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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

MACWILLIAMS FAMILY FOUNDATION

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

20145 SW NANCY LANE

City or town, state, and ZIP code

ALOHA, OR 97007

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

>\$ **2,142,918.**

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

91-1810520

B Telephone number

503 642-7540C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**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)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue			N/A	
1 Contributions, gifts, grants, etc., received				
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	57,743.	57,168.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	192,339.			
b Gross sales price for all assets on line 6a	936,035.			
7 Capital gain net income (from Part IV, line 2)		192,339.		
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	191.	0.		STATEMENT 2
12 Total. Add lines 1 through 11	250,273.	249,507.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	5,235.	5,235.		0.
c Other professional fees STMT 4	16,077.	16,077.		0.
17 Interest				
18 Taxes STMT 5	1,002.	1,002.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	5,285.	5,285.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	27,599.	27,599.		0.
25 Contributions, gifts, grants paid	66,772.			66,772.
26 Total expenses and disbursements. Add lines 24 and 25	94,371.	27,599.		66,772.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	155,902.			
b Net investment income (if negative, enter -0-)		221,908.		
c Adjusted net income (if negative, enter -0-)			N/A	

9/4
5

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	160,025.	139,728.	139,728.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	109,202.	109,763.	113,064.
	b Investments - corporate stock STMT 8	1,763,280.	1,929,264.	1,838,592.
	c Investments - corporate bonds STMT 9	41,092.	50,746.	51,534.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	2,073,599.	2,229,501.	2,142,918.	
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	2,073,599.	2,229,501.	
30 Total net assets or fund balances	2,073,599.	2,229,501.		
31 Total liabilities and net assets/fund balances	2,073,599.	2,229,501.		

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	2,073,599.
2 Enter amount from Part I, line 27a	2	155,902.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,229,501.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,229,501.

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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 PUBLICLY TRADED SECURITIES	P		
b CAPITAL GAINS DIVIDENDS			
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 935,932.		743,696.	192,236.
b 103.			103.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			192,236.
b			103.
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	192,339.
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	104,439.	1,939,755.	.053841
2010	86,610.	1,795,909.	.048226
2009	83,307.	1,553,296.	.053632
2008	88,136.	1,766,727.	.049887
2007	74,600.	1,931,386.	.038625

2 Total of line 1, column (d)	2	.244211
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	.048842
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,213,923.
5 Multiply line 4 by line 3	5	108,132.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,219.
7 Add lines 5 and 6	7	110,351.
8 Enter qualifying distributions from Part XII, line 4	8	66,772.

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)		1	4,438.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	4,438.
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	4,438.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,560.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,970.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,530.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	3.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	89.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 0. Refunded ☐	11	89.	

Part VII-A Statements Regarding Activities

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

N/A

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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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>PETER MACWILLIAMS</u> Telephone no. ► <u>503 642-7540</u> Located at ► <u>20145 SW NANCY LANE, ALOHA, OR</u> ZIP+4 ► <u>97009</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
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)? Organizations relying on a current notice regarding disaster assistance check here ► <u>N/A</u>	1b	
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.) <u>N/A</u>	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.) <u>N/A</u>	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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PETER MACWILLIAMS	DIRECTOR			
20145 SW NANCY LANE				
ALOHA, OR 97007	0.00	0.	0.	0.
SHARON MACWILLIAMS	DIRECTOR			
20145 SW NANCY LANE				
ALOHA, OR 97007	0.00	0.	0.	0.
REBEKAH MACWILLIAMS	DIRECTOR			
20145 SW NANCY LANE				
ALOHA, OR 97007	0.00	0.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 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	2,066,812.
b	Average of monthly cash balances	1b	180,826.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,247,638.
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	2,247,638.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	33,715.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,213,923.
6	Minimum investment return. Enter 5% of line 5	6	110,696.

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	110,696.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,438.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,438.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	106,258.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	106,258.
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	106,258.

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	66,772.
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	66,772.
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	66,772.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				106,258.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			63,796.	
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: ► \$ 66,772.				
a Applied to 2011, but not more than line 2a			63,796.	
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				2,976.
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				103,282.
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				

N/A

▶

☐ 4942(1)(3) or ☐ 4942(1)(5)

(e) Total

(4) Gross investment income

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
5 ROCK RANCH 23800 NW FLYING M ROAD YAMHILL, OR 97148	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	11,000.
AFRICA NEW LIFE MINISTRIES 7145 SW VARNS ST, SUITE 201 PORTLAND, OR 97223	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	1,272.
COUNTRYSIDE COMMUNITY CHURCH 18810 SW KRUGER RD SHERWOOD, OR 97140	NONE	NONE	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	33,000.
KENMORE COMMUNITY CHURCH 7504 NE BOTHELL WAY KENMORE, WA 98028	NONE	NONE	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	10,000.
PORTLAND RESCUE MISSION 111 WEST BURNSIDE STREET PORTLAND, OR 97208	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	7,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				66,772.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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)(3) 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.		

[illegible]

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		
	Signature of officer or trustee <i>Peter H. Meyers</i>		Date <i>7/26/13</i>			Title DIRECTOR	
Paid Preparer Use Only	Print/Type preparer's name KEITH H. MEYERS		Preparer's signature <i>[Signature]</i>		Date <i>6.26.13</i>	Check ☐ if self-employed	PTIN P00015111
	Firm's name ▶ PERKINS & COMPANY, P.C.					Firm's EIN ▶ 93-0928924	
	Firm's address ▶ 1211 S.W. FIFTH AVENUE, SUITE 1200 PORTLAND, OR 97204-3712					Phone no. 503-221-0336	

Form **990-PF** (2012)

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
HILLSBORO SCHOOLS FOUNDATION 5193 NE ELAM YOUNG PARKWAY, STE A HILLSBORO, OR 97124	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	500.
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD SUITE 300 JACKSONVILLE, FL 32256	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	4,000.
Total from continuation sheets				4,500.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
EDWARDS #2286	7,129.	10.	7,119.
EDWARDS #3346	1,848.	0.	1,848.
EDWARDS #3361	1,262.	0.	1,262.
EDWARDS #3379	2,198.	0.	2,198.
EDWARDS #3387	2,501.	4.	2,497.
EDWARDS #3395	2,230.	0.	2,230.
EDWARDS #3403	1,353.	0.	1,353.
EDWARDS #3411	1,273.	47.	1,226.
EDWARDS #5944	12,000.	0.	12,000.
WELLS FARGO #0131	1,653.	0.	1,653.
WELLS FARGO #0610	11,100.	0.	11,100.
WELLS FARGO #1960	762.	0.	762.
WELLS FARGO #2543	1,844.	0.	1,844.
WELLS FARGO #3171	4,886.	7.	4,879.
WELLS FARGO #3545	1,884.	0.	1,884.
WELLS FARGO #4889	479.	27.	452.
WELLS FARGO #7979	1,917.	0.	1,917.
WELLS FARGO #9296	1,527.	8.	1,519.
TOTAL TO FM 990-PF, PART I, LN 4	57,846.	103.	57,743.

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	191.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	191.	0.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEE	5,235.	5,235.		0.	
TO FORM 990-PF, PG 1, LN 16B	5,235.	5,235.		0.	

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	
ACCOUNT MANAGEMENT FEES	16,077.	16,077.		0.	
TO FORM 990-PF, PG 1, LN 16C	16,077.	16,077.		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	1,002.	1,002.		0.	
TO FORM 990-PF, PG 1, LN 18	1,002.	1,002.		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	
DEPARTMENT OF JUSTICE	307.	307.		0.	
OREGON CORPORATE DIVISION	50.	50.		0.	
INTERNAL REVENUE SERVICE	4,073.	4,073.		0.	
BANK CHARGES	855.	855.		0.	
TO FORM 990-PF, PG 1, LN 23	5,285.	5,285.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
EDWARDS #3395 (SEE ATTACHED SCHEDULE)	X		109,763.	113,064.
TOTAL U.S. GOVERNMENT OBLIGATIONS			109,763.	113,064.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			109,763.	113,064.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EDWARDS #5944 (SEE ATTACHED SCHEDULE)	726,706.	544,368.
EDWARDS #3361 (SEE ATTACHED SCHEDULE)	110,163.	93,565.
EDWARDS #3403 (SEE ATTACHED SCHEDULE)	150,012.	170,130.
EDWARDS #3379 (SEE ATTACHED SCHEDULE)	240,370.	282,799.
EDWARDS #3387 (SEE ATTACHED SCHEDULE)	181,699.	189,751.
EDWARDS #3411 (SEE ATTACHED SCHEDULE)	152,792.	159,860.
EDWARDS #3346 (SEE ATTACHED SCHEDULE)	110,000.	122,044.
EDWARDS #2286 (SEE ATTACHED SCHEDULE)	257,522.	276,075.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,929,264.	1,838,592.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EDWARDS #3395 (SEE ATTACHED SCHEDULE)	50,746.	51,534.
TOTAL TO FORM 990-PF, PART II, LINE 10C	50,746.	51,534.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

PETER MACWILLIAMS
SHARON MACWILLIAMS

MacWilliams Family Foundation
 EIN #91-1810520
 Edwards #3395



BENJAMIN F. EDWARDS & CO.
 INVESTMENTS for GENERATIONS
 One North Brentwood Blvd., Suite 850
 Saint Louis, MO 63105 314 728 1800



Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 1.00% of Portfolio									
Cash Balance				265.63	0.00				
FDIC Insured Bank Deposits									
DEUTSCHE BANK INS DEPOSIT E									
2,311.860	12/01/12	EMM003395	12/31/12	2,046.05	2,311.86	0.10	5.52	N/A	N/A
Total FDIC Insured Bank Deposits				\$2,046.05	\$2,311.86	\$0.10	\$5.52		
Total Cash, Money Funds, and Bank Deposits				\$2,311.68	\$2,311.86	\$0.10	\$5.52		

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income 99.00% of Portfolio (In CUSIP Sequence)									
U.S.Treasury Securities									
UNITED STATES TREAS NTS			Security Identifier 912828LZ1						
2.125% 11/30/14 B/E DTD 11/30/09									
1ST CPN DTE 05/31/10 CPN PMT SEMI ANNUAL Moody Rating AAA									
25,000 000	02/11/10 *	99 6250	12,132,906 19	103 5470	25,886 75	980 56	45 24	531 25	2.05%
			Original Cost Basis \$24,773.44						
UNITED STATES TREAS NTS			Security Identifier 912828MW7						
2 500% 03/31/15 B/E DTD 03/31/10									
1ST CPN DTE 09/30/10 CPN PMT SEMI ANNUAL Moody Rating AAA									
35,000 000	04/08/10 *	99 7250	12,133,903 87	104 9690	36,739 15	1,835 28	221.15	875 00	2 38%
			Original Cost Basis \$34,794 92						
UNITED STATES TREAS NTS			Security Identifier 912828QH6						
1.250% 02/15/14 B/E DTD 02/15/11									
1ST CPN DTE 08/15/11 CPN PMT SEMI ANNUAL Moody Rating AAA									
Total Noncovered	Multiple*,†	99 8520	12,131,970 49	101 1600	20,232 00	261 51	93 75	250 00	1 23%
20,000 000	Original Cost Basis \$19,922.56								
Total U.S. Treasury Securities			\$79,780.55	1	\$82,857.90	2	\$3,077.35	\$360.14	\$1,656.25
80,000.000									



U.S. Government Obligation

$$\begin{array}{r}
 \textcircled{1} \quad \text{Cost} \\
 \textcircled{3} \quad 79,780.55 + \\
 \quad \quad 29,982.93 = \\
 \hline
 \quad \quad 109,763.48 * \text{TR}
 \end{array}$$

$$\begin{array}{r}
 \text{FMV} \\
 \textcircled{2} \quad 82,857.90 + \\
 \textcircled{4} \quad 30,205.60 = \\
 \hline
 \quad \quad 113,063.50 * \text{TR}
 \end{array}$$



Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income (continued)									
U.S. Government Bonds									
FEDERAL HOME LN BKS BONDS SER 1210			Security Identifier: 3133XP2W3						
3 375% 02/27/13 B/E DTD 01/17/08									
1ST CPN DTE 02/27/08 CPN PMT SEMI ANNUAL Moody Rating AAA S									
& P Rating AA+									
20,000 000	05/06/08 *	99 9520	12,131,990.37	100.4970	20,099.40	109.03	232.50	675.00	3.35%
			Original Cost Basis \$19,731.00						
FEDERAL FARM CR BKS CONS SYSTEMWIDE BDS			Security Identifier: 31331KAH3						
CONS BOND 1 125% 02/27/14 B/E									
DTD 01/19/11 1ST CPN DTE 02/27/11 Moody Rating AAA S & P									
Rating AA+									
10,000 000	01/14/11 *	99 9260	12,139,992.56	101.0620	10,106.20	113.64	38.75	112.50	1.11%
			Original Cost Basis \$9,980.30						
Total U.S. Government Bonds			\$29,982.93	3	\$30,205.60	4	\$222.67	\$271.25	\$787.50
30,000.000									
Corporate Bonds									
AT&T INC GLOBAL NOTES FIXED RT			Security Identifier: 00206RAV4						
2 500% 08/15/15 B/E DTD 07/30/10									
CALLABLE 1ST CPN DTE 02/15/11 Moody Rating A2 S & P Rating A-									
10,000 000	03/18/11 *	100 3340	12,131,033.35	104.2580	10,425.80	392.45	94.44	250.00	2.39%
			Original Cost Basis \$10,054.70						
BANK NOVA SCOTIA B C SR NT			Security Identifier: 064159AM8						
ISIN#US064159AM82 2 550% 01/12/17 B/E									
DTD 01/12/12 CALLABLE Moody Rating Aa1 S & P Rating AA-									
5,000 000	10/23/12 *	105 5380	5,276.88	105.2240	5,261.20	-15.68	59.85	127.50	2.42%
			Original Cost Basis \$5,288.80						
COCA COLA CO FIXED RT NT			Security Identifier: 191216AY6						
1 650% 03/14/18 B/E DTD 03/14/12									
CALLABLE 1ST CPN DTE 09/14/12 Moody Rating AA3 S & P Rating									
AA-									
5,000 000	03/09/12 *	99 7960	12,134,989.82	102.4330	5,121.65	131.83	24.52	82.50	1.61%
			Original Cost Basis \$4,988.35						
DEERE JOHN CAP CORP GLOBAL NT			Security Identifier: 244217BK0						
5 100% 01/15/13 B/E DTD 01/10/03									
CALLABLE 1ST CPN DTE 07/15/03 Moody Rating A2 S & P Rating A									
10,000 000	06/03/08 *	100.0190	12,131,001.94	100.1470	10,014.70	12.76	235.17	510.00	5.09%
			Original Cost Basis \$10,192.20						



BENJAMIN F. EDWARDS & CO.
 INVESTMENTS for GENERATIONS
 One North Brentwood Blvd., Suite 550
 Saint Louis, MO 63105 314.726.1600



Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income (continued)									
Corporate Bonds (continued)									
GENERAL ELEC CAP CORP MEDIUM TERM NTS			Security Identifier: 36962G5W0						
FIXED RT SER A 2 300% 04/27/17 B/E									
DTD 04/27/12 1ST CPN DTE 10/27/12 Moody Rating A1 S & P Rating									
AA+									
5,000.000	08/24/12 *	102.7270	5,136.35	103.6880	5,184.40	48.05	20.44	115.00	2.21%
			Original Cost Basis \$5,146.55						
GEORGIA PWR CO SR NT SER 2011B			Security Identifier: 373334JV4						
3.000% 04/15/16 B/E DTD 04/19/11									
CALLABLE 1ST CPN DTE 10/15/11 Moody Rating A3 S & P Rating A									
5,000.000	03/01/12 *	105.3730	12,135,268.64	106.8930	5,344.65	76.01	31.67	150.00	2.80%
			Original Cost Basis \$5,333.50						
GLAXOSMITHKLINE CAP PLC			Security Identifier: 377373AC9						
GTD NT ISIN#US377373AC98									
1.500% 05/08/17 B/E DTD 05/09/12 Moody Rating A1 S & P Rating									
A+									
5,000.000	08/17/12 *	100.9500	5,047.48	101.4540	5,072.70	25.22	11.04	75.00	1.47%
			Original Cost Basis \$5,051.25						
MANITOBA PROV CANADA ISIN#US563469TU95			Security Identifier: 563469TU9						
1.300% 04/03/17 B/E DTD 03/07/12									
FOREIGN SECURITY 1ST CPN DTE 10/03/12 Moody Rating Aa1 S & P									
Rating AA									
5,000.000	02/29/12 *	99.8300	12,134,991.51	102.1800	5,109.00	117.49	15.89	65.00	1.27%
			Original Cost Basis \$4,989.95						
Total Corporate Bonds			\$50,745.97	TR	\$51,534.10	TR	\$788.13	\$493.02	\$1,375.00
50,000.000									
Total Fixed Income									
160,000.000			\$160,509.45		\$164,597.60	\$4,088.15	\$1,124.41	\$3,818.75	





BENJAMIN F. EDWARDS & CO.
 INVESTMENTS for GENERATIONS
 One North Brentwood Blvd., Suite 850
 Saint Louis, MO 63105 314 726 1600



Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 16.00% of Portfolio									
FDIC Insured Bank Deposits									
DEUTSCHE BANK INS DEPOSIT E									
100,308.770	12/01/12	EBR345944	12/31/12	112,677.36	100,308.77	4.37	120.37	N/A	N/A
Total FDIC Insured Bank Deposits				\$112,677.36	\$100,308.77	\$4.37	\$120.37		
Total Cash, Money Funds, and Bank Deposits				\$112,677.36	\$100,308.77	\$4.37	\$120.37		

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 84.00% of Portfolio								
Common Stocks								
INTEL CORP COM								
CUSIP 458140100								
Dividend Option Cash								
Total Noncovered	Multiple*.Y	0.2420	136,386.20	20.6200	544,368.00	537,981.80	23,760.00	4.36%
26,400,000								
Total Common Stocks			\$6,386.20		\$544,368.00	\$537,981.80	\$23,760.00	
Total Equities			\$6,386.20		\$544,368.00	\$537,981.80	\$23,760.00	
			Cost Basis		Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings			\$106,694.97		\$644,676.77	\$537,981.80	\$0.00	\$23,880.37

* Noncovered under the cost basis rules as defined below
 Securities acquired before 2011 are generally not subject to the new cost basis reporting rules set forth in the Internal Revenue Code of 1986, as amended ("IRC") (incorporating amendments enacted by P.L. 110-343, the Emergency Economic Stabilization Act of 2008) and are, therefore, considered "noncovered," under the new cost basis reporting rules, and marked or denoted as such. All other securities in this section are securities which are "covered" under the new cost basis reporting rules. Securities which are "covered" under the new cost basis reporting rules are defined as securities which have been acquired on or after their "applicable date(s)" at which they are subject to the cost basis reporting rules and the adjusted basis will be reported to the IRS on form 1099-B for the applicable tax year in which the security is disposed.



PY Cost Basis
 Stock Sold
 CY Ending Cost Basis

734,578
 (7,872)
726,706

MacWilliams Family Foundation
 EIN #91-1810520
 Edwards #3361



BENJAMIN F. EDWARDS & CO.
 INVESTMENTS for GENERATIONS
 One North Brentwood Blvd., Suite 550
 Saint Louis MO 63105 314 726 1600

Statement Period: 12/01/2012 - 12/31/2012

FDIC Insured Bank Deposits *(continued)*

Date	Activity Type	Description	Amount	Balance
Sweep FDIC Insured Bank Deposits <i>(continued)</i>				
DEUTSCHE BANK INS DEPOSIT E <i>(continued)</i>				
12/19/12	Withdrawal	WITHDRAWAL	-138.44	5,952.53
12/26/12	Withdrawal	WITHDRAWAL	-391.04	5,561.49
12/28/12	Deposit	DEPOSIT	625.75	6,187.24
12/31/12	Closing Balance			\$6,187.24
Total FDIC Insured Bank Deposits				\$6,187.24

The FDIC Insured Bank Deposits are not securities and are not covered by the Securities Investor Protection Corporation (SIPC). The Bank Deposits at each bank are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000 for each category of legal ownership including individual retirement accounts and certain other self directed retirement accounts. Please review this in connection with other deposits you may have at each respective bank.

Note: For the period from December 31, 2010 through December 31, 2012 the FDIC provides unlimited insurance coverage on certain non interest bearing bank accounts. If your account is in such a program it will be stated in your Message section.

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 7.00% of Portfolio									
Cash Balance				860.32	332.09				
FDIC Insured Bank Deposits									
DEUTSCHE BANK INS DEPOSIT E									
6,187.240	12/01/12	EMM003361	12/31/12	4,455.03	6,187.24	0.26	5.26	N/A	N/A
Total FDIC Insured Bank Deposits				\$4,455.03	\$6,187.24	\$0.26	\$5.26		
Total Cash, Money Funds, and Bank Deposits				\$5,315.35	\$6,519.33	\$0.26	\$5.26		





Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 93.00% of Portfolio								
Common Stocks								
AXIS CAPITAL HLDGS LTD SHS Security Identifier: AXS								
ISIN#BMG0692U1099								
CUSIP G0692U109								
Dividend Option: Cash								
41 000	01/24/11	35 4970	\$1,455 39	34 6400	1,420 24	-35 15	41 00	2 88%
WEATHERFORD INTL LTD REG Security Identifier: WFT								
ISIN#CH0038838394								
CUSIP H27013103								
Dividend Option: Cash								
Total Covered	MultipleY	12 0100	1,525 22	11 1900	1,421.13	-104 09		
127 000								
UBS AG SHS NEW Security Identifier: UBS								
ISIN#CH0024899483								
CUSIP H89231338								
Dividend Option: Cash								
Total Covered	MultipleY	14 0490	\$2,037 06	15.7400	2,282 30	245 24	15 70	0 68%
145 000								
AGEAS SPONS ADR NEW Security Identifier: AGESY								
ISIN#US00844W2089								
CUSIP 00844W208								
Dividend Option: Cash								
Total Covered	MultipleY	19 1760	978.00	29 2880	1,493 69	515.69	37 81	2 53%
51 000								
ALLIANZ SE SPONS ADR REPSTG 1/10 SHS Security Identifier: AZSEY								
CUSIP 018805101								
Dividend Option: Cash								
Total Covered	MultipleY	12 2300	\$1,382 03	13 8170	1,561.32	179 29	48.48	3 10%
113 000								
ALSTOM ADR Security Identifier: ALSMY								
ISIN#US0212442075								
CUSIP 021244207								
Dividend Option: Cash								
Total Covered	MultipleY	4 0170	\$1,466.26	3 9730	1,450 15	-16 11	24 02	1 65%
365 000								
ALUMINA LTD SPONSORED ADR Security Identifier: AWC								
CUSIP 022205108								
Dividend Option: Cash								





BENJAMIN F. EDWARDS & CO.
 INVESTMENTS for GENERATIONS
 One North Brentwood Blvd., Suite 550
 Saint Louis MO 63105 314 726 1600



Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Common Stocks <i>(continued)</i>								
ALUMINA LTD SPONSORED ADR <i>(continued)</i>								
Total Covered	Multiple ^Y	7.9690	31,601.70	3.8600	775.86	-825.84	47.83	6.16%
201.000								
ANGLOGOLD ASHANTI LTD SPONORED ADR Security Identifier: AU								
ISIN#US0351282068								
CUSIP 035128206								
Dividend Option: Cash								
Total Covered	Multiple ^Y	41.4170	33,023.43	31.3700	2,290.01	-733.42	37.68	1.64%
73.000								
BANCO SANTANDER BRASIL SA ADS REPSTG Security Identifier: BSBR								
1 UNIT								
CUSIP 05967A107								
Dividend Option: Cash								
Total Covered	Multiple ^Y	7.2110	1,016.78	7.2800	1,026.48	9.70	14.36	1.39%
141.000								
BARRICK GOLD CORP COM Security Identifier: ABX								
ISIN#CA0679011084								
CUSIP 067901108								
Dividend Option: Cash								
Total Covered	Multiple ^Y	41.5430	34,029.70	35.0100	3,395.97	-633.73	77.60	2.28%
97.000								
CAMECO CORP COM ISIN#CA13321L1085 Security Identifier: CCJ								
CUSIP 13321L108								
Dividend Option: Cash								
Total Covered	Multiple ^Y	30.4580	35,116.92	19.7200	3,312.96	-1,803.96	67.78	2.04%
168.000								
CARREFOUR SA SPONSORED ADR Security Identifier: CRRFY								
ISIN#US1444302046								
CUSIP 144430204								
Dividend Option: Cash								





Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
CARREFOUR SA SPONSORED ADR (continued)								
Total Noncovered 53 000	09/03/09 *	8.9370	3473.66	5 1300	271.89	-201 77	4 24	1.56%
Total Covered 504 000	MultipleY	4 8940	3,12,466.62	5 1300	2,585 52	118 90	40 37	1.56%
1121 day(s) added to your holding period as a result of a wash sale								
557.000	Total		\$2,940.28		\$2,857.41	-\$82.87	\$44.61	
ELECTROBRAS CENTRAIS ELECTRICIAS ADR								
ISIN#US15234Q2075 CUSIP 15234Q207 Dividend Option Cash								
Total Covered 225 000	MultipleY	11.2640	32,534 31	3.1200	702 00	-1,832.31		
DAI NIPPON PRGTG LTD JAPAN SPON ADR								
ISIN#US2338063066 CUSIP 233806306 Dividend Option Cash								
255 000	01/24/11	13.9000	33,544 50	7 7840	1,984.92	-1,559 58	82 28	4 14%
DAIICHI SANKYO CO LTD SPON ADR LEVEL 1								
ISIN#US23381D1028 CUSIP 23381D102 Dividend Option Cash								
Total Covered 62.000	MultipleY	18 8830	31,170.74	15.2890	947.92	-222 82	39 77	4 19%
EAST JAPAN RY CO ADR								
ISIN#US2737021017 CUSIP 273702101 Dividend Option Cash								
Total Covered 105 000	MultipleY	11.6150	31,219 55	10.7560	1,129.38	-90.17	20 32	1 79%
ELECTRICITE DE FRANCE ADR								
CUSIP 285039103 Dividend Option Cash								
Total Covered 301 000	MultipleY	7 6350	32,298.28	3 7070	1,115 81	-1,182 47	62 67	5 61%

MacWilliams Family Foundation
 EIN #91-1810520
 Edwards #3361



BENJAMIN F. EDWARDS & CO.
 INVESTMENTS for GENERATIONS
 One North Brentwood Blvd., Suite 850
 Saint Louis, MO 63105 314 726 1600



Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
ERICSSON L M TEL CO ADR CL B SEK 10 NEW		Security Identifier: ERIC						
EXCH FOR ADR CL B SEK NEW								
CUSIP 294821608								
Dividend Option Cash								
Total Covered 199 000	Multiple ^Y	9 3180	31,854.33	10 1000	2,009.90	155.57	48.35	2.40%
FINMECCANICA SPA ADR		Security Identifier: FINMY						
CUSIP 318027208								
Dividend Option Cash								
Total Covered 736 000	Multiple ^Y	4 7030	33,461.56	2 8690	2,111.58	-1,349.98	141.39	6.69%
FUJIFILM HLDGS CORP ADR 2 ORD		Security Identifier: FUJNY						
ISIN#US35958N1072								
CUSIP 35958N107								
Dividend Option Cash								
64.000	01/24/11	36 9500	32,364.80	19 9270	1,275.33	-1,089.47	23.23	1.82%
GAZPROM O A O SPON ADR REG S		Security Identifier: OGZPY						
RESTRICTION LIFTED ISIN#US3682872078								
CUSIP 368287207								
Dividend Option Cash								
Total Covered 208 000	Multiple ^Y	10 7560	32,237.16	9.4080	1,956.86	-280.30	94.71	4.84%
GLAXOSMITHKLINE PLC SPONS ADR		Security Identifier: GSK						
CUSIP 37733W105								
Dividend Option Cash								
Total Noncovered 38.000	Multiple ^Y	53 3080	32,025.71	43.4700	1,651.86	-373.85	88.13	5.33%
Total Covered 14 000	02/07/11	38 9300	3545.02	43 4700	608.58	63.56	32.47	5.33%
52 000	Total		\$2,570.73		\$2,260.44	-\$310.29	\$120.60	

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Account Number EMM-003361
 MACWILLIAMS FAMILY FOUNDATION

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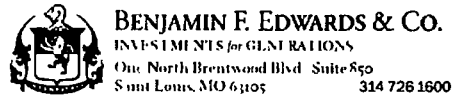
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 of The Bank of New York Mellon Corporation
 Fidelity LLC member FINRA NYSE SIPC



Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
GOLD FIELDS LTD NEW SPONS ADR								
CUSIP 38059T106								
Dividend Option Cash								
128 000	01/24/11	16 3070	32,087.32	12 4900	1,598.72	-488.60	63.33	3.96%
HOME RETAIL GROUP PLC SPONSORED ADR								
ISIN#US43731T1025								
CUSIP 43731T102								
Dividend Option Cash								
Total Covered	Multiple ^Y	7 3630	3,12876.20	8 2380	980.32	104.12	5.88	0.60%
119 000								
IMPALA PLTUM HLD LTD SPONSORED ADR								
REPSTEG 1/4 SH								
CUSIP 452553308								
Dividend Option Cash								
Total Covered	Multiple ^Y	18 6250	3838.11	19,7660	889.47	51.36	9.68	1.08%
45 000								
ING GROEP N V ADR								
CUSIP 456837103								
Dividend Option Cash								
Total Covered	Multiple ^Y	6 1950	3712.37	9 4900	1,091.35	378.98		
115 000								
KB FINL GROUP INC SPONSORED ADR REPSTG								
1 COM SH ISIN#US48241A1051								
CUSIP 48241A105								
Dividend Option Cash								
14 000	12/20/12	35 2080	492.91	35 9000	502.60	9.69	6.67	1.32%
KINROSS GOLD CORP COM NO PAR								
ISIN#CA4969024047								
CUSIP 496902404								
Dividend Option Cash								
Total Covered	Multiple ^Y	14.0690	3,13,770.42	9.7200	2,604.96	-1,165.46	42.88	1.64%
268 000								
623 day(s) added to your holding period as a result of a wash sale								
MS&AD INS GROUP HLDGS ADR								
ISIN#US5534911012								
CUSIP 553491101								
Dividend Option Cash								



Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
MS&AD INS GROUP HLDGS ADR (continued)								
Total Covered 287.000	Multiple ^Y	11.3110	33,246.37	9.8600	2,829.82	-416.55	76.07	2.68%
MANPOWER GROUP COM								
CUSIP: 56418H100 Security Identifier: MAN								
Dividend Option: Cash								
Total Covered 28.000	Multiple ^Y	33.1880	929.26	42.4400	1,188.32	259.06	24.08	2.02%
MARINE HARVEST ASA ADR								
ISIN#US56824R1068 Security Identifier: MNHVV								
CUSIP: 56824R106								
Dividend Option: Cash								
Total Covered 54.000	Multiple ^Y	10.3720	3,12560.07	18.4000	993.60	433.53		
MOSAIC CO NEW COM								
CUSIP: 61945C103 Security Identifier: MOS								
Dividend Option: Cash								
10.000	11/14/12	49.2080	492.08	56.6300	566.30	74.22	10.00	1.76%
NEWCREST MINING LTD ADR								
CUSIP: 651191108 Security Identifier: NCMGY								
Dividend Option: Cash								
Total Covered 85.000	Multiple ^Y	32.3050	32,745.96	23.0270	1,957.30	-788.66	25.73	1.31%
NINTENDO LTD ADR								
CUSIP: 654445303 Security Identifier: NTDOY								
Dividend Option: Cash								
Total Covered 84.000	Multiple ^Y	29.5490	32,482.12	13.2570	1,113.59	-1,368.53	10.83	0.97%





Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
NIPPON TELEG & TELEPHONE CORP								
SPONSORED ADR								
CUSIP 654624105								
Dividend Option Cash								
143 000	01/24/11	23 0950	33,302.64	21 0300	3,007.29	-295.35	121.96	4.05%
ORKLA A S SPONSORED ADR REPSTG								
SER A								
CUSIP 686331109								
Dividend Option Cash								
66 000	08/28/12	7 4240	489.98	8 7150	575.19	85.21	22.68	3.94%
PANASONIC CORP ADR								
ISIN#US69832A2050								
CUSIP 69832A205								
Dividend Option Cash								
Total Covered	Multiple ^Y	11 2000	32,542.33	6 0700	1,377.89	-1,164.44	12.48	0.90%
227 000								
POLYUS GOLD INTL LTD GDR LEVEL 1								
ISIN#US73180Y2037								
CUSIP 73180Y203								
Dividend Option Cash								
Total Covered	Multiple ^Y	3 3110	3,12536.44	3 2800	531.36	-5.08	5.99	1.12%
162 000								
Total Unallocated	Please Provide*	N/A	Please Provide	3.2800	475.60	N/A	5.36	1.12%
145 000								
307 000	Total		N/A		\$1,006.96	N/A	\$11.35	
ROHM CO LTD ADR								
CUSIP 775376106								
Dividend Option Cash								
Total Covered	Multiple ^Y	28 9100	32,110.40	16 1860	1,181.58	-928.82	16.60	1.40%
73 000								
SK TELECOM LTD SPONSORED ADR								
ISIN#US78440P1084								
CUSIP 78440P108								
Dividend Option Cash								
161 000	01/24/11	17 4370	32,807.38	15 8300	2,548.63	-258.75	108.63	4.26%



MacWilliams Family Foundation
 EIN #91-1810520
 Edwards #3361



BENJAMIN F. EDWARDS & CO.
 INVESTMENTS for GENERATIONS
 One North Brentwood Blvd., Suite 850
 Saint Louis, MO 63105 314 726 1600



Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
SANOFI SPONS ADR								
Security Identifier: SNY								
ISIN#US80105N1054								
CUSIP 80105N105								
Dividend Option Cash								
Total Noncovered	Multiple*.Y	32 4660	131,850.58	47.3800	2,700.66	850.08	81.55	3.01%
57 000								
SEKISUI HOUSE LTD SPONSORED ADR								
Security Identifier: SKHSY								
CUSIP 816078307								
Dividend Option Cash								
153 000	01/24/11	9.9600	31,523.88	10.8950	1,666.94	143.06	33.76	2.02%
SEVEN & I HLDGS CO LTD ADR								
Security Identifier: SVNDY								
ISIN#US81783H1059								
CUSIP 81783H105								
Dividend Option Cash								
Total Noncovered	Multiple*.Y	45 3930	131,361.78	56.3700	1,691.10	329.32	42.95	2.54%
30 000								
SHISEIDO LTD SPON ADR								
Security Identifier: SSDOY								
CUSIP 824841407								
Dividend Option Cash								
Total Covered	Multiple.Y	18 1930	32,419.73	14.0750	1,871.98	-547.75	70.03	3.74%
133 000								
SIEMENS A G SPONSORED ADR								
Security Identifier: SI								
ISIN#US8261975010								
CUSIP 826197501								
Dividend Option Cash								
Total Covered	Multiple.Y	117 3340	31,877.35	109.4700	1,751.52	-125.83	45.53	2.59%
16.000								





Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
SUMITOMO MITSUI TR HLDGS INC SPONS ADR			Security Identifier: SUTNY					
ISIN#US86562X1063								
CUSIP: 86562X106								
Dividend Option: Cash								
Total Covered	Multiple ^Y	3.3210	\$1,976.18	3.4810	2,071.20	95.02	51.17	2.47%
595.000								
SWISSCOM SPON ADR			Security Identifier: SCMWY					
CUSIP: 871013108								
Dividend Option: Cash								
49.000	01/24/11	43.8500	\$2,148.65	43.0220	2,108.08	-40.57	97.26	4.61%
TALISMAN ENERGY INC COM			Security Identifier: TLM					
CUSIP: 87425E103								
Dividend Option: Cash								
Total Covered	Multiple ^Y	12.3870	\$1,907.59	11.3300	1,744.82	-162.77	41.58	2.38%
154.000								
TELECOM ITALIA S P A NEW SPON ADR REPSTG			Security Identifier: TI A					
SVCS SHS ISIN#US87927Y2019								
CUSIP: 87927Y201								
Dividend Option: Cash								
Total Covered	Multiple ^Y	11.4250	\$3,061.88	7.9000	2,117.20	-944.68	145.34	6.86%
268.000								
TEVA PHARMACEUTICAL INDUSTRIES LTD ADR			Security Identifier: TEVA					
ISIN#US8816242098								
CUSIP: 881624209								
Dividend Option: Cash								
Total Covered	Multiple ^Y	40.2550	2,254.27	37.3400	2,091.04	-163.23	45.01	2.15%
56.000								
TOYOTA MTR CO SPON ADR			Security Identifier: TM					
CUSIP: 892331307								
Dividend Option: Cash								
18.000	04/07/05 *	76.7000	\$131,380.60	93.2500	1,678.50	297.90	24.74	1.47%
VIVENDI SA ADR			Security Identifier: VIVHY					
ISIN#US92852T2015								
CUSIP: 92852T201								
Dividend Option: Cash								
Total Covered	Multiple ^Y	17.6550	\$847.46	22.3470	1,072.66	225.20	51.42	4.79%
48.000								



BENJAMIN F. EDWARDS & CO.
 INVESTMENTS for GENERATIONS
 One North Brentwood Blvd. Suite 850
 Saint Louis, MO 63105 314 726 1600



Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
VODAFONE GROUP PLC SPON ADR NEW		Security Identifier: VOD						
ISIN# US92857W2098								
CUSIP 92857W209								
Dividend Option: Cash								
Total Noncovered	Multiple*.Y	22 0380	131,718.94	25.1900	1,964.82	245.88	117.00	5.95%
78,000								
Total Covered	12/20/12	25 4200	533.81	25.1900	528.99	-4.82	31.50	5.95%
21,000								
99,000	Total		\$2,252.75		\$2,493.81	\$241.06	\$148.50	
WACOAL HLDGS CORP ADR		Security Identifier: WACL						
ISIN# US9300042051								
CUSIP 930004205								
Dividend Option: Cash								
26,000	01/24/11	69.0200	\$1,794.52	51.6800	1,343.68	-450.84	42.34	3.15%
WOLTERS KLUWER N V SPON ADR		Security Identifier: WTKWY						
CUSIP 977874205								
Dividend Option: Cash								
Total Covered	MultipleY	22 8890	\$2,655.08	20.4020	2,366.63	-288.45	85.63	3.61%
116,000								
Total Common Stocks			\$110,163.39		\$93,565.37	-\$17,073.62	\$2,665.85	
Total Equities			\$110,163.39		\$93,565.37	-\$17,073.62	\$2,665.85	
			Cost Basis		Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings			\$116,682.72		\$100,084.70	-\$17,073.62	\$0.00	\$2,671.11





BENJAMIN F. EDWARDS & CO.
 INVESTMENTS for GENERATIONS
 One North Brentwood Blvd., Suite 850
 Saint Louis, MO 63105 314 726-1600



Statement Period: 12/01/2012 - 12/31/2012

FDIC Insured Bank Deposits (continued)

Date	Activity Type	Description	Amount	Balance
Sweep FDIC Insured Bank Deposits (continued)				
DEUTSCHE BANK INS DEPOSIT E (continued)				
12/28/12	Deposit	DEPOSIT	10 92	4,499 24
12/31/12	Deposit	DEPOSIT	3 74	4,502 98
12/31/12	Closing Balance			\$4,502.98

Total FDIC Insured Bank Deposits

\$4,502.98

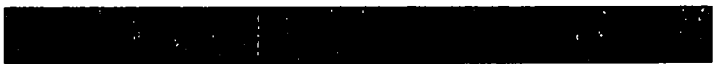
The FDIC Insured Bank Deposits are not securities and are not covered by the Securities Investor Protection Corporation (SIPC). The Bank Deposits at each bank are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000 for each category of legal ownership including individual retirement accounts and certain other self directed retirement accounts. Please review this in connection with other deposits you may have at each respective bank.

Note: For the period from December 31, 2010 through December 31, 2012 the FDIC provides unlimited insurance coverage on certain non interest bearing bank accounts. If your account is in such a program it will be stated in your Message section.

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 3.00% of Portfolio									
Cash Balance				1,681.25	0.72				
FDIC Insured Bank Deposits									
DEUTSCHE BANK INS DEPOSIT E									
4,502.980	12/01/12	EMM003403	12/31/12	3,789.84	4,502.98	0.19	3.78	N/A	N/A
Total FDIC Insured Bank Deposits				\$3,789.84	\$4,502.98	\$0.19	\$3.78		
Total Cash, Money Funds, and Bank Deposits				\$5,471.09	\$4,503.70	\$0.19	\$3.78		





Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 97.00% of Portfolio								
Common Stocks								
ASML HLDG N V N Y REGISTRY SHS NEW		Security Identifier: ASML						
2012								
CUSIP N07059210								
Dividend Option Cash								
Total Covered	Multiple ^Y	59.1260	3,488.42	64.4100	3,800.19	311.77	39.69	1.04%
59 000								
ADT CORP COM		Security Identifier: ADT						
CUSIP 001011106								
Dividend Option Cash								
39 000	11/28/12	43.1090	1,681.25	46.4900	1,813.11	131.86	19.50	1.07%
ALLERGAN INC COM		Security Identifier: AGN						
CUSIP 018490102								
Dividend Option Cash								
19 000	10/17/12	95.2700	1,810.13	91.7300	1,742.87	-67.26	3.80	0.21%
AMAZON COM INC		Security Identifier: AMZN						
CUSIP 023135106								
Dividend Option Cash								
Total Noncovered	09/14/10 *	144.7550	3289.51	250.8700	501.74	212.23		
2 000								
Total Covered	Multiple ^Y	201.1780	34,627.09	250.8700	5,770.01	1,142.92		
23 000								
25.000	Total		\$4,916.60		\$6,271.75	\$1,355.15	\$0.00	
AMERICAN INTL GROUP INC COM NEW		Security Identifier: AIG						
CUSIP 026874784								
Dividend Option Cash								
Total Covered	Multiple ^Y	35.0250	3,537.54	35.3000	3,565.30	27.76		
101 000								
ANHEUSER BUSCH INBEV SA NV SPONSORED ADR		Security Identifier: BUD						
ISIN#US03524A1088								
CUSIP 03524A108								
Dividend Option Cash								
Total Covered	Multiple ^Y	85.3010	3,412.05	87.4100	3,496.40	84.35	51.70	1.47%
40 000								
APPLE INC COM		Security Identifier: AAPL						
CUSIP 037833100								
Dividend Option Cash								
Total Noncovered	Multiple ^Y	120.8230	132,537.29	532.1729	11,175.63	8,638.34	222.60	1.99%
21 000								



BENJAMIN F. EDWARDS & CO.
 INVESTMENTS for GENERATIONS
 One North Brentwood Blvd., Suite 850
 Saint Louis, MO 63105 314 726 1600



Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
BIOGEN IDEC INC COM		Security Identifier: BILB						
CUSIP 09062X103								
Dividend Option Cash								
Total Covered	Multiple ^Y	117 4250	31,761.37	146.3700	2,195.55	434.18		
15 000								
BOEING CO COM		Security Identifier: BA						
CUSIP 097023105								
Dividend Option Cash								
Total Noncovered	Multiple ^Y	64 6710	31,034.74	75.3600	1,205.76	171.02	31.04	2.57%
16 000								
Total Covered	12/05/11	71 3310	3713.31	75.3600	753.60	40.29	19.40	2.57%
10 000								
26.000	Total		\$1,748.05		\$1,959.36	\$211.31	\$50.44	
BORGWARNER INC COM		Security Identifier: BWA						
CUSIP 099724106								
Dividend Option Cash								
Total Noncovered	08/11/10 *	45 1950	3361.56	71.6200	572.96	211.40		
8 000								
Total Covered	Multiple ^Y	71 6310	31,074.46	71.6200	1,074.30	-0.16		
15.000								
23.000	Total		\$1,436.02		\$1,647.26	\$211.24	\$0.00	
BRISTOL MYERS SQUIBB CO COM		Security Identifier: BMY						
CUSIP 110122108								
Dividend Option Cash								
Total Covered	Multiple ^Y	33 2490	3,590.92	32.5900	3,519.72	-71.20	151.20	4.29%
108 000								
CAMERON INTL CORP COM		Security Identifier: CAM						
CUSIP 13342B105								
Dividend Option Cash								
15 000	12/18/12	56 3890	845.83	56.4600	846.90	1.07		





Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
CERNER CORP Security Identifier: CERN								
CUSIP 156782104								
Dividend Option Cash								
Total Covered	Multiple ^Y	71 6600	\$1,576.52	77 5100	1,705 22	128 70		
22 000								
COCA COLA COMPANY Security Identifier: KO								
CUSIP 191216100								
Dividend Option Cash								
Total Noncovered	03/05/10 *	27.3820	\$657.17	36 2500	870.00	212 83	24 48	2 81%
24 000								
Total Covered	Multiple ^Y	35 1350	\$4,286 50	36 2500	4,422 50	136 00	124 44	2 81%
122 000								
146.000	Total		\$4,943.67		\$5,292.50	\$348.83	\$148.92	
CROWN CASTLE INTL CORP COM Security Identifier: CCI								
CUSIP 228227104								
Dividend Option Cash								
Total Covered	Multiple ^Y	56 1680	\$3,482 44	72 1600	4,473 92	991.48		
62 000								
DANAHER CORP COM Security Identifier: DHR								
CUSIP 235851102								
Dividend Option Cash								
Total Covered	Multiple ^Y	53 6870	\$2,523 31	55.9000	2,627 30	103 99	4.70	0 17%
47 000								
DISCOVERY COMMUNICATIONS INC Security Identifier: DISCA								
NEW COM SER A								
CUSIP 25470F104								
Dividend Option Cash								
32 000	06/26/12	53 1470	1,700 71	63.4800	2,031 36	330 65		
EMC CORP COM Security Identifier: EMC								
CUSIP 268648102								
Dividend Option Cash								
Total Noncovered	Multiple ^Y	15 5230	\$31,241 85	25 3000	2,024 00	782 15		
80 000								
Total Covered	Multiple ^Y	26 4780	1,218 00	25 3000	1,163 80	-54.20		
46 000								
126.000	Total		\$2,459.85		\$3,187.80	\$727.95	\$0.00	



MacWilliams Family Foundation
 EIN #91-1810520
 Edwards #3403



BENJAMIN F. EDWARDS & CO.
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 One North Brentwood Blvd., Suite 550
 Saint Louis, MO 63105 314 726 1600



Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
EOG RES INC COM Security Identifier: EOG								
CUSIP 26875P101								
Dividend Option Cash								
11 000	11/16/12	116 0940	1,277.03	120 7900	1,328.69	51 66	7.48	0 56%
EDWARDS LIFESCIENCES CORP COM Security Identifier: EW								
CUSIP 28176E108								
Dividend Option Cash								
18 000	12/05/12	90 5700	1,630 26	90 1700	1,623.06	-7 20		
EXPRESS SCRIPTS HLDG CO COM Security Identifier: ESRX								
CUSIP 30219G108								
Dividend Option Cash								
Total Noncovered	06/11/10 *	52 6640	31,211 28	54 0000	1,242.00	30 72		
23 000								
Total Covered	MultipleY	56 2740	32,194 69	54.0000	2,106 00	-88 69		
39 000								
62.000	Total		\$3,405.97		\$3,348.00	-\$57.97	\$0.00	
FACEBOOK INC CL A Security Identifier: FB								
CUSIP 30303M102								
Dividend Option Cash								
Total Covered	MultipleY	27 7870	1,083 70	26 6197	1,038.17	-45 53		
39 000								
FAMILY DOLLAR STORES Security Identifier: FDO								
CUSIP 307000109								
Dividend Option Cash								
Total Covered	MultipleY	59 0710	33,071 68	63 4100	3,297 32	225 64	43 68	1 32%
52 000								
FEDEX CORP COM Security Identifier: FDX								
CUSIP 31428X106								
Dividend Option Cash								
18 000	01/13/12	89 2270	31,606 09	91.7200	1,650 96	44 87	10 08	0 61%

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Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
GENERAL ELECTRIC CO COM			Security Identifier: GE					
CUSIP 369604103								
Dividend Option Cash								
121 000	11/02/12	21 3400	2,582 11	20 9900	2,539 79	-42.32	91 96	3 62%
GILEAD SCIENCES INC			Security Identifier: GILD					
CUSIP 375558103								
Dividend Option Cash								
Total Covered	MultipleY	73 1870	1,610 12	73 4500	1,615.90	5 78		
22 000								
GOOGLE INC CL A			Security Identifier: GOOG					
CUSIP 38259P508								
Dividend Option Cash								
Total Covered	MultipleY	584 8900	34,679.12	707.3800	5,659.04	979 92		
8 000								
ILLUMINA INC COM			Security Identifier: ILMN					
ISIN#US4523271090								
CUSIP 452327109								
Dividend Option Cash								
Total Covered	MultipleY	51 2760	32,717 61	55 5900	2,946.27	228.66		
53 000								
INTERNATIONAL BUSINESS MACHS CORP			Security Identifier: IBM					
COM								
CUSIP 459200101								
Dividend Option Cash								
Total Covered	MultipleY	197 1630	2,957 45	191 5500	2,873 25	-84.20	51.00	1 77%
15 000								
JOHNSON & JOHNSON COM			Security Identifier: JNJ					
CUSIP 478160104								
Dividend Option Cash								
31.000	10/18/12	72 3790	2,243 76	70.1000	2,173 10	-70 66	75 64	3 48%
JOY GLOBAL INC COM			Security Identifier: JOY					
CUSIP 481165108								
Dividend Option Cash								
Total Covered	MultipleY	80 2540	33,932 47	63 7800	3,125.22	-807 25	34 30	1 09%
49 000								

MacWilliams Family Foundation
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BENJAMIN F. EDWARDS & CO.
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Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Common Stocks <i>(continued)</i>								
KINDER MORGAN INC DEL COM Security Identifier: KMI								
CUSIP 494568101								
Dividend Option: Cash								
71.000	08/02/12	35.3990	2,513.31	35.3300	2,508.43	-4.88	102.24	4.07%
KRAFT FOODS GROUP INC COM Security Identifier: KRFT								
CUSIP 50076Q106								
Dividend Option: Cash								
Total Covered	Multiple ^Y	43.7800	2,057.65	45.4700	2,137.09	79.44	94.00	4.39%
47.000								
LINKEDIN CORP CL A Security Identifier: LNKD								
CUSIP 53578A108								
Dividend Option: Cash								
Total Covered	Multiple ^Y	101.1610	1,922.06	114.8200	2,181.58	259.52		
19.000								
MICROSOFT CORP COM Security Identifier: MSFT								
CUSIP 594918104								
Dividend Option: Cash								
Total Covered	Multiple ^Y	27.2690	36,081.01	26.7097	5,956.26	-124.75	205.16	3.44%
223.000								
MONDELEZ INTL INC CL A Security Identifier: MDLZ								
CUSIP 609207105								
Dividend Option: Cash								
Total Covered	Multiple ^Y	25.6290	2,204.13	25.4532	2,188.98	-15.15	44.72	2.04%
86.000								
MONSANTO CO NEW COM Security Identifier: MON								
CUSIP 61166W101								
Dividend Option: Cash								
Total Covered	Multiple ^Y	74.2970	34,086.32	94.6500	5,205.75	1,119.43	82.50	1.58%
55.000								

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Account Number EMM-003403
 MACWILLIAMS FAMILY FOUNDATION

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Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
NEXTERA ENERGY INC COM Security Identifier: NEE								
CUSIP 65339F101								
Dividend Option Cash								
32 000	10/17/12	71 4600	2,286.73	69.1900	2,214.08	-72 65	76 80	3.46%
O REILLY AUTOMOTIVE INC NEW Security Identifier: ORLY								
COM								
CUSIP 67103H107								
Dividend Option Cash								
28 000	07/16/12	90 7790	2,541 80	89.4200	2,503.76	-38 04		
PFIZER INC COM Security Identifier: PFE								
CUSIP 717081103								
Dividend Option Cash								
110 000	07/12/12	22 7200	2,499 20	25 0793	2,758 72	259 52	105 60	3 82%
PHILIP MORRIS INTL INC COM Security Identifier: PM								
CUSIP 718172109								
Dividend Option Cash								
Total Covered	Multiple ^Y	85 5750	3,122,139 37	83 6400	2,091 00	-48 37	85 00	4 06%
25 000								
PRECISION CASTPARTS CORP Security Identifier: PCP								
CUSIP 740189105								
Dividend Option Cash								
Total Noncovered	Multiple ^Y	125 6670	132,639.01	189 4200	3,977 82	1,338 81	2 52	0 06%
21 000								
Total Covered	06/12/12	165 9200	497 76	189.4200	568 26	70 50	0 36	0 06%
3.000								
24.000	Total		\$3,136.77		\$4,546.08	\$1,409.31	\$2.88	
PROCTER & GAMBLE CO COM Security Identifier: PG								
CUSIP 742718109								
Dividend Option Cash								
Total Covered	Multiple ^Y	66 8090	33,607 67	67 8900	3,666.06	58.39	121 39	3 31%
54 000								
QUALCOMM INC Security Identifier: QCOM								
CUSIP 747525103								
Dividend Option Cash								
Total Covered	Multiple ^Y	60 3840	33,985 32	61.8596	4,082 73	97.41	66 00	1 61%
66 000								

MacWilliams Family Foundation
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 Edwards #3403



BENJAMIN F. EDWARDS & CO.
 INVESTMENTS for GENERATIONS
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 Saint Louis, MO 63105 314 726 1600



Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
RANGE RES CORP COM			Security Identifier: RRC					
CUSIP 75281A109								
Dividend Option: Cash								
Total Noncovered 20 000	Multiple*.Y	49 8350	3996.69	62 8300	1,256 60	259.91	3 20	0.25%
Total Covered 44 000	Multiple.Y	58 0230	32,553 00	62 8300	2,764 52	211 52	7 04	0.25%
64 000	Total		\$3,549.69		\$4,021.12	\$471.43	\$10.24	
SANDISK CORP			Security Identifier: SNDK					
CUSIP 80004C101								
Dividend Option: Cash								
Total Covered 35 000	Multiple.Y	48 8720	31,710 53	43 5000	1,522 50	-188 03		
SCHLUMBERGER LTD COM ISIN#AN8068571086			Security Identifier: SLB					
CUSIP 806857108								
Dividend Option: Cash								
Total Noncovered 5 000	11/15/10 *	74.4500	3,12372.25	69.2986	346.49	-25.76	5 50	1.58%
Total Covered 31 000	Multiple.Y	78.0520	32,419.61	69 2986	2,148 26	-271 35	34 10	1.58%
36 000	Total		\$2,791.86		\$2,494.75	-\$297.11	\$39.60	
SHERWIN WILLIAMS CO			Security Identifier: SHW					
CUSIP 824348106								
Dividend Option: Cash								
Total Covered 12 000	08/08/12	140 8730	1,690 48	153.8200	1,845.84	155 36	18.72	1.01%
STARBUCKS CORP COM			Security Identifier: SBUX					
CUSIP 855244109								
Dividend Option: Cash								
Total Noncovered 55 000	Multiple*.Y	26 7910	131,473.51	53 6300	2,949 65	1,476.14	46 20	1.56%

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Account Number EMM-003403
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 Fidelity LLC member FINRA, NYSE, SIPC



Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
STARBUCKS CORP COM (continued)								
Total Covered 32 000	12/06/12	53 1690	1,701.41	53.6300	1,716.16	14.75	26.88	1.56%
87 000	Total		\$3,174.92		\$4,665.81	\$1,490.89	\$73.08	
TERADATA CORP DEL COM								
CUSIP 88076W103								
Dividend Option: Cash								
Total Covered 25 000	Multiple ^Y	68 4650	1,711.62	61.8900	1,547.25	-164.37		
UNILEVER NV NEW YORK SHS NEW								
CUSIP 904784709								
Dividend Option: Cash								
48 000	10/17/12	37 3300	1,791.84	38.3000	1,838.40	46.56	50.02	2.72%
UNION PACIFIC CORP COM								
CUSIP 907818108								
Dividend Option: Cash								
Total Covered 26 000	Multiple ^Y	99.6920	32,591.99	125.7200	3,268.72	676.73	71.76	2.19%
UNITEDHEALTH GROUP INC COM								
CUSIP 91324P102								
Dividend Option: Cash								
Total Noncovered 24 000	Multiple ^Y	36 1580	13867.79	54.2400	1,301.76	433.97	20.40	1.56%
V F CORP								
CUSIP 918204108								
Dividend Option: Cash								
Total Noncovered 10 000	Multiple ^Y	79 7230	12,13797.23	150.9700	1,509.70	712.47	34.80	2.30%
VERIZON COMMUNICATIONS COM								
CUSIP 92343V104								
Dividend Option: Cash								
Total Covered 147 000	Multiple ^Y	41 4590	36,094.47	43.2700	6,360.69	266.22	302.82	4.76%



MacWilliams Family Foundation
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 Edwards #3403



BENJAMIN F. EDWARDS & CO.
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 Saint Louis, MO 63105 314 726 1600



Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss		Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>									
Common Stocks <i>(continued)</i>									
VERTEX PHARMACEUTICALS INC			Security Identifier: VRTX						
COM									
CUSIP 92532F100									
Dividend Option: Cash									
Total Covered	Multiple ^Y	52 3790	3,928.44	41.9000	3,142.50	-785.94			
75 000									
Total Common Stocks			\$150,011.54		\$170,130.47	\$20,118.93		\$2,614.42	
Total Equities			\$150,011.54		\$170,130.47	\$20,118.93		\$2,614.42	
			Cost Basis		Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	
Total Portfolio Holdings			\$154,515.24		\$174,634.17	\$20,118.93	\$0.00	\$2,618.20	

* Noncovered under the cost basis rules as defined below.

Securities acquired before 2011 are generally not subject to the new cost basis reporting rules set forth in the Internal Revenue Code of 1986, as amended ("IRC") (incorporating amendments enacted by P.L. 110-343, the Emergency Economic Stabilization Act of 2008) and are, therefore, considered "noncovered," under the new cost basis reporting rules, and marked or denoted as such. All other securities in this section are securities which are "covered" under the new cost basis reporting rules. Securities which are "covered" under the new cost basis reporting rules are defined as securities which have been acquired on or after their "applicable date(s)" at which they are subject to the cost basis reporting rules and the adjusted basis will be reported to the IRS on form 1099-B for the applicable tax year in which the security is disposed.

Reporting requirements generally will be phased in over a three-year period, as follows:

- Stock in a corporation acquired on or after January 1, 2011
- Mutual funds and dividend reinvestment plan (DRP) shares acquired on or after January 1, 2012
- Other securities, principally debt securities and options, acquired on or after January 1, 2013, or later, as determined by the Secretary of the Treasury.

³ Either all or a portion of the cost basis of this security has been provided to us by you or your introducing firm and Pershing makes no representation as to the accuracy of this information.

¹² Pershing has received updated cost basis information for either all or some of the shares for this security, therefore cost basis provided on previous client brokerage statements may differ from the new cost basis reported in this section.

¹³ Either all or a portion of the cost basis of this security has been provided to us by the delivering firm or transferring agent and Pershing makes no representation as to the accuracy of this information.

^Y This line is an aggregation of shares in this position, representing shares acquired at different times and/or dates. This summary is a sum of these shares and does not represent cost basis calculated using the average cost accounting method.



MacWilliams Family Foundation
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Statement Period: 12/01/2012 - 12/31/2012

FDIC Insured Bank Deposits *(continued)*

Date	Activity Type	Description	Amount	Balance
Sweep FDIC Insured Bank Deposits <i>(continued)</i>				
DEUTSCHE BANK INS DEPOSIT E <i>(continued)</i>				
12/31/12	Deposit	DEPOSIT	4.13	2,751.67
12/31/12	Closing Balance			\$2,751.67
Total FDIC Insured Bank Deposits				\$2,751.67

The FDIC Insured Bank Deposits are not securities and are not covered by the Securities Investor Protection Corporation (SIPC). The Bank Deposits at each bank are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000 for each category of legal ownership including individual retirement accounts and certain other self directed retirement accounts. Please review this in connection with other deposits you may have at each respective bank.

Note: For the period from December 31, 2010 through December 31, 2012 the FDIC provides unlimited insurance coverage on certain non interest bearing bank accounts. If your account is in such a program it will be stated in your Message section.

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 1.00% of Portfolio									
FDIC Insured Bank Deposits									
DEUTSCHE BANK INS DEPOSIT E									
2,751.670	12/01/12	EMM003379	12/31/12	6,574.34	2,751.67	0.21	3.47	N/A	N/A
Total FDIC Insured Bank Deposits				\$6,574.34	\$2,751.67	\$0.21	\$3.47		
Total Cash, Money Funds, and Bank Deposits				\$6,574.34	\$2,751.67	\$0.21	\$3.47		

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 99.00% of Portfolio								
Common Stocks								
ENSCO PLC SHS CL A								
ISIN# GB00B4VLR192 Security Identifier: ESV								
CUSIP: G31575106								
Dividend Option: Cash								
160.000	05/29/12	48.9700	7,835.15	59.2800	9,484.80	1,649.65	240.00	2.53%

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FORM 102-601

Account Number: EMM-003379
 MACWILLIAMS FAMILY FOUNDATION

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Reinvested
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 MANAGEMENT

Clearing through Pershing LLC, a subsidiary
 of The Bank of New York Mellon Corporation on
 Pershing LLC, c/o The Fidelity Asset



Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Common Stocks <i>(continued)</i>								
ASML HLDG N V N Y REGISTRY SHS NEW 2012 CUSIP N07059210 Dividend Option Cash			Security Identifier: ASML					
Total Covered 142 000	Multiple ^Y	56 5730	8,033 36	64 4100	9,146 22	1,112.86	95 52	1 04%
LYONDELLBASELL INDUSTRIES N V ORD SHS CL A CUSIP N53745100 Dividend Option Cash			Security Identifier: LYB					
Total Covered 125 000	Multiple ^Y	39 6230	34,952 83	57 0900	7,136 25	2,183.42	200 00	2 80%
AFFILIATED MANAGERS GROUP INC COM CUSIP 008252108 Dividend Option Cash			Security Identifier: AMG					
Total Noncovered 60,000	Multiple ^Y	67.6990	134,061.95	130.1500	7,809 00	3,747.05		
APPLE INC COM CUSIP 037833100 Dividend Option Cash			Security Identifier: AAPL					
Total Noncovered 6 000	11/19/10 *	307 8100	31,846.86	532.1729	3,193 04	1,346 18	63 60	1 99%
Total Covered 14 000	Multiple ^Y	448.4250	36,277 95	532 1729	7,450 42	1,172 47	148.40	1 99%
20.000	Total		\$8,124.81		\$10,643.46	\$2,518.65	\$212.00	
AUTODESK INC COM CUSIP 052769106 Dividend Option Cash			Security Identifier: ADSK					
Total Covered 235 000	Multiple ^Y	31.5110	37,405 16	35 3500	8,307 25	902 09		
BORGWARNER INC COM CUSIP 099724106 Dividend Option Cash			Security Identifier: BWA					
Total Covered 95 000	Multiple ^Y	79 1160	37,516 02	71.6200	6,803 90	-712.12		
CVS CAREMARK CORP CUSIP 126650100 Dividend Option Cash			Security Identifier: CVS					



MacWilliams Family Foundation
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Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Common Stocks <i>(continued)</i>								
CVS CAREMARK CORP <i>(continued)</i>								
Total Covered 195 000	MultipleY	39 2640	37,656 42	48 3500	9,428 25	1,771 83	175 50	1 86%
CHEVRON CORP NEW COM CUSIP 166764100 Dividend Option Cash Security Identifier: CVX								
Total Covered 75 000	MultipleY	105 9980	37,949 84	108 1400	8,110 50	160.66	270 00	3 32%
CITIGROUP INC COM NEW ISIN#US1729674242 CUSIP 172967424 Dividend Option Cash Security Identifier: C								
Total Covered 255 000	MultipleY	34 9770	8,919 03	39 5600	10,087 80	1,168 77	10.20	0 10%
DANAHER CORP COM CUSIP 235851102 Dividend Option Cash Security Identifier: DHR								
Total Noncovered 85 000	09/17/10 *	40 4180	33,435.53	55 9000	4,751 50	1,315 97	8.50	0 17%
Total Covered 80 000	09/09/11	43 5180	33,481 44	55.9000	4,472.00	990.56	8.00	0 17%
165.000	Total		\$6,916.97		\$9,223.50	\$2,306.53	\$16.50	
DIRECTV COM CUSIP 25490A309 Dividend Option Cash Security Identifier: DTV								
140 000	05/29/12	46.3130	6,483 78	50.1600	7,022 40	538 62		
EMC CORP COM CUSIP 268648102 Dividend Option Cash Security Identifier: EMC								
Total Covered 500 000	MultipleY	24 3500	312,174 91	25.3000	12,650.00	475 09		

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Account Number EMM-003379
 MACWILLIAMS FAMILY FOUNDATION

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Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
FEDEX CORP COM		Security Identifier: FDX						
CUSIP 31428X106								
Dividend Option: Cash								
Total Noncovered 60 000	Multiple*.Y	64 8570	133,891.40	91.7200	5,503.20	1,611.80	33.60	0.61%
FLOWSERVE CORP COM		Security Identifier: FLS						
CUSIP 34354P105								
Dividend Option: Cash								
70 000	03/09/12	117 5230	38,226.58	146.8000	10,276.00	2,049.42	100.80	0.98%
FREEPORT-MCMORAN COPPER & GOLD INC CL B		Security Identifier: FCX						
CUSIP 35671D857								
Dividend Option: Cash								
Total Noncovered 55 000	05/07/10 *	33.5150	31,843.34	34.2000	1,881.00	37.66	68.75	3.65%
Total Covered 270 000	Multiple.Y	36.1790	39,768.22	34.2000	9,234.00	-534.22	337.50	3.65%
325.000	Total		\$11,611.56		\$11,115.00	-\$496.56	\$406.25	
GOOGLE INC CL A		Security Identifier: GOOG						
CUSIP 38259P508								
Dividend Option: Cash								
Total Noncovered 10 000	Multiple*.Y	476.3070	134,763.07	707.3800	7,073.80	2,310.73		
Total Covered 2,000	06/22/12	570.9500	1,141.90	707.3800	1,414.76	272.86		
12.000	Total		\$5,904.97		\$8,488.56	\$2,583.59	\$0.00	
INTERCONTINENTAL EXCH ANGE INC COM		Security Identifier: ICE						
CUSIP 45865V100								
Dividend Option: Cash								
Total Noncovered 40 000	Multiple*.Y	93.0670	133,722.68	123.8100	4,952.40	1,229.72		
INTUIT INCORPORATED COM		Security Identifier: INTU						
CUSIP 461202103								
Dividend Option: Cash								
115 000	10/11/11	51 0040	35,865.50	59.4754	6,839.67	974.17	78.20	1.14%



MacWilliams Family Foundation
EIN #91-1810520
Edwards #3379



BENJAMIN F. EDWARDS & CO.
INVESTMENTS for GENERATIONS
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Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
LABORATORY CORP AMER HLDGS COM NEW Security Identifier: LH								
CUSIP 50540R409								
Dividend Option Cash								
Total Noncovered	06/27/08 *	69 5160	31,737.89	86.6200	2,165.50	427.61		
25 000								
Total Covered	03/23/12	89 3280	33,573.13	86.6200	3,464.80	-108.33		
40,000								
65.000	Total		\$5,311.02		\$5,630.30	\$319.28	\$0.00	
MONSANTO CO NEW COM Security Identifier: MON								
CUSIP 61166W101								
Dividend Option Cash								
Total Covered	Multiple ^Y	91 2990	9,129.85	94.6500	9,465.00	335.15	150.00	1.58%
100 000								
NATIONAL OILWELL VARCO INC Security Identifier: NOV								
CUSIP 637071101								
Dividend Option Cash								
Total Covered	Multiple ^Y	62 8910	37,861.37	68.3500	8,543.75	682.38	65.00	0.76%
125,000								
NORDSTROM INC Security Identifier: JWN								
CUSIP 655664100								
Dividend Option Cash								
Total Noncovered	Multiple ^Y	38.2920	134,403.60	53.5000	6,152.50	1,748.90	124.20	2.01%
115 000								
OIL STS INTL INC COM Security Identifier: OIS								
CUSIP 678026105								
Dividend Option Cash								
Total Covered	Multiple ^Y	74 0570	35,554.30	71.5400	5,365.50	-188.80		
75 000								

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MACWILLIAMS FAMILY FOUNDATION

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EXCELLENCE

Cheering through 4 years in A.R.A., a subsidiary
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Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
PFIZER INC COM Security Identifier: PFE								
CUSIP 717081103								
Dividend Option Cash								
Total Noncovered	Multiple*.Y	17 7640	36,306 24	25 0793	8,903 15	2,596 91	340.80	3 82%
355 000								
Total Covered	03/23/12	21 8150	32,945 03	25 0793	3,385 71	440 68	129.60	3 82%
135 000								
490.000	Total		\$9,251.27		\$12,288.86	\$3,037.59	\$470.40	
PHILIP MORRIS INTL INC COM Security Identifier: PM								
CUSIP 718172109								
Dividend Option Cash								
Total Noncovered	12/09/09 *	49 3040	3986.08	83 6400	1,672 80	686.72	68 00	4 06%
20 000								
Total Covered	02/04/11	58 4560	32,922 81	83 6400	4,182 00	1,259 19	170 00	4 06%
50 000								
70 000	Total		\$3,908.89		\$5,854.80	\$1,945.91	\$238.00	
QUALCOMM INC Security Identifier: QCOM								
CUSIP 747525103								
Dividend Option Cash								
Total Noncovered	Multiple*.Y	40.5220	135,470.47	61 8596	8,351.05	2,880.58	135 00	1.61%
135 000								
Total Covered	12/14/12	59 6700	3,281 84	61 8596	3,402 27	120 43	55 00	1 61%
55.000								
190 000	Total		\$8,752.31		\$11,753.32	\$3,001.01	\$190.00	
ROCKWELL AUTOMATION INC COM Security Identifier: ROK								
FORMERLY ROCKWELL INTL CORP								
CUSIP 773903109								
Dividend Option Cash								
Total Covered	Multiple.Y	64 0850	37,690 24	83 9900	10,078.80	2,388 56	225 60	2 23%
120 000								
SANDISK CORP Security Identifier: SNDK								
CUSIP 80004C101								
Dividend Option Cash								
185 000	04/27/12	37 9930	37,028.76	43 5000	8,047 50	1,018 74		
SUNCOR ENERGY INC NEW COM Security Identifier: SU								
ISIN#CA8672241079								
CUSIP 867224107								
Dividend Option Cash								



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Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
SUNCOR ENERGY INC NEW COM (continued)								
165 000	11/02/12	34 9400	5,765 07	32 9800	5,441 70	-323 37	86 42	1 58%
UNITED TECHNOLOGIES CORP COM								
CUSIP 913017109 Security Identifier: UTX								
Dividend Option Cash								
Total Covered	Multiple ^Y	78 6680	310,226 88	82 0100	10,661.30	434 42	278 20	2 60%
130 000								
UNITEDHEALTH GROUP INC COM								
CUSIP 91324P102 Security Identifier: UNH								
Dividend Option Cash								
110 000	09/14/12	54 4000	5,984 00	54 2400	5,966.40	-17.60	93 50	1 56%
WELLS FARGO & CO NEW COM								
CUSIP 949746101 Security Identifier: WFC								
Dividend Option Cash								
Total Noncovered	12/18/09 *	26.5870	31,329 35	34 1800	1,709.00	379 65	44.00	2 57%
50 000								
Total Covered	Multiple ^Y	31 5400	36,307.94	34 1800	6,836.00	528 06	176 00	2 57%
200 000								
250.000	Total		\$7,637.29		\$8,545.00	\$907.71	\$220.00	
YUM BRANDS INC COM								
CUSIP 988498101 Security Identifier: YUM								
Dividend Option Cash								
90 000	08/12/11	51 2480	34,612.32	66 4000	5,976 00	1,363 68	120 60	2 01%
Total Common Stocks			\$240,370.09		\$282,798.89	\$42,428.80	\$4,100.49	
Total Equities			\$240,370.09		\$282,798.89	\$42,428.80	\$4,100.49	
			Cost Basis	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	
Total Portfolio Holdings			\$243,121.76	\$285,550.56	\$42,428.80	\$0.00	\$4,103.96	



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Statement Period: 12/01/2012 - 12/31/2012

FDIC Insured Bank Deposits *(continued)*

Date	Activity Type	Description	Amount	Balance
Sweep FDIC Insured Bank Deposits <i>(continued)</i>				
DEUTSCHE BANK INS DEPOSIT E <i>(continued)</i>				
12/28/12	Deposit	DEPOSIT	651.60	8,119.03
12/31/12	Deposit	DEPOSIT	9.35	8,128.38
12/31/12	Closing Balance			\$8,128.38
Total FDIC Insured Bank Deposits				\$8,128.38

The FDIC Insured Bank Deposits are not securities and are not covered by the Securities Investor Protection Corporation (SIPC). The Bank Deposits at each bank are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000 for each category of legal ownership including individual retirement accounts and certain other self-directed retirement accounts. Please review this in connection with other deposits you may have at each respective bank.

Note: For the period from December 31, 2010 through December 31, 2012, the FDIC provides unlimited insurance coverage on certain non-interest-bearing bank accounts. If your account is in such a program, it will be stated in your Message section.

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 4.00% of Portfolio									
Cash Balance				184.48	26.64				
FDIC Insured Bank Deposits									
DEUTSCHE BANK INS DEPOSIT E									
8,128.380	12/01/12	EMM003387	12/31/12	4,598.00	8,128.38	0.37	6.00	N/A	N/A
Total FDIC Insured Bank Deposits				\$4,598.00	\$8,128.38	\$0.37	\$6.00		
Total Cash, Money Funds, and Bank Deposits				\$4,782.48	\$8,155.02	\$0.37	\$6.00		



MacWilliams Family Foundation
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Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 96.00% of Portfolio								
Common Stocks								
ROWAN COMPANIES PLC SHS CLASS A Security Identifier: RDC								
ISIN#GB00B6SLMV12								
CUSIP G7665A101								
Dividend Option: Cash								
Total Noncovered	Multiple*.Y	34 0300	32,211.95	31 2700	2,032 55	-179 40		
65 000								
Total Covered	Multiple.Y	34 0300	31,191 05	31 2700	1,094 45	-96 60		
35.000								
100 000	Total		\$3,403.00		\$3,127.00	-\$276.00	\$0.00	
ALEXANDER & BALDWIN INC NEW COM Security Identifier: ALEX								
CUSIP 014491104								
Dividend Option: Cash								
Total Noncovered	Multiple*.Y	14 3660	703 91	29.3700	1,439.13	735.22		
49 000								
Total Covered	Multiple.Y	29 5500	1,447 95	29 3700	1,439.13	-8 82		
49 000								
98.000	Total		\$2,151.86		\$2,878.26	\$726.40	\$0.00	
ANDERSONS INC COM Security Identifier: ANDE								
CUSIP 034164103								
Dividend Option: Cash								
Total Noncovered	01/07/10 *	25.9340	3181 54	42 9000	300.30	118.76	4 20	1 39%
7 000								
Total Covered	Multiple.Y	37 9430	33,073.40	42.9000	3,474.90	401 50	48 60	1 39%
81.000								
88.000	Total		\$3,254.94		\$3,775.20	\$520.26	\$52.80	
ANGIODYNAMICS INC COM Security Identifier: ANGO								
CUSIP 03475V101								
Dividend Option: Cash								
Total Covered	Multiple.Y	11.9540	33,060 30	10 9900	2,813 44	-246.86		
256 000								
ASTEC INDS INC COM Security Identifier: ASTE								
CUSIP 046224101								
Dividend Option: Cash								
Total Noncovered	Multiple*.Y	25.0150	131,600 93	33.3600	2,135.04	534 11		
64 000								
Total Covered	11/28/12	28 3760	567.51	33 3600	667 20	99 69		
20 000								
84.000	Total		\$2,168.44		\$2,802.24	\$633.80	\$0.00	



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Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
BANCORP INC DEL COM		Security Identifier: TBBK						
CUSIP 05969A105								
Dividend Option: Cash								
Total Covered	Multiple ^Y	10.3310	\$2,448.36	10.9703	2,599.96	151.60		
237.000								
BANNER CORP COM NEW		Security Identifier: BANR						
CUSIP 06652V208								
Dividend Option: Cash								
Total Covered	Multiple ^Y	16.7270	\$2,090.91	30.7300	3,841.25	1,750.34	5.00	0.13%
125.000								
BIG 5 SPORTS GOODS CORP COM		Security Identifier: BGFV						
CUSIP 08915P101								
Dividend Option: Cash								
199.000	10/02/12	9.9510	1,980.21	13.1000	2,606.90	626.69	59.70	2.29%
BOSTON PRIVATE FINL HLDGS INC COM		Security Identifier: BPFH						
CUSIP 101119105								
Dividend Option: Cash								
Total Noncovered	Multiple ^Y	5.5390	\$936.03	9.0100	1,522.69	586.66	6.76	0.44%
169.000								
Total Covered	09/22/11	5.6180	\$646.05	9.0100	1,036.15	390.10	4.60	0.44%
115.000								
284.000	Total		\$1,582.08		\$2,558.84	\$976.76	\$11.36	
CABOT CORP		Security Identifier: CBT						
CUSIP 127055101								
Dividend Option: Cash								
Total Covered	Multiple ^Y	29.7200	\$2,288.41	39.7900	3,063.83	775.42	61.60	2.01%
77.000								
CAL DIVE INTL INC DEL COM		Security Identifier: DVR						
CUSIP 12802T101								
Dividend Option: Cash								

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Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
CAL DIVE INTL INC DEL COM (continued)								
Total Covered	Multiple ^Y	2 2210	34,085.85	1 7300	3,183.20	-902.65		
1,840 000								
CALLAWAY GOLF CO COM								
CUSIP 131193104 Security Identifier: ELY								
Dividend Option Cash								
Total Noncovered	Multiple ^Y	8 5500	3,122,496.58	6 5000	1,898.00	-598.58	11.68	0.61%
292 000								
Total Covered	Multiple ^Y	6 1650	31,886.56	6 5000	1,989.00	102.44	12.24	0.61%
306 000								
598.000	Total		\$4,383.14		\$3,887.00	-\$496.14	\$23.92	
CASUAL MALE RETAIL GROUP INC COM NEW								
CUSIP 148711302 Security Identifier: DXLG								
Dividend Option Cash								
Total Covered	Multiple ^Y	3 2850	31,859.10	4 2000	2,377.20	518.10		
566 000								
CIRCOR INTL INC COM								
CUSIP 17273K109 Security Identifier: CIR								
Dividend Option Cash								
85 000	12/28/11	35.0800	32,981.76	39 5900	3,365.15	383.39	12.75	0.37%
CITI TRENDS INC COM								
CUSIP 17306K102 Security Identifier: CTRN								
Dividend Option Cash								
Total Covered	Multiple ^Y	12 1320	33,858.05	13.7600	4,375.68	517.63		
318 000								
CONMED CORP NEW								
CUSIP 207410101 Security Identifier: CNMD								
Dividend Option Cash								
Total Noncovered	Multiple ^Y	22.1040	132,011.50	27 9500	2,543.45	531.95	54.60	2.14%
91 000								
Total Covered	09/20/12	28 2590	1,356.44	27.9500	1,341.60	-14.84	28.80	2.14%
48 000								
139.000	Total		\$3,367.94		\$3,885.05	\$517.11	\$83.40	
ELECTRO RENT CORP								
CUSIP 285218103 Security Identifier: ELRC								
Dividend Option Cash								
108 000	05/02/12	15 4710	31,670.83	15 3800	1,661.04	-9.79	86.40	5.20%

MacWilliams Family Foundation
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BENJAMIN F. EDWARDS & CO.
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Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
ELECTRO SCIENTIFIC INDS INC		Security Identifier: ESIO						
CUSIP 285229100								
Dividend Option: Cash								
Total Noncovered 69 000	10/22/08 *	9.0410	\$623.86	9.9500	686.55	62.69	22.08	3.21%
Total Covered 226 000	Multiple ^Y	11.0230	\$2,491.16	9.9500	2,248.70	-242.46	72.32	3.21%
295.000	Total		\$3,115.02		\$2,935.25	-\$179.77	\$94.40	
FORESTAR GROUP INC COM		Security Identifier: FOR						
CUSIP 346233109								
Dividend Option: Cash								
Total Covered 129 000	Multiple ^Y	16.5620	3,122,136.55	17.3300	2,235.57	99.02		
FUEL SYS SOLUTIONS INC COM		Security Identifier: FSYS						
CUSIP 35952W103								
Dividend Option: Cash								
Total Covered 203.000	Multiple ^Y	20.4920	\$4,159.89	14.7108	2,986.29	-1,173.60		
GRAFTECH INTL LTD COM		Security Identifier: GTI						
CUSIP 384313102								
Dividend Option: Cash								
Total Covered 331 000	Multiple ^Y	14.3640	\$4,754.62	9.3900	3,108.09	-1,646.53		
GRANITE CONSTR INC COM		Security Identifier: GVA						
CUSIP 387328107								
Dividend Option: Cash								
Total Covered 148 000	Multiple ^Y	24.6380	\$3,646.41	33.6200	4,975.76	1,329.35	76.96	1.54%



MacWilliams Family Foundation
 EIN #91-1810520
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Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
HANMI FINL CORP COM NEW			Security Identifier: HAFB					
CUSIP 410495204								
Dividend Option Cash								
174 000	07/16/12	10 7000	1,861 80	13 5900	2,364 66	502.86		
HECLA MINING COMPANY			Security Identifier: HL					
CUSIP 422704106								
Dividend Option Cash								
Total Covered	Multiple ^Y	5.7960	2,666.32	5.8300	2,681 80	15.48	41 40	1 54%
460 000								
INTL RECTIFIER CORP DEL			Security Identifier: IRF					
CUSIP 460254105								
Dividend Option Cash								
Total Noncovered	Multiple ^{*,Y}	19 6020	31,391 75	17 7300	1,258 83	-132 92		
71 000								
Total Covered	Multiple ^Y	21.2860	32,298 90	17 7300	1,914 84	-384.06		
108.000								
179.000	Total		\$3,690.65		\$3,173.67	-\$516.98	\$0.00	
KENNAMETAL INC CAP STK			Security Identifier: KMT					
CUSIP 489170100								
Dividend Option Cash								
Total Noncovered	Multiple ^{*,Y}	20 1680	131,189.94	40.0000	2,360.00	1,170.06	37 76	1 60%
59 000								
KEYNOTE SYS INC COM			Security Identifier: KEYN					
CUSIP 493308100								
Dividend Option Cash								
Total Covered	Multiple ^Y	16 8770	34,253 11	14.0900	3,550.68	-702 43	60 48	1 70%
252 000								
KULICKE & SOFFA INDS INC COM			Security Identifier: KLIC					
CUSIP 501242101								
Dividend Option Cash								
Total Covered	Multiple ^Y	10.6960	2,866.46	11 9900	3,213.32	346 86		
268 000								
LAYNE CHRISTENSEN CO COM			Security Identifier: LAYN					
CUSIP 521050104								
Dividend Option Cash								
Total Noncovered	Multiple ^{*,Y}	25 4150	31,855 31	24.2700	1,771.71	-83 60		
73 000								



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Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Common Stocks <i>(continued)</i>								
LAYNE CHRISTENSEN CO COM <i>(continued)</i>								
Total Covered	Multiple ^Y	27 0180	31,729.15	24.2700	1,553.28	-175.87		
64 000								
137.000	Total		\$3,584.46		\$3,324.99	-\$259.47	\$0.00	
MARTEN TRANS LTD								
CUSIP: 573075108								
Dividend Option: Cash								
Total Covered	Multiple ^Y	18 2220	1,858.68	18.3900	1,875.78	17.10	10.20	0.54%
102 000								
MENS WEARHOUSE INC COM								
CUSIP: 587118100								
Dividend Option: Cash								
Total Covered	Multiple ^Y	29 4770	32,476.05	31.1600	2,617.44	141.39	60.48	2.31%
84 000								
MERCURY SYS INC COM								
CUSIP: 589378108								
Dividend Option: Cash								
Total Covered	Multiple ^Y	11 4290	33,885.86	9.2000	3,128.00	-757.86		
340.000								
NATURAL GAS SVCS GROUP INC COM								
CUSIP: 63886Q109								
Dividend Option: Cash								
123 000	11/09/12	15 5400	1,911.40	16.4200	2,019.66	108.26		
O M GROUP INC								
CUSIP: 670872100								
Dividend Option: Cash								
Total Noncovered	Multiple ^Y	31 2830	31,657.99	22.2000	1,176.60	-481.39		
53 000								



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 EIN #91-1810520
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Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
O M GROUP INC (continued)								
Total Covered 108 000	Multiple ^Y	27 9290	33,016.29	22.2000	2,397.60	-618.69		
161.000	Total		\$4,674.28		\$3,574.20	-\$1,100.08	\$0.00	
PACIFIC CONTINENTAL CORP								
CUSIP 69412V108								
Dividend Option Cash								
206 000	09/04/12	8.9960	1,853.24	9.7300	2,004.38	151.14	57.68	2.87%
PATTERSON-UTI ENERGY INC COM								
CUSIP 703481101								
Dividend Option Cash								
Total Noncovered 17 000	05/03/10 *	14 9600	3254.32	18 6300	316.71	62.39	3.40	1.07%
Total Covered 170 000	Multiple ^Y	18 3450	33,118.73	18 6300	3,167.10	48.37	34.00	1.07%
187.000	Total		\$3,373.05		\$3,483.81	\$110.76	\$37.40	
PERFICIENT INC COM								
CUSIP 71375U101								
Dividend Option Cash								
Total Covered 266 000	Multiple ^Y	11.1390	32,962.91	11 7800	3,133.48	170.57		
PHOTRONICS INC								
CUSIP 719405102								
Dividend Option Cash								
Total Covered 1,139 000	Multiple ^Y	5.8340	36,645.05	5 9600	6,788.44	143.39		
PIPER JAFFRAY COS COM								
CUSIP 724078100								
Dividend Option Cash								
Total Noncovered 80 000	Multiple ^Y	43 8270	33,506.18	32.1300	2,570.40	-935.78		
Total Covered 63 000	Multiple ^Y	22 6940	31,429.74	32.1300	2,024.19	594.45		
143.000	Total		\$4,935.92		\$4,594.59	-\$341.33	\$0.00	
POLYCOM INC COM								
CUSIP 73172K104								
Dividend Option Cash								



MacWilliams Family Foundation
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 Edwards #3387



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Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
POLYCOM INC COM (continued)								
Total Covered 286,000	Multiple ^Y	10.9550	3,133.03	10.4600	2,991.56	-141.47		
POWELL INDS INC								
CUSIP 739128106 Security Identifier: POWL								
Dividend Option Cash 62,000	05/11/12	34.7200	32,152.63	41.5300	2,574.86	422.23		
RTI INTL METALS INC COM								
CUSIP 74973W107 Security Identifier: RTI								
Dividend Option Cash Total Noncovered 24,000	04/30/10 [*]	27.0750	3649.80	27.5600	661.44	11.64		
Total Covered 91,000	Multiple ^Y	25.9510	32,361.52	27.5600	2,507.96	146.44		
115,000	Total		\$3,011.32		\$3,169.40	\$158.08	\$0.00	
RTI BIOLOGICS INC COM								
CUSIP 74975N105 Security Identifier: RTIX								
Dividend Option Cash Total Covered 924,000	Multiple ^Y	3.7730	33,485.84	4.2700	3,945.48	459.64		
RAYMOND JAMES FINL INC COM								
CUSIP 754730109 Security Identifier: RJF								
Dividend Option Cash Total Noncovered 32,000	Multiple ^Y	15.8450	3507.04	38.5300	1,232.96	725.92	16.64	1.34%
Total Covered 26,000	09/09/11	25.5460	3664.20	38.5300	1,001.78	337.58	13.52	1.34%
58,000	Total		\$1,171.24		\$2,234.74	\$1,063.50	\$30.16	



MacWilliams Family Foundation
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Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
RUBICON TECHNOLOGY INC COM			Security Identifier: RBCN					
CUSIP: 78112T107								
Dividend Option: Cash								
Total Covered 717 000	Multiple ^Y	8.7640	\$6,283.80	6.1100	4,380.87	-1,902.93		
RUBY TUESDAY INC (GA) COM			Security Identifier: RT					
CUSIP: 781182100								
Dividend Option: Cash								
Total Covered 457 000	Multiple ^Y	7.0880	\$3,239.05	7.8600	3,592.02	352.97		
SKECHERS U S A INC CL A			Security Identifier: SKX					
CUSIP: 830566105								
Dividend Option: Cash								
Total Covered 170 000	Multiple ^Y	13.8350	\$2,352.03	18.5000	3,145.00	792.97		
STELLARONE CORP COM			Security Identifier: STEL					
CUSIP: 85856G100								
Dividend Option: Cash								
Total Noncovered 103 000	Multiple ^Y	10.2120	\$1,121,051.79	14.1400	1,456.42	404.63	32.96	2.26%
Total Covered 119 000	Multiple ^Y	11.3150	\$1,346.52	14.1400	1,682.66	336.14	38.08	2.26%
222.000	Total		\$2,398.31		\$3,139.08	\$740.77	\$71.04	
SUPERIOR ENERGY SVCS INC COM			Security Identifier: SPN					
CUSIP: 868157108								
Dividend Option: Cash								
Total Covered 138 000	Multiple ^Y	25.6010	\$3,532.99	20.7200	2,859.36	-673.63		
TETRA TECHNOLOGIES INC DEL COM			Security Identifier: TTI					
CUSIP: 88162F105								
Dividend Option: Cash								
Total Noncovered 163 000	Multiple ^Y	10.0050	\$1,630.78	7.5900	1,237.17	-393.61		
Total Covered 183 000	Multiple ^Y	7.8530	\$1,437.10	7.5900	1,388.97	-48.13		
346.000	Total		\$3,067.88		\$2,626.14	-\$441.74	\$0.00	



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Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
TEXAS CAP BANCSHARES INC COM DELAWARE		Security Identifier: TCBI						
CUSIP 88224Q107								
Dividend Option: Cash								
42.000	03/16/09 *	8.9050	13374.02	44.8200	1,882.44	1,508.42		
UNIT CORP INC COM		Security Identifier: UNT						
CUSIP 909218109								
Dividend Option: Cash								
Total Noncovered	Multiple*.Y	44.3980	3577.17	45.0500	585.65	8.48		
13.000								
Total Covered	Multiple.Y	44.9880	33,284.10	45.0500	3,288.65	4.55		
73.000								
86.000	Total		\$3,861.27		\$3,874.30	\$13.03	\$0.00	
UNIVERSAL FST PRODS INC COM		Security Identifier: UFPI						
CUSIP 913543104								
Dividend Option: Cash								
Total Covered	Multiple.Y	41.5470	3,282.24	38.0400	3,005.16	-277.08	31.60	1.05%
79.000								
VISHAY INTERTECHNOLOGY INC		Security Identifier: VSH						
CUSIP 928298108								
Dividend Option: Cash								
Total Noncovered	10/22/08 *	3.7420	3123.49	10.6300	350.79	227.30		
33.000								
Total Covered	Multiple.Y	10.0530	35,619.40	10.6300	5,942.17	322.77		
559.000								
592.000	Total		\$5,742.89		\$6,292.96	\$550.07	\$0.00	
WASHINGTON FED INC COM		Security Identifier: WAFD						
CUSIP 938824109								
Dividend Option: Cash								
Total Noncovered	Multiple*.Y	16.0140	3896.80	16.8700	944.72	47.92	17.92	1.89%
56.000								

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Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
WASHINGTON FED INC COM (continued)								
Total Covered 88 000	Multiple ^Y	16 0680	\$1,414.02	16 8700	1,484.56	70.54	28.16	1.89%
144.000	Total		\$2,310.82		\$2,429.28	\$118.46	\$46.08	
Total Common Stocks			\$168,536.21		\$175,073.75	\$6,537.54	\$1,052.57	
Real Estate Investment Trusts								
BIOMED RLTY TR INC COM								
CUSIP 09063H107								
Dividend Option: Cash								
Total Noncovered 98 000	Multiple ^Y	17 4650	\$1,711.53	19 3300	1,894.34	182.81	92.12	4.86%
Total Covered 99 000	Multiple ^Y	18 7940	\$1,860.63	19 3300	1,913.67	53.04	93.06	4.86%
197.000	Total		\$3,572.16		\$3,808.01	\$235.85	\$185.18	
DIAMONDROCK HOSPITALITY CO COM								
CUSIP 252784301								
Dividend Option: Cash								
Total Noncovered 340 000	Multiple ^Y	6 9800	\$2,373.04	9 0000	3,060.00	686.96	108.80	3.55%
Total Covered 93 000	Multiple ^Y	8 4210	\$783.15	9 0000	837.00	53.85	29.76	3.55%
433 000	Total		\$3,156.19		\$3,897.00	\$740.81	\$138.56	
FRANKLIN STR PPTYS CORP COM								
CUSIP 35471R106								
Dividend Option: Cash								
Total Noncovered 31 000	Multiple ^Y	13 8110	\$428.14	12 3100	381.61	-46.53	23.56	6.17%
Total Covered 231 000	Multiple ^Y	10 2080	\$2,357.99	12 3100	2,843.61	485.62	175.56	6.17%
262 000	Total		\$2,786.13		\$3,225.22	\$439.09	\$199.12	
HOSPITALITY PPTYS TR COM SH BEN INT								
CUSIP 44106M102								
Dividend Option: Cash								
Total Noncovered 56 000	08/11/10 *	21 0460	\$1,178.60	23 4200	1,311.52	132.92	105.28	8.02%



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Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Real Estate Investment Trusts <i>(continued)</i>								
HOSPITALITY PTYS TR COM SH BEN INT <i>(continued)</i>								
Total Covered	Multiple [†]	23 7480	\$2,469.78	23 4200	2,435.68	-34.10	195.52	8.02%
104 000								
160.000	Total		\$3,648.38		\$3,747.20	\$98.82	\$300.80	
Total Real Estate Investment Trusts			\$13,162.86		\$14,677.43	\$1,514.57	\$823.66	
Total Equities			\$181,699.07		\$189,751.18	\$8,052.11	\$1,876.23	
			Cost Basis		Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings			\$189,854.09		\$197,906.20	\$8,052.11	\$0.00	\$1,882.23

* Noncovered under the cost basis rules as defined below.

Securities acquired before 2011 are generally not subject to the new cost basis reporting rules set forth in the Internal Revenue Code of 1986, as amended ("IRC") (incorporating amendments enacted by P.L. 110-343, the Emergency Economic Stabilization Act of 2008) and are, therefore, considered "noncovered," under the new cost basis reporting rules, and marked or denoted as such. All other securities in this section are securities which are "covered" under the new cost basis reporting rules. Securities which are "covered" under the new cost basis reporting rules are defined as securities which have been acquired on or after their "applicable date(s)" at which they are subject to the cost basis reporting rules and the adjusted basis will be reported to the IRS on form 1099-B for the applicable tax year in which the security is disposed.

Reporting requirements generally will be phased in over a three-year period, as follows:

- Stock in a corporation acquired on or after January 1, 2011
- Mutual funds and dividend reinvestment plan (DRP) shares acquired on or after January 1, 2012
- Other securities, principally debt securities and options, acquired on or after January 1, 2013, or later, as determined by the Secretary of the Treasury.

³ Either all or a portion of the cost basis of this security has been provided to us by you or your introducing firm and Pershing makes no representation as to the accuracy of this information.

¹² Pershing has received updated cost basis information for either all or some of the shares for this security, therefore cost basis provided on previous client brokerage statements may differ from the new cost basis reported in this section.

¹³ Either all or a portion of the cost basis of this security has been provided to us by the delivering firm or transferring agent and Pershing makes no representation as to the accuracy of this information.

[†] This line is an aggregation of shares in this position, representing shares acquired at different times and/or dates. This summary is a sum of these shares and does not represent cost basis calculated using the average cost accounting method.

Disclosures and Other Information

Pricing



MacWilliams Family Foundation
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Statement Period: 12/01/2012 - 12/31/2012

FDIC Insured Bank Deposits *(continued)*

Date	Activity Type	Description	Amount	Balance
Sweep FDIC Insured Bank Deposits <i>(continued)</i>				
DEUTSCHE BANK INS DEPOSIT E <i>(continued)</i>				
12/26/12	Deposit	DEPOSIT	807.07	8,511.78
12/31/12	Withdrawal	WITHDRAWAL	-1,462.58	7,049.20
12/31/12	Closing Balance			\$7,049.20
Total FDIC Insured Bank Deposits				\$7,049.20

The FDIC Insured Bank Deposits are not securities and are not covered by the Securities Investor Protection Corporation (SIPC). The Bank Deposits at each bank are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000 for each category of legal ownership including individual retirement accounts and certain other self directed retirement accounts. Please review this in connection with other deposits you may have at each respective bank.

Note: For the period from December 31, 2010 through December 31, 2012 the FDIC provides unlimited insurance coverage on certain non interest bearing bank accounts. If your account is in such a program it will be stated in your Message section.

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 4.00% of Portfolio									
Cash Balance				18.74	0.00				
FDIC Insured Bank Deposits									
DEUTSCHE BANK INS DEPOSIT E									
7,049.200	12/01/12	EMM003411	12/31/12	7,662.50	7,049.20	0.34	4.64	N/A	N/A
Total FDIC Insured Bank Deposits				\$7,662.50	\$7,049.20	\$0.34	\$4.64		
Total Cash, Money Funds, and Bank Deposits				\$7,681.24	\$7,049.20	\$0.34	\$4.64		





Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 96.00% of Portfolio								
Common Stocks								
ENDURANCE SPECIALITY HOLDINGS LTD COM Security Identifier: ENH								
ISIN#BMG303971060								
CUSIP G30397106								
Dividend Option Cash								
49 000	10/15/12	40 8940	2,003 82	39.6900	1,944.81	-59 01	60 76	3 12%
ACME PACKET INC COM Security Identifier: APKT								
CUSIP 004764106								
Dividend Option Cash								
94 000	10/15/12	16 0900	1,512.46	22 1200	2,079 28	566 82		
ACTUANT CORP CL A NEW Security Identifier: ATU								
CUSIP 00508X203								
Dividend Option Cash								
71 000	10/15/12	28 0070	1,988 47	27 9100	1,981.61	-6 86	2 84	0 14%
AKORN INC COM Security Identifier: AKRX								
CUSIP 009728106								
Dividend Option Cash								
Total Covered	Multiple ^Y	12 6010	1,701 10	13 3600	1,803 60	102.50		
135 000								
ALIGN TECHNOLOGY INC COM Security Identifier: ALGN								
CUSIP 016255101								
Dividend Option Cash								
Total Covered	Multiple ^Y	25 6110	1,254.93	27 7500	1,359 75	104 82		
49,000								
APTARGROUP INC Security Identifier: ATR								
CUSIP 038336103								
Dividend Option Cash								
23 000	10/15/12	51 3140	1,180 22	47.7200	1,097.56	-82 66	20 24	1.84%
ASCENA RETAIL GROUP INC COM Security Identifier: ASNA								
CUSIP 04351G101								
Dividend Option Cash								
Total Covered	Multiple ^Y	19 6220	2,138 81	18.4700	2,013.23	-125 58		
109 000								
ATMOS ENERGY CORP COM Security Identifier: ATO								
CUSIP 049560105								
Dividend Option Cash								
24 000	10/15/12	35 6870	856 49	35 1200	842 88	-13 61	33 60	3 98%



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Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Common Stocks <i>(continued)</i>								
BIO RAD LABS INC CL A Security Identifier: BIO								
CUSIP 090572207								
Dividend Option Cash								
14.000	10/15/12	105.5650	1,477.91	105.0500	1,470.70	-7.21		
BUFFALO WILD WINGS INC COM Security Identifier: BWLD								
CUSIP 119848109								
Dividend Option Cash								
Total Covered	Multiple ^Y	85.9300	1,632.67	72.8200	1,383.58	-249.09		
19.000								
CARRIZO OIL & GAS INC COM Security Identifier: CRZO								
CUSIP 144577103								
Dividend Option Cash								
64.000	10/15/12	25.0180	1,601.14	20.9200	1,338.88	-262.26		
CASEYS GEN STORES INC Security Identifier: CASY								
CUSIP 147528103								
Dividend Option Cash								
Total Covered	Multiple ^Y	51.3810	1,849.73	53.1000	1,911.60	61.87	23.76	1.24%
36.000								
CITY NATL CORP Security Identifier: CYN								
CUSIP 178566105								
Dividend Option Cash								
21.000	10/15/12	49.8500	1,046.85	49.5200	1,039.92	-6.93	21.00	2.01%
CLARCOR INC Security Identifier: CLC								
CUSIP 179895107								
Dividend Option Cash								
Total Covered	Multiple ^Y	45.2050	1,989.03	47.7800	2,102.32	113.29	23.76	1.13%
44.000								
COMMVAULT SYS INC COM Security Identifier: CVLT								
CUSIP 204166102								
Dividend Option Cash								

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Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Common Stocks <i>(continued)</i>								
COMMVault SYS INC COM <i>(continued)</i>								
25 000	10/15/12	57 0650	1,426 63	69 6624	1,741.56	314 93		
CONSTANT CONTACT INC COM								
CUSIP 210313102								
Dividend Option Cash								
Security Identifier: CTCT								
Total Covered	Multiple ^Y	15 3360	1,180 87	14 2100	1,094.17	-86 70		
77 000								
COPART INC COM								
CUSIP 217204106								
Dividend Option Cash								
Security Identifier: CPRT								
49,000	10/15/12	26 6930	1,307 96	29.5000	1,445 50	137 54		
CYBERONICS INC COM								
CUSIP 23251P102								
Dividend Option Cash								
Security Identifier: CYBX								
23 000	10/15/12	51 5170	1,184.89	52.5300	1,208 19	23 30		
DANA HLDG CORP COM								
CUSIP 235825205								
Dividend Option Cash								
Security Identifier: DAN								
Total Covered	Multiple ^Y	12 6600	1,696 50	15 6100	2,091.74	395.24	26.80	1 28%
134 000								
DRIL-QUIP INC COM								
CUSIP 262037104								
Dividend Option Cash								
Security Identifier: DRQ								
22 000	10/15/12	68.4130	1,505 09	73 0500	1,607 10	102 01		
EAST WEST BANCORP INC COM								
CUSIP 27579R104								
Dividend Option Cash								
Security Identifier: EWBC								
Total Covered	Multiple ^Y	20.3680	1,731.32	21 4900	1,826 65	95.33	34 00	1 86%
85 000								
ESTERLINE TECH CORP FRMLY ESTERLINE CORP								
CUSIP 297425100								
Dividend Option Cash								
Security Identifier: ESL								
Total Covered	Multiple ^Y	58 4590	1,461 48	63.6100	1,590 25	128 77		
25 000								
EVERCORE PARTNERS INC CL A								
CUSIP 29977A105								
Dividend Option Cash								
Security Identifier: EVR								



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Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Common Stocks <i>(continued)</i>								
EVERCORE PARTNERS INC CL A <i>(continued)</i>								
Total Covered	Multiple ^Y	33 6910	\$3,065.84	30 1900	2,747.29	-318.55	80.08	2.91%
91 000								
EXPRESS INC COM Security Identifier: EXPR								
CUSIP 30219E103								
Dividend Option Cash								
116 000	10/15/12	11.3810	1,320.19	15 0900	1,750.44	430.25		
FIRST MIDWEST BANCORP INC ILL. Security Identifier: FMBI								
CUSIP 320867104								
Dividend Option Cash								
81 000	10/15/12	13 1540	1,065.50	12 5200	1,014.12	-51.38	3.24	0.31%
FLOWERS FOODS INC COM Security Identifier: FLO								
CUSIP 343498101								
Dividend Option Cash								
Total Covered	Multiple ^Y	20 6590	\$2,003.91	23 2700	2,257.19	253.28	62.08	2.75%
97 000								
GARDNER DENVER INC (PREVIOUSLY KNOWN AS GARDNER MACHINERY INC) Security Identifier: GDI								
CUSIP 365558105								
Dividend Option Cash								
14 000	10/15/12	57.5620	805.87	68.5000	959.00	153.13	2.80	0.29%
GENESSEE & WYO INC CL A Security Identifier: GWR								
CUSIP 371559105								
Dividend Option Cash								
31 000	10/15/12	69 7900	2,163.49	76 0800	2,358.48	194.99		
HCC INS HLDGS INC COM Security Identifier: HCC								
CUSIP 404132102								
Dividend Option Cash								
61 000	10/15/12	34.5820	2,109.53	37 2100	2,269.81	160.28	40.26	1.77%

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Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Common Stocks <i>(continued)</i>								
HMS HLDGS CORP COM Security Identifier: HMSY								
CUSIP 404251101								
Dividend Option Cash								
Total Covered	Multiple ^Y	24.9900	924.63	25.9200	959.04	34.41		
37.000								
HAEMONETICS CORP MASS COM Security Identifier: HAE								
CUSIP 405024100								
Dividend Option Cash								
32.000	10/15/12	39.4650	1,262.87	40.8400	1,306.88	44.01		
HAIN CELESTIAL GROUP INC COM Security Identifier: HAIN								
CUSIP 405217100								
Dividend Option Cash								
35.000	10/15/12	59.6800	2,088.81	54.2200	1,897.70	-191.11		
HEALTHCARE SVCS GROUP INC COM Security Identifier: HCSG								
CUSIP 421906108								
Dividend Option Cash								
66.000	10/15/12	23.4120	1,545.19	23.2300	1,533.18	-12.01	43.56	2.84%
HEARTLAND EXPRESS INC Security Identifier: HTLD								
CUSIP 422347104								
Dividend Option Cash								
58.000	10/15/12	13.4600	780.68	13.0700	758.06	-22.62	4.64	0.61%
HEICO CORP NEW COM Security Identifier: HEI								
CUSIP 422806109								
Dividend Option Cash								
Total Covered	Multiple ^Y	41.4840	2,032.71	44.7600	2,193.24	160.53	5.88	0.26%
49.000								
HENRY JACK & ASSOC INC COM Security Identifier: JKHY								
CUSIP 426281101								
Dividend Option Cash								
55.000	10/15/12	37.9510	2,087.29	39.2600	2,159.30	72.01	25.30	1.17%
HITTITE MICROWAVE CORP COM Security Identifier: HITT								
CUSIP 433651104								
Dividend Option Cash								
30.000	10/15/12	53.6620	1,609.87	62.0600	1,861.80	251.93		



MacWilliams Family Foundation
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 Edwards #3411



BENJAMIN F. EDWARDS & CO.
 INVESTMENTS for GENERATIONS
 One North Brentwood Blvd., Suite 850
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Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
HUB GROUP INC CL A			Security Identifier: HUBG					
CUSIP 443320106								
Dividend Option Cash								
53 000	10/15/12	30 4830	1,615 59	33 6000	1,780 80	165.21		
ICU MED INC COM			Security Identifier: ICUI					
CUSIP 44930G107								
Dividend Option Cash								
13 000	10/15/12	59 3230	771 20	60 9300	792 09	20 89		
ICON PUB LTD CO SPONSORED ADR			Security Identifier: ICLR					
CUSIP 45103T107								
Dividend Option Cash								
49 000	10/15/12	24 5460	1,202 75	27 7600	1,360 24	157 49		
ICONIX BRAND GROUP INC COM			Security Identifier: ICON					
CUSIP 451055107								
Dividend Option Cash								
104 000	10/15/12	18,5670	1,930 93	22 3200	2,321.28	390.35		
IDEX CORP			Security Identifier: IEX					
CUSIP 45167R104								
Dividend Option Cash								
54 000	10/15/12	40 0710	2,163 81	46 5300	2,512 62	348 81	43 20	1 71%
INTEGRA LIFESCIENCES HLDGS CORP COM NEW			Security Identifier: IART					
CUSIP 457985208								
Dividend Option Cash								
47 000	10/15/12	39 2400	1,844 26	38 9700	1,831.59	-12 67		
ITC HLDGS CORP COM			Security Identifier: ITC					
ISIN#US4656851056								
CUSIP 465685105								
Dividend Option Cash								
Total Covered	Multiple†	72 0780	3,12864 94	76.9100	922 92	57 98	18 12	1 96%
12 000								

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PAR 12/1/12

Account Number EMM-003411
 MACWILLIAMS FAMILY FOUNDATION

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Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
J2 GLOBAL INC COM								
CUSIP 48123V102								
Dividend Option Cash								
75.000	10/15/12	30.7270	2,304.51	30.6000	2,295.00	-9.51	67.50	2.94%
KEY ENERGY SVCS INC								
CUSIP 492914106								
Dividend Option Cash								
Total Covered	MultipleY	6.6870	1,451.08	6.9500	1,508.15	57.07		
217.000								
LANDSTAR SYSTEMS INC COM								
CUSIP 515098101								
Dividend Option Cash								
24.000	12/26/12	52.0030	1,248.06	52.4600	1,259.04	10.98	6.00	0.47%
LUFKIN INDS INC COM								
CUSIP 549764108								
Dividend Option Cash								
Total Covered	MultipleY	52.8210	1,795.93	58.1300	1,976.42	180.49	17.00	0.86%
34.000								
LUMINEX CORP DEL COM								
CUSIP 55027E102								
Dividend Option Cash								
Total Covered	MultipleY	17.4980	1,329.83	16.7985	1,276.69	-53.14		
76.000								
MSC INDL DIRECT INC CL A								
CUSIP 553530106								
Dividend Option Cash								
11.000	09/15/11	62.1120	3683.23	75.3800	829.18	145.95	13.20	1.59%
MADDEN STEVEN LTD COM								
CUSIP 556269108								
Dividend Option Cash								
49.000	06/20/12	36.5270	1,789.82	42.2700	2,071.23	281.41		
MARKETAXESS HLDGS INC COM								
CUSIP 57060D108								
Dividend Option Cash								
23.000	10/15/12	31.1450	716.33	35.3000	811.90	95.57	10.12	1.24%



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Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Common Stocks <i>(continued)</i>								
MASIMO CORP COM Security Identifier: MASI								
CUSIP 574795100								
Dividend Option Cash								
Total Covered	Multiple ^Y	22.0920	1,281.36	21.0100	1,218.58	-62.78		
58.000								
MENS WEARHOUSE INC COM Security Identifier: MW								
CUSIP 587118100								
Dividend Option Cash								
Total Covered	Multiple ^Y	29.8400	1,790.41	31.1600	1,869.60	79.19	43.20	2.31%
60.000								
MICROS SYS INC COM Security Identifier: MCRS								
CUSIP 594901100								
Dividend Option Cash								
33.000	10/15/12	48.3650	1,596.05	42.4400	1,400.52	-195.53		
MIDDLEBY CORP Security Identifier: MIDD								
CUSIP 596278101								
Dividend Option Cash								
17.000	10/15/12	118.9510	2,022.16	128.2100	2,179.57	157.41		
MONRO MUFFLER BRAKE INC Security Identifier: MNRO								
CUSIP 610236101								
Dividend Option Cash								
Total Covered	Multiple ^Y	33.9490	1,595.61	34.9001	1,640.31	44.70	18.80	1.14%
47.000								
MORNINGSTAR INC COM Security Identifier: MORN								
CUSIP 617700109								
Dividend Option Cash								
Total Covered	Multiple ^Y	64.1160	1,602.90	62.8300	1,570.75	-32.15	12.50	0.79%
25.000								

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Account Number EMM-003411
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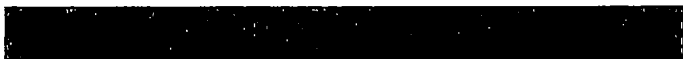
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Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
MYRIAD GENETICS INC								
CUSIP 62855J104								
Dividend Option Cash								
59 000	10/15/12	27 1200	1,600 08	27 2500	1,607 75	7.67		
NEUSTAR INC CL A								
CUSIP 64126X201								
Dividend Option Cash								
44 000	10/15/12	39.7900	1,750 76	41 9300	1,844 92	94 16		
NEWMARKET CORP COM								
CUSIP 651587107								
Dividend Option Cash								
3 000	10/15/12	234 1870	702 56	262 2000	786 60	84 04	9 00	1 14%
NICE SYSTEMS LTD SPONS ADR								
CUSIP 653656108								
Dividend Option Cash								
92 000	10/15/12	33 4160	3,074 31	33 4800	3,080 16	5 85		
OIL STS INTL INC COM								
CUSIP 678026105								
Dividend Option Cash								
16,000	02/11/11	72 2590	31,156 15	71,5400	1,144.64	-11.51		
OPEN TEXT CORP COM								
CUSIP 683715106								
Dividend Option Cash								
45 000	10/15/12	54 2320	2,440 42	55.8877	2,514 95	74 53		
PENN NATL GAMING INC								
CUSIP 707569109								
Dividend Option Cash								
44 000	10/15/12	40 7100	1,791.24	49 1100	2,160 84	369 60		
PLANTRONICS INC NEW COM								
CUSIP 727493108								
Dividend Option Cash								
59 000	10/15/12	34.0560	2,009.28	36 8700	2,175 33	166.05	23 60	1.08%
PORTFOLIO RECOVERY ASSOCS INC COM								
CUSIP 73640Q105								
Dividend Option Cash								
13 000	10/15/12	102 4970	1,332 46	106 8600	1,389 18	56 72		

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Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Common Stocks <i>(continued)</i>								
POWER INTEGRATIONS INC COM Security Identifier: POWI								
CUSIP 739276103								
Dividend Option Cash								
57 000	10/15/12	28 3530	1,616 10	33 6100	1,915.77	299 67	11 40	0 59%
PROASSURANCE CORP COM Security Identifier: PRA								
CUSIP 74267C106								
Dividend Option Cash								
22 000	08/09/11	70.5200	3,121,551.44	42.1900	928 18	-623.26	22 00	2 37%
PROGRESS SOFTWARE CORP Security Identifier: PRGS								
CUSIP 743312100								
Dividend Option Cash								
97 000	10/15/12	18 6000	1,804.20	20 9900	2,036 03	231 83		
PROSPERITY BANCSHARES INC COM Security Identifier: PB								
CUSIP 743606105								
Dividend Option Cash								
Total Covered	Multiple*	40 3060	1,410 70	42 0000	1,470 00	59 30	30 10	2 04%
35 000								
QLIK TECHNOLOGIES INC COM Security Identifier: QLIK								
CUSIP 74733T105								
Dividend Option Cash								
58 000	10/15/12	21 2310	1,231 39	21 7200	1,259 76	28 37		
REGAL BELOIT CORP WISCONSIN Security Identifier: RBC								
ISIN#US7587501039								
CUSIP 758750103								
Dividend Option Cash								
19.000	10/15/12	66.2630	1,258 99	70 4700	1,338 93	79 94	14 44	1.07%

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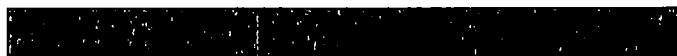
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Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Common Stocks <i>(continued)</i>								
RITCHIE BROS AUCTIONEERS INC Security Identifier: RBA								
COM								
CUSIP 767744105								
Dividend Option Cash								
Total Covered	Multiple ^Y	21.0300	1,661.40	20.8900	1,650.31	-11.09	38.71	2.34%
79.000								
ROCKWOOD HLDGS INC COM Security Identifier: ROC								
COM								
CUSIP 774415103								
Dividend Option Cash								
25.000	10/15/12	47.7070	1,192.68	49.4600	1,236.50	43.82	35.00	2.83%
ROFIN SINAR TECHNOLOGIES INC COM Security Identifier: RSTI								
COM								
CUSIP 775043102								
Dividend Option Cash								
50.000	10/15/12	19.1270	956.35	21.6800	1,084.00	127.65		
SVB FINL GROUP COM Security Identifier: SVB								
COM								
CUSIP 78486Q101								
Dividend Option Cash								
Total Covered	Multiple ^Y	58.8090	1,352.61	55.9700	1,287.31	-65.30		
23.000								
SEMTECH CORP Security Identifier: SMTC								
COM								
CUSIP 816850101								
Dividend Option Cash								
87.000	10/15/12	23.6590	2,058.34	28.9500	2,518.65	460.31		
SENSIENT TECHNOLOGIES CORP Security Identifier: SXT								
COM								
CUSIP 81725T100								
Dividend Option Cash								
Total Covered	Multiple ^Y	36.3270	1,998.01	35.5600	1,955.80	-42.21	48.40	2.47%
55.000								
SIRONA DENTAL SYS INC COM Security Identifier: SIRO								
COM								
CUSIP 82966C103								
Dividend Option Cash								
31.000	10/15/12	57.2100	1,773.51	64.4600	1,998.26	224.75		
SOLARWINDS INC COM Security Identifier: SWI								
COM								
CUSIP 83416B109								
Dividend Option Cash								
17.000	10/15/12	53.0850	902.44	52.4500	891.65	-10.79		

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FORM 990

Account Number EMM-003411
 MACWILLIAMS FAMILY FOUNDATION

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MacWilliams Family Foundation
 EIN #91-1810520
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BENJAMIN F. EDWARDS & CO.
 INVESTMENTS for GENERATIONS
 One North Brentwood Blvd., Suite 850
 Saint Louis, MO 63105 314 726 1600



Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Common Stocks <i>(continued)</i>								
STEEL DYNAMICS INC COM Security Identifier: STLD								
CUSIP 858119100								
Dividend Option Cash								
132 000	10/15/12	12 1100	1,598 52	13 7300	1,812 36	213 84	52 80	2 91%
STIFEL FINANCIAL CORP Security Identifier: SF								
CUSIP 860630102								
Dividend Option Cash								
59 000	10/15/12	31 7800	1,875 02	31 9700	1,886 23	11 21		
SUPERIOR ENERGY SVCS INC COM Security Identifier: SPN								
CUSIP 868157108								
Dividend Option Cash								
77 000	10/15/12	19 9130	1,533 28	20 7200	1,595 44	62 16		
TECHNE CORP COM Security Identifier: TECH								
CUSIP 878377100								
Dividend Option Cash								
Total Covered	Multiple ^Y	69,0000	1,793.99	68.3400	1,776 84	-17.15	31.20	1 75%
26 000								
TEXAS ROADHOUSE INC COM Security Identifier: TXRH								
CUSIP 882681109								
Dividend Option Cash								
Total Covered	Multiple ^Y	17 0470	1,806.98	16 8000	1,780 80	-26 18	38 16	2 14%
106,000								
TIDEWATER INC Security Identifier: TDW								
CUSIP 886423102								
Dividend Option Cash								
29 000	10/15/12	46 0000	1,334 00	44 6800	1,295 72	-38 28	29 00	2 23%
TORO CO Security Identifier: TTC								
CUSIP 891092108								
Dividend Option Cash								
22 000	10/15/12	39 6770	872 90	42 9800	945 56	72 66	12 32	1 30%

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Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
TREEHOUSE FOODS INC COM								
Security Identifier: THS								
CUSIP 89469A104								
Dividend Option Cash								
21 000	10/15/12	55.5890	1,167.36	52.1300	1,094.73	-72.63		
II VI INC ISIN#US9021041085								
Security Identifier: IIVI								
CUSIP 902104108								
Dividend Option Cash								
Total Covered	MultipleY	18 1240	1,341.17	18 2300	1,349.02	7.85		
74.000								
VITAMIN SHOPPE INC COM								
Security Identifier: VSI								
CUSIP 92849E101								
Dividend Option Cash								
Total Covered	MultipleY	56 5310	1,752.46	57 3600	1,778.16	25.70		
31 000								
VOLCANO CORP COM								
Security Identifier: VOLC								
CUSIP 928645100								
Dividend Option Cash								
Total Covered	MultipleY	26.1850	1,544.93	23 6100	1,392.99	-151.94		
59 000								
WABTEC COM								
Security Identifier: WAB								
CUSIP 929740108								
Dividend Option Cash								
11 000	10/15/12	82 6100	908.71	87.5400	962.94	54.23	2.20	0.22%
WASTE CONNECTIONS INC COM								
Security Identifier: WCN								
CUSIP 941053100								
Dividend Option Cash								
30 000	10/15/12	30 0270	900.82	33 7900	1,013.70	112.88	12.00	1.18%
WEST PHARMACEUTICAL SVCS INC COM								
Security Identifier: WST								
CUSIP 955306105								
Dividend Option Cash								
29 000	10/15/12	52 5340	1,523.50	54.7500	1,587.75	64.25	22.04	1.38%
WOLVERINE WORLD WIDE INC COMMON STOCK								
Security Identifier: WWW								
CUSIP 978097103								
Dividend Option Cash								
Total Covered	MultipleY	43.2330	1,902.25	40.9800	1,803.12	-99.13	21.12	1.17%
44 000								
Total Common Stocks			\$148,676.82		\$154,779.77	\$6,102.95	\$1,217.73	

MacWilliams Family Foundation
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BENJAMIN F. EDWARDS & CO.
 INVESTMENTS for GENERATIONS
 One North Brentwood Blvd., Suite 850
 Saint Louis, MO 63105 314 726 1600



Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Real Estate Investment Trusts								
BIOMED RLTY TR INC COM Security Identifier: BMR								
CUSIP 09063H107								
Dividend Option Cash								
63 000	10/15/12	19 2160	1,210 61	19 3300	1,217 79	7 18	59.22	4 86%
CORPORATE OFFICE PPTYS TR COM Security Identifier: OFC								
CUSIP 22002T108								
Dividend Option Cash								
61 000	10/15/12	25 5000	1,555 50	24 9800	1,523 78	-31 72	67 10	4 40%
HOME PPTYS INC COM Security Identifier: HME								
CUSIP 437306103								
Dividend Option Cash								
23 000	10/15/12	58 6640	1,349 27	61 3100	1,410 13	60.86	60 72	4 30%
Total Real Estate Investment Trusts			\$4,115.38		\$4,151.70	\$36.32	\$187.04	
Total Equities			\$152,792.20		\$158,931.47	\$6,139.27	\$1,404.77	
					ULD 928 53			
					159,860 00			
			Cost Basis			Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings			\$159,841.40			\$6,139.27	\$0.00	\$1,409.41

Securities acquired before 2011 are generally not subject to the new cost basis reporting rules set forth in the Internal Revenue Code of 1986, as amended ("IRC") (incorporating amendments enacted by P L 110-343, the Emergency Economic Stabilization Act of 2008) and are, therefore, considered "noncovered," under the new cost basis reporting rules, and marked or denoted as such. All other securities in this section are securities which are "covered" under the new cost basis reporting rules. Securities which are "covered" under the new cost basis reporting rules are defined as securities which have been acquired on or after their "applicable date(s)" at which they are subject to the cost basis reporting rules and the adjusted basis will be reported to the IRS on form 1099-B for the applicable tax year in which the security is disposed

Reporting requirements generally will be phased in over a three-year period, as follows

- Stock in a corporation acquired on or after January 1, 2011
- Mutual funds and dividend reinvestment plan (DRP) shares acquired on or after January 1, 2012
- Other securities, principally debt securities and options, acquired on or after January 1, 2013, or later, as determined by the Secretary of the Treasury

² A stock split or stock dividend is occurring for this security. Please review the Securities Not Yet Received section for additional information.

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FORM 102-5, 1/11

Account Number EMM-003411
 MACWILLIAMS FAMILY FOUNDATION

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Statement Period: 12/01/2012 - 12/31/2012

FDIC Insured Bank Deposits *(continued)*

Date	Activity Type	Description	Amount	Balance
Sweep FDIC Insured Bank Deposits <i>(continued)</i>				
DEUTSCHE BANK INS DEPOSIT E <i>(continued)</i>				
12/28/12	Deposit	DEPOSIT	60.75	2,994.80
12/31/12	Deposit	DEPOSIT	28.40	3,023.20
12/31/12	Closing Balance			\$3,023.20
Total FDIC Insured Bank Deposits				\$3,023.20

The FDIC Insured Bank Deposits are not securities and are not covered by the Securities Investor Protection Corporation (SIPC). The Bank Deposits at each bank are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000 for each category of legal ownership including individual retirement accounts and certain other self directed retirement accounts. Please review this in connection with other deposits you may have at each respective bank.

Note: For the period from December 31, 2010 through December 31, 2012 the FDIC provides unlimited insurance coverage on certain non interest bearing bank accounts. If your account is in such a program it will be stated in your Message section.

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 2.00% of Portfolio									
Cash Balance				0.00	66.29				
FDIC Insured Bank Deposits									
DEUTSCHE BANK INS DEPOSIT E									
3,023.200	12/01/12	EMM003346	12/31/12	2,178.32	3,023.20	0.13	2.59	N/A	N/A
Total FDIC Insured Bank Deposits				\$2,178.32	\$3,023.20	\$0.13	\$2.59		
Total Cash, Money Funds, and Bank Deposits				\$2,178.32	\$3,089.49	\$0.13	\$2.59		



MacWilliams Family Foundation
 EIN #91-1810520
 Edwards #3346



Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 98.00% of Portfolio								
Common Stocks								
ENERGY XXI BERMUDA USD UNRESTRICTED SHS Security Identifier: EXXI								
NEW ISIN#BMG100821401								
CUSIP G10082140								
Dividend Option Cash								
68 000	12/27/11	31 7060	32,156 04	32 1700	2,187 56	31 52	19 04	0 87%
HERBALIFE LTD USD COM SHS Security Identifier: HLF								
ISIN#KYG4412G1010								
CUSIP G4412G101								
Dividend Option Cash								
Total Noncovered	12/15/09 *	20 9570	13880.19	32 9400	1,383.48	503 29	50 40	3 64%
42 000								
Total Covered	06/12/12	45.2500	226 25	32 9400	164.70	-61.55	6.00	3.64%
5 000								
47.000	Total		\$1,106.44		\$1,548.18	\$441.74	\$56.40	
SIGNET JEWELERS LIMITED Security Identifier: SIG								
SHS ISIN#BMG812761002								
CUSIP G81276100								
Dividend Option Cash								
47 000	10/01/09 *	26.8090	131,260 01	53 4000	2,509.80	1,249 79	22 56	0 89%
VALIDUS HLDGS LTD COM SHS Security Identifier: VR								
ISIN#BMG9319H1025								
CUSIP G9319H102								
Dividend Option Cash								
66 000	07/16/12	32.9000	2,171 39	34 5800	2,282 28	110 89	66 00	2.89%
ALLIED WORLD ASSURANCE COMPANY Security Identifier: AWH								
HOLDINGS AG SHS								
CUSIP H01531104								
Dividend Option Cash								
26 000	10/01/09 *	47.8900	131,245 14	78 8000	2,048 80	803 66	39 00	1 90%
CHECK POINT SOFTWARE TECHNOLOGIES LTD SHS Security Identifier: CHKP								
ISIN#IL0010824113								
CUSIP M22465104								
Dividend Option Cash								
37 000	10/01/09 *	28 1900	131,043 03	47.6400	1,762 68	719 65		



MacWilliams Family Foundation
 EIN #91-1810520
 Edwards #3346



BENJAMIN F. EDWARDS & CO.
 INVESTMENTS for GENERATIONS
 One North Brentwood Blvd., Suite 850
 St. Louis, MO 63105 314 726 1600



Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
AERCAP HOLDING N V SHS		Security Identifier: AER						
CUSIP N00985106								
Dividend Option Cash								
Total Noncovered 131 000	04/27/10 *	13.8540	131,814.86	13.7200	1,797.32	-17.54		
Total Covered 50 000	05/23/12	11.2600	563.00	13.7200	686.00	123.00		
181.000	Total		\$2,377.86		\$2,483.32	\$105.46	\$0.00	
ASML HLDG N V N Y REGISTRY SHS NEW 2012		Security Identifier: ASML						
CUSIP N07059210								
Dividend Option Cash								
30 000	03/11/11	52.8470	1,585.40	64.4100	1,932.30	346.90	20.18	1.04%
COPA HOLDING S A CL A COM		Security Identifier: CPA						
ISIN#PAP310761054								
CUSIP P31076105								
Dividend Option Cash								
27.000	09/13/12	83.0500	2,242.35	99.4500	2,685.15	442.80	117.45	4.37%
AVAGO TECHNOLOGIES LTD SHS		Security Identifier: AVGO						
CUSIP Y04865104								
Dividend Option Cash								
70 000	05/23/12	33.4400	2,340.79	31.6600	2,216.20	-124.59	47.60	2.14%
FLEXTRONICS INTL LTD ORD SHS		Security Identifier: FLEX						
ISIN#SG9999000020								
CUSIP Y2573F102								
Dividend Option Cash								
Total Noncovered 292 000	03/18/10 *	7.6690	132,239.46	6.2100	1,813.32	-426.14		
Total Covered 40 000	MultipleY	6.4100	256.40	6.2100	248.40	-8.00		
332.000	Total		\$2,495.86		\$2,061.72	-\$434.14	\$0.00	

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Account Number EMM-003346
 MACWILLIAMS FAMILY FOUNDATION

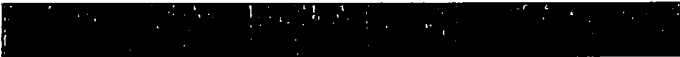
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 Fidelity LLC, one of FIDELITY INVESTMENT

MacWilliams Family Foundation
 EIN #91-1810520
 Edwards #3346



Portfolio Holdings (continued)

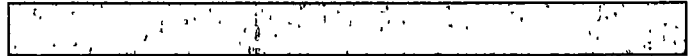
Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
AGRIUM INC COM Security Identifier: AGU								
ISIN CA0089161081								
CUSIP 008916108								
Dividend Option Cash								
23 000	06/12/12	82 3600	1,894 27	99.8714	2,297 04	402 77	46 00	2 00%
ALLIANZ SE SPONS ADR REPSTG 1/10 SHS Security Identifier: AZSEY								
CUSIP 018805101								
Dividend Option Cash								
184 000	11/05/12	12 2700	2,257.68	13 8170	2,542 33	284 65	78 95	3 10%
AMERICA MOVIL SAB DE C V SPONSORED ADR Security Identifier: AMX								
REPSTG SER L SHS ISIN#US02364W1053								
CUSIP 02364W105								
Dividend Option Cash								
86 000	10/01/09 *	21 2350	131,826 21	23 1400	1,990 04	163 83	25 91	1 30%
ANHEUSER BUSCH INBEV SA NV SPONSORED ADR Security Identifier: BUD								
ISIN#US03524A1088								
CUSIP 03524A108								
Dividend Option Cash								
31 000	06/12/12	68 7820	2,132 23	87 4100	2,709 71	577 48	40 07	1 47%
ASTRAZENECA PLC SPONSORED ADR Security Identifier: AZN								
CUSIP 046353108								
Dividend Option Cash								
47 000	10/01/09 *	44.0890	132,072 18	47.2700	2,221 69	149 51	133 95	6 02%
BAE SYS PLC SPONSORED ADR Security Identifier: BAESY								
ISIN#US05523R1077								
CUSIP 05523R107								
Dividend Option Cash								
Total Noncovered	10/01/09 *	21 3700	132,051.52	21.9050	2,102 88	51.36	110.61	5 25%
96 000								
Total Covered	MultipleY	17.1830	515 50	21.9050	657 15	141.65	34 56	5.25%
30 000								
126.000	Total		\$2,567.02		\$2,760.03	\$193.01	\$145.17	
BT GROUP PLC ADR Security Identifier: BT								
CUSIP 05577E101								
Dividend Option Cash								
62 000	11/05/12	36 2060	2,244 77	38 0300	2,357 86	113 09	83 64	3 54%



MacWilliams Family Foundation
 EIN #91-1810520
 Edwards #3346



BENJAMIN F. EDWARDS & CO.
 INVESTMENTS for GENERATIONS
 One North Brentwood Blvd. Suite 850
 Saint Louis, MO 63105 314 728 1600



Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Common Stocks <i>(continued)</i>								
BANK OF MONTREAL Security Identifier: BMO								
CUSIP 063671101								
Dividend Option Cash								
38.000	09/04/12	57.8690	2,199.01	61.3000	2,329.40	130.39	110.00	4.72%
BANK OF NOVA SCOTIA HALIFAX COM SHS Security Identifier: BNS								
ISIN#CA0641491075								
CUSIP 064149107								
Dividend Option Cash								
43.000	03/22/12	55.4170	32,382.94	57.8800	2,488.84	105.90	98.34	3.95%
BAYER AG SPONSORED ADR Security Identifier: BAYRY								
CUSIP 072730302								
Dividend Option Cash								
30.000	06/17/11	80.5110	32,415.33	94.7790	2,843.37	428.04	46.79	1.64%
CNOOC LTD SPONSORED ADR Security Identifier: CEO								
ISIN#US1261321095								
CUSIP 126132109								
Dividend Option Cash								
11.000	10/01/09 *	131.9500	131,451.45	220.0000	2,420.00	968.55	54.88	2.26%
CANADIAN NATL RY CO COM Security Identifier: CNI								
ISIN#CA1363751027								
CUSIP 136375102								
Dividend Option Cash								
22.000	07/20/11	77.8920	31,713.62	91.0100	2,002.22	288.60	33.21	1.65%
CHICAGO BRIDGE & IRON CO N V Security Identifier: CBI								
ISIN#US1672501095								
CUSIP 167250109								
Dividend Option Cash								
53.000	02/05/10 *	19.7480	131,046.62	46.3500	2,456.55	1,409.93	10.60	0.43%

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 MACWILLIAMS FAMILY FOUNDATION

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Cleaving through Pershing LLC, a subsidiary
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 Pershing LLC, member of FINRA, SIPC

MacWilliams Family Foundation
 EIN #91-1810520
 Edwards #3346



Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Common Stocks <i>(continued)</i>								
CHINA MOBILE LTD SPON ADR S A Security Identifier: CHL								
ISIN#US16941M099								
CUSIP 16941M109								
Dividend Option: Cash								
43 000	10/01/09 *	48 0590	132,066 55	58 7200	2,524 96	458 41	84 30	3 33%
CHINA PETE & CHEM CORP SPONSORED ADR Security Identifier: SNP								
REPSTG H SHS								
CUSIP 16941R108								
Dividend Option: Cash								
21 000	11/29/10 *	95 2070	131,999 35	114.9200	2,413 32	413 97	89 23	3 69%
COMPANHIA ENERGETICA DE MINAS GERAIS ADR Security Identifier: CIG								
ISIN#US2044096012								
CUSIP 204409601								
Dividend Option: Cash								
157 000	07/20/11	16 0380	32,518 02	10 8600	1,705.02	-813.00	92.83	5 44%
COMPANHIA PARANAENSE DE ENERGIA COPEL Security Identifier: ELP								
SPONSORED ADR REPSTG PFD SHS								
ISIN#US20441B4077								
CUSIP 20441B407								
Dividend Option: Cash								
Total Noncovered	09/23/10 *	22.7190	132,158 33	15 3500	1,458.25	-700.08		
95 000								
Total Covered	05/25/12	20 8600	208 60	15 3500	153 50	-55 10		
10 000								
105.000	Total		\$2,366.93		\$1,611.75	-\$755.18	\$0.00	
DIAGEO PLC SPONSORED ADR NEW Security Identifier: DEO								
ISIN#US25243Q2057								
CUSIP 25243Q205								
Dividend Option: Cash								
23 000	11/29/11	82 8980	31,906 66	116 5800	2,681.34	774 68	63 79	2.37%
DOMTAR CORP COM NEW Security Identifier: UFS								
CUSIP 257559203								
Dividend Option: Cash								
27 000	04/26/10 *	78.3630	132,115 81	83 5200	2,255 04	139.23	48 60	2 15%



MacWilliams Family Foundation
 EIN #91-1810520
 Edwards #3346



BENJAMIN F. EDWARDS & CO.
 INVESTMENTS for GENERATIONS
 One North Brentwood Blvd., Suite 850
 Saint Louis, MO 63105 314 726 1800



Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
GAZPROM O A O SPON ADR REG S		Security Identifier: OGZPY						
RESTRICTION LIFTED ISIN#US3682872078								
CUSIP 368287207								
Dividend Option Cash								
Total Covered	MultipleY	14.0610	33,276.13	9 4080	2,192 06	-1,084.07	106 09	4 84%
233 000								
CGI GROUP INC		Security Identifier: GIB						
CUSIP 39945C109								
Dividend Option Cash								
98 000	06/07/10 *	15 2900	131,498 43	23 1300	2,266 74	768.31		
HSBC HLDGS PLC SPONS ADR NEW		Security Identifier: HBC						
CUSIP 404280406								
Dividend Option Cash								
50 000	07/16/12	43.6400	2,182 00	53 0700	2,653 50	471.50	125 00	4 71%
HITACHI LTD ADR 10 COM NEW		Security Identifier: HTHY						
ISIN#US4335785071								
CUSIP 433578507								
Dividend Option Cash								
35.000	05/04/11	55.6290	31,947.00	58.2900	2,040 15	93.15	38.54	1.88%
KINGFISHER PLC SPONSORED ADR		Security Identifier: KGFHY						
ISIN#US4957244035								
CUSIP 495724403								
Dividend Option Cash								
Total Covered	MultipleY	8 6740	31,968 89	9 2360	2,096 57	127 68	60 17	2.87%
227 000								
MITSUI & CO LTD ADR		Security Identifier: MITSY						
ISIN#US6068272029								
CUSIP 606827202								
Dividend Option Cash								
7 000	03/29/11	359 7930	32,518 55	296 7680	2,077 38	-441 17	79 65	3 83%

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FORM 10-K

Account Number: EMM-003346
 MACWILLIAMS FAMILY FOUNDATION

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Bank of New York Mellon
 SIX YEARS IN A ROW
 FIDELITY INVESTMENT COMPANY

Clearing through Pershing LLC, a subsidiary
 of The Bank of New York Mellon Corporation
 Pershing LLC member FINRA, SIPC

MacWilliams Family Foundation
 EIN #91-1810520
 Edwards #3346



Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
NETEASE INC SPONSORED ADR								
Security Identifier: NTES								
ISIN#US64110W1027								
CUSIP 64110W102								
Dividend Option Cash								
35 000	06/21/12	62 1260	2,174 41	42 5300	1,488.55	-685 86		
NIPPON TELEG & TELEPHONE CORP								
Security Identifier: NTT								
SPONSORED ADR								
CUSIP 654624105								
Dividend Option Cash								
Total Noncovered	10/01/09 *	22 8900	132,060 10	21 0300	1,892 70	-167 40	76.76	4 05%
90 000								
Total Covered	05/23/12	21.4400	214.40	21.0300	210 30	-4 10	8 53	4 05%
10.000								
100.000	Total		\$2,274.50		\$2,103.00	-\$171.50	\$85.29	
LUKOIL CO SPOND ADR SHS								
Security Identifier: LUKOY								
ISIN#US6778621044								
CUSIP 677862104								
Dividend Option Cash								
39 000	02/22/12	60 0490	32,341 93	65 4770	2,553 60	211.67	119 10	4 66%
PRUDENTIAL PLC ADR								
Security Identifier: PUK								
CUSIP 74435K204								
Dividend Option Cash								
90 000	01/24/12	22 5380	32,028 44	28 5500	2,569 50	541 06	73 09	2.84%
REXAM PLC SPONSORED ADR NEW								
Security Identifier: REXMY								
CUSIP 761655406								
Dividend Option Cash								
Total Covered	MultipleY	31 3940	2,197 60	35 4360	2,480 52	282.92	80 09	3 22%
70 000								
RIO TINTO PLC SPONSORED ADR								
Security Identifier: RIO								
ISIN#US7672041008								
CUSIP 767204100								
Dividend Option Cash								
Total Noncovered	12/15/09 *	51 1590	131,790 56	58 0900	2,033 15	242 59	57 94	2 84%
35 000								
Total Covered	05/23/12	44.4000	444 00	58.0900	580 90	136.90	16 55	2.84%
10 000								
45.000	Total		\$2,234.56		\$2,614.05	\$379.49	\$74.49	



MacWilliams Family Foundation
 EIN #91-1810520
 Edwards #3346



BENJAMIN F. EDWARDS & CO.
 INVESTMENTS for GENERATIONS
 One North Brentwood Blvd. Suite 850
 Saint Louis, MO 63105 314 726 1600



Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Common Stocks <i>(continued)</i>								
ROYAL DUTCH SHELL PLC SPONSORED ADR Security Identifier: RDS A								
RESPTG A SHS								
CUSIP 780259206								
Dividend Option Cash								
35 000	08/19/11	62 2530	32,178 86	68 9500	2,413 25	234 39	102.34	4 24%
SK TELECOM LTD SPONSORED ADR Security Identifier: SKM								
ISIN#US78440P1084								
CUSIP 78440P108								
Dividend Option Cash								
143 000	12/18/12	16 3900	2,343 76	15 8300	2,263 69	-80.07	96 48	4 26%
SPREADTRUM COMMUNICATIONS INC Security Identifier: SPRD								
SPON ADR								
CUSIP 849415203								
Dividend Option Cash								
138 000	12/18/12	17 9460	2,476 55	17.6200	2,431 56	-44 99	65 55	2 69%
STATOIL ASA SPONSORED ADR Security Identifier: STO								
ISIN#US85771P1021								
CUSIP 85771P102								
Dividend Option Cash								
94 000	10/01/09 *	21 9100	132,059.54	25 0400	2,353 76	294 22	85 00	3 61%
TAIWAN SEMICONDUCTOR MFG CO SPONSORED Security Identifier: TSM								
ADR ISIN#US8740391003								
CUSIP 874039100								
Dividend Option Cash								
154 000	06/21/12	13 7300	2,114 40	17 1600	2,642 64	528 24	61 27	2 31%
TATA MTRS LTD SPON ADR. Security Identifier: TTM								
CUSIP 876568502								
Dividend Option Cash								
88 000	12/11/12	25 3680	2,232 38	28 7200	2,527.36	294 98	29 39	1 16%

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FOR DEPOSIT

Account Number EMM-003346
 MACWILLIAMS FAMILY FOUNDATION

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SEATTLE, WA
 SIX YEARS IN A ROW
 FALLOUT MARKET'S COMMUNICATIONS
 EXPERIENCE

Clearing through Pershing LLC, a subsidiary
 of The Bank of New York Mellon Corporation on
 Pershing's Clearing Line (CL) NYSE, NYSE

MacWilliams Family Foundation
 EIN #91-1810520
 Edwards #3346



Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Common Stocks <i>(continued)</i>								
TELEFONICA BRASIL SA SPONSORED ADR Security Identifier: VIV								
ISIN#US87936R1068								
CUSIP 87936R106								
Dividend Option Cash								
79 000	12/27/10 *	20.4880	3,121,618.58	24.0600	1,900.74	282.16	109.01	5.73%
UNITED OVERSEAS BK LTD SPON ADR Security Identifier: UOVEY								
CUSIP 911271302								
Dividend Option Cash								
71 000	09/13/12	31.7400	2,253.54	32.4360	2,302.96	49.42	67.64	2.93%
VALEO SPON ADR Security Identifier: VLEEY								
CUSIP 919134304								
Dividend Option Cash								
Total Noncovered	11/26/10 *	28.7310	132,327.19	24.8090	2,009.53	-317.66	58.50	2.91%
81.000								
Total Covered	MultipleY	21.4000	428.00	24.8090	496.18	68.18	14.45	2.91%
20.000								
101.000	Total		\$2,755.19		\$2,505.71	-\$249.48	\$72.95	
VOLKSWAGEN A G ADR (SPONS) Security Identifier: VLKAY								
CUSIP 928662303								
Dividend Option Cash								
67 000	12/27/10 *	27.9410	131,872.07	42.9140	2,875.24	1,003.17	71.26	2.47%
WUXI PHARMATECH CAYMAN INC SPONS ADF Security Identifier: WX								
ORD SHS ISIN#US9293521020								
CUSIP 929352102								
Dividend Option Cash								
150 000	11/06/12	15.0090	2,251.30	15.7500	2,362.50	111.20		
Total Common Stocks			\$109,999.57		\$122,043.53	\$12,043.96	\$3,276.89	
Total Equities			\$109,999.57		\$122,043.53	\$12,043.96	\$3,276.89	
			Cost Basis		Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings			\$113,089.06		\$125,133.02	\$12,043.96	\$0.00	\$3,279.48



MacWilliams Family Foundation
 EIN #91-1810520
 Edwards #2286



BENJAMIN F. EDWARDS & CO.
 INVESTMENTS for GENERATIONS
 One North Brentwood Blvd. Suite 850
 Saint Louis, MO 63105 314 726-1600



Statement Period: 12/01/2012 - 12/31/2012

FDIC Insured Bank Deposits (continued)

Date	Activity Type	Description	Amount	Balance
Sweep FDIC Insured Bank Deposits (continued)				
DEUTSCHE BANK INS DEPOSIT E (continued)				
12/24/12	Deposit	DEPOSIT	192.85	8,603.65
12/28/12	Withdrawal	WITHDRAWAL	-3,565.08	5,038.57
12/31/12	Closing Balance			\$5,038.57
Total FDIC Insured Bank Deposits				\$5,038.57

The FDIC Insured Bank Deposits are not securities and are not covered by the Securities Investor Protection Corporation (SIPC). The Bank Deposits at each bank are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000 for each category of legal ownership including individual retirement accounts and certain other self-directed retirement accounts. Please review this in connection with other deposits you may have at each respective bank.

Note: For the period from December 31, 2010 through December 31, 2012, the FDIC provides unlimited insurance coverage on certain non-interest-bearing bank accounts. If your account is in such a program it will be stated in your Message section.

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 2.00% of Portfolio									
FDIC Insured Bank Deposits									
DEUTSCHE BANK INS DEPOSIT E									
5,038.570	12/01/12	ESM012286	12/31/12	7,740.78	5,038.57	0.32	4.66	N/A	N/A
Total FDIC Insured Bank Deposits				\$7,740.78	\$5,038.57	\$0.32	\$4.66		
Total Cash, Money Funds, and Bank Deposits				\$7,740.78	\$5,038.57	\$0.32	\$4.66		

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 98.00% of Portfolio								
Common Stocks								
AT&T INC COM			Security Identifier T					
CUSIP 00206R102								
Dividend Option Cash								

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Account Number ESM-012286
 MACWILLIAMS FAMILY FOUNDATION

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Fidelity Investments
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 of The Bank of New York Mellon Corporation
 Fidelity Clearing & Settlement Corporation

MacWilliams Family Foundation
 EIN #91-1810520
 Edwards #2286



Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
AT&T INC COM (continued)								
Total Covered 286 000	MultipleY	28 8900	38,262.63	33 7100	9,641.06	1,378.43	514.80	5.33%
ALTRIA GROUP INC COM								
CUSIP 022095103								
Dividend Option Cash								
Total Covered 331 000	MultipleY	27.8510	39,218.72	31.4400	10,406.64	1,187.92	582.56	5.59%
AMERICAN ELECTRIC POWER CO								
CUSIP 025537101								
Dividend Option Cash								
69 000	05/24/12	37 8180	2,609.43	42 6800	2,944.92	335.49	129.72	4.40%
ASTRAZENECA PLC SPONSORED ADR								
CUSIP 046353108								
Dividend Option Cash								
Total Covered 252 000	MultipleY	45.0070	311,341.65	47.2700	11,912.04	570.39	718.20	6.02%
BCE INC COM NEW								
ISIN#CA0553487604 SHS								
CUSIP 055348760								
Dividend Option Cash								
Total Covered 249 000	MultipleY	39 5760	39,854.42	42.9400	10,692.06	837.64	565.34	5.28%
BRISTOL MYERS SQUIBB CO COM								
CUSIP 110122108								
Dividend Option Cash								
Total Covered 292 000	MultipleY	31.1580	39,097.99	32.5900	9,516.28	418.29	408.80	4.29%
CENTURYLINK INC COM								
CUSIP 156700106								
Dividend Option Cash								
Total Covered 272 000	MultipleY	37 1470	310,104.05	39 1200	10,640.64	536.59	788.80	7.41%
CHEVRON CORP NEW COM								
CUSIP 166764100								
Dividend Option Cash								
Total Covered 24 000	MultipleY	98 0660	32,353.59	108 1400	2,595.36	241.77	86.40	3.32%



MacWilliams Family Foundation
 EIN #91-1810520
 Edwards #2286



BENJAMIN F. EDWARDS & CO.
 INVESTMENTS for GENERATIONS
 One North Brentwood Blvd., Suite 850
 Saint Louis, MO 63105 314 726-1600



Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Common Stocks <i>(continued)</i>								
COCA COLA COMPANY			Security Identifier: KO					
CUSIP 191216100								
Dividend Option Cash								
Total Covered	Multiple ^Y	33.2020	\$2,556.55	36.2500	2,791.25	234.70	78.54	2.81%
77.000								
CONOCOPHILLIPS COM			Security Identifier: COP					
CUSIP 20825C104								
Dividend Option Cash								
Total Covered	Multiple ^Y	52.7530	\$9,759.37	57.9900	10,728.15	968.78	488.40	4.55%
185.000								
DOMINION RES INC VA COM			Security Identifier: D					
CUSIP 25746U109								
Dividend Option Cash								
Total Covered	Multiple ^Y	49.8440	\$2,741.41	51.8000	2,849.00	107.59	116.05	4.07%
55.000								
DUKE ENERGY CORP NEW COM NEW			Security Identifier: DUK					
CUSIP 26441C204								
Dividend Option Cash								
Total Covered	Multiple ^Y	61.5900	9,915.96	63.8000	10,271.80	355.84	492.66	4.79%
161.000								
GLAXOSMITHKLINE PLC SPONS ADR			Security Identifier: GSK					
CUSIP 37733W105								
Dividend Option Cash								
Total Covered	Multiple ^Y	43.2040	\$11,146.65	43.4700	11,215.26	68.61	598.39	5.33%
258.000								
HEINZ H J COMPANY			Security Identifier: HNZ					
CUSIP 423074103								
Dividend Option Cash								
Total Covered	Multiple ^Y	51.0660	\$9,855.68	57.6800	11,132.24	1,276.56	397.58	3.57%
193.000								

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Account Number ESM-012286
 MACWILLIAMS FAMILY FOUNDATION

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Cleaving through Pershing LLC, a subsidiary
 of The Bank of New York Mellon Corporation
 Pershing LLC, 100 F Street, N.E., Suite 1000
 Washington, D.C. 20002

MacWilliams Family Foundation
 EIN #91-1810520
 Edwards #2286



Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Common Stocks <i>(continued)</i>								
JOHNSON & JOHNSON COM Security Identifier: JNJ								
CUSIP 478160104								
Dividend Option Cash								
Total Covered	MultipleY	63.0420	\$6,934.61	70.1000	7,711.00	776.39	268.40	3.48%
110 000								
KIMBERLY CLARK CORP Security Identifier: KMB								
CUSIP 494368103								
Dividend Option Cash								
Total Covered	MultipleY	71.0670	\$5,258.94	84.4300	6,247.82	988.88	219.04	3.50%
74 000								
KRAFT FOODS GROUP INC COM Security Identifier: KRFT								
CUSIP 50076Q106								
Dividend Option Cash								
Total Covered	MultipleY	46.2050	8,547.89	45.4700	8,411.95	-135.94	370.00	4.39%
185 000								
ELI LILLY & CO COM Security Identifier: LLY								
CUSIP 532457108								
Dividend Option Cash								
Total Covered	MultipleY	38.5690	\$6,595.25	49.3200	8,433.72	1,838.47	335.16	3.97%
171 000								
LORILLARD INC COM Security Identifier: LO								
CUSIP 544147101								
Dividend Option Cash								
Total Covered	MultipleY	110.5260	\$2,763.15	116.6700	2,916.75	153.60	155.00	5.31%
25 000								
MCDONALDS CORP Security Identifier: MCD								
CUSIP 580135101								
Dividend Option Cash								
Total Covered	MultipleY	90.0830	\$6,846.32	88.2100	6,703.96	-142.36	234.08	3.49%
76 000								
MERCK & CO INC NEW COM Security Identifier: MRK								
CUSIP 58933Y105								
Dividend Option Cash								
Total Covered	MultipleY	38.5500	\$8,904.98	40.9400	9,457.14	552.16	397.32	4.20%
231 000								



MacWilliams Family Foundation
 EIN #91-1810520
 Edwards #2286



BENJAMIN F. EDWARDS & CO.
 INVESTMENTS for GENERATIONS
 One North Brentwood Blvd., Suite 850
 Saint Louis, MO 63105 314 728 1600



Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Common Stocks <i>(continued)</i>								
NATIONAL GRID PLC SPON ADR NEW Security Identifier: NGG								
CUSIP 636274300								
Dividend Option Cash								
Total Covered	Multiple ^Y	48 8430	310,696.58	57.4400	12,579.36	1,882.78	693.41	5.51%
219 000								
PPL CORP COM Security Identifier: PPL								
CUSIP 69351T106								
Dividend Option Cash								
Total Covered	Multiple ^Y	28 2360	35,788.42	28.6300	5,869.15	80.73	295.20	5.02%
205 000								
PEPSICO INC COM Security Identifier: PEP								
CUSIP 713448108								
Dividend Option Cash								
Total Covered	Multiple ^Y	64 1380	32,565.52	68.4300	2,737.20	171.68	86.00	3.14%
40 000								
PHILIP MORRIS INTL INC COM Security Identifier: PM								
CUSIP 718172109								
Dividend Option Cash								
Total Covered	Multiple ^Y	74 7350	33,960.96	83.6400	4,432.92	471.96	180.20	4.06%
53 000								
PROCTER & GAMBLE CO COM Security Identifier: PG								
CUSIP 742718109								
Dividend Option Cash								
Total Covered	Multiple ^Y	63.3810	32,852.15	67.8900	3,055.05	202.90	101.16	3.31%
45 000								
REYNOLDS AMERN INC COM Security Identifier: RAI								
CUSIP 761713106								
Dividend Option Cash								
Total Covered	Multiple ^Y	40 3650	39,606.88	41.4300	9,860.34	253.46	561.68	5.69%
238 000								

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Account Number ESM-012286
 MACWILLIAMS FAMILY FOUNDATION

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Clearing through Pershing LLC, a subsidiary
 of The Bank of New York Mellon Corporation
 Pershing LLC, an Equal Opportunity Employer

MacWilliams Family Foundation
 EIN #91-1810520
 Edwards #2286



Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities <i>(continued)</i>								
Common Stocks <i>(continued)</i>								
ROYAL DUTCH SHELL PLC SPONSORED ADR Security Identifier: RDS B								
REPSTG B SHS ISIN#US7802591070								
CUSIP 780259107								
Dividend Option Cash								
Total Covered	MultipleY	69 7100	\$11,990.11	70.8900	12,193.08	202.97	591.68	4.85%
172,000								
SOUTHERN CO COM Security Identifier: SO								
CUSIP 842587107								
Dividend Option Cash								
Total Covered	MultipleY	43 3320	\$10,573.00	42.8100	10,445.64	-127.36	478.24	4.57%
244,000								
TOTAL S A SPONSORED ADR Security Identifier: TOT								
CUSIP 89151E109								
Dividend Option Cash								
Total Covered	MultipleY	49.3690	\$11,453.62	52.0100	12,066.32	612.70	581.57	4.81%
232,000								
UNILEVER PLC SPON ADR NEW Security Identifier: UL								
ISIN#US9047677045								
CUSIP 904767704								
Dividend Option Cash								
Total Covered	MultipleY	32.0530	\$2,436.02	38.7200	2,942.72	506.70	93.18	3.16%
76,000								
VERIZON COMMUNICATIONS COM Security Identifier: VZ								
CUSIP 92343V104								
Dividend Option Cash								
Total Covered	MultipleY	36 4380	\$9,619.60	43.2700	11,423.28	1,803.68	543.84	4.76%
264,000								
VODAFONE GROUP PLC SPON ADR NEW Security Identifier: VOD								
ISIN#US92857W2098								
CUSIP 92857W209								
Dividend Option Cash								
Total Covered	MultipleY	26 9910	\$11,417.32	25.1900	10,655.37	-761.95	634.53	5.95%
423,000								
WINDSTREAM CORP COM Security Identifier: WIN								
CUSIP 97381W104								
Dividend Option Cash								



MacWilliams Family Foundation
 EIN #91-1810520
 Edwards #2286



BENJAMIN F. EDWARDS & CO.
 INVESTMENTS for GENERATIONS
 One North Brentwood Blvd., Suite 850
 Saint Louis MO 63105 314 726 1600



Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
WINDSTREAM CORP COM (continued)								
Total Covered 213 000	MultipleY	11 5170	\$2,453.18	8.2800	1,763.64	-689.54	213.00	12.07%
Total Common Stocks			\$250,082.60		\$267,243.11	\$17,160.51	\$12,998.93	
Real Estate Investment Trusts								
HCP INC COM								
CUSIP 40414L109			Security Identifier: HCP					
Dividend Option: Cash								
Total Covered 87 000	MultipleY	38 2790	\$3,330.24	45.1600	3,928.92	598.68	174.00	4.42%
HEALTH CARE REIT INC COM								
CUSIP 42217K106			Security Identifier: HCN					
Dividend Option: Cash								
Total Covered 80 000	MultipleY	51 3700	\$4,109.57	61.2900	4,903.20	793.63	236.80	4.82%
Total Real Estate Investment Trusts			\$7,439.81		\$8,832.12	\$1,392.31	\$410.80	
Total Equities			\$257,522.41		\$276,075.23	\$18,552.82	\$13,409.73	
			Cost Basis		Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings			\$262,560.98		\$281,113.80	\$18,552.82	\$0.00	\$13,414.39



Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

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

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

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

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions MACWILLIAMS FAMILY FOUNDATION	Employer identification number (EIN) or 91-1810520
	Number, street, and room or suite no. If a P.O. box, see instructions 20145 SW NANCY LANE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions ALOHA, OR 97007	

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

04

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

PETER MACWILLIAMS

- The books are in the care of ► **20145 SW NANCY LANE - ALOHA, OR 97009**

Telephone No ► **503 642-7540**

FAX No. ►

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

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

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	4,530.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	2,560.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	1,970.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)