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
WILLIAM B. DIETRICH FOUNDATION

A Employer identification number
90-0628306

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O FRANK G. COOPER, 30 S. 17TH STREET

B Telephone number
215-979-1906

City or town, state, and ZIP code
PHILADELPHIA, PA 19103

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 31,080,341.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	8,521,006.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	816,136.	816,136.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	632,761.			
	b Gross sales price for all assets on line 6a 3,884,135.				
	7 Capital gain net income (from Part IV, line 2)		632,761.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	9,969,903.	1,448,897.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	110,578.	2,776.		107,802.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	44,101.	0.		44,101.
	b Accounting fees	32,921.	16,461.		16,460.
	c Other professional fees	115,620.	115,620.		0.
	17 Interest				
	18 Taxes	27,506.	316.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	1,057.	0.		952.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	331,783.	135,173.		169,315.
	25 Contributions, gifts, grants paid	1,097,680.			1,097,680.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,429,463.	135,173.		1,266,995.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	8,540,440.			
	b **Net investment income** (if negative, enter -0-)		1,313,724.		
	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	8,050.	933,001.	933,001.
	2	Savings and temporary cash investments	1,009,967.	150,519.	150,519.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 7	8,909,543.	9,430,463.	10,864,268.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶ 298,500.			
		Less accumulated depreciation ▶	298,500.	298,500.	800,000.
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	9,915,002.	17,862,329.	18,329,003.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 9)	3,550.	3,550.	3,550.
	16	**Total assets** (to be completed by all filers)	20,144,612.	28,678,362.	31,080,341.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	20,144,612.	28,678,362.	
	30	**Total net assets or fund balances**	20,144,612.	28,678,362.	
	31	**Total liabilities and net assets/fund balances**	20,144,612.	28,678,362.	

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	20,144,612.
2	Enter amount from Part I, line 27a	2	8,540,440.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	28,685,052.
5	Decreases not included in line 2 (itemize) ▶ ADJUSTMENT TO BASIS	5	6,690.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,678,362.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	3,884,135.		3,251,374.	632,761.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				632,761.

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	632,761.
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	750,968.	13,970,840.	.053753
2010	728,690.	15,730,298.	.046324
2009	215,252.	13,121,376.	.016405
2008	1,105,543.	15,713,841.	.070355
2007	884,451.	17,891,427.	.049434

2	Total of line 1, column (d)	2	.236271
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	.047254
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	28,078,220.
5	Multiply line 4 by line 3	5	1,326,808.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,137.
7	Add lines 5 and 6	7	1,339,945.
8	Enter qualifying distributions from Part XII, line 4	8	1,266,995.

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	26,274.
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	26,274.
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	26,274.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	19,070.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	19,070.
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	7,204.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

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

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FRANK G. COOPER Telephone no. ▶ 215-979-1906

Located at ▶ C/O DUANE MORRIS LLP, 30 S. 17TH STREET, PHILADEL ZIP+4 ▶ 19103

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRANK G. COOPER, ESQ. C/O DUANE MORRIS LLP, 30 S. 17TH STRE PHILADELPHIA, PA 19103	PRESIDENT, TREASURER & ASST SECRETARY 5.00	55,289.	0.	0.
JOHN J. SOROKO, ESQ. C/O DUANE MORRIS LLP, 30 S. 17TH STRE PHILADELPHIA, PA 19103	SECRETARY & ASST TREASURER 1.00	55,289.	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
NONE		

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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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	25,650,412.
b	Average of monthly cash balances		1b	2,051,845.
c	Fair market value of all other assets		1c	803,550.
d	**Total** (add lines 1a, b, and c)		1d	28,505,807.
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	28,505,807.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	427,587.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	28,078,220.
6	**Minimum investment return.** Enter 5% of line 5		6	1,403,911.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	1,403,911.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 26,274.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	26,274.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,377,637.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,377,637.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,377,637.

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	1,266,995.
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	1,266,995.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,266,995.

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				1,377,637.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			918,303.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,266,995.				
a Applied to 2011, but not more than line 2a			918,303.	
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				348,692.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1,028,945.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 10

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE	NONE	PUBLIC CHARITY	SEE ATTACHED SCHEDULE	1,097,680.
Total			▶ **3a**	1,097,680.
b *Approved for future payment* NONE				
Total			▶ **3b**	0.

Form **990-PF** (2012)

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
	(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					
4 Dividends and interest from securities			14	816,136.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	632,761.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,448,897.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,448,897.

(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).

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

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

▶ | May 9, 2013 ▶ President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL A. GILLEN		02/22/13		P00009321

Firm's name ▶ DUANE MORRIS LLP | Firm's EIN ▶ 23-1392502

Firm's address ▶ 30 SOUTH 17TH STREET
PHILADELPHIA, PA 19103-4196 | Phone no. 215-979-1635

Form **990-PF** (2012)

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
WILLIAM B. DIETRICH FOUNDATION

Employer identification number
90-0628306

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
WILLIAM B. DIETRICH FOUNDATION	90-0628306

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM B. DIETRICH CHARITABLE LEAD ANNUITY TRUST C/O DM LLP, 30 S. 17TH STREET PHILADELPHIA, PA 19103	$ 8,521,006.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

WILLIAM B. DIETRICH FOUNDATION

Employer identification number

90-0628306

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
WILLIAM B. DIETRICH FOUNDATION	90-0628306

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $__________

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

WILLIAM B. DIETRICH FOUNDATION

CONTINUATION FOR 990-PF, PART IV
90-0628306 PAGE 1 OF 1

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED STATEMENT 1	P	VARIOUS	VARIOUS
b	SEE ATTACHED STATEMENT 2	P	VARIOUS	VARIOUS
c	SEE ATTACHED STATEMENT 3	P	VARIOUS	VARIOUS
d	983.31 SHS SOUND SHORE FUND INC	P	VARIOUS	02/02/12
e	39818.548 SHS FEDERATED GOVT	P	VARIOUS	08/02/12
f	7866.985 SHS ROYCE VALUE PLUS	P	VARIOUS	08/02/12
g	4062.024 SHS ROYCE MICROCAP	P	VARIOUS	12/14/12
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(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	1,219,568.		1,017,093.	202,475.
b	1,361,807.		1,127,102.	234,705.
c	532,623.		515,613.	17,010.
d	31,726.		27,922.	3,804.
e	394,975.		394,999.	-24.
f	98,627.		103,473.	-4,846.
g	57,899.		65,172.	-7,273.
h	186,910.			186,910.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				202,475.
b				234,705.
c				17,010.
d				3,804.
e				-24.
f				-4,846.
g				-7,273.
h				186,910.
i				
j				
k				
l				
m				
n				
o				

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	632,761.
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

223591
05-01-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY	255,240.	0.	255,240.
WELLS FARGO - CUSTODY	635,131.	186,910.	448,221.
WILLIAM B. DIETRICH CLAT	112,675.	0.	112,675.
TOTAL TO FM 990-PF, PART I, LN 4	1,003,046.	186,910.	816,136.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	44,101.	0.		44,101.
TO FM 990-PF, PG 1, LN 16A	44,101.	0.		44,101.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEES	32,921.	16,461.		16,460.
TO FORM 990-PF, PG 1, LN 16B	32,921.	16,461.		16,460.

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
INVESTMENT ADVISORY FEES	115,620.	115,620.		0.
TO FORM 990-PF, PG 1, LN 16C	115,620.	115,620.		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	7,665.	0.		0.
REAL ESTATE TAXES	316.	316.		0.
EXCISE TAXES	19,500.	0.		0.
DE FRANCHISE TAX	25.	0.		0.
TO FORM 990-PF, PG 1, LN 18	27,506.	316.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POST OFFICE BOX EXPENSE	180.	0.		180.
MISCELLANEOUS FEES	105.	0.		0.
LEGAL ADVERTISING	772.	0.		772.
TO FORM 990-PF, PG 1, LN 23	1,057.	0.		952.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED WELLS FARGO SCHEDULE - EQUITIES	9,430,463.	10,864,268.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,430,463.	10,864,268.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED WELLS FARGO SCHEDULE - MMKT	COST	618,763.	618,763.
SEE ATTACHED FIDELITY SCHEDULE	COST	10,052,570.	10,542,897.
SEE ATTACHED WELLS FARGO SCHEDULE - FIXED INCOME ASSETS	COST	4,987,168.	5,092,124.
SEE ATTACHED WELLS FARGO SCHEDULE - OTHER FUNDS	COST	2,203,828.	2,075,219.
TOTAL TO FORM 990-PF, PART II, LINE 13		17,862,329.	18,329,003.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FINE ARTS & MEMORABILIA	3,550.	3,550.	3,550.
TO FORM 990-PF, PART II, LINE 15	3,550.	3,550.	3,550.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 10
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

FRANK G. COOPER, PRESIDENT
P.O. BOX 58177
PHILADELPHIA, PA 19102-8177

FORM AND CONTENT OF APPLICATIONS

IN WRITING, OUTLINING THE NATURE OF THE ORGANIZATION, INTENDED USE OF FUNDS, ACCOMPANIED BY A COPY OF IRS LETTER OF DETERMINATION OF CHARITABLE STATUS INDICATING THE RECIPIENT IS NOT A PRIVATE FOUNDATION

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

William B. Dietrich Foundation

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

Recipient Name & Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	AMOUNT
The Atheneaum of Philadelphia 219 S. 6th Street Philadelphia, PA 19106	Public Charity	Restoration of the Reading Room and the Busch Room	None	400,000.00
Main Line Art Center 746 Panmure Road Haverford, PA 19041	Public Charity	Contribution to ART 75 Campaign	None	10,000.00
Pennypack Ecological Restoration Trust 2955 Edge Hill Road Huntington Valley, PA 19006	Public Charity	Repair Stone Bridges	None	12,680.00
Philadelphia Museum of Art Box 7646 Philadelphia, PA 19101	Public Charity	Special exhibit	None	12,500.00
Historic St. Peters Church Preservation Corp. 313 Pine Street Philadelphia, PA 19106	Public Charity	Restoration of Roof	None	25,000.00
Barnes Foundation 230 North 21st St. Philadelphia, PA 19103	Public Charity	Installation of Clerestory Windows	None	150,000.00
Philadelphia Museum of Art Box 7646 Philadelphia, PA 19101	Public Charity	Rodin Museum Restoration	None	232,500.00
Philadelphia Museum of Art Box 7646 Philadelphia, PA 19101	Public Charity	Cedar Grove Restoration	None	225,000.00
Surrey Services for Seniors, Inc. 28 Bridge Avenue Berwyn, PA 19312	Public Charity	General Purposes	None	10,000.00
New Horizons Senior Center 206 Price Street Narberth, PA 19072	Public Charity	General Purposes	None	10,000.00
MANNA P.O. Box 30181 Philadelphia, PA 19103	Public Charity	General Purposes	None	10,000.00
		TOTAL		$ 1,097,680.00

William B. Dietrich Foundation
Gain or Loss From Sale of Assets - STATEMENT 1

Date Acquired	Date Sold	Description	Proceeds	Cost Basis	Gain/Loss
99/99/99	1/19/2012	176 shs Agilent Technologies	7,373.86	2,939.20	4,434.66
99/99/99	1/24/2012	100 shs Barrick Gold Corp	4,541.05	4,965.32	(424.27)
99/99/99	1/13/2012	900 shs Brocade Communications Systems	4,801 59	3,272.86	1,528.73
99/99/99	1/27/2012	200 shs Canon Inc	8,791.27	9,771.10	(979.83)
99/99/99	1/25/2012	114 shs Cerner Corp	6,948.32	2,552.46	4,395.86
99/99/99	1/11/2012	200 shs Costco Wholesale Corp	16,385.15	13,032.34	3,352.81
99/99/99	1/24/2012	185 shs Davita Inc	14,780.00	9,397.37	5,382.63
99/99/99	1/27/2012	425 shs Ebay Inc	13,638 67	8,178 44	5,460.23
99/99/99	1/27/2012	143 shs Edison Intl	5,745.64	4,476.73	1,268.91
99/99/99	1/9/2012	150 shs Energizer Holdings Inc	11,790.12	11,802.40	(12.28)
99/99/99	1/23/2012	100 shs Fluor Corp	5,585.92	3,772.00	1,813.92
99/99/99	1/27/2012	113 shs General Mills Inc	4,558.13	2,819 82	1,738.31
99/99/99	1/17/2012	373 shs Genpact Ltd.	5,423.28	4,687.10	736.18
99/99/99	1/26/2012	116 shs Illinois Tool Works Inc.	5,961.39	3,854.68	2,106.71
99/99/99	1/9/2012	161 shs Imperial Oil Ltd	7,254.52	7,096.12	158.40
99/99/99	1/9/2012	225 shs Jacobs Engr Group Inc	9,288.02	8,937.10	350.92
99/99/99	1/17/2012	700 shs Loopnet Inc	11,820.67	7,754.56	4,066.11
99/99/99	1/17/2012	300 shs Lowes Cos Inc	7,951.35	6,448 06	1,503.29
99/99/99	1/6/2012	544 shs Maxim Integrated Products Inc	14,389.34	10,074.65	4,314.69
99/99/99	1/17/2012	450 shs National Instrs Corp Com	11,444.41	7,895.76	3,548.65
99/99/99	1/17/2012	100 shs Nordstrom Inc	4,937.24	1,857.00	3,080.24
99/99/99	1/13/2012	200 shs Omnicom Group	9,072.09	7,222.66	1,849.43
99/99/99	1/13/2012	150 shs Pharmasset Inc	20,550.00	12,249 57	8,300.43
99/99/99	1/11/2012	215 shs Pinnacle Financial Partners Inc	3,316.20	3,034.60	281.60
99/99/99	1/9/2012	600 shs Polycom Inc	9,610.86	6,591.99	3,018.87
99/99/99	1/9/2012	1300 shs Pulte Group Inc	8,424.49	4,610 58	3,813.91
99/99/99	1/13/2012	400 shs Spectra Energy Corp	12,245.36	8,516.64	3,728.72
99/99/99	1/9/2012	350 shs Suncor Energy Inc	10,875.76	14,255.43	(3,379.67)
99/99/99	1/26/2012	164 shs United Health Group Inc	8,591.92	4,610.72	3,981.20
99/99/99	1/17/2012	863 shs Urban Outfitters Inc	20,997.43	19,406.75	1,590.68
99/99/99	1/13/2012	300 shs Verizon Communications	11,592.65	8,930.33	2,662 32
99/99/99	1/26/2012	209 shs Walt Disney Co.	8,178.01	5,905.61	2,272.40
11/11/2008	2/16/2012	115 shs Allscripts Healthcare Solutions Inc	2,372.73	806.84	1,565.89
8/30/2011	2/24/2012	205 shs Ceradyne Inc.	6,631.40	6,366.39	265.01
6/17/2011	2/17/2012	195 shs Cogent Communications Group	3,510.98	3,072.36	438.62
2/26/2008	2/17/2012	147 shs Dassault Systems S.A.	11,981.97	8,186 22	3,795.75
99/99/99	2/28/2012	683 shs General Electric Corp	13,020.07	7,569.42	5,450.65
4/17/2009	2/8/2012	276 shs General Mills Inc.	11,019.70	6,887.36	4,132.34
11/20/2009	2/13/2012	858 shs MTN Group LTD	15,024.83	13,623.32	1,401.51
99/99/99	2/22/2012	230 shs Parametric Technology Corp	6,278.46	1,961.84	4,316.62
2/22/2008	2/2/2012	302 shs Pepsico Inc.	19,748.67	21,382.26	(1,633.59)
2/22/2008	2/17/2012	254 shs Target Corp	13,249.28	13,087.99	161.29
99/99/99	2/16/2012	236 shs Visa Inc.	26,886.23	18,089.14	8,797.09
99/99/99	2/10/2012	710 shs Winn-Dixie Stores Inc	6,702.27	5,259.57	1,442.70
99/99/99	2/1/2012	128 shs 3M Co	11,126.46	10,352.35	774.11
99/99/99	3/2/2012	240 shs Arkansas Best Corp	4,284.52	4,785.18	(500.66)
4/2/2009	3/2/2012	264 shs Illinois Tool Works Inc	14,852.32	8,772.72	6,079.60
12/2/2010	3/13/2012	215 shs Jack in the Box Inc	4,984.89	4,435.39	549.50
9/7/2011	3/19/2012	100 shs P F Changs China Bistro Inc	3,999.06	2,895.94	1,103.12

William B. Dietrich Foundation
Gain or Loss From Sale of Assets - STATEMENT 1

Date Acquired	Date Sold	Description	Proceeds	Cost Basis	Gain/Loss
4/5/2011	3/13/2012	295 shs Susquehanna Bancshares Inc	2,672.74	2,815.19	(142.45)
99/99/99	3/23/2012	1150 shs Vaalco Energy Inc	9,962.20	6,821.32	3,140.88
99/99/99	4/11/2012	170 shs Ceradyne Inc	5,397.01	4,517.96	879.05
10/21/2009	4/5/2012	1935 shs China Resources Enter	13,209 36	13,093.75	115.61
3/22/2011	4/24/2012	200 shs Electro Scientific Inds Inc	2,906 40	3,361.92	(455.52)
99/99/99	4/16/2012	1700 shs Eresearch Technology, Inc.	13,401.82	13,338.31	63.51
99/99/99	4/30/2012	1295 shs Eresearch Technology, Inc.	10,231.69	9,193.20	1,038.49
99/99/99	4/12/2012	408 shs First Solar Inc	8,355.57	34,677.00	(26,321.43)
99/99/99	4/13/2012	1039 shs Maxim Integrated Products Inc	28,851.44	15,266.23	13,585.21
99/99/99	4/10/2012	615 shs PG&E Corp	26,620.72	27,625.44	(1,004.72)
99/99/99	4/23/2012	365 shs SAP AG	23,677.02	13,890.36	9,786.66
2/27/2008	4/27/2012	70 shs Ultratech Inc	2,169.11	692.29	1,476 82
99/99/99	4/4/2012	620 shs Vaalco Energy Inc	5,954.08	3,380.20	2,573.88
2/26/2008	4/27/2012	606 shs Wal-Mart De Mexico	17,087.36	11,707.92	5,379.44
99/99/99	5/30/2012	535 shs Allegheny Technologies Inc	18,360.42	20,251.16	(1,890.74)
1/10/2012	5/31/2012	57 shs American Tower Corp	3,755.09	3,497.71	257.38
2/22/2008	5/30/2012	400 shs Barrick Gold Corp	15,653.49	19,861.28	(4,207.79)
9/8/2010	5/11/2012	418 shs Carnival Corp	13,197.51	14,389.57	(1,192.06)
2/5/2010	5/18/2012	170 shs Ceradyne Inc	4,256 89	3,299.00	957.89
2/22/2008	5/30/2012	106 shs Cerner Corp	8,409 82	2,373.34	6,036.48
8/16/2011	5/22/2012	595 shs Echelon Corp	2,035.44	5,594.01	(3,558.57)
99/99/99	5/31/2012	680 shs Echelon Corp	2,333.76	6,237.80	(3,904.04)
4/2/2009	5/18/2012	234 shs Edison Intl Com	10,373.50	6,975 54	3,397.96
2/22/2008	5/30/2012	363 shs Emerson Electric Co	17,288.65	18,515.80	(1,227.15)
4/14/2009	5/30/2012	62 shs Goldman Sachs Group Inc	5,979.16	7,626.00	(1,646.84)
99/99/99	5/30/2012	360 shs JP Morgan Chase	12,192.97	15,218.33	(3,025.36)
99/99/99	5/24/2012	96 shs Jupiter Telecom	6,582.49	4,223.25	2,359.24
3/24/2009	5/25/2012	120 shs Jupiter Telecom	8,226.61	5,252.74	2,973.87
3/24/2009	5/29/2012	59 shs Jupiter Telecom	3,996.63	2,582.59	1,414.04
99/99/99	5/9/2012	912 shs Microchip Technology Inc	30,861.94	27,828.82	3,033.12
99/99/99	5/4/2012	135 shs PF Changs China Bistro Inc	6,943.97	3,778.78	3,165.19
2/27/2008	5/23/2012	10 shs Ultratech Inc	294.19	98.90	195 29
11/4/2009	5/31/2012	151 shs United Health Group Inc	8,476.97	4,239.63	4,237.34
99/99/99	5/14/2012	499 shs Wal-Mart De Mexico	12,669.03	7,035.13	5,633.90
2/22/2008	6/7/2012	150 shs Davita Inc	12,039.30	7,619.49	4,419.81
99/99/99	6/28/2012	740 shs Facebook Inc	23,668.07	23,661.12	6.95
99/99/99	6/19/2012	181 shs FedEx Corporation	15,783.74	9,651.28	6,132.46
99/99/99	6/29/2012	485 shs Isis Pharmaceuticals	5,718.16	5,179 30	538.86
2/27/2008	6/15/2012	70 shs Ultratech Inc	2,140.91	692 29	1,448.62
12/8/2009	6/4/2012	325 shs Vaalco Energy Inc	2,796 31	1,359.31	1,437.00
2/26/2008	7/2/2012	.5 shs Air Liquide	11 49	11.15	0.34
2/22/2008	7/2/2012	111 shs Allergan Inc	10,194.17	6,850.35	3,343.82
4/11/2011	7/12/2012	25 shs Echelon Corp	84.54	227.04	(142.50)
99/99/99	7/12/2012	2492 shs Erste Group Bank	22,114.26	44,125.99	(22,011.73)
10/31/1995	7/19/2012	183 shs Exxon Mobil Corp	15,589.73	3,493.59	12,096.14
99/99/99	7/23/2012	540 shs Horsehead Holding Corp	5,043.76	6,730.75	(1,686.99)
10/21/2009	7/23/2012	405 shs IXYS Corp	4,047.79	3,432.90	614 89
6/2/2009	7/19/2012	200 shs Juniper Networks Inc	2,873.94	4,795.80	(1,921 86)
8/23/2011	7/31/2012	131 shs KLA-Tencor Corp	6,483.05	4,601.58	1,881.47

William B. Dietrich Foundation
Gain or Loss From Sale of Assets - STATEMENT 1

Date Acquired	Date Sold	Description	Proceeds	Cost Basis	Gain/Loss
4/2/2008	7/23/2012	55 shs Materion Corp	1,101.58	1,489.85	(388 27)
4/11/2012	7/23/2012	90 shs Parametric Technology Inc	1,732.37	1,853.02	(120.65)
12/13/2011	7/24/2012	285 shs Rubicon Technology Inc	2,964 10	2,977.82	(13.72)
99/99/99	7/23/2012	890 shs Vasco Data Sec Intl Inc	6,992.29	8,578 82	(1,586.53)
99/99/99	9/28/2012	323 shs Allstate Corp	12,912.96	8,365.99	4,546.97
99/99/99	9/14/2012	660 shs Echelon Corp	2,068.64	5,938.77	(3,870.13)
99/99/99	9/24/2012	520 shs Gilead Sciences Inc	34,756.07	25,328.76	9,427.31
11/3/2008	9/27/2012	13 shs Google Inc	9,682.70	4,474.85	5,207.85
4/11/2011	9/26/2012	301 shs Novartis AG	18,310.68	16,645.22	1,665.46
10/13/2011	9/11/2012	665 Power One Inc	3,979.98	3,464.65	515.33
99/99/99	9/27/2012	54 shs Royal Dutch Shell	3,846.34	1,367.00	2,479.34
99/99/99	9/28/2012	387 Shire PLC	34,331.55	14,782.22	19,549.33
11/23/2012	11/28/2012	.042 shs Iron Mountain Inc	1.32	1.37	(0.05)
99/99/99	11/23/2012	306 shs Republic Services Inc	8,377.81	9,068.87	(691.06)
10/14/1993	11/9/2012	91 shs Royal Dutch Shell	6,297.58	1,274.18	5,023.40
10/14/1993	11/15/2012	86 shs Royal Dutch Shell	5,853.37	1,204.17	4,649.20
7/15/2010	11/15/2012	659 shs Charles Schwab Corp	8,587.04	9,543.90	(956.86)
2/22/2008	11/15/2012	61 shs UPS	4,426.62	4,337.10	89.52
4/2/2009	11/23/2012	136 shs Walt Disney Co	6,476.85	2,706.40	3,770.45
99/99/99	11/16/2012	250 shs 3M Co	22,457.60	19,593.95	2,863.65
7/31/2012	12/17/2012	239 shs ARM Holdings PLC	8,788 64	6,223.51	2,565.13
5/20/2009	12/24/2012	133 shs Discovery Communications	8,381.35	2,857.22	5,524.13
99/99/99	12/5/2012	1492 shs Hoya Corp ADR	28,592.35	33,790.20	(5,197.85)
10/14/1993	12/4/1992	77 shs Royal Dutch Shell	5,135.29	1,078.16	4,057.13
			1,219,567.90	1,017,092.65	202,475.25

STATEMENT 2

REALIZED GAIN/LOSS DETAIL

Date Sold	Quantity	Asset-Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
08/14/12	202.000	**ACCENTURE PLC**	- $11,262.83	$12,376.28	$180.92	$932.53
		ACCOUNT NUMBER 52318001				
		178.0000 UNITS ACQUIRED ON 05/24/11	9,973 30			
		24.0000 UNITS ACQUIRED ON 01/17/12	1,289.53			
08/22/12	72.000	**ACCENTURE PLC**	- 3,868.58	4,406.31	537.73	0.00
		ACCOUNT NUMBER 52318001				
		72 0000 UNITS ACQUIRED ON 01/17/12	3,868 58			
08/14/12	90.000	**ACE LIMITED**	- 5,804.47	6,578.85	0.00	774.38
		ACCOUNT NUMBER 52318001				
		90 0000 UNITS ACQUIRED ON 06/20/11	5,804.47			
08/14/12	151.000	**AFLAC INC**	- 6,547.98	6,906.60	358.62	0.00
		ACCOUNT NUMBER 52318001				
		151.0000 UNITS ACQUIRED ON 10/24/11	6,547.98			
08/14/12	47.000	**AGILENT TECHNOLOGIES INC**	- 784.90	1,918.02	0.00	1,133.12
		ACCOUNT NUMBER 52318001				
		47.0000 UNITS ACQUIRED ON 04/02/09	784.90			
08/14/12	232.000	**AIR PRODS & CHEMS INC COM**	- 21,308.43	19,492.22	0.00	- 1,816.21
		ACCOUNT NUMBER 52318001				
		232.0000 UNITS ACQUIRED ON 02/22/08	21,308 43			
08/14/12	252.000	**ALLEGHENY TECHNOLOGIES INC**	- 7,360.44	8,199.92	0.00	839.48
		ACCOUNT NUMBER 52318001				
		252.0000 UNITS ACQUIRED ON 01/07/09	7,360.44			
08/14/12	233.000	**ALLERGAN INC**	- 14,379.57	19,976.99	0.00	5,597.42
		ACCOUNT NUMBER 52318001				
		233 0000 UNITS ACQUIRED ON 02/22/08	14,379 57			
08/14/12	201.000	**ALLSTATE CORP**	- 5,345.01	7,633.82	0.00	2,288.81
		ACCOUNT NUMBER 52318001				
		24.0000 UNITS ACQUIRED ON 05/22/09	647 80			
		141 0000 UNITS ACQUIRED ON 05/21/09	3,759 03			
		36 0000 UNITS ACQUIRED ON 05/21/09	938 18			

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
08/14/12	**306.000**	**AMERICAN TOWER CORP**	**- 12,136.58**	**21,523.58**	**493.63**	**8,893.37**
		ACCOUNT NUMBER 52318001				
		154.0000 UNITS ACQUIRED ON 07/15/08	6,167.70			
		55.0000 UNITS ACQUIRED ON 01/10/12	3,374.99			
		97 0000 UNITS ACQUIRED ON 11/26/08	2,593 89			
08/14/12	**78.000**	**AON PLC**	**- 3,828.24**	**4,013.01**	**0.00**	**184.77**
		ACCOUNT NUMBER 52318001				
		78.0000 UNITS ACQUIRED ON 05/21/10	3,828 24			
08/14/12	**38.000**	**APPLE INC**	**- 14,731.92**	**23,570.49**	**6,745.81**	**2,092.76**
		ACCOUNT NUMBER 52318001				
		34 0000 UNITS ACQUIRED ON 01/10/12	14,343.58			
		4.0000 UNITS ACQUIRED ON 10/24/08	388 34			
08/14/12	**653.000**	**B B & T CORP COM**	**- 17,924.63**	**20,706.23**	**0.00**	**2,781.60**
		ACCOUNT NUMBER 52318001				
		62.0000 UNITS ACQUIRED ON 03/29/11	1,707.66			
		100.0000 UNITS ACQUIRED ON 03/31/11	2,749 59			
		100.0000 UNITS ACQUIRED ON 04/05/11	2,753 50			
		100 0000 UNITS ACQUIRED ON 04/07/11	2,743 11			
		100.0000 UNITS ACQUIRED ON 04/07/11	2,739.24			
		191.0000 UNITS ACQUIRED ON 03/28/11	5,231 53			
08/14/12	**163.000**	**BARRICK GOLD CORP COM**	**- 7,535.60**	**5,558.19**	**0.00**	**- 1,977.41**
		ACCOUNT NUMBER 52318001				
		142.0000 UNITS ACQUIRED ON 02/22/08	7,050.75			
		21.0000 UNITS ACQUIRED ON 11/14/08	484.85			
08/14/12	**65.000**	**BLACKROCK INC**	**- 11,907.50**	**11,338.99**	**- 568.51**	**0.00**
		ACCOUNT NUMBER 52318001				
		65.0000 UNITS ACQUIRED ON 02/02/12	11,907.50			
08/14/12	**83.000**	**BOEING CO**	**- 3,990.00**	**6,165.10**	**0.00**	**2,175.10**
		ACCOUNT NUMBER 52318001				
		83.0000 UNITS ACQUIRED ON 11/02/09	3,990 00			
08/14/12	**995.000**	**BRISTOL MYERS SQUIBB CO**	**- 33,660.83**	**31,710.03**	**- 1,950.80**	**0.00**
		ACCOUNT NUMBER 52318001				
		632 0000 UNITS ACQUIRED ON 01/10/12	21,852 47			
		363.0000 UNITS ACQUIRED ON 04/13/12	11,808 36			

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
08/14/12	492.000	**BROADCOM CORPORATION COM**	- 16,535.98	16,796.55	0.00	260.57
		ACCOUNT NUMBER 52318001				
		96.0000 UNITS ACQUIRED ON 04/12/10	3,254 31			
		4.0120 UNITS ACQUIRED ON 04/12/10	130 39			
		251 0000 UNITS ACQUIRED ON 07/08/11	8,607.04			
		140 9880 UNITS ACQUIRED ON 06/22/11	4,544 24			
08/14/12	561.000	**CAE INC**	- 6,100.03	5,750.18	- 349.85	0.00
		ACCOUNT NUMBER 52318001				
		561 0000 UNITS ACQUIRED ON 01/19/12	6,100 03			
08/03/12	700.000	**CANON INC - ADR**	- 31,813.11	23,493.29	0.00	- 8,319.82
		ACCOUNT NUMBER 52318002				
		700 0000 UNITS ACQUIRED ON 03/19/10	31,813.11			
08/14/12	629.000	**CARNIVAL CORP**	- 20,123.86	21,417.02	1,293.16	0.00
		ACCOUNT NUMBER 52318001				
		188.0000 UNITS ACQUIRED ON 01/13/12	6,457.80			
		441.0000 UNITS ACQUIRED ON 08/09/11	13,666 06			
08/14/12	181.000	**CATERPILLAR INC**	- 15,991.79	16,029.02	37.23	0.00
		ACCOUNT NUMBER 52318001				
		7 0000 UNITS ACQUIRED ON 07/26/12	582 68			
08/14/12	424.000	**CENOVUS ENERGY INC**	- 16,141.17	13,898.44	0.00	- 2,242.73
		ACCOUNT NUMBER 52318001				
		100 0000 UNITS ACQUIRED ON 03/01/11	3,858 37			
		200 0000 UNITS ACQUIRED ON 03/25/11	7,652 10			
		106.0000 UNITS ACQUIRED ON 03/28/11	4,106 24			
		18.0000 UNITS ACQUIRED ON 07/14/10	524 46			
08/14/12	243.000	**CENTENE CORP DEL**	- 9,831.88	9,824.28	- 7.60	0.00
		ACCOUNT NUMBER 52318001				
		243 0000 UNITS ACQUIRED ON 05/01/12	9,831.88			
08/14/12	237.000	**CERNER CORP COM**	- 5,306.43	16,990.16	0.00	11,683.73
		ACCOUNT NUMBER 52318001				
		237.0000 UNITS ACQUIRED ON 02/22/08	5,306.43			

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
08/14/12	**163.000**	**CHEVRON CORP**	**- 16,159.61**	**18,399.02**	**194.13**	**2,045.28**
		ACCOUNT NUMBER 52318001				
		67.0000 UNITS ACQUIRED ON 03/31/11	7,217.23			
		54 0000 UNITS ACQUIRED ON 01/10/12	5,901 25			
		42.0000 UNITS ACQUIRED ON 09/17/09	3,041 13			
08/14/12	**159.000**	**COACH INC**	**- 6,649.61**	**8,751.18**	**0.00**	**2,101.57**
		ACCOUNT NUMBER 52318001				
		14.0000 UNITS ACQUIRED ON 04/16/10	592.25			
		145.0000 UNITS ACQUIRED ON 05/04/10	6,057.36			
08/14/12	**205.000**	**COBALT INTERNATIONAL ENERGY IN**	**- 6,332.64**	**4,403.32**	**- 1,929.32**	**0.00**
		ACCOUNT NUMBER 52318001				
		205.0000 UNITS ACQUIRED ON 04/03/12	6,332.64			
08/01/12	**207.000**	**COLGATE PALMOLIVE CO**	**- 13,364.65**	**22,178.35**	**0.00**	**8,813.70**
		ACCOUNT NUMBER 52318001				
		100.0000 UNITS ACQUIRED ON 05/22/09	6,421.36			
		100.0000 UNITS ACQUIRED ON 05/20/09	6,390 97			
		7.0000 UNITS ACQUIRED ON 03/09/11	552.32			
08/14/12	**1,066.000**	**COMCAST CORP CLASS A**	**- 20,537.48**	**36,755.17**	**0.00**	**16,217.69**
		ACCOUNT NUMBER 52318001				
		200.0000 UNITS ACQUIRED ON 09/24/10	3,710 28			
		200.0000 UNITS ACQUIRED ON 10/25/10	3,963.08			
		100.0000 UNITS ACQUIRED ON 10/25/10	1,982 95			
		200.0000 UNITS ACQUIRED ON 10/26/10	3,947 18			
		91.0000 UNITS ACQUIRED ON 11/18/10	1,876.55			
		275.0000 UNITS ACQUIRED ON 09/27/10	5,057.44			
08/14/12	**426.000**	**DANAHER CORP**	**- 15,658.67**	**22,569.01**	**0.00**	**6,910.34**
		ACCOUNT NUMBER 52318001				
		391 0000 UNITS ACQUIRED ON 02/22/08	14,441.58			
		35.0000 UNITS ACQUIRED ON 10/14/09	1,217.09			
08/14/12	**259.000**	**DARDEN RESTAURANTS INC**	**- 12,911.90**	**13,786.29**	**874.39**	**0.00**
		ACCOUNT NUMBER 52318001				
		259.0000 UNITS ACQUIRED ON 04/19/12	12,911.90			

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
08/14/12	24.000	**DIAGEO PLC - ADR**	- 2,068.32	2,562.18	493.86	0.00
		ACCOUNT NUMBER 52318001				
		24 0000 UNITS ACQUIRED ON 01/12/12	2,068.32			
08/14/12	67.000	**DISCOVERY COMMUNICATIONS-A**	- 1,470.87	3,614.56	0.00	2,143.69
		ACCOUNT NUMBER 52318001				
		67.0000 UNITS ACQUIRED ON 05/20/09	1,470.87			
08/14/12	160.000	**DOW CHEMICAL CO**	- 4,777.84	4,806.31	28.47	0.00
		ACCOUNT NUMBER 52318001				
		160.0000 UNITS ACQUIRED ON 01/03/12	4,777 84			
08/14/12	120.000	**DRIL-QUIP INC COM**	- 7,706.07	8,501.81	795.74	0.00
		ACCOUNT NUMBER 52318001				
		120.0000 UNITS ACQUIRED ON 08/31/11	7,706.07			
08/14/12	392.000	**EATON CORP**	- 19,981.95	17,827.80	- 2,154.15	0.00
		ACCOUNT NUMBER 52318001				
		128 0000 UNITS ACQUIRED ON 02/27/12	6,680 46			
		77.0000 UNITS ACQUIRED ON 02/29/12	4,049.48			
		187.0000 UNITS ACQUIRED ON 01/18/12	9,252 01			
08/14/12	163.000	**EBAY INC**	- 2,410.20	7,222.38	0.00	4,812.18
		ACCOUNT NUMBER 52318001				
		163 0000 UNITS ACQUIRED ON 01/05/09	2,410.20			
08/01/12	148.000	**ECOLAB INC**	- 8,429.06	9,895.59	125.31	1,341.22
		ACCOUNT NUMBER 52318001				
		42 0000 UNITS ACQUIRED ON 12/05/08	1,466 99			
		106 0000 UNITS ACQUIRED ON 06/07/12	6,962 07			
08/14/12	111.000	**ECOLAB INC**	- 3,385.50	7,148.24	0.00	3,762.74
		ACCOUNT NUMBER 52318001				
		111 0000 UNITS ACQUIRED ON 11/12/08	3,385.50			
08/14/12	268.000	**EMERSON ELECTRIC CO**	- 13,670.06	13,447.96	0.00	- 222.10
		ACCOUNT NUMBER 52318001				
		268 0000 UNITS ACQUIRED ON 02/22/08	13,670.06			

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
08/14/12	499.000	**ENCANA CORP**	**- 16,322.59**	**11,391.96**	**0.00**	**- 4,930.63**
		ACCOUNT NUMBER 52318001				
		100.0000 UNITS ACQUIRED ON 02/03/11	3,218 01			
		100.0000 UNITS ACQUIRED ON 02/07/11	3,213.56			
		156 0000 UNITS ACQUIRED ON 03/17/11	5,190.60			
		100.0000 UNITS ACQUIRED ON 03/17/11	3,322.41			
		43.0000 UNITS ACQUIRED ON 02/04/11	1,378 01			
08/14/12	208.000	**ENSCO PLC-CL A**	**- 11,663.86**	**11,595.76**	**- 68.10**	**0.00**
		ACCOUNT NUMBER 52318001				
		126.0000 UNITS ACQUIRED ON 03/15/12	7,121.96			
		82.0000 UNITS ACQUIRED ON 02/16/12	4,541 90			
08/14/12	93.000	**EOG RESOURCES, INC**	**- 6,224.02**	**10,197.22**	**0.00**	**3,973.20**
		ACCOUNT NUMBER 52318001				
		36.0000 UNITS ACQUIRED ON 08/12/09	2,679.41			
		57.0000 UNITS ACQUIRED ON 03/26/09	3,544.61			
08/14/12	313.000	**EXPRESS SCRIPTS HOLDING CO**	**- 14,488.16**	**19,609.04**	**5,120.88**	**0.00**
		ACCOUNT NUMBER 52318001				
		180 0000 UNITS ACQUIRED ON 01/12/12	8,753.40			
		133.0000 UNITS ACQUIRED ON 11/29/11	5,734.76			
08/14/12	737.000	**GENERAL ELECTRIC CO**	**- 2,884.32**	**15,513.57**	**0.00**	**12,629.25**
		ACCOUNT NUMBER 52318001				
		737.0000 UNITS ACQUIRED ON 10/14/93	2,884 32			
08/14/12	420.000	**GENPACT LTD**	**- 6,547.63**	**7,652.26**	**1,104.63**	**0.00**
		ACCOUNT NUMBER 52318001				
		420.0000 UNITS ACQUIRED ON 02/13/12	6,547.63			
08/14/12	142.000	**GOLDMAN SACHS GROUP INC**	**- 14,728.09**	**14,720.81**	**- 98.45**	**91.17**
		ACCOUNT NUMBER 52318001				
		12.0000 UNITS ACQUIRED ON 04/14/09	1,476 00			
		25 0000 UNITS ACQUIRED ON 09/17/08	2,675.60			
		76.0000 UNITS ACQUIRED ON 09/13/11	7,977.19			
		29.0000 UNITS ACQUIRED ON 11/03/08	2,599 30			

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
08/14/12	42.000	**GOOGLE INC**	**- 18,095.06**	**27,006.65**	**0.00**	**8,911.59**
		ACCOUNT NUMBER 52318001				
		12.0000 UNITS ACQUIRED ON 02/27/08	5,590 98			
		20 0000 UNITS ACQUIRED ON 04/01/08	9,061 89			
		10 0000 UNITS ACQUIRED ON 11/03/08	3,442.19			
08/14/12	434.000	**HALLIBURTON CO**	**- 13,172.47**	**15,250.45**	**2,077.98**	**0.00**
		ACCOUNT NUMBER 52318001				
		266.0000 UNITS ACQUIRED ON 12/16/11	8,414 72			
		168 0000 UNITS ACQUIRED ON 06/07/12	4,757.75			
08/14/12	554.000	**HENRY JACK & ASSOC INC COM**	**- 18,824.91**	**19,716.47**	**277.76**	**613.80**
		ACCOUNT NUMBER 52318001				
		100.0000 UNITS ACQUIRED ON 04/04/11	3,362.31			
		100 0000 UNITS ACQUIRED ON 04/05/11	3,363.09			
		93.0000 UNITS ACQUIRED ON 04/26/11	3,139.67			
		235 0000 UNITS ACQUIRED ON 02/01/12	8,085 72			
		26 0000 UNITS ACQUIRED ON 04/08/11	874 12			
08/14/12	487.000	**HOME DEPOT INC**	**- 16,770.72**	**25,888.38**	**9,117.66**	**0.00**
		ACCOUNT NUMBER 52318001				
		487.0000 UNITS ACQUIRED ON 09/19/11	16,770 72			
08/14/12	172.000	**INTERNATIONAL BUSINESS MACHS CORP**	**- 14,445.03**	**34,087.91**	**0.00**	**19,642.88**
		ACCOUNT NUMBER 52318001				
		125 0000 UNITS ACQUIRED ON 03/31/09	12,201.61			
		15 0000 UNITS ACQUIRED ON 03/19/08	1,765.42			
		32 0000 UNITS ACQUIRED ON 10/14/93	478 00			
08/14/12	120.000	**INTERNATIONAL GAME TECHNOLOGY**	**- 2,063.51**	**1,340.37**	**- 723.14**	**0.00**
		ACCOUNT NUMBER 52318001				
		120.0000 UNITS ACQUIRED ON 01/12/12	2,063.51			
08/14/12	610.000	**IRON MOUNTAIN INC**	**- 16,021.78**	**20,385.80**	**0.00**	**4,364.02**
		ACCOUNT NUMBER 52318001				
		100.0000 UNITS ACQUIRED ON 11/20/09	2,433 75			
		300 0000 UNITS ACQUIRED ON 07/14/10	7,256.16			
		145 0000 UNITS ACQUIRED ON 05/24/11	4,777.72			
		65 0000 UNITS ACQUIRED ON 04/02/09	1,554.15			

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
08/14/12	**908.000**	**ISHARES S & P PREF STK INDX FN**	**- 35,581.43**	**35,865.64**	**284.21**	**0.00**
		ACCOUNT NUMBER 52318001				
		908.0000 UNITS ACQUIRED ON 07/06/12	35,581.43			
08/14/12	**347.000**	**JABIL CIRCUIT INC COM**	**- 8,630.41**	**7,800.41**	**- 830.00**	**0.00**
		ACCOUNT NUMBER 52318001				
		347.0000 UNITS ACQUIRED ON 02/09/12	8,630 41			
08/14/12	**436.000**	**JPMORGAN CHASE & CO**	**- 18,372.69**	**16,114.23**	**0.00**	**- 2,258.46**
		ACCOUNT NUMBER 52318001				
		436 0000 UNITS ACQUIRED ON 02/22/08	18,372.69			
08/14/12	**219.000**	**KLA-TENCOR CORP COM**	**- 7,682.33**	**11,591.43**	**338.24**	**3,570.86**
		ACCOUNT NUMBER 52318001				
		156.0000 UNITS ACQUIRED ON 09/30/10	5,477.46			
		19.0000 UNITS ACQUIRED ON 08/23/11	667.41			
		44.0000 UNITS ACQUIRED ON 09/29/10	1,537.46			
08/14/12	**392.000**	**MARSH & MCLENNAN COS INC**	**- 11,081.17**	**13,257.18**	**2,176.01**	**0.00**
		ACCOUNT NUMBER 52318001				
		392.0000 UNITS ACQUIRED ON 09/06/11	11,081.17			
08/14/12	**696.000**	**MICROSOFT CORP**	**- 19,177.56**	**21,213.67**	**0.00**	**2,036.11**
		ACCOUNT NUMBER 52318001				
		676.0000 UNITS ACQUIRED ON 02/22/08	18,703.63			
		20.0000 UNITS ACQUIRED ON 06/24/09	473.93			
08/14/12	**270.000**	**MONSANTO CO NEW**	**- 14,384.56**	**24,021.39**	**0.00**	**9,636.83**
		ACCOUNT NUMBER 52318001				
		46.0000 UNITS ACQUIRED ON 05/24/11	3,114.65			
		224.0000 UNITS ACQUIRED ON 06/03/10	11,269.91			
08/14/12	**91.000**	**NATIONAL GRID PLC ADR**	**- 5,009.40**	**4,879.31**	**0.00**	**- 130.09**
		ACCOUNT NUMBER 52318001				
		91.0000 UNITS ACQUIRED ON 11/24/09	5,009.40			
08/14/12	**204.000**	**NESTLE S.A. REGISTERED SHARES - ADR**	**- 10,541.87**	**12,706.87**	**704.31**	**1,460.69**
		ACCOUNT NUMBER 52318001				
		119 0000 UNITS ACQUIRED ON 06/04/12	6,708.03			
		85 0000 UNITS ACQUIRED ON 02/22/08	3,833.84			

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
08/14/12	485.000	**NIELSEN HOLDINGS B.V.**	- 14,828.39	14,055.32	0.00	- 773.07
		ACCOUNT NUMBER 52318001				
		485.0000 UNITS ACQUIRED ON 05/24/11	14,828.39			
08/14/12	53.000	**NIKE INC CL B**	- 4,914.60	5,036.47	- 147.03	268.90
		ACCOUNT NUMBER 52318001				
		40.0000 UNITS ACQUIRED ON 01/12/12	3,948.14			
		13 0000 UNITS ACQUIRED ON 08/02/10	966.46			
08/14/12	161.000	**NOBLE ENERGY INC**	- 11,859.51	14,441.39	0.00	2,581.88
		ACCOUNT NUMBER 52318001				
		3.0000 UNITS ACQUIRED ON 09/03/10	222.60			
		158 0000 UNITS ACQUIRED ON 09/07/10	11,636 91			
08/14/12	192.000	**NORFOLK SOUTHERN CORP**	- 11,897.61	14,148.18	884.49	1,366.08
		ACCOUNT NUMBER 52318001				
		118 0000 UNITS ACQUIRED ON 03/27/12	7,810 75			
		74 0000 UNITS ACQUIRED ON 05/07/10	4,086.86			
08/14/12	49.000	**NOVO NORDISK A/S - ADR**	- 3,526.17	7,619.32	0.00	4,093.15
		ACCOUNT NUMBER 52318001				
		26 0000 UNITS ACQUIRED ON 02/16/10	1,884 00			
		23 0000 UNITS ACQUIRED ON 02/12/10	1,642 17			
08/14/12	157.000	**NUCOR CORP**	- 5,291.65	6,396.05	0.00	1,104.40
		ACCOUNT NUMBER 52318001				
		106 0000 UNITS ACQUIRED ON 10/14/08	3,607 57			
		51.0000 UNITS ACQUIRED ON 11/06/08	1,684 08			
08/14/12	578.000	**ORACLE CORPORATION**	- 15,713.79	18,091.05	485.01	1,892.25
		ACCOUNT NUMBER 52318001				
		400 0000 UNITS ACQUIRED ON 09/22/10	10,849 56			
		67 0000 UNITS ACQUIRED ON 10/08/10	1,875.01			
		111 0000 UNITS ACQUIRED ON 01/10/12	2,989 22			
08/14/12	79.000	**PEPSICO INC**	- 5,593.37	5,698.14	0.00	104.77
		ACCOUNT NUMBER 52318001				
		79 0000 UNITS ACQUIRED ON 02/22/08	5,593.37			

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
08/14/12	**300.000**	**PFIZER INC**	**- 6,155.94**	**7,187.86**	**0.00**	**1,031.92**
		ACCOUNT NUMBER 52318001				
		300.0000 UNITS ACQUIRED ON 05/24/11	6,155 94			
08/14/12	**171.000**	**PHILIP MORRIS INTERNATIONAL IN**	**- 12,173.91**	**15,644.45**	**1,335.97**	**2,134.57**
		ACCOUNT NUMBER 52318001				
		89.0000 UNITS ACQUIRED ON 02/03/12	6,821.24			
		28.0000 UNITS ACQUIRED ON 07/16/12	2,546.88			
		54 0000 UNITS ACQUIRED ON 04/29/08	2,805 79			
08/14/12	**501.000**	**PROGRESSIVE CORP OHIO**	**- 9,276.42**	**9,919.62**	**0.00**	**643.20**
		ACCOUNT NUMBER 52318001				
		501.0000 UNITS ACQUIRED ON 02/22/08	9,276 42			
08/14/12	**274.000**	**QUALCOMM INC**	**- 12,277.69**	**16,954.77**	**0.00**	**4,677.08**
		ACCOUNT NUMBER 52318001				
		1.0000 UNITS ACQUIRED ON 11/18/09	45.41			
		200.0000 UNITS ACQUIRED ON 11/19/09	9,005 40			
		73.0000 UNITS ACQUIRED ON 07/23/08	3,226.88			
08/14/12	**423.000**	**REPUBLIC SERVICES INC CL A COMM**	**- 12,614.56**	**12,152.55**	**0.00**	**- 462.01**
		ACCOUNT NUMBER 52318001				
		100 0000 UNITS ACQUIRED ON 03/08/11	2,989.57			
		95.0000 UNITS ACQUIRED ON 03/09/11	2,846 29			
		200.0000 UNITS ACQUIRED ON 03/10/11	5,947 20			
		28.0000 UNITS ACQUIRED ON 03/07/11	831.50			
08/14/12	**121.000**	**RIO TINTO PLC - ADR**	**- 13,602.21**	**6,110.37**	**0.00**	**- 7,491.84**
		ACCOUNT NUMBER 52318001				
		121.0000 UNITS ACQUIRED ON 02/22/08	13,602 21			
08/31/12	**137.000**	**RIO TINTO PLC - ADR**	**- 13,246.21**	**6,199.90**	**0.00**	**- 7,046.31**
		ACCOUNT NUMBER 52318001				
		92.0000 UNITS ACQUIRED ON 02/22/08	10,342.18			
		45.0000 UNITS ACQUIRED ON 10/27/10	2,904.03			

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
08/14/12	480.000	**ROYAL DUTCH SHELL PLC ADR**	- 26,640.52	34,156.08	- 443.71	7,959.27
		ACCOUNT NUMBER 52318001				
		180 0000 UNITS ACQUIRED ON 04/02/09	8,449 20			
		50 0000 UNITS ACQUIRED ON 02/26/09	2,250 28			
		172 0000 UNITS ACQUIRED ON 01/09/12	12,682 97			
		78.0000 UNITS ACQUIRED ON 04/20/09	3,258 07			
08/14/12	384.000	**SCHLUMBERGER LTD**	- 20,157.97	28,511.40	255.02	8,098.41
		ACCOUNT NUMBER 52318001				
		178 0000 UNITS ACQUIRED ON 04/02/09	7,839 12			
		82.0000 UNITS ACQUIRED ON 01/31/12	6,241.83			
		51 0000 UNITS ACQUIRED ON 07/16/12	3,378 19			
		73.0000 UNITS ACQUIRED ON 05/12/98	2,698.83			
08/14/12	801.000	**SCHWAB CHARLES CORP NEW**	- 11,614.04	10,412.84	0.00	- 1,201.20
		ACCOUNT NUMBER 52318001				
		305.0000 UNITS ACQUIRED ON 07/14/10	4,430 77			
		496.0000 UNITS ACQUIRED ON 07/15/10	7,183.27			
08/14/12	210.000	**SCRIPPS NETWORKS INTERACTIVE**	- 8,934.07	12,398.14	3,464.07	0.00
		ACCOUNT NUMBER 52318001				
		210 0000 UNITS ACQUIRED ON 08/31/11	8,934 07			
08/14/12	687.000	**SEATTLE GENETICS INC**	- 14,422.33	16,851.80	0.00	2,429.47
		ACCOUNT NUMBER 52318001				
		687.0000 UNITS ACQUIRED ON 07/08/11	14,422.33			
08/14/12	268.000	**SHIRE PLC ADR**	- 11,498.88	24,722.47	0.00	13,223.59
		ACCOUNT NUMBER 52318001				
		156 0000 UNITS ACQUIRED ON 06/04/09	6,699.90			
		112 0000 UNITS ACQUIRED ON 02/18/09	4,798 98			
08/14/12	155.000	**SIGNET JEWELERS LIMITED**	- 6,061.48	7,277.10	1,215.62	0.00
		ACCOUNT NUMBER 52318001				
		155 0000 UNITS ACQUIRED ON 10/06/11	6,061 48			
08/14/12	236.000	**STANLEY BLACK & DECKER,INC.**	- 14,480.57	16,009.90	1,529.33	0.00
		ACCOUNT NUMBER 52318001				
		94 0000 UNITS ACQUIRED ON 01/27/12	6,728.22			
		142 0000 UNITS ACQUIRED ON 10/06/11	7,752 35			

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
08/14/12	**320.000**	**TARGET CORP**	**- 16,488.80**	**20,060.38**	**0.00**	**3,571.58**
		ACCOUNT NUMBER 52318001				
		320.0000 UNITS ACQUIRED ON 02/22/08	16,488.80			
08/14/12	**217.000**	**TE CONNECTIVITY LTD**	**- 3,977.42**	**7,577.49**	**0.00**	**3,600.07**
		ACCOUNT NUMBER 52318001				
		100.0000 UNITS ACQUIRED ON 07/15/09	1,850.46			
		65.0000 UNITS ACQUIRED ON 07/15/09	1,204 53			
		52.0000 UNITS ACQUIRED ON 05/27/09	922.43			
08/14/12	**324.000**	**TIFFANY & CO NEW**	**- 16,131.05**	**19,109.12**	**697.16**	**2,280.91**
		ACCOUNT NUMBER 52318001				
		71.0000 UNITS ACQUIRED ON 06/07/12	3,978.32			
		114.0000 UNITS ACQUIRED ON 07/31/12	6,235.59			
		139 0000 UNITS ACQUIRED ON 08/11/10	5,917.14			
08/14/12	**100.000**	**TIME WARNER CABLE INC**	**- 5,492.98**	**8,870.81**	**0.00**	**3,377.83**
		ACCOUNT NUMBER 52318001				
		90.0000 UNITS ACQUIRED ON 06/15/10	4,945.46			
		10.0000 UNITS ACQUIRED ON 06/14/10	547 52			
08/14/12	**71.000**	**UNION PACIFIC CORP**	**- 3,800.35**	**8,603.58**	**0.00**	**4,803.23**
		ACCOUNT NUMBER 52318001				
		39.0000 UNITS ACQUIRED ON 02/22/08	2,390 28			
		32.0000 UNITS ACQUIRED ON 01/13/09	1,410.07			
08/14/12	**58.000**	**UNITED PARCEL SERVICE-CL B**	**- 4,123.80**	**4,406.74**	**0.00**	**282.94**
		ACCOUNT NUMBER 52318001				
		58.0000 UNITS ACQUIRED ON 02/22/08	4,123.80			
08/14/12	**286.000**	**UNITED TECHNOLOGIES CORP**	**- 23,353.32**	**21,987.21**	**0.00**	**- 1,366.11**
		ACCOUNT NUMBER 52318001				
		200.0000 UNITS ACQUIRED ON 02/01/11	16,388.62			
		63.0000 UNITS ACQUIRED ON 02/03/11	5,180.17			
		23 0000 UNITS ACQUIRED ON 12/01/10	1,784.53			
08/14/12	**135.000**	**UNITEDHEALTH GROUP INC**	**- 3,701.57**	**7,013.10**	**0.00**	**3,311.53**
		ACCOUNT NUMBER 52318001				
		60 0000 UNITS ACQUIRED ON 11/04/09	1,684.62			
		75 0000 UNITS ACQUIRED ON 11/03/09	2,016.95			

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
08/14/12	49.000	**VISA INC-CLASS A SHRS**	- 2,971.03	6,287.53	0.00	3,316.50
		ACCOUNT NUMBER 52318001				
		26 0000 UNITS ACQUIRED ON 05/19/09	1,684.06			
		23.0000 UNITS ACQUIRED ON 02/26/09	1,286.97			
08/14/12	280.000	**WALT DISNEY CO**	- 5,715.99	14,019.31	0.00	8,303.32
		ACCOUNT NUMBER 52318001				
		129.0000 UNITS ACQUIRED ON 12/02/08	2,711 09			
		151.0000 UNITS ACQUIRED ON 04/02/09	3,004 90			
08/14/12	152.000	**3M CO**	- 12,113.60	13,927.46	0.00	1,813.86
		ACCOUNT NUMBER 52318001				
		102.0000 UNITS ACQUIRED ON 02/11/10	8,184 99			
		50.0000 UNITS ACQUIRED ON 02/12/10	3,928.61			
Total This Period			- $1,127,101.56	$1,361,807.42	$33,956.69	$200,749.17

Gain/Loss information is un-audited and should not be used for tax preparation, estate and/or retirement planning purposes

STATEMENT 3

WELLS FARGO

Account Statement For:
WILLIAM B. DIETRICH FDN AD CONSOL

Period Covered: October 1, 2012 - October 31, 2012

Consolidated Account Number AGG523180

REALIZED GAIN/LOSS DETAIL

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
10/24/12	415.000	**ADVANCED ENERGY INDS INC**	- $5,565.32	$4,884.48	- $680.84	$0.00
		ACCOUNT NUMBER 52318004				
		415.0000 UNITS ACQUIRED ON 03/28/12	5,565.32			
10/24/12	4,060.000	**AVIAT NETWORKS INC**	- 16,322.56	9,366.61	0.00	- 6,955.95
		ACCOUNT NUMBER 52318004				
		1,320.0000 UNITS ACQUIRED ON 06/03/11	6,103.02			
		1,580.0000 UNITS ACQUIRED ON 07/18/11	6,412.11			
		165.0000 UNITS ACQUIRED ON 06/03/11	777.44			
		980 0000 UNITS ACQUIRED ON 08/11/11	2,992.04			
		15.0000 UNITS ACQUIRED ON 09/09/11	37.95			
10/24/12	275.000	**BRIGGS & STRATTON CORP COM**	- 5,456.96	5,139.79	- 317.17	0.00
		ACCOUNT NUMBER 52318004				
		275.0000 UNITS ACQUIRED ON 09/19/12	5,456.96			
10/24/12	315.000	**CALGON CARBON CORP**	- 4,486.61	4,129.58	0.00	- 357.03
		ACCOUNT NUMBER.52318004				
		315.0000 UNITS ACQUIRED ON 09/29/10	4,486.61			
10/24/12	75.000	**CARBO CERAMICS INC**	- 5,074.01	4,994.15	- 79.86	0.00
		ACCOUNT NUMBER 52318004				
		75.0000 UNITS ACQUIRED ON 10/18/12	5,074.01			
10/24/12	360.000	**CEVA INC**	- 5,485.85	5,266.72	- 219.13	0.00
		ACCOUNT NUMBER 52318004				
		160.0000 UNITS ACQUIRED ON 05/30/12	2,630.83			
		200.0000 UNITS ACQUIRED ON 10/03/12	2,855.02			
10/24/12	2,665.000	**CIBER INC COM**	- 11,226.24	8,223.73	- 2,646.12	- 356.39
		ACCOUNT NUMBER 52318004				
		685.0000 UNITS ACQUIRED ON 10/10/11	2,470.18			
		490.0000 UNITS ACQUIRED ON 11/30/11	1,972.54			
		1,490.0000 UNITS ACQUIRED ON 02/27/12	6,783.52			
10/05/12	65.000	**COGENT COMMUNICATIONS GROUP INC**	- 1,024.12	1,429.79	0.00	405.67
		ACCOUNT NUMBER 52318004				
		65.0000 UNITS ACQUIRED ON 06/17/11	1,024.12			

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
10/24/12	1,045.000	**COGENT COMMUNICATIONS GROUP INC**	- 13,241.03	23,158.04	0.00	9,917.01
		ACCOUNT NUMBER 52318004				
		575.0000 UNITS ACQUIRED ON 10/29/10	6,262.15			
		375.0000 UNITS ACQUIRED ON 04/07/11	5,482.09			
		95.0000 UNITS ACQUIRED ON 06/17/11	1,496.79			
10/24/12	340.000	**DEVRY INC DEL COM**	- 7,139.32	7,391.47	252.15	0.00
		ACCOUNT NUMBER 52318004				
		255.0000 UNITS ACQUIRED ON 09/06/12	5,257 08			
		85.0000 UNITS ACQUIRED ON 10/17/12	1,882.24			
10/24/12	865.000	**ELECTRO SCIENTIFIC INDS INC COM**	- 14,025.79	10,522.92	0.00	- 3,502.87
		ACCOUNT NUMBER 52318004				
		425.0000 UNITS ACQUIRED ON 12/16/10	6,750.79			
		355.0000 UNITS ACQUIRED ON 02/09/11	5,846.18			
		85.0000 UNITS ACQUIRED ON 03/22/11	1,428.82			
10/24/12	595.000	**EURONET WORLDWIDE INC.**	- 11,846.95	11,750.92	- 96.03	0.00
		ACCOUNT NUMBER 52318004				
		255.0000 UNITS ACQUIRED ON 04/25/12	5,637.36			
		340.0000 UNITS ACQUIRED ON 09/19/12	6,209.59			
10/24/12	5,575.000	**GASTAR EXPLORATION LTD**	- 21,156.65	5,784.48	0.00	- 15,372.17
		ACCOUNT NUMBER 52318004				
		1,590.0000 UNITS ACQUIRED ON 09/28/10	6,222 62			
		1,650.0000 UNITS ACQUIRED ON 11/09/10	6,642.24			
		470.0000 UNITS ACQUIRED ON 01/10/11	2,090.37			
		1,845.0000 UNITS ACQUIRED ON 06/02/11	6,120.42			
		20.0000 UNITS ACQUIRED ON 09/09/11	81.00			
10/24/12	1,585.000	**HORSEHEAD HOLDING CORP**	- 15,487.61	15,058.27	0.00	- 429.34
		ACCOUNT NUMBER 52318004				
		685.0000 UNITS ACQUIRED ON 07/02/10	5,561.24			
		70.0000 UNITS ACQUIRED ON 01/21/11	872.05			
		440.0000 UNITS ACQUIRED ON 06/24/11	5,186.37			
		380.0000 UNITS ACQUIRED ON 08/12/11	3,776.25			
		10 0000 UNITS ACQUIRED ON 09/09/11	91.70			

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
10/24/12	**300.000**	**IBERIABANK CORP**	**- 16,308.61**	**13,490.72**	**0.00**	**- 2,817.89**
		ACCOUNT NUMBER 52318004				
		220.0000 UNITS ACQUIRED ON 10/13/10	11,666.75			
		80.0000 UNITS ACQUIRED ON 01/19/11	4,641.86			
10/24/12	**700.000**	**INSPERITY INC**	**- 17,434.36**	**17,840.01**	**0.00**	**405.65**
		ACCOUNT NUMBER 52318004				
		465.0000 UNITS ACQUIRED ON 09/10/10	10,622.18			
		235.0000 UNITS ACQUIRED ON 02/17/11	6,812.18			
10/24/12	**55.000**	**INTERNATIONAL BUSINESS MACHS CORP**	**- 821.56**	**10,643.91**	**0.00**	**9,822.35**
		ACCOUNT NUMBER 52318001				
		55.0000 UNITS ACQUIRED ON 10/14/93	821.56			
10/24/12	**180.000**	**INTERNATIONAL GAME TECHNOLOGY**	**- 3,095.26**	**2,359.86**	**- 735.40**	**0.00**
		ACCOUNT NUMBER 52318001				
		180.0000 UNITS ACQUIRED ON 01/12/12	3,095.26			
10/24/12	**2,960.000**	**ION GEOPHYSICAL CORP**	**- 18,437.37**	**20,904.23**	**775.09**	**1,691.77**
		ACCOUNT NUMBER 52318004				
		445.0000 UNITS ACQUIRED ON 09/22/11	2,250.19			
		410.0000 UNITS ACQUIRED ON 09/29/11	2,096.25			
		620.0000 UNITS ACQUIRED ON 11/03/11	4,449.12			
		1,485.0000 UNITS ACQUIRED ON 03/30/12	9,641.81			
10/09/12	**410.000**	**ISIS PHARMACEUTICALS**	**- 4,026.32**	**5,132.91**	**0.00**	**1,106.59**
		ACCOUNT NUMBER 52318004				
		410.0000 UNITS ACQUIRED ON 03/10/10	4,026.32			
10/24/12	**995.000**	**IXYS CORPORATION**	**- 7,360.01**	**9,307.22**	**0.00**	**1,947.21**
		ACCOUNT NUMBER 52318004				
		150.0000 UNITS ACQUIRED ON 10/21/09	1,271.45			
		845.0000 UNITS ACQUIRED ON 02/03/10	6,088.56			
10/24/12	**1,140.000**	**K.FORCE, INC.**	**- 14,921.32**	**12,842.38**	**- 2,078.94**	**0.00**
		ACCOUNT NUMBER 52318004				
		450.0000 UNITS ACQUIRED ON 11/09/11	5,110.92			
		295.0000 UNITS ACQUIRED ON 03/13/12	4,259.15			
		395.0000 UNITS ACQUIRED ON 05/25/12	5,551.25			

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
10/24/12	2,685.000	**KRISPY KREME DOUGHNUTS INC**	- 21,768.22	20,785.19	- 494.26	- 488.77
		ACCOUNT NUMBER 52318004				
		1,000.0000 UNITS ACQUIRED ON 05/25/11	8,230.00			
		920.0000 UNITS ACQUIRED ON 02/23/12	7,996.18			
		765.0000 UNITS ACQUIRED ON 04/23/12	5,542.04			
10/24/12	4,135.000	**LIONBRIDGE TECHNOLOGIES INC**	- 13,227.83	13,766.35	0.00	538.52
		ACCOUNT NUMBER 52318004				
		390.0000 UNITS ACQUIRED ON 02/27/08	1,364 80			
		240 0000 UNITS ACQUIRED ON 03/17/08	812 76			
		230.0000 UNITS ACQUIRED ON 11/10/08	424.14			
		2,680.0000 UNITS ACQUIRED ON 02/27/08	9,085.20			
		595.0000 UNITS ACQUIRED ON 09/09/11	1,540 93			
10/24/12	4,237.000	**MAGNUM HUNTER RESOURCES CORP**	- 18,333.42	18,871.59	538.17	0.00
		ACCOUNT NUMBER 52318004				
		1,075.0000 UNITS ACQUIRED ON 12/14/11	4,702.37			
		955 0000 UNITS ACQUIRED ON 12/16/11	4,507.79			
		1,450 0000 UNITS ACQUIRED ON 05/15/12	6,212 82			
		757.0000 UNITS ACQUIRED ON 05/18/12	2,910.44			
10/24/12	380.000	**MATERION CORP**	-9,080.14	9,004.66	0.00	- 75.48
		ACCOUNT NUMBER 52318004				
		45 0000 UNITS ACQUIRED ON 04/02/08	1,218 96			
		45.0000 UNITS ACQUIRED ON 11/10/08	530.79			
		290.0000 UNITS ACQUIRED ON 05/26/10	7,330.39			
10/24/12	610.000	**MB FINANCIAL BANK**	- 10,523.92	11,590.77	0.00	1,066.85
		ACCOUNT NUMBER 52318004				
		345.0000 UNITS ACQUIRED ON 10/22/10	5,277.26			
		265.0000 UNITS ACQUIRED ON 05/05/11	5,246 66			
10/24/12	250.000	**MINERALS TECHNOLOGIES INC COM**	- 10,792.04	17,667.13	0.00	6,875.09
		ACCOUNT NUMBER 52318004				
		90.0000 UNITS ACQUIRED ON 08/07/09	4,103.96			
		60 0000 UNITS ACQUIRED ON 11/02/09	2,959 55			
		100.0000 UNITS ACQUIRED ON 04/09/09	3,728 53			

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
10/24/12	600.000	**MOBILE MINI INC**	- 10,770.60	10,311.55	- 459.05	0.00
		ACCOUNT NUMBER 52318004				
		125.0000 UNITS ACQUIRED ON 03/19/12	2,772.78			
		205.0000 UNITS ACQUIRED ON 05/08/12	3,192.20			
		270.0000 UNITS ACQUIRED ON 10/03/12	4,805.62			
10/24/12	680.000	**OMNICELL INC**	- 10,174.41	8,797.03	- 1,193.77	- 183.61
		ACCOUNT NUMBER 52318004				
		350.0000 UNITS ACQUIRED ON 08/09/11	4,711.49			
		330.0000 UNITS ACQUIRED ON 02/06/12	5,462.92			
10/24/12	660.000	**PARAMETRIC TECHNOLOGY CORP**	- 8,573.53	13,701.95	45.43	5,082.99
		ACCOUNT NUMBER 52318004				
		395.0000 UNITS ACQUIRED ON 03/10/09	3,117.42			
		265.0000 UNITS ACQUIRED ON 04/11/12	5,456.11			
10/15/12	245.000	**PAREXEL INTL CORP COM**	- 5,714.61	7,458.29	0.00	1,743.68
		ACCOUNT NUMBER 52318004				
		130.0000 UNITS ACQUIRED ON 03/10/11	3,226 75			
		115.0000 UNITS ACQUIRED ON 02/15/11	2,487.86			
10/24/12	485.000	**PAREXEL INTL CORP COM**	- 10,492.30	14,841.39	0.00	4,349.09
		ACCOUNT NUMBER 52318004				
		485.0000 UNITS ACQUIRED ON 02/15/11	10,492.30			
10/09/12	739.000	**PETROLEO BRASILEIRO S.A. - ADR**	- 24,320.13	16,399.15	0.00	- 7,920.98
		ACCOUNT NUMBER 52318002				
		506.0000 UNITS ACQUIRED ON 06/25/09	16,414 28			
		233.0000 UNITS ACQUIRED ON 02/02/11	7,905.85			
10/24/12	735.000	**PINNACLE FINL PARTNERS INC**	- 8,835.71	14,817.63	0.00	5,981.92
		ACCOUNT NUMBER 52318004				
		190.0000 UNITS ACQUIRED ON 10/27/10	2,143 11			
		545.0000 UNITS ACQUIRED ON 12/21/10	6,692.60			
10/09/12	1,575.000	**POWER-ONE INC**	- 7,757.24	8,428.80	671.56	0.00
		ACCOUNT NUMBER 52318004				
		250 0000 UNITS ACQUIRED ON 10/13/11	1,302.50			
		1,325.0000 UNITS ACQUIRED ON 10/31/11	6,454.74			

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
10/24/12	365.000	**RENASANT CORP**	- 4,839.43	6,610.59	0.00	1,771.16
		ACCOUNT NUMBER 52318004				
		365.0000 UNITS ACQUIRED ON 09/15/11	4,839.43			
10/24/12	925.000	**RUBICON TECHNOLOGY INC**	- 9,013.44	8,355.33	- 658.11	0.00
		ACCOUNT NUMBER 52318004				
		230.0000 UNITS ACQUIRED ON 12/13/11	2,403.16			
		695 0000 UNITS ACQUIRED ON 04/05/12	6,610.28			
10/24/12	1,525.000	**RUDOLPH TECHNOLOGIES INC**	- 17,144.78	14,570.59	- 639.82	- 1,934.37
		ACCOUNT NUMBER 52318004				
		1,075 0000 UNITS ACQUIRED ON 05/02/11	12,205.44			
		450.0000 UNITS ACQUIRED ON 02/14/12	4,939.34			
10/24/12	26.000	**SHIRE PLC ADR**	- 893.98	2,318.89	0.00	1,424.91
		ACCOUNT NUMBER 52318001				
		26.0000 UNITS ACQUIRED ON 03/04/09	893.98			
10/24/12	120.000	**STRAYER ED INC COM**	- 8,855.41	7,298.25	- 1,557.16	0.00
		ACCOUNT NUMBER 52318004				
		25.0000 UNITS ACQUIRED ON 06/28/12	2,540.17			
		55.0000 UNITS ACQUIRED ON 09/06/12	3,813.94			
		40.0000 UNITS ACQUIRED ON 10/17/12	2,501 30			
10/24/12	1,145.000	**SUSQUEHANNA BANCSHARES INC PA COM**	- 9,604.75	11,493.94	0.00	1,889.19
		ACCOUNT NUMBER 52318004				
		230.0000 UNITS ACQUIRED ON 04/05/11	2,194 89			
		715.0000 UNITS ACQUIRED ON 06/21/11	5,542.82			
		200.0000 UNITS ACQUIRED ON 04/05/11	1,867.04			
10/24/12	2,055.000	**TETRA TECHNOLOGIES INC DEL**	- 19,593.68	12,335.47	- 3,101.37	- 4,156.84
		ACCOUNT NUMBER 52318004				
		490.0000 UNITS ACQUIRED ON 08/17/11	4,995.11			
		465.0000 UNITS ACQUIRED ON 09/13/11	4,586.62			
		145.0000 UNITS ACQUIRED ON 09/29/11	1,178.04			
		400.0000 UNITS ACQUIRED ON 12/09/11	3,596.60			
		555.0000 UNITS ACQUIRED ON 03/14/12	5,237.31			
10/17/12	185.000	**ULTRATECH INC COM**	- 1,829.63	5,325.10	0.00	3,495.47
		ACCOUNT NUMBER 52318004				
		185.0000 UNITS ACQUIRED ON 02/27/08	1,829 63			

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
10/24/12	510.000	**ULTRATECH INC COM**	- 5,039.09	15,028.45	0.00	9,989.36
		ACCOUNT NUMBER 52318004				
		10.0000 UNITS ACQUIRED ON 03/17/08	94.13			
		500.0000 UNITS ACQUIRED ON 02/27/08	4,944.96			
10/24/12	1,195.000	**UMPQUA HOLDINGS CORP**	- 14,482.14	14,299.87	0.00	- 182.27
		ACCOUNT NUMBER 52318004				
		125.0000 UNITS ACQUIRED ON 04/16/10	1,708.39			
		310.0000 UNITS ACQUIRED ON 07/27/10	3,993.70			
		760.0000 UNITS ACQUIRED ON 03/03/11	8,780.05			
10/24/12	380.000	**UNIT CORP**	- 13,209.67	16,539.24	112.87	3,216.70
		ACCOUNT NUMBER 52318004				
		100.0000 UNITS ACQUIRED ON 08/10/09	3,790.17			
		105.0000 UNITS ACQUIRED ON 07/14/09	2,956.59			
		125.0000 UNITS ACQUIRED ON 06/02/09	4,391.89			
		5.0000 UNITS ACQUIRED ON 09/09/11	225.30			
		45.0000 UNITS ACQUIRED ON 10/03/12	1,845.72			
10/16/12	240.000	**VAALCO ENERGY INC**	- 1,003.80	1,987.08	0.00	983.28
		ACCOUNT NUMBER 52318004				
		240.0000 UNITS ACQUIRED ON 12/08/09	1,003.80			
10/24/12	595.000	**VAALCO ENERGY INC**	- 2,488.59	4,923.57	0.00	2,434.98
		ACCOUNT NUMBER 52318004				
		595.0000 UNITS ACQUIRED ON 12/08/09	2,488.59			
10/24/12	2,210.000	**VASCO DATA SEC INTL INC**	- 17,306.91	15,473.41	- 1,833.50	0.00
		ACCOUNT NUMBER 52318004				
		315.0000 UNITS ACQUIRED ON 02/02/12	2,908.71			
		795.0000 UNITS ACQUIRED ON 04/27/12	6,079.84			
		455.0000 UNITS ACQUIRED ON 04/30/12	3,544 59			
		645.0000 UNITS ACQUIRED ON 10/10/12	4,773.77			
Total This Period			**- $515,613.23**	**$532,623.45**	**- $14,395.26**	**$31,405.48**

Gain/Loss information is un-audited and should not be used for tax preparation, estate and/or retirement planning purposes.

Fidelity Investments

Holdings (Symbol) as of December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
Mutual Funds *99% of holdings*						
BARON GROWTH FUND INSTL CLASS (BGRIX)	3,608.573	$54 060	$192,417.27*t*	$193,993 54	$195,079 45	$ 2,662.18
BLACKROCK LOW DURATION BOND INSTL (BFMSX)	91,197.589	9.840	884,500.00*t*	897,384.27	897,384.27	12,884.27
WILLIAM BLAIR MID CAP GROWTH FUND CL I (WCGIX)	13,905.486	12.910	180,805.31*t*	177,056.64	179,519.82	- 1,285.49
WILLIAM BLAIR INTL SMALL CAP CL I (WISIX)	10,418.407	13.580	131,459.03*t*	137,221.20	141,481.96	10,022.93

Brokerage 648-286109 WILLIAM B DIETRICH FOUNDATION

Holdings (Symbol) as of December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
WILLIAM BLAIR SMALL CAP FD CLASS I (WBSIX)	4.188.254	24.660	94,496.30t	100,518.30	103,282 34	8,786.04
WILLIAM BLAIR LARGE CAP GROWTH CL I (LCGFX)	28,897.514	8.350	217,556.68t	241,294.24	241,294.24	23,737.56
WILLIAM BLAIR INTERNAT'L GROWTH I (BIGIX)	8,785.233	22.940	181,608.35t	195,351.40	201,533.24	19,924 89
DFA GLOBAL REAL ESTATE SEC PORTFOLIO (DFGEX)	18,729.237	9.010	156,179.51t	163,665.19	168,750.42	12,570 91
DFA SHORT TERM GOVERNMENT PORT (DFFGX)	41,943.101	10.770	456,002.69	452,063.68	451,727.19	- 4,275.50
DFA EMERGING MRKTS CORE EQU PORTF (DFCEX)	8,865 011	20.400	171,845 38t	170,183.42	180,846.22	9,000.84
DFA US MICRO CAP PRTF INSTL (DFSCX)	9,623.423	14.600	130.732.36t	69,453.25	140,501.97	9,769 61
DFA ONE YEAR FIXED INCOME PRTF INSTL (DFIHX)	85,758.352	10 320	886.500.00t	887,598 94	885,026 19	- 1,473.81
DFA INT'L SMALL CAP VALUE (DISVX)	13,874.592	15.980	210,447.62t	208,697 36	221,715.98	11,268.36
DFA US SMALL CAP VALUE PRTF INSTL (DFSVX)	9,487.653	26 210	231,724.06t	239,743 80	248,671.38	16.947.32
DFA US LARGE CAP VALUE PRTF INSTL (DFLVX)	16,472 173	22 900	336,251.47t	366,117.98	377,212.76	40,961.29
DFA INTERNATIONAL VALUE PRTF INSTL (DFIVX)	26,203.174	16.600	415,995.89t	414,574.16	434,972.68	18.976.79
DODGE & COX STOCK (DODGX)	1,394.802	121.900	150,299.93t	165,533.87	170,026.36	19,726.43
E.I I GLOBAL PROPERT FD INSTL CL (EIIGX)	10,838.109	16 980	163,628.40	175,333.80	184,031.09	20,402.69
FEDERATED GOV'T ULTRASHT DURATION IS (FGUSX)	41,017.051	9.920	406,501.07	407,299.31	406,889.14	388 07
FIRST EAGLE OVERSEAS CLASS I (SGOIX)	11,118.934	22.360	245.583.52t	240,369.77	248.619 36	3,035.84
ADAMS HARKNESS SMALL CAP GROWTH FUND (ASCGX)	7,505 420	13.360	95,653.00t	99,296.70	100,272.41	4,619.41
HOTCHKIS & WILEY LARGE CAP VALUE CL I (HWLIX)	9,248.005	17 730	147,708 99t	157,492 92	163,967.12	16,258 13
HOTCHKIS & WILEY MID CAP VALUE CL I (HWMIX)	12,244.020	28 580	288.272.14t	337,146.93	349,934.09	61,661.95
IVY MID CAP GROWTH CL I (IYMIX)	9,885.751	19.360	178,960.68t	187,076.24	191,388.13	12,427.45
JANUS OVERSEAS CLASS I (JIGFX)	7,296.616	34.270	267,289.60t	229.057 98	250.055 03	- 17,234.57
JANUS FUND CLASS I (JGROX)	6,539.841	31.870	192,717 70t	206,769.57	208,424.73	15,707.03
MAINGATE MLP FUND CL I (IMLPX)	33,841.615	10.420	335,420.90	352,629.62	352,629.62	17.208 72
METROPOLITAN WEST TOTAL RETURN CLASS I (MWTIX)	82.328 856	10 890	869.500 00t	914,673.59	896,561.24	27.061.24

Brokerage 648-286109 WILLIAM B DIETRICH FOUNDATION

Holdings (Symbol) as of December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
MORGAN STA INST INC INTL EQUITY CLASS I (MSIQX)	16,935.189	14.350	219,991.41*t*	237,229.33	243,019.96	23,028 55
MORGAN STA INST INC EMERGING MARKET CL I (MGEMX)	6,637.338	25.940	158,784 02*t*	165,205.19	172,172.54	13,388.52
RS GLOBAL NATURAL RESOURCES FUND CL Y (RSNYX)	3,572.024	37.230	131,645.58	261,854.85	132,986 45	1,340.87
ROYCE OPPORTUNITY FUND INVEST CLASS (RYPNX)	20,605 882	11.950	229,415.84*t*	234,737.19	246,240.28	16,824 44
THIRD AVENUE INTL VALUE INSTL CLASS (TAVIX)	10,392.667	16.960	160,569.09*t*	167,641.71	176,259.63	15,690.54
THORNBURG INTL VALUE CL INSTL (TGVIX)	6,917.675	28.090	182,163.79*t*	189,198.41	194,317.49	12,153.70
TURNER LARGE GROWTH INSTL CL (TTMEX)	16,463.580	12.500	200,885.34*t*	207,789.64	205,794.75	4,909 41
WESTCORE MIDCO GROWTH FUND - INSTL (WIMGX)	29,349.813	6.160	183,136.39*t*	177,485.99	180,794.84	- 2,341 55
WESTCORE INTERNAT'L SMALL CAP FUND (WTIFX)	7,896.876	17.940	126,592.58*t*	134,538.83	141,669.95	15,077.37
WESTCORE MID CAP VALUE FUND (WTMCX)	12,821.630	20.110	239,327.70*t*	255,399.53	257,842.97	18,515.27
Subtotal of Mutual Funds			10,052,569.59		10,542,897.29	490,327.70

t - Third-party provided

Cost Basis - the original amount paid for a security, including the amount of reinvested dividends and capital gains, plus or minus certain adjustments See last page of statement for details Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

Transaction Details (for holdings with activity this period)

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Equivalents							
CASH							
INCOME			$26,227.01	$26,227.01	$0.00		
Total Cash			**$26,227.01** ✓	**$26,227.01** ✓ ✓	**$0.00**		
MONEY MARKET							
FEDERATED TREAS OBL FD 68 *Asset held in Invested Income Portfolio* ACCOUNT NUMBER: 52318000	49,763.660		$49,763.66	$49,763.66	$0.00	$4.99	0.01%
FEDERATED TREAS OBL FD 68 ACCOUNT NUMBER: 52318000	194,906.110		194,906.11	194,906.11	0.00	19.55	0.01
FEDERATED TREAS OBL FD 68 ACCOUNT NUMBER: 52318001	79,900.830		79,900.83	79,900.83	0.00	8.01	0.01
FEDERATED TREAS OBL FD 68 *Asset held in Invested Income Portfolio* ACCOUNT NUMBER: 52318001	3,698.380		3,698.38	3,698.38	0.00	0.37	0.01
FEDERATED TREAS OBL FD 68 *Asset held in Invested Income Portfolio* ACCOUNT NUMBER: 52318002	408.640		408.64	408.64	0.00	0.04	0.01
FEDERATED TREAS OBL FD 68 ACCOUNT NUMBER: 52318002	21,065.900		21,065.90	21,065.90	0.00	2.11	0.01
FEDERATED TREAS OBL FD 68 ACCOUNT NUMBER: 52318003	182,339.040		182,339.04	182,339.04	0.00	18.29	0.01
FEDERATED TREAS OBL FD 68 *Asset held in Invested Income Portfolio* ACCOUNT NUMBER: 52318003	86,680.360		86,680.36	86,680.36	0.00	8.69	0.01
Total Money Market			**$618,762.92** ✓	**$618,762.92** ✓ ✓	**$0.00**	**$62.05**	**0.01%**
Total Cash & Equivalents			**$644,989.93**	**$644,989.93**	**$0.00**	**$62.05**	**0.01%**

ASSET DETAIL *(continued)*

Asset Description	Par Value	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Yield to Maturity
Fixed Income							
INTERNATIONAL OBLIGATIONS							
ITAU UNIBANCO BANCO HOLDING S.A. CUSIP: 465562106 STANDARD & POOR'S RATING: N/A ACCOUNT NUMBER: 52318002	2,243.000	$16.460	$36,919.78	$38,368.40	- $1,448.62	$143.55	0 00%
Total International Obligations			**$36,919.78**	**$38,368.40**	**- $1,448.62**	**$143.55**	

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Fixed Income							
DOMESTIC MUTUAL FUNDS							
PIMCO LOW DURATION FUND CLASS I #36 SYMBOL: PTLDX CUSIP: 693390304 ACCOUNT NUMBER: 52318000	42,595.718	$10.510	$447,681.00	$450,000.00	- $2,319.00	$11,458.25	2.56%
PIMCO LOW DURATION FUND CLASS I #36 SYMBOL: PTLDX CUSIP: 693390304 ACCOUNT NUMBER: 52318003	54,352.562	10.510	571,245.43	575,000.00	- 3,754.57	14,620.84	2.56
PIMCO TOTAL RETURN FUND INSTITUTIONAL SHARES #35 SYMBOL: PTTRX CUSIP: 693390700 ACCOUNT NUMBER: 52318000	43,066.218	11.240	484,064.29	466,917.89	17,146.40	15,676.10	3.24
PIMCO TOTAL RETURN FUND INSTITUTIONAL SHARES #35 SYMBOL: PTTRX CUSIP: 693390700 ACCOUNT NUMBER: 52318003	97,038.468	11.240	1,090,712.38	1,052,261.01	38,451.37	35,322.00	3.24
Total Domestic Mutual Funds			**$2,593,703.10**	**$2,544,178.90**	**$49,524.20**	**$77,077.19**	**2.97%**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Fixed Income *(continued)*							
INTERNATIONAL MUTUAL FUNDS							
PIMCO FOREIGN BOND (UNHEDGED) FUND #1853 SYMBOL: PFUIX CUSIP: 722005220 ACCOUNT NUMBER: 52318000	44,220.426	$10.890	$481,560.44	$474,771.89	$6,788.55	$12,425.94	2.58%
TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS #616 SYMBOL: TGBAX CUSIP: 880208400 ACCOUNT NUMBER: 52318000	20,716.548	13.340	276,358.75	279,849.23	-3,490.48	12,284.91	4.44
TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS #616 SYMBOL: TGBAX CUSIP: 880208400 ACCOUNT NUMBER: 52318003	127,704.810	13.340	1,703,582.17	1,650,000.00	53,582.17	75,728.95	4.44
Total International Mutual Funds			**$2,461,501.36**	**$2,404,621.12**	**$56,880.24**	**$100,439.80**	**4.08%**
Total Fixed Income			**$5,092,124.24**	**$4,987,168.42**	**$104,955.82**	**$177,660.54**	

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities							
CONSUMER DISCRETIONARY							
BEAM INC SYMBOL: BEAM CUSIP: 073730103 ACCOUNT NUMBER: 52318001	497.000	$61.090	$30,361.73	$27,159.16	$3,202.57	$407.54	1.34%
COACH INC SYMBOL: COH CUSIP: 189754104 ACCOUNT NUMBER: 52318001	349.000	55.510	19,372.99	15,585.92	3,787.07	418.80	2.16
COMCAST CORP CLASS A SYMBOL: CMCSA CUSIP: 20030N101 ACCOUNT NUMBER: 52318001	1,625.000	37.360	60,710.00	28,608.71	32,101.29	1,056.25	1.74
DARDEN RESTAURANTS INC SYMBOL: DRI CUSIP: 237194105 ACCOUNT NUMBER: 52318001	411.000	45.070	18,523.77	20,474.45	- 1,950.68	822.00	4.44
HOME DEPOT INC SYMBOL: HD CUSIP: 437076102 ACCOUNT NUMBER: 52318001	756.000	61.850	46,758.60	26,034.22	20,724.38	876.96	1.88
NEWELL RUBBERMAID INC COM SYMBOL: NWL CUSIP: 651229106 ACCOUNT NUMBER: 52318001	1,779.000	22.270	39,618.33	36,461.73	3,156.60	1,067.40	2.69
NIKE INC CL B SYMBOL: NKE CUSIP: 654106103 ACCOUNT NUMBER: 52318001	174.000	51.600	8,978.40	6,467.87	2,510.53	73.08	0.81
SCRIPPS NETWORKS INTERACTIVE SYMBOL: SNI CUSIP: 811065101 ACCOUNT NUMBER: 52318001	328.000	57.920	18,997.76	11,836.13	7,161.63	157.44	0.83
STANLEY BLACK & DECKER,INC. SYMBOL: SWK CUSIP: 854502101 ACCOUNT NUMBER: 52318001	377.000	73.970	27,886.69	20,221.47	7,665.22	738.92	2.65
STARBUCKS CORP COM SYMBOL: SBUX CUSIP: 855244109 ACCOUNT NUMBER: 52318001	100.000	53.630	5,363.00	5,024.80	338.20	84.00	1.57

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities *(continued)*							
CONSUMER DISCRETIONARY *(continued)*							
TARGET CORP SYMBOL: TGT CUSIP: 87612E106 ACCOUNT NUMBER: 52318001	506.000	59.170	29,940.02	22,236.05	7,703.97	728.64	2.43
TIFFANY & CO NEW SYMBOL: TIF CUSIP: 886547108 ACCOUNT NUMBER: 52318001	516.000	57.340	29,587.44	21,843.35	7,744.09	660.48	2.23
TIME WARNER CABLE INC SYMBOL: TWC CUSIP: 88732J207 ACCOUNT NUMBER: 52318001	90.000	97.190	8,747.10	4,927.67	3,819.43	201.60	2.30
WALT DISNEY CO SYMBOL: DIS CUSIP: 254687106 ACCOUNT NUMBER: 52318001	313.000	49.790	15,584.27	5,668.74	9,915.53	234.75	1.51
Total Consumer Discretionary			**$360,430.10**	**$252,550.27**	**$107,879.83**	**$7,527.86**	**2.09%**
CONSUMER STAPLES							
PEPSICO INC SYMBOL: PEP CUSIP: 713448108 ACCOUNT NUMBER: 52318001	130.000	$68.430	$8,895.90	$7,454.42	$1,441.48	$279.50	3.14%
PHILIP MORRIS INTERNATIONAL IN SYMBOL: PM CUSIP: 718172109 ACCOUNT NUMBER: 52318001	276.000	83.640	23,084.64	13,566.88	9,517.76	938.40	4.06
Total Consumer Staples			**$31,980.54**	**$21,021.30**	**$10,959.24**	**$1,217.90**	**3.81%**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities *(continued)*							
ENERGY							
CHEVRON CORP SYMBOL: CVX CUSIP: 166764100 ACCOUNT NUMBER: 52318001	258.000	$108.140	$27,900.12	$17,504.35	$10,395.77	$928.80	3.33%
COBALT INTERNATIONAL ENERGY IN SYMBOL: CIE CUSIP: 19075F106 ACCOUNT NUMBER: 52318001	350.000	24.560	8,596.00	10,599.29	- 2,003.29	0.00	0.00
CONOCOPHILLIPS SYMBOL: COP CUSIP: 20825C104 ACCOUNT NUMBER: 52318001	191.000	57.990	11,076.09	10,632.03	444.06	504.24	4.55
DRIL-QUIP INC COM SYMBOL: DRQ CUSIP: 262037104 ACCOUNT NUMBER: 52318001	190.000	73.050	13,879.50	12,201.29	1,678.21	0.00	0.00
EOG RESOURCES, INC SYMBOL: EOG CUSIP: 26875P101 ACCOUNT NUMBER: 52318001	143.000	120.790	17,272.97	8,892.63	8,380.34	97.24	0.56
HALLIBURTON CO SYMBOL: HAL CUSIP: 406216101 ACCOUNT NUMBER: 52318001	674.000	34.690	23,381.06	17,952.30	5,428.76	242.64	1.04
KINDER MORGAN INC/DELAWARE SYMBOL: KMI CUSIP: 49456B101 ACCOUNT NUMBER: 52318001	400.000	35.330	14,132.00	13,841.12	290.88	576.00	4.08
NOBLE ENERGY INC SYMBOL: NBL CUSIP: 655044105 ACCOUNT NUMBER: 52318001	292.000	101.740	29,708.08	21,095.27	8,612.81	292.00	0.98
Total Energy			**$145,945.82**	**$112,718.28**	**$33,227.54**	**$2,640.92**	**1.81%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
FINANCIALS							
AFLAC INC SYMBOL: AFL CUSIP: 001055102 ACCOUNT NUMBER: 52318001	245.000	$53.120	$13,014.40	$9,986.64	$3,027.76	$343.00	2.64%
B B & T CORP COM SYMBOL: BBT CUSIP: 054937107 ACCOUNT NUMBER: 52318001	1,152.000	29.110	33,534.72	31,132.81	2,401.91	921.60	2.75
BLACKROCK INC SYMBOL: BLK CUSIP: 09247X101 ACCOUNT NUMBER: 52318001	102.000	206.710	21,084.42	18,313.66	2,770.76	612.00	2.90
CME GROUP INCE SYMBOL: CME CUSIP: 12572Q105 ACCOUNT NUMBER: 52318001	570.000	50.670	28,881.90	31,278.52	- 2,396.62	1,026.00	3.55
GOLDMAN SACHS GROUP INC SYMBOL: GS CUSIP: 38141G104 ACCOUNT NUMBER: 52318001	221.000	127.560	28,190.76	17,065.07	11,125.69	442.00	1.57
JPMORGAN CHASE & CO SYMBOL: JPM CUSIP: 46625H100 ACCOUNT NUMBER: 52318001	730.000	43.969	32,097.44	30,269.86	1,827.58	876.00	2.73
MARSH & MCLENNAN COS INC SYMBOL: MMC CUSIP: 571748102 ACCOUNT NUMBER: 52318001	697.000	34.470	24,025.59	19,273.05	4,752.54	641.24	2.67
PROGRESSIVE CORP OHIO SYMBOL: PGR CUSIP: 743315103 ACCOUNT NUMBER: 52318001	797.000	21.100	16,816.70	11,770.77	5,045.93	324.38	1.93
SCHWAB CHARLES CORP NEW SYMBOL: SCHW CUSIP: 808513105 ACCOUNT NUMBER: 52318001	599.000	14.360	8,601.64	7,559.06	1,042.58	143.76	1.67
Total Financials			**$206,247.57**	**$176,649.44**	**$29,598.13**	**$5,329.98**	**2.58%**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities *(continued)*							
HEALTH CARE							
ALLERGAN INC SYMBOL: AGN CUSIP: 018490102 ACCOUNT NUMBER: 52318001	393.000	$91.730	$36,049.89	$23,584.36	$12,465.53	$78.60	0.22%
BRISTOL MYERS SQUIBB CO SYMBOL: BMY CUSIP: 110122108 ACCOUNT NUMBER: 52318001	1,579.000	32.590	51,459.61	43,970.36	7,489.25	2,210.60	4.30
CENTENE CORP DEL COM SYMBOL: CNC CUSIP: 15135B101 ACCOUNT NUMBER: 52318001	382.000	41.000	15,662.00	15,455.87	206.13	0.00	0.00
CERNER CORP COM SYMBOL: CERN CUSIP: 156782104 ACCOUNT NUMBER: 52318001	391.000	77.510	30,306.41	8,754.49	21,551.92	0.00	0.00
EXPRESS SCRIPTS HOLDING COMPANY SYMBOL: ESRX CUSIP: 30219G108 ACCOUNT NUMBER: 52318001	688.000	54.000	37,152.00	31,735.43	5,416.57	0.00	0.00
GILEAD SCIENCES INC SYMBOL: GILD CUSIP: 375558103 ACCOUNT NUMBER: 52318001	829.000	73.450	60,890.05	39,152.59	21,737.46	0.00	0.00
PFIZER INC SYMBOL: PFE CUSIP: 717081103 ACCOUNT NUMBER: 52318001	471.000	25.079	11,812.35	9,664.83	2,147.52	452.16	3.83
SEATTLE GENETICS INC SYMBOL: SGEN CUSIP: 812578102 ACCOUNT NUMBER: 52318001	1,071.000	23.170	24,815.07	21,009.65	3,805.42	0.00	0.00
UNITEDHEALTH GROUP INC SYMBOL: UNH CUSIP: 91324P102 ACCOUNT NUMBER: 52318001	225.000	54.240	12,204.00	6,050.86	6,153.14	191.25	1.57
Total Health Care			**$280,351.38**	**$199,378.44**	**$80,972.94**	**$2,932.61**	**1.05%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INDUSTRIALS							
BOEING CO SYMBOL: BA CUSIP: 097023105 ACCOUNT NUMBER: 52318001	117.000	$75.360	$8,817.12	$5,624.46	$3,192.66	$226.98	2.57%
CATERPILLAR INC SYMBOL: CAT CUSIP: 149123101 ACCOUNT NUMBER: 52318001	296.000	89.609	26,524.12	25,561.04	963.08	615.68	2.32
DANAHER CORP SYMBOL: DHR CUSIP: 235851102 ACCOUNT NUMBER: 52318001	665.000	55.900	37,173.50	20,173.13	17,000.37	66.50	0.18
EMERSON ELECTRIC CO SYMBOL: EMR CUSIP: 291011104 ACCOUNT NUMBER: 52318001	426.000	52.960	22,560.96	16,005.16	6,555.80	698.64	3.10
GENERAL ELECTRIC CO SYMBOL: GE CUSIP: 369604103 ACCOUNT NUMBER: 52318001	1,174.000	20.990	24,642.26	4,594.55	20,047.71	892.24	3.62
IDEX CORP SYMBOL: IEX CUSIP: 45167R104 ACCOUNT NUMBER: 52318001	159.000	46.530	7,398.27	6,688.24	710.03	127.20	1.72
IRON MOUNTAIN INC SYMBOL: IRM CUSIP: 462846106 ACCOUNT NUMBER: 52318001	935.000	31.050	29,031.75	20,506.57	8,525.18	1,009.80	3.48
IRON MOUNTAIN INC SYMBOL: IRM CUSIP: 462846106 *Asset held in Invested Income Portfolio* ACCOUNT NUMBER: 52318001	83.000	31.050	2,577.15	2,720.33	- 143.18	89.64	3.48
NORFOLK SOUTHERN CORP SYMBOL: NSC CUSIP: 655844108 ACCOUNT NUMBER: 52318001	461.000	61.840	28,508.24	24,154.76	4,353.48	922.00	3.23
REPUBLIC SERVICES INC CL A COMM SYMBOL: RSG CUSIP: 760759100 ACCOUNT NUMBER: 52318001	349.000	29.330	10,236.17	9,649.13	587.04	328.06	3.20

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities *(continued)*							
INDUSTRIALS *(continued)*							
UNION PACIFIC CORP SYMBOL: UNP CUSIP: 907818108 ACCOUNT NUMBER: 52318001	118.000	125.720	14,834.96	5,199.62	9,635.34	325.68	2.19
UNITED PARCEL SERVICE-CL B SYMBOL: UPS CUSIP: 911312106 ACCOUNT NUMBER: 52318001	34.000	73.730	2,506.82	2,417.40	89.42	77.52	3.09
UNITED TECHNOLOGIES CORP SYMBOL: UTX CUSIP: 913017109 ACCOUNT NUMBER: 52318001	449.000	82.010	36,822.49	33,179.74	3,642.75	960.86	2.61
Total Industrials			**$251,633.81**	**$176,474.13**	**$75,159.68**	**$6,340.80**	**2.52%**
INFORMATION TECHNOLOGY							
AGILENT TECHNOLOGIES INC SYMBOL: A CUSIP: 00846U101 ACCOUNT NUMBER: 52318001	77.000	$40.940	$3,152.38	$1,285.90	$1,866.48	$30.80	0.98%
APPLE INC SYMBOL: AAPL CUSIP: 037833100 ACCOUNT NUMBER: 52318001	63.000	532.173	33,526.90	6,116.31	27,410.59	667.80	1.99
BROADCOM CORPORATION COM SYMBOL: BRCM CUSIP: 111320107 ACCOUNT NUMBER: 52318001	768.000	33.210	25,505.28	15,760.68	9,744.60	307.20	1.20
EBAY INC SYMBOL: EBAY CUSIP: 278642103 ACCOUNT NUMBER: 52318001	260.000	50.998	13,259.40	3,844.49	9,414.91	0.00	0.00
GOOGLE INC CL A SYMBOL: GOOG CUSIP: 38259P508 ACCOUNT NUMBER: 52318001	52.000	707.380	36,783.76	15,674.54	21,109.22	0.00	0.00
HENRY JACK & ASSOC INC COM SYMBOL: JKHY CUSIP: 426281101 ACCOUNT NUMBER: 52318001	874.000	39.260	34,313.24	29,046.42	5,266.82	402.04	1.17

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INFORMATION TECHNOLOGY *(continued)*							
INTERNATIONAL BUSINESS MACHS CORP COM SYMBOL: IBM CUSIP: 459200101 ACCOUNT NUMBER: 52318001	213.000	191.550	40,800.15	3,181.69	37,618.46	724.20	1.77
JABIL CIRCUIT INC COM SYMBOL: JBL CUSIP: 466313103 ACCOUNT NUMBER: 52318001	1,153.000	19.290	22,241.37	22,381.60	- 140.23	368.96	1.66
KLA-TENCOR CORP COM SYMBOL: KLAC CUSIP: 482480100 ACCOUNT NUMBER: 52318001	356.000	47.760	17,002.56	12,241.67	4,760.89	569.60	3.35
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104 ACCOUNT NUMBER: 52318001	1,080.000	26.710	28,846.48	23,881.31	4,965.17	993.60	3.44
ORACLE CORPORATION SYMBOL: ORCL CUSIP: 68389X105 ACCOUNT NUMBER: 52318001	929.000	33.320	30,954.28	24,024.65	6,929.63	222.96	0.72
QUALCOMM INC SYMBOL: QCOM CUSIP: 747525103 ACCOUNT NUMBER: 52318001	427.000	61.860	26,414.05	16,589.69	9,824.36	427.00	1.62
VISA INC-CLASS A SHRS SYMBOL: V CUSIP: 92826C839 ACCOUNT NUMBER: 52318001	77.000	151.580	11,671.66	4,308.55	7,363.11	101.64	0.87
Total Information Technology			**$324,471.51**	**$178,337.50**	**$146,134.01**	**$4,815.80**	**1.48%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
MATERIALS							
AIR PRODS & CHEMS INC COM SYMBOL: APD CUSIP: 009158106 ACCOUNT NUMBER: 52318001	358.000	$84.020	$30,079.16	$28,590.58	$1,488.58	$916.48	3.05%
ALLEGHENY TECHNOLOGIES INC SYMBOL: ATI CUSIP: 01741R102 ACCOUNT NUMBER: 52318001	417.000	30.360	12,660.12	11,260.24	1,399.88	300.24	2.37
DOW CHEMICAL CO SYMBOL: DOW CUSIP: 260543103 ACCOUNT NUMBER: 52318001	240.000	32.329	7,759.06	7,166.76	592.30	307.20	3.96
ECOLAB INC SYMBOL: ECL CUSIP: 278865100 ACCOUNT NUMBER: 52318001	189.000	71.900	13,589.10	5,764.50	7,824.60	173.88	1.28
MONSANTO CO NEW SYMBOL: MON CUSIP: 61166W101 ACCOUNT NUMBER: 52318001	526.000	94.650	49,785.90	30,382.93	19,402.97	789.00	1.58
MOSAIC CO/THE SYMBOL: MOS CUSIP: 61945C103 ACCOUNT NUMBER: 52318001	403.000	56.630	22,821.89	21,893.57	928.32	403.00	1.77
NUCOR CORP SYMBOL: NUE CUSIP: 670346105 ACCOUNT NUMBER: 52318001	249.000	43.160	10,746.84	8,118.05	2,628.79	366.03	3.41
Total Materials			**$147,442.07**	**$113,176.63**	**$34,265.44**	**$3,255.83**	**2.21%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INTERNATIONAL EQUITIES							
ACCENTURE PLC CUSIP: G1151C101 ACCOUNT NUMBER: 52318001	244.000	$66.500	$16,226.00	$13,106.98	$3,119.02	$395.28	2.44%
ACE LIMITED CUSIP: H0023R105 ACCOUNT NUMBER: 52318001	242.000	79.800	19,311.60	16,680.25	2,631.35	474.32	2.46
AIA GROUP LTD-SP CUSIP: 001317205 ACCOUNT NUMBER: 52318002	2,344.000	15.830	37,105.52	32,630.50	4,475.02	363.32	0.98
AIR LIQUIDE - ADR SPONSORED ADR CUSIP: 009126202 ACCOUNT NUMBER: 52318002	2,040.000	25.450	51,918.00	41,308.48	10,609.52	769.08	1.48
ALLIANZ SE CUSIP: 018805101 ACCOUNT NUMBER: 52318002	2,474.000	13.820	34,190.68	24,306.43	9,884.25	1,061.35	3.10
AMERICA MOVIL S.A.B. DE C.V SER L AD ADR CUSIP: 02364W105 ACCOUNT NUMBER: 52318002	1,222.000	23.140	28,277.08	33,979.02	- 5,701.94	367.82	1.30
ANHEUSER-BUSCH INBEV SPN CUSIP: 03524A108 ACCOUNT NUMBER: 52318002	341.000	87.410	29,806.81	25,391.39	4,415.42	440.91	1.48
AON PLC CUSIP: G0408V102 ACCOUNT NUMBER: 52318001	127.000	55.610	7,062.47	6,233.16	829.31	80.01	1.13
ARM HOLDINGS PLC - ADR SPONSORED ADR CUSIP: 042068106 ACCOUNT NUMBER: 52318002	1,497.000	37.830	56,631.51	20,307.26	36,324.25	235.03	0.41

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INTERNATIONAL EQUITIES *(continued)*							
ATLAS COPCO AB SPONSORED ADR NEW REPSTG COM SER A CUSIP: 049255706 ACCOUNT NUMBER: 52318002	1,086.000	27.860	30,255.96	13,603.62	16,652.34	550.60	1.82
BARRICK GOLD CORP COM CUSIP: 067901108 ACCOUNT NUMBER: 52318001	279.000	35.010	9,767.79	6,441.58	3,326.21	223.20	2.28
BG GROUP PLC - ADR SPONSORED ADR CUSIP: 055434203 ACCOUNT NUMBER: 52318002	1,540.000	16.710	25,733.40	34,260.66	- 8,527.26	381.92	1.48
BUNGE LIMITED CUSIP: G16962105 ACCOUNT NUMBER: 52318002	243.000	72.690	17,663.67	20,624.04	- 2,960.37	262.44	1.49
CAE INC COM CUSIP: 124765108 ACCOUNT NUMBER: 52318001	884.000	10.150	8,972.60	9,612.18	- 639.58	177.68	1.98
CANADIAN NATL RR CO COM CUSIP: 136375102 ACCOUNT NUMBER: 52318002	272.000	91.010	24,754.72	18,978.39	5,776.33	410.72	1.66
CARNIVAL CORP CUSIP: 143658300 ACCOUNT NUMBER: 52318001	1,013.000	36.770	37,248.01	31,025.96	6,222.05	1,013.00	2.72
CENOVUS ENERGY INC CUSIP: 15135U109 ACCOUNT NUMBER: 52318001	1,082.000	33.540	36,290.28	29,025.74	7,264.54	958.65	2.64
COCHLEAR LIMITED CUSIP: 191459205 ACCOUNT NUMBER: 52318002	605.000	41.430	25,065.15	19,859.67	5,205.48	687.89	2.74

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INTERNATIONAL EQUITIES *(continued)*							
CSL LIMITED CUSIP: 12637N105 ACCOUNT NUMBER: 52318002	1,038.000	28.350	29,427.30	14,509.37	14,917.93	399.63	1.36
DASSAULT SYSTEMES S.A. - ADR SPONSORED ADR CUSIP: 237545108 ACCOUNT NUMBER: 52318002	472.000	113.090	53,378.48	23,819.61	29,558.87	287.92	0.54
DBS GROUP HOLDINGS LIMITED - ADR SPONSORED ADR CUSIP: 23304Y100 ACCOUNT NUMBER: 52318002	484.000	49.060	23,745.04	19,860.85	3,884.19	892.01	3.76
DIAGEO PLC - ADR SPONSORED ADR CUSIP: 25243Q205 ACCOUNT NUMBER: 52318001	36.000	116.580	4,196.88	3,102.48	1,094.40	99.86	2.38
EATON CORP PLC CUSIP: G29183103 ACCOUNT NUMBER: 52318001	761.000	54.180	41,230.98	39,500.16	1,730.82	1,156.72	2.80
ENCANA CORP COM CUSIP: 292505104 ACCOUNT NUMBER: 52318001	795.000	19.760	15,709.20	23,724.77	- 8,015.57	636.00	4.05
ENSCO PLC CUSIP: G3157S106 ACCOUNT NUMBER: 52318001	343.000	59.280	20,333.04	18,998.43	1,334.61	514.50	2.53
FANUC CORPORATION CUSIP: 307305102 ACCOUNT NUMBER: 52318002	1,401.000	31.070	43,529.07	16,782.67	26,746.40	479.14	1.10
FRESENIUS MEDICAL CARE AG AND CO. KGAA CUSIP: 358029106 ACCOUNT NUMBER: 52318002	974.000	34.300	33,408.20	25,322.82	8,085.38	304.86	0.91

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INTERNATIONAL EQUITIES *(continued)*							
GENPACT LTD CUSIP: G3922B107 ACCOUNT NUMBER: 52318001	663.000	15.500	10,276.50	10,335.91	- 59.41	0.00	0.00
HSBC - ADR SPONSORED ADR CUSIP: 404280406 ACCOUNT NUMBER: 52318002	392.000	53.070	20,803.44	25,613.65	- 4,810.21	980.00	4.71
ICICI BANK LTD. - ADR SPONSORED ADR CUSIP: 45104G104 ACCOUNT NUMBER: 52318002	728.000	43.610	31,748.08	28,926.75	2,821.33	417.87	1.32
IMPERIAL OIL LTD COM CUSIP: 453038408 ACCOUNT NUMBER: 52318002	577.000	43.000	24,811.00	29,788.90	- 4,977.90	276.96	1.12
JGC CORPORATION CUSIP: 466140100 ACCOUNT NUMBER: 52318002	443.000	62.590	27,727.37	24,484.82	3,242.55	374.78	1.35
L'OREAL - ADR SPONSORED ADR CUSIP: 502117203 ACCOUNT NUMBER: 52318002	1,372.000	27.980	38,388.56	28,752.17	9,636.39	559.78	1.46
LI & FUNG LTD CUSIP: 501897102 ACCOUNT NUMBER: 52318002	11,938.000	3.580	42,738.04	50,680.63	- 7,942.59	1,205.74	2.82
LONZA GROUP AG CUSIP: 54338V101 ACCOUNT NUMBER: 52318002	2,916.000	5.410	15,775.56	22,508.97	- 6,733.41	0.00	0.00
LVMH MOET HENNESSY UNSP ADR - ADR SPONSORED ADR CUSIP: 502441306 ACCOUNT NUMBER: 52318002	609.000	37.690	22,953.21	7,821.15	15,132.06	338.60	1.47

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INTERNATIONAL EQUITIES *(continued)*							
MTN GROUP LTD CUSIP: 62474M108 ACCOUNT NUMBER: 52318002	787.000	21.450	16,881.15	12,495.99	4,385.16	967.22	5.73
NATIONAL GRID PLC CUSIP: 636274300 ACCOUNT NUMBER: 52318001	209.000	57.440	12,004.96	11,433.98	570.98	661.69	5.51
NESTLE S.A. REGISTERED SHARES - ADR SPONSORED ADR CUSIP: 641069406 ACCOUNT NUMBER: 52318001	333.000	65.170	21,701.61	15,019.63	6,681.98	590.08	2.72
NESTLE S.A. REGISTERED SHARES - ADR SPONSORED ADR CUSIP: 641069406 ACCOUNT NUMBER: 52318002	814.000	65.170	53,048.38	35,099.80	17,948.58	1,442.41	2.72
NIELSEN HOLDINGS B.V. CUSIP: N63218106 ACCOUNT NUMBER: 52318001	752.000	30.590	23,003.68	20,340.43	2,663.25	0.00	0.00
NOKIAN RENKAAT OYJ CUSIP: 65528V107 ACCOUNT NUMBER: 52318002	1,085.000	20.150	21,862.75	22,673.00	- 810.25	667.28	3.05
NOVO NORDISK A/S - ADR SPONSORED ADR CUSIP: 670100205 ACCOUNT NUMBER: 52318001	77.000	163.210	12,567.17	5,497.68	7,069.49	141.06	1.12
PETROLEO BRASILEIRO S.A.- COMM - ADR SPONSORED ADR CUSIP: 71654V408 ACCOUNT NUMBER: 52318002	783.000	19.470	15,245.01	18,017.46	- 2,772.45	86.13	0.56
POTASH CORP SASK CUSIP: 73755L107 ACCOUNT NUMBER: 52318002	630.000	40.690	25,634.70	27,019.09	- 1,384.39	529.20	2.06

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INTERNATIONAL EQUITIES *(continued)*							
QIAGEN N.V. CUSIP: N72482107 ACCOUNT NUMBER: 52318002	1,103.000	18.150	20,019.23	22,999.89	- 2,980.66	0.00	0.00
RIO TINTO PLC - ADR SPONSORED ADR CUSIP: 767204100 ACCOUNT NUMBER: 52318001	55.000	58.090	3,194.95	3,549.38	- 354.43	91.03	2.85
ROCHE HOLDINGS LTD - ADR SPONSORED ADR CUSIP: 771195104 ACCOUNT NUMBER: 52318002	840.000	50.500	42,420.00	37,148.04	5,271.96	1,295.28	3.05
ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS CUSIP: 780259206 ACCOUNT NUMBER: 52318001	464.000	68.950	31,992.80	6,496.94	25,495.86	1,356.74	4.24
SAP AG - ADR SPONSORED ADR CUSIP: 803054204 ACCOUNT NUMBER: 52318002	818.000	80.380	65,750.84	41,098.18	24,652.66	552.15	0.84
SASOL LIMITED - ADR SPONSORED ADR CUSIP: 803866300 ACCOUNT NUMBER: 52318002	326.000	43.290	14,112.54	13,924.10	188.44	606.03	4.29
SCHLUMBERGER LTD CUSIP: 806857108 ACCOUNT NUMBER: 52318001	627.000	69.299	43,450.22	23,180.35	20,269.87	689.70	1.59
SCHLUMBERGER LTD CUSIP: 806857108 ACCOUNT NUMBER: 52318002	598.000	69.299	41,440.56	41,780.00	- 339.44	657.80	1.59
SCHNEIDER ELECTRIC SA CUSIP: 80687P106 ACCOUNT NUMBER: 52318002	2,181.000	14.790	32,256.99	21,485.26	10,771.73	719.73	2.23

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities *(continued)*							
INTERNATIONAL EQUITIES *(continued)*							
SIGNET JEWELERS LIMITED CUSIP: G81276100 ACCOUNT NUMBER: 52318001	247.000	53.400	13,189.80	9,634.92	3,554.88	118.56	0.90
SONOVA HOLDING AG CUSIP: 83569C102 ACCOUNT NUMBER: 52318002	1,083.000	22.350	24,205.05	20,615.02	3,590.03	0.00	0.00
SVENSKA HANDELSBANKEN AB CUSIP: 86959C103 ACCOUNT NUMBER: 52318002	777.000	18.030	14,009.31	12,991.21	1,018.10	435.12	3.11
SWATCH GROUP AG CUSIP: 870123106 ACCOUNT NUMBER: 52318002	1,251.000	25.400	31,775.40	22,937.46	8,837.94	439.10	1.38
SYSMEX CORPORATION CUSIP: 87184P109 ACCOUNT NUMBER: 52318002	1,009.000	23.000	23,207.00	20,041.25	3,165.75	168.50	0.73
TAIWAN SEMICONDUCTOR MANUFACTU - ADR SPONSORED ADR CUSIP: 874039100 ACCOUNT NUMBER: 52318002	2,160.000	17.160	37,065.60	23,601.43	13,464.17	859.68	2.32
TE CONNECTIVITY LTD CUSIP: H84989104 ACCOUNT NUMBER: 52318001	348.000	37.120	12,917.76	5,971.33	6,946.43	292.32	2.26
TESCO PLC - ADR SPONSORED ADR CUSIP: 881575302 ACCOUNT NUMBER: 52318002	1,136.000	16.580	18,834.88	24,017.50	- 5,182.62	748.62	3.97
TURKIYE GARANTI BANKASI A.S. CUSIP: 900148701 ACCOUNT NUMBER: 52318002	6,058.000	5.200	31,501.60	31,554.92	- 53.32	345.31	1.10
UNI CHARM CORPORATION CUSIP: 90460M204 ACCOUNT NUMBER: 52318002	2,940.000	10.430	30,664.20	23,832.86	6,831.34	585.06	1.91

ASSET DETAIL *(continued)*

Equities *(continued)*

INTERNATIONAL EQUITIES *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
UNILEVER PLC - ADR SPONSORED ADR CUSIP: 904767704 ACCOUNT NUMBER: 52318002	498.000	38.720	19,282.56	13,652.72	5,629.84	610.55	3.17
WPP GROUP PLC AMERICAN DEPOSITARY SH CUSIP: 92933H101 ACCOUNT NUMBER: 52318002	519.000	72.900	37,835.10	19,298.19	18,536.91	1,050.46	2.78
XINYI GLASS HOLDINGS LTD CUSIP: 98418R100 ACCOUNT NUMBER: 52318002	977.000	12.530	12,241.81	10,808.55	1,433.26	136.78	1.12
0A0 GAZPROM LEVEL 1 ADR PROGRAM (RUSSIA) CUSIP: 368287207 ACCOUNT NUMBER: 52318002	1,120.000	9.730	10,897.60	12,879.54	- 1,981.94	509.60	4.68
Total International Equities			**$1,810,676.41**	**$1,443,005.52**	**$367,670.89**	**$35,130.78**	**1.94%**

DOMESTIC MUTUAL FUNDS

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
CRM MID CAP VALUE FUND-INSTITUTIONAL SHARES #32 SYMBOL: CRIMX CUSIP: 92934R769 ACCOUNT NUMBER: 52318003	23,672.727	$30.780	$728,646.54	$688,211.36	$40,435.18	$9,492.76	1.30%
EDGEWOOD GROWTH INSTL #2131 SYMBOL: EGFIX CUSIP: 0075W0759 ACCOUNT NUMBER: 52318003	80,999.745	13.840	1,121,036.47	1,056,266.96	64,769.51	0.00	0.00
ISHARES S & P PREF STK INDX FN SYMBOL: PFF CUSIP: 464288687 ACCOUNT NUMBER: 52318001	1,392.000	39.620	55,151.04	54,547.75	603.29	3,317.14	6.01
KALMAR GROWTH WITH VALUE SMALL CAP FUND #2 SYMBOL: KGSCX CUSIP: 483438206 ACCOUNT NUMBER: 52318003	32,447.910	16.200	525,656.14	486,408.14	39,248.00	0.03	0.00

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
DOMESTIC MUTUAL FUNDS *(continued)*							
ROYCE PREMIER FUND W CLASS#566 SYMBOL: RPRWX CUSIP: 780905451 ACCOUNT NUMBER: 52318003	25,134.236	19.200	482,577.33	399,778.17	82,799.16	5,051.98	1.05
T ROWE PRICE EQUITY INCOME #71 SYMBOL: PRFDX CUSIP: 779547108 ACCOUNT NUMBER: 52318003	21,351.608	26.450	564,750.03	539,294.36	25,455.67	11,956.90	2.12
T ROWE PRICE MID CAP GROWTH FD INC COM SYMBOL: RPMGX CUSIP: 779556109 ACCOUNT NUMBER: 52318003	11,068.815	56.470	625,055.98	579,676.66	45,379.32	0.00	0.00
WELLS FARGO ADVANTAGE C&B LARGE CAP VALUE FUND CLASS I - #1868 SYMBOL: CBLSX CUSIP: 94975J268 ACCOUNT NUMBER: 52318003	61,573.546	8.650	532,611.17	540,000.00	- 7,388.83	10,467.50	1.96
Total Domestic Mutual Funds			**$4,635,484.70**	**$4,344,183.40**	**$291,301.30**	**$40,286.31**	**0.87%**
INTERNATIONAL MUTUAL FUNDS							
ABERDEEN EMERGING MARKETS INSTITUTIONAL FUND #5840 SYMBOL: ABEMX CUSIP: 003021714 ACCOUNT NUMBER: 52318003	61,571.418	$15.860	$976,522.69	$724,542.75	$251,979.94	$10,651.86	1.09%
HARBOR INTERNATIONAL FUND CLASS INSTITUTIONAL #2011 SYMBOL: HAINX CUSIP: 411511306 ACCOUNT NUMBER: 52318003	17,925.773	62.120	1,113,549.02	1,114,757.32	- 1,208.30	22,514.77	2.02
OPPENHEIMER DEVELOPING MKT-Y #788 SYMBOL: ODVYX CUSIP: 683974505 ACCOUNT NUMBER: 52318003	16,615.028	34.880	579,532.18	573,667.77	5,864.41	4,137.14	0.71
Total International Mutual Funds			**$2,669,603.89**	**$2,412,967.84**	**$256,636.05**	**$37,303.77**	**1.40%**
Total Equities			**$10,864,267.80**	**$9,430,462.75** ✓	**$1,433,805.05** ✓	**$146,782.56**	**1.35%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Complementary Strategies							
OTHER							
DRIEHAUS ACTIVE INCOME FUND SYMBOL: LCMAX CUSIP: 262028855 ACCOUNT NUMBER: 52318003	35,746.202	$10.670	$381,411.98	$400,000.00	- $18,588.02	$9,579.98	2.51%
EATON VANCE GLOBAL MACRO ABSOLUTE RETURN FUND CLASS I #0088 SYMBOL: EIGMX CUSIP: 277923728 ACCOUNT NUMBER: 52318003	49,096.653	9.830	482,620.10	499,219.57	- 16,599.47	19,049.50	3.95
Total Other			**$864,032.08** ✓	**$899,219.57** ✓	**- $35,187.49**	**$28,629.48**	**3.31%**
Total Complementary Strategies			**$864,032.08**	**$899,219.57**	**- $35,187.49**	**$28,629.48**	**3.31%**

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Real Assets							
REAL ESTATE INVESTMENT TRUSTS (REITS)							
AMERICAN TOWER CORP SYMBOL: AMT CUSIP: 03027X100 ACCOUNT NUMBER: 52318001	503.000	$77.270	$38,866.81	$13,450.77	$25,416.04	$482.88	1.24%
Total Real Estate Investment Trusts (Reits)			**$38,866.81**	**$13,450.77**	**$25,416.04**	**$482.88**	**1.24%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Real Assets *(continued)*							
REAL ASSET FUNDS							
EII INTERNATIONAL PROPERTY-I#30 SYMBOL: EIIPX CUSIP: 26852M105 ACCOUNT NUMBER: 52318003	13,557.398	$19.300	$261,657.78	$250,340.14	$11,317.64	$13,204.91	5.05%
JP MORGAN ALERIAN MLP INDEX EXCHANGE TRADED NOTE SYMBOL: AMJ CUSIP: 46625H365 ACCOUNT NUMBER: 52318003	9,159.000	38.460	352,255.14	345,650.44	6,604.70	18,528.66	5.26
PIMCO COMMODITY REAL RETURN STRATEGY FUND-CLASS I #45 SYMBOL: PCRIX CUSIP: 722005667 ACCOUNT NUMBER: 52318003	84,097.441	6.640	558,407.01	695,166.73	- 136,759.72	14,801.15	2.65
Total Real Asset Funds			**$1,172,319.93**	**$1,291,157.31**	**- $118,837.38**	**$46,534.72**	**3.97%**
Total Real Assets			**$1,211,186.74** ✓	**$1,304,608.08** ✓	**- $93,421.34**	**$47,017.60**	**3.88%**

	Account Value as of 12/31/12	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income
TOTAL ASSETS	**$18,676,600.79**	**$17,266,448.75**	**$1,410,152.04**	**$400,152.23**