000
CHILDRENS HOSPITAL BOSTON BOSTON MA 02115	300 LONGWOOD AVENUE	501 C (3)	CHARITABLE PROGRAM	15,000
CRISIS NURSERY PHOENIX AZ 85006	2334 E POLK STREET	501 C (3)	CHARITABLE PROGRAM	5,000
FACES OF AUTISM SCOTTSDALE AZ 85254	7655 E GELDING DR ST A-3	501 C (3)	CHARITABLE PROGRAM	
GARDENS FOR HUMANITY SEDONA AZ 86351	2990 VALLEY VISTA DRIVE	501 C (3)	CHARITABLE PROGRAM	3,000
GRACIE LEE MEMORIAL FUND PAYSON AZ 85547	308 E AERO DRIVE	501 C (3)	CHARITABLE PROGRAM	30,000
HOSPICE OF THE VALLEY PHOENIX AZ 85014	1510 E FLOWER STREET	501 C (3)	CHARITABLE PROGRAM	
KITCHEN ON THE STREET PHOENIX AZ 85024	21006 N 22ND STREET #C1	501 C (3)	CHARITABLE PROGRAM	20,000
LOYOLLA ACADEMY PHOENIX AZ 85012	4701 N CENTRAL AVENUE	501 C (3)	CHARITABLE PROGRAM	2,000
MCDOWELL SONORAN CONSERV. SCOTTSDALE AZ 85254	16435 N SCOTTSDALE ROAD	501 C (3)	CHARITABLE PROGRAM	

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name Address	Address Relationship	Status	Purpose	Amount
MEDICINE HORSE CENTER MANCOS CO 81328	PO BOX 1074	501 C (3)	CHARITABLE PROGRAM	30,000
NORTHWESTERN UNIVERSITY EVANSTON IL 60208	1201 DAVIS STREET	501 C (3)	CHARITABLE PROGRAM	10,000
NYC DANCE ALLIANCE FOUND. NEW YORK NY 10024	PO BOX 952	501 C (3)	CHARITABLE PROGRAM	
PAYSON AGRICULTURAL EDUCATIONAL PAYSON AZ 85541	419 UPPER ROUND VALLEY RD	501 C (3)	CHARITABLE PROGRAM	20,000
PAYSON SUPPLY LINE PAYSON AZ 85541	514 E TIMBER DRIVE	501 C (3)	CHARITABLE PROGRAM	12,000
PRINCETON UNIVERSITY PRINCETON NJ 08544	PRINCETON	501 C (3)	CHARITABLE PROGRAM	10,000
RYAN HOUSE PHOENIX AZ 85013	110 W MERRELL STREET	501 C (3)	CHARITABLE PROGRAM	
SEDONA CREATIVE LIFE CTR SCOTTSDALE AZ 85267	PO BOX 14315	501 C (3)	CHARITABLE PROGRAM	70,000
SPECTRUM COLLEGE TRANS. SCOTTSDALE AZ 85254	7655 E GELDING DR STE A-3	501 C (3)	CHARITABLE PROGRAM	
ST VINCENT DE PAUL FOOD BANK PAYSON AZ 85547	PO BOX 1317	501 C (3)	CHARITABLE PROGRAM	15,000
THE BOARD OF VISITORS PHOENIX AZ 85016	6245 N 24TH PARKWAY	501 C (3)	CHARITABLE PROGRAM	6,000
THE UNIVERSITY OF ARIZONA FOUND. TUCSON AZ 85721-0109	PO BOX 210109	501 C (3)	CHARITABLE PROGRAM	
TIME OUT, INC. PAYSON AZ 85547	PO BOX 306	501 C (3)	CHARITABLE PROGRAM	40,000
TONTO RIM SEARCH & RESCUE STRAWBERRY AZ 85544	PO BOX 357	501 C (3)	CHARITABLE PROGRAM	45,000
UMOM NEW DAY CENTERS PHOENIX AZ 85008	3333 E VAN BUREN	501 C (3)	CHARITABLE PROGRAM	
UNIVERSITY OF ARIZONA TUCSON AZ 85721	933 N CHERRY AVENUE	501 C (3)	CHARITABLE PROGRAM	4,000
VERDE VALLEY SANCTUARY SEDONA AZ 86339	PO BOX 595	501 C (3)	CHARITABLE PROGRAM	
WEST COAST EQUINE FOUNDATION LOCKEFORD CA 95237	PO BOX 108	501 C (3)	CHARITABLE PROGRAM	10,000

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name Address	Address Relationship	Status	Purpose	Amount
XAVIER COLLEGE PREPAR. PHOENIX AZ 85012	4710 N 5TH STREET	501 C (3)	CHARITABLE PROGRAM	115,000
XAVIER FOUNDATION, INC PHOENIX AZ 85012	4710 N 5TH STREET	501 C (3)	CHARITABLE PROGRAM	25,000
Total				517,000

Proceeds from Broker Transactions

Long-term transactions for noncovered securities, included in Line 2a

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
ASTON/MONTAG & CALDWELL GROWTH FUND CLASS N Symbol MCGFX CUSIP 00078H299									
Sell	15 7450		03/11/10	04/18/12	395 05	361 03			34 02
Sell	115 4890		03/11/10	04/23/12	2,850 28	2,648 17			202 11
Sell	246 9140		03/11/10	05/15/12	6,000 00	5,661 73			338 27
Sell	74 1660		03/11/10	05/16/12	1,800 00	1,700 63			99 37
Sell	245 2980		03/11/10	07/11/12	6,000 00	5,624 68			375 32
Sell	104 9800		03/11/10	07/24/12	2,566 77	2,407 20			159 57
Sub Total	**802.5920**				**19,612.10**	**18,403.44**			**1,208.66**
FIRST EAGLE OVERSEAS FUND CLASS A Symbol SGOVX CUSIP 32008F101									
Sell	170 4820		03/11/10	05/15/12	3,500 00	3,397 71			102 29
Sell	51 4450		03/11/10	05/16/12	1,050 00	1,025 30			24 70
Sell	167 1440		03/11/10	07/11/12	3,500 00	3,331 17			168 83
Sub Total	**389.0710**				**8,050.00**	**7,754.18**			**295.8**
GABELLI EQUITY INCOME FUND CLASS A Symbol GCAFX CUSIP 362391707									
Sell	78 1260		03/11/10	01/24/12	1,651 59	1,435 96			215 63
Sell	284 2250		03/11/10	05/15/12	6,000 00	5,223 07			776 93
Sell	85 6330		03/11/10	05/16/12	1,800 00	1,573 64			226 36
Sell	283 2860		03/11/10	07/11/12	6,000 00	5,205 33			794 67
Sell	118 5190		03/11/10	10/24/12	2,634 67	2,177 46			457 21
Sub Total	**849.7890**				**18,086.26**	**15,615.46**			**2,470.80**

continued next page

Proceeds from Broker Transactions (continued)

Long-term transactions for noncovered securities, included in Line 2a (continued)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
GOLDMAN SACHS SMALL MID CAP GROWTH FUND CLASS A Symbol GSMAX CUSIP 38143H779									
Sell	203 3900		03/11/10	05/15/12	3,000 00	2,635 93			364 07
Sell	61 3500		03/11/10	05/16/12	900 00	795 10			104 90
Sell	204 9180		03/11/10	07/11/12	3,000 00	2,655 74			344 26
Sub Total	**469.6580**				**6,900.00**	**6,086.77**			**813.23**
ING GLOBAL REAL ESTATE FUND CLASS A Symbol IGLAX CUSIP 44980R326									
Sell	183 9360		03/24/10	05/15/12	3,000 00	2,722 25			277 75
Sell	55 7970		03/24/10	05/16/12	900 00	825 80			74 20
Sell	178 4650		03/24/10	07/11/12	3,000 00	2,641 28			358 72
Sub Total	**418.1980**				**6,900.00**	**6,189.33**			**710.67**
MFS UTILITIES FUND A Symbol MMUFX CUSIP 552986309									
Sell	176 2630		03/11/10	05/15/12	3,000 00	2,635 13			364 87
Sell	53 0350		03/11/10	05/16/12	900 00	792 87			107 13
Sell	171 4290		03/11/10	07/11/12	3,000 00	2,562 87			437 13
Sub Total	**400.7270**				**6,900.00**	**5,990.87**			**909.13**
OAKMARK INTL FUND CLASS I Symbol OAKIX CUSIP 413838202									
Sell	175 7470		03/11/10	05/15/12	3,000 00	3,021 09			(21 09)
Sell	53 1290		03/11/10	05/16/12	900 00	913 29			(13 29)
Sell	177 6200		03/11/10	07/11/12	3,000 00	3,053 29			(53 29)
Sub Total	**406.4960**				**6,900.00**	**6,987.67**			**(87.67)**

continued next page

Proceeds from Broker Transactions (continued)

Long-term transactions for noncovered securities, included in Line 2a (continued)

Security description (Line 8) *Symbol (Line 1d)* *CUSIP* *Activity type*	*Quantity / face value (Line 1e)*	*Original cost basis ($)*	*Date acquired (Line 1b)*	*Date of sale / exchange (Line 1a)*	*Sale amount (Line 2a) ($)*	*Cost or other basis (Line 3) ($)*	*Wash sale loss disallowed (Line 5) ($)*	*Federal income tax withheld (Line 4) ($)*	*Gain/Loss ($)*
OPPENHEIMER DEVELOPING MARKETS FUND CL A Symbol ODMAX CUSIP 683974109									
Sell	112 4320		03/11/10	05/15/12	3,500 00	3,279 64			220 36
Sell	34 1020		03/11/10	05/16/12	1,050 00	994 76			55 24
Sell	111 8930		03/11/10	07/11/12	3,500 00	3,263 92			236 08
Sub Total	**258.4270**				**8,050.00**	**7,538.32**			**511.68**
PERKINS MID CAP VALUE FUND A Symbol JDPAX CUSIP 47103C266									
Sell	144 4390		03/11/10	05/15/12	3,000 00	2,998 55			1 45
Sell	43 6890		03/11/10	05/16/12	900 00	906 99			(6 99)
Sell	145 4190		03/11/10	07/11/12	3,000 00	3,018 90			(18 90)
Sub Total	**333.5470**				**6,900.00**	**6,924.44**			**(24.44)**
PIMCO COMMODITY REAL RETURN STRATEGY FUND CLASS A Symbol PCRAX CUSIP 722005584									
Sell	318 9790		03/11/10	05/15/12	2,000 00	2,532 69			(532 69)
Sell	95 5410		03/11/10	05/16/12	600 00	758 60			(158 60)
Sell	309 1190		03/11/10	07/11/12	2,000 00	2,454 40			(454 40)
Sub Total	**723.6390**				**4,600.00**	**5,745.69**			**(1,145.69)**
PRUDENTIAL JENNISON 20/20 FOCUS FUND A Symbol PTWAX CUSIP 74440G107									
Sell	386 8470		03/11/10	05/15/12	6,000 00	5,764 02			235 98
Sell	116 8830		03/11/10	05/16/12	1,800 00	1,741 56			58 44
Sell	400 5340		03/11/10	07/11/12	6,000 00	5,967 95			32 05
Sub Total	**904.2640**				**13,800.00**	**13,473.53**			**326.47**

continued next page

Proceeds from Broker Transactions (continued)

Long-term transactions for noncovered securities, included in Line 2a. (continued)

Security description (Line 8) *Symbol (Line 1d)* *CUSIP* *Activity type*	*Quantity / face value (Line 1e)*	*Original cost basis ($)*	*Date acquired (Line 1b)*	*Date of sale / exchange (Line 1a)*	*Sale amount (Line 2a) ($)*	*Cost or other basis (Line 3) ($)*	*Wash sale loss disallowed (Line 5) ($)*	*Federal income tax withheld (Line 4) ($)*	*Gain/Loss ($)*
ROYCE SPECIAL EQUITY FD Symbol RYSEX CUSIP 780905782									
Sell	145 0680		03/11/10	05/15/12	3,000 00	2,738 88			261 12
Sell	43 7110		03/11/10	05/16/12	900 00	825 27			74 73
Sell	144 7880		03/11/10	07/11/12	3,000 00	2,733 59			266 41
Sub Total	**333.5670**				**6,900.00**	**6,297.74**			**602.26**
THORNBURG INTERNATIONAL VALUE FUND CLASS A Symbol TGVAX CUSIP 885215657									
Sell	121 2120		03/11/10	05/15/12	3,000 00	3,015 75			(15 75)
Sell	36 7500		03/11/10	05/16/12	900 00	914 34			(14 34)
Sell	122 6990		03/11/10	07/11/12	3,000 00	3,052 75			(52 75)
Sub Total	**280.6610**				**6,900.00**	**6,982.84**			**(82.84)**
VAN ECK GLOBAL HARD ASSETS FUND CLASS A Symbol GHAAX CUSIP 921075750									
Sell	50 1130		03/11/10	05/15/12	2,000 00	2,155 36			(155 36)
Sell	15 1360		03/11/10	05/16/12	600 00	651 00			(51 00)
Sell	50 6710		03/11/10	07/11/12	2,000 00	2,179 36			(179 36)
Sub Total	**115.9200**				**4,600.00**	**4,985.72**			**(385.72)**
Total	**6,686.5560**				**$125,098.36**	**$118,976.00**			**$6,122.36**
Total					**$125,098.36**				

2012 Realized Gain/Loss Summary

Description	*Sale amount*	*Cost/other basis*	*Wash sale loss disallowed*	*Net Gain/Loss*
Long-term Gain/Loss				
Long-term transactions for noncovered securities, included in line 2a	125,098 36	118,976 00		6,122 36
Total long-term	$125,098 36	$118,976 00		$6,122 36
Sub Total	**$125,098.36**	**$118,976.00**		**$6,122.36**
Totals	**$125,098.36**	**$118,976.00**		**$6,122.36**

Dividends and Distributions Details

Transactions shown as "Qualified Dividend" only indicate that the dividend is issuer-qualified We do not compute the holding period required for a qualified dividend It is the responsibility of the taxpayer to determine whether the holding period requirements have been met To assist you, we include the ex-dividend date information if available

Security description	*CUSIP*	*Activity Description*	*Ex Date*	*Payment Date*	*Amount*
ASTON/MONTAG & CALDWELL GROWTH FUND CLASS N	00078H299	Qualified Dividend	12/28/12	12/28/12	**$ 2,227.99**
FIRST EAGLE OVERSEAS FUND CLASS A	32008F101	Dividend	12/13/12	12/14/12	399 92
		Short Term Cap Gain	12/13/12	12/14/12	136 14
		Qualified Dividend	12/13/12	12/14/12	1,571 90
		Foreign Tax Paid	12/13/12	12/14/12	(218 82)
				Sub-Total:	**$ 1,889.14**
GABELLI EQUITY INCOME FUND CLASS A	36239T707	Qualified Dividend	01/27/12	01/27/12	203 74
		Qualified Dividend	02/27/12	02/27/12	279 42
		Qualified Dividend	03/28/12	03/28/12	279 81
		Qualified Dividend	04/26/12	04/26/12	280 19
		Qualified Dividend	05/29/12	05/29/12	269 79
		Qualified Dividend	06/27/12	06/27/12	270 18
		Qualified Dividend	07/27/12	07/27/12	262 31
		Qualified Dividend	08/29/12	08/29/12	262 67
		Qualified Dividend	09/26/12	09/26/12	263 03
		Qualified Dividend	10/29/12	10/31/12	267 63
		Qualified Dividend	11/28/12	11/28/12	267 99
		Qualified Dividend	12/27/12	12/27/12	268 35
				Sub-Total:	**$ 3,175.11**
GOLDMAN SACHS SMALL MID CAP GROWTH FUND CLASS A	38143H779	Short Term Cap Gain	12/05/12	12/06/12	1,525 30
		Qualified Dividend	12/05/12	12/06/12	463 87
				Sub-Total.	**$ 1,989.17**
ING GLOBAL REAL ESTATE FUND CLASS A	44980R326	Dividend	04/02/12	04/03/12	485 20
		Qualified Dividend	04/02/12	04/03/12	11 68

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