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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 ODELL, ROBERT S & HELEN P FUND T/U/A		A Employer identification number 94-6132116
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 35,749,657	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	860,835	860,453		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	4,905,668			
	b Gross sales price for all assets on line 6a	29,770,334			
	7 Capital gain net income (from Part IV, line 2)		4,905,668		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	8,679	8,679			
12 Total. Add lines 1 through 11	5,775,182	5,774,800	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	342,003	256,502		85,501
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	8,842			8,842
	b Accounting fees (attach schedule)	2,199			2,199
	c Other professional fees (attach schedule)	1,492			1,492
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	101,944	8,106		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,928	4,918		10
	24 Total operating and administrative expenses. Add lines 13 through 23	461,408	269,526	0	98,044
	25 Contributions, gifts, grants paid	1,421,814			1,421,814
26 Total expenses and disbursements. Add lines 24 and 25	1,883,222	269,526	0	1,519,858	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	3,891,960				
b Net investment income (if negative, enter -0-)		5,505,274			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	144,688	791,804	791,804	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)				
	c	Investments—corporate bonds (attach schedule)				
	Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶				
12		Investments—mortgage loans				
13		Investments—other (attach schedule)	28,109,599	31,313,698	34,957,856	
14		Land, buildings, and equipment basis ▶				
		Less: accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	28,254,287	32,105,502	35,749,660	
17		Accounts payable and accrued expenses				
18		Grants payable				
19	Deferred revenue					
20	Loans from officers, directors, trustees, and other disqualified persons					
21	Mortgages and other notes payable (attach schedule)					
22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒					
	27	Capital stock, trust principal, or current funds	28,254,287	32,105,502		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	28,254,287	32,105,502			
31	Total liabilities and net assets/fund balances (see instructions)	28,254,287	32,105,502			

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	28,254,287
2	Enter amount from Part I, line 27a	2	3,891,960
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	24,286
4	Add lines 1, 2, and 3	4	32,170,533
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND & CTF INCOME SUBTRACTION	5	65,031
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	32,105,502

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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 See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(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			0	
b			0	
c			0	
d			0	
e			0	
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			0	
b			0	
c			0	
d			0	
e			0	
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	4,905,668
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,562,483	34,186,584	0.045705
2010	1,496,544	32,417,501	0.046165
2009	1,609,295	29,342,691	0.054845
2008	2,474,583	37,910,237	0.065275
2007	2,561,992	43,005,967	0.059573
2 Total of line 1, column (d)			2 0.271563
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.054313
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 34,624,535
5 Multiply line 4 by line 3			5 1,880,562
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 55,053
7 Add lines 5 and 6			7 1,935,615
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 1,519,858

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

1	a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
	b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	110,105	
	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	110,105	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	110,105	
6	Credits/Payments.			
	a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	119,790	
	b Exempt foreign organizations—tax withheld at source	6b		
	c Tax paid with application for extension of time to file (Form 8868)	6c		
	d Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d	7	119,790	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,685	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 9,685 Refunded ☐	11	0	

Part VII-A Statements Regarding Activities

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

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 N/A	13	X	
14	The books are in care of WELLS FARGO BANK N.A. Telephone no 888-730-4933 Located at 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	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 ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in

Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

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

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?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**6b** X**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?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phila	Trustee 4.00	189,523		
JAMES P. CONN 949 CHILTERN ROAD HILLSBOROUGH, CA 94024	CO-TRUSTEE 1.00	76,240		
PAUL FAY III 400 OYSTER PT BLVD #123 SOUTH SAN FRANCISCO, CA 94133	CO-TRUSTEE 1.00	76,240		

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

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

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

0

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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 (see instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	34,850,594
b	Average of monthly cash balances	1b	301,218
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	35,151,812
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	35,151,812
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	527,277
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,624,535
6	Minimum investment return. Enter 5% of line 5	6	1,731,227

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

1	Minimum investment return from Part X, line 6	1	1,731,227
2a	Tax on investment income for 2012 from Part VI, line 5	2a	110,105
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	110,105
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,621,122
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,621,122
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,621,122

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,519,858
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,519,858
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,519,858

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,621,122
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0	
b Total for prior years' 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	322,875			
c From 2009	170,253			
d From 2010				
e From 2011				
f Total of lines 3a through e	493,128			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,519,858				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				1,519,858
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	101,264			101,264
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 . . .	391,864			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	391,864			
10 Analysis of line 9				
a Excess from 2008	221,611			
b Excess from 2009	170,253			
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Form 990-PF (2012)

ODELL, ROBERT S & HELEN P FUND T/U/A

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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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	1,421,814
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

ODELL, ROBERT S & HELEN P FUND T/U/A

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SEE ATTACHED

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

NONE

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,421,814

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

ODELL, ROBERT S & HELEN P FUND T/U/A

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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City

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Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV		Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Gross Sales Price	Cost, Other Basis and Expenses		Adjustments	Net Gain or Loss
									Capital Gains/Losses	Other sales		Gross Sales	Depreciation		
Long Term CG Distributions															
Amount: 165,598															
Short Term CG Distributions															
Amount: 41,757															
1	X	ISHARES MSCI EAFE	464287465			1/1/2006		5/16/2012		98,361	124,600			26,239	0
2	X	ISHARES MSCI EAFE	464287465			3/1/2006		5/16/2012		295,084	377,904			4,707	-78,113
3	X	ISHARES MSCI EAFE	464287465			5/4/2006		5/16/2012		118,033	165,956			0	-47,923
4	X	ISHARES MSCI EAFE	464287465			6/5/2006		5/16/2012		98,361	132,100			0	-33,739
5	X	ISHARES MSCI EAFE	464287465			6/20/2006		5/16/2012		98,361	124,040			0	-25,679
6	X	ISHARES MSCI EAFE	464287465			2/23/2005		5/16/2012		295,084	322,700			27,616	0
7	X	ISHARES MSCI EAFE	464287465			7/6/2005		5/16/2012		147,542	157,170			9,628	0
8	X	ISHARES MSCI EAFE	464287465			3/8/2006		11/28/2012		18,567	21,048			0	-2,481
9	X	ISHARES MSCI EAFE	464287465			12/27/2004		11/28/2012		163,346	154,384			0	8,962
10	X	ISHARES MSCI EAFE	464287465			3/2/2005		11/28/2012		326,693	315,148			0	11,545
11	X	ISHARES MSCI EAFE	464287465			7/13/2005		11/28/2012		163,346	153,394			0	9,952
12	X	ISHARES MSCI EAFE	464287465			9/6/2005		11/28/2012		326,693	322,000			0	4,693
13	X	ISHARES MSCI EAFE	464287465			9/6/2005		11/28/2012		217,795	221,965			0	-4,170
14	X	ISHARES MSCI EAFE	464287465			10/5/2005		11/28/2012		272,244	282,657			0	-10,413
15	X	ISHARES MSCI EAFE	464287465			11/16/2005		11/28/2012		108,898	111,122			0	-2,224
16	X	ISHARES MSCI EAFE	464287465			11/16/2006		11/28/2012		108,898	122,083			0	-13,185
17	X	ISHARES TR RUSSELL MIDCA	464287499			5/23/2012		11/28/2012		1,078,032	999,753			0	78,279
18	X	ISHARES RUSSELL 2000	464287655			5/23/2012		11/28/2012		1,074,432	996,951			0	77,481
19	X	KELLOGG CO	487836108			7/20/2011		11/28/2012		83,338	83,033			0	305
20	X	KRAFT FOODS GROUP INC	502760106			7/20/2011		11/28/2012		22,885	18,617			0	4,268
21	X	LPL FINANCIAL HOLDINGS INC	50212V100			9/19/2012		12/19/2012		1,540	1,645			105	0
22	X	LVH MOET HENNESSY UNIS	502441306			12/5/2012		12/7/2012		4,095	4,107			0	-12
23	X	LIBERTY MEDIA CORP - LIBER	530322106			9/19/2012		10/11/2012		543	513			0	30
24	X	LIBERTY MEDIA CORP - LIBER	530322106			9/19/2012		10/25/2012		891	820			0	71
25	X	LIBERTY GLOBAL INC-A	530555101			9/19/2012		10/11/2012		849	798			0	51
26	X	MCKESSON CORP	581550103			7/20/2011		6/21/2012		370,030	330,268			0	39,761
27	X	MCKESSON CORP	581550103			7/20/2011		11/28/2012		92,838	82,567			0	10,271
28	X	MERCK & CO INC NEW	589337105			7/20/2011		6/21/2012		198,173	178,774			0	19,399
29	X	MERCK & CO INC NEW	589337105			7/20/2011		11/28/2012		132,777	107,265			0	25,512
30	X	MICHELIN (CGDE) ADR	59410T106			12/5/2012		12/7/2012		1,498	1,509			0	-11
31	X	MICHELIN (CGDE) ADR	59410T106			12/5/2012		12/7/2012		2,328	2,356			0	-28
32	X	MICROSOFT CORP	594918104			5/4/2004		8/17/2012		67,803	58,014			0	9,789
33	X	MICROSOFT CORP	594918104			5/4/2004		9/11/2012		154,272	131,850			0	22,422
34	X	MICROSOFT CORP	594918104			5/4/2004		11/28/2012		27,230	26,370			0	860
35	X	MOLSON COORS BREWING CO	594918104			5/12/2002		11/28/2012		108,919	102,993			0	5,926
36	X	MONDELEZ INTERNATIONAL	609207105			9/19/2012		9/20/2012		411	413			0	-2
37	X	NEXTERA ENERGY INC	65339F101			7/20/2011		11/28/2012		76,558	68,875			0	7,683
38	X	NEXTERA ENERGY INC	65339F101			5/4/2004		3/19/2012		721,623	363,593			0	358,030
39	X	NEXTERA ENERGY INC	65339F101			5/17/2004		5/16/2012		180,406	92,328			0	88,078
40	X	ORACLE CORPORATION	65339F101			7/20/2011		5/16/2012		328,600	153,880			0	174,720
41	X	ORACLE CORPORATION	68389X105			7/20/2011		8/17/2012		288,804	290,740			0	-1,936
42	X	ORACLE CORPORATION	68389X105			7/20/2011		11/28/2012		31,589	32,304			0	-715
43	X	ORACLE CORPORATION	68389X105			11/18/2011		11/28/2012		126,356	123,110			0	3,246
44	X	PETROLEO BRASILEIRO S.A.	71654V101			9/19/2012		10/3/2012		6,347	6,544			0	-197
45	X	PUBLIC SVC ENTERPRISE GR	744573106			12/21/2011		3/19/2012		600,305	632,230			0	-31,925
46	X	PUBLIC SVC ENTERPRISE GR	744573106			12/21/2011		5/16/2012		158,111	158,058			0	53
47	X	RECKITT BENCKISER GROUP	756255105			9/20/2012		10/24/2012		1,217	1,194			0	23
48	X	RECKITT BENCKISER GROUP	756255105			9/20/2012		11/28/2012		869	836			0	33
49	X	RECKITT BENCKISER GROUP	756255105			12/5/2012		12/7/2012		4,548	4,586			0	-38
50	X	SAP AG - ADR	803054204			9/20/2012		10/24/2012		1,356	1,378			0	-22
51	X	SBERBANK SPONSORED ADR	80585Y308			12/5/2012		12/14/2012		5,987	6,037			0	-70
52	X	SCHLUMBERGER LTD	808857108			11/18/2011		11/28/2012		315,821	321,615			978	-4,816
53	X	WILLIS GROUP HOLDINGS PLC	808857108			9/19/2012		11/28/2012		3,322	3,570			0	-248
54	X	PENTAIR LTD	H6169Q108			9/19/2012		10/11/2012		21	19			0	110
55	X	DEEMED REDEEMED ASML H	H6169Q108			9/18/2012		11/5/2012		1,088	978			0	2
56	X	DEEMED REDEEMED ASML H	N07059210			12/5/2012		12/11/2012		43	41			0	2
57	X	DEEMED REDEEMED ASML H	N075C895			10/12/2012		11/28/2012		546	467			0	79
58	X	DEEMED REDEEMED ASML H	N075C895			10/19/2012		11/28/2012		297	247			0	50
59	X	SIEMENS AG - ADR	826197501			9/20/2012		10/11/2012		1,490	1,546			0	-56
60	X	TJX COS INC NEW	826197501			9/20/2012		10/19/2012		678	679			0	-1
61	X	TAIWAN SEMICONDUCTOR M	874039100			9/20/2012		10/19/2012		1,341	1,307			0	34
62	X	TAIWAN SEMICONDUCTOR M	874039100			9/20/2012		10/22/2012		1,223	1,188			0	35
63	X	TESCO PLC - ADR	881575302			9/20/2012		10/8/2012		1,474	1,613			139	0
64	X	TESCO PLC - ADR	881575302			9/20/2012		10/9/2012		1,412	1,563			151	0
65	X	TESCO PLC - ADR	881575302			9/20/2012		10/10/2012		2,682	2,960			0	-278
66	X	TESCO PLC - ADR	881575302			9/20/2012		10/11/2012		1,891	2,095			42	-162
67	X	TEVA PHARMACEUTICAL IND	881624209			12/5/2012		12/6/2012		4,056	4,025			0	31
68	X	TRACTOR SUPPLY CO COM	892356106			4/21/2011		8/17/2012		37,439	24,935			0	12,504

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount							
Short Term CG Distributions										165,598	41,757						
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Totals		Gross Sales	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
									Capital Gains/Losses	Other sales							
69	X	TRACTOR SUPPLY CO COM			4/2/2011		11/28/2012	453,275	311,692								141,583
70	X	TURKIE GARANTI BANKSAS			9/20/2012		11/28/2012	850	778								72
71	X	US BANCORP DEL NEW			9/17/2001		11/28/2012	161,230	114,345								46,885
72	X	UNION PACIFIC CORP			11/18/2011		11/28/2012	61,009	50,984								10,025
73	X	UNITED PARCEL SERVICE-CL			11/12/2002		11/28/2012	36,220	31,725								4,495
74	X	UNITED PARCEL SERVICE-CL			4/17/2002		11/28/2012	72,440	60,812								11,628
75	X	VANGUARD MSCI EMERGING			11/12/2010		5/16/2012	323,394	397,147								-73,753
76	X	VANGUARD MSCI PACIFIC ET			12/20/2005		5/16/2012	143,266	182,340								-39,074
77	X	VANGUARD MSCI PACIFIC ET			11/17/2006		5/16/2012	143,266	191,422								-48,156
78	X	VANGUARD MSCI PACIFIC ET			3/12/2006		5/16/2012	95,511	125,204								-29,693
79	X	VANGUARD MSCI PACIFIC ET			6/5/2006		5/16/2012	47,755	63,840								-16,085
80	X	VANGUARD MSCI PACIFIC ET			6/20/2006		5/16/2012	47,755	59,100								-11,345
81	X	VANGUARD MIDCAP VIPER			3/2/2011		3/2/2012	294,803	281,656								13,147
82	X	VANGUARD MIDCAP VIPER			11/12/2010		5/16/2012	429,678	392,768								36,910
83	X	VANGUARD MIDCAP VIPER			9/29/08/29		5/16/2012	1,488,529	1,517,811								-29,282
84	X	VANGUARD SMALL CAP VIPER			3/2/2011		3/2/2012	1,135,399	1,095,695								39,704
85	X	VANGUARD SMALL CAP VIPER			11/12/2010		5/16/2012	436,175	399,724								36,451
86	X	VANGUARD SMALL CAP VIPER			3/2/2011		5/16/2012	672,744	692,418								-19,674
87	X	VISA INC-CLASS A SHRS			11/18/2011		8/17/2012	25,681	18,248								7,433
88	X	VISA INC-CLASS A SHRS			11/3/2009		8/17/2012	205,452	123,504								81,948
89	X	WAL-MART DE MEXICO-SPON			12/5/2012		12/5/2012	3,271	3,239								32
90	X	WEL ADV ULTR SHORT-TRM IN			3/2/2012		4/9/2012	700,000	700,000								0
91	X	WEL ADV ULTR SHORT-TRM IN			3/2/2012		7/13/2012	700,000	700,000								0
92	X	WEL ADV ULTR SHORT-TRM IN			3/2/2012		9/17/2012	1,000,000	998,829								1,171
93	X	WEL ADV ULTR SHORT-TRM IN			3/2/2012		9/17/2012	603,285	601,171								2,114
94	X	WEL ADV ULTR SHORT-TRM IN			5/23/2012		10/23/2012	1,096,715	1,091,590								5,125
95	X	WEL ADV ULTR SHORT-TRM IN			5/23/2012		10/23/2012	2,000,000	1,988,331								11,669
96	X	ABBOTT LABS			5/17/2004		6/2/2012	282,818	185,815								97,003
97	X	ABBOTT LABS			5/17/2004		9/11/2012	202,052	123,877								78,175
98	X	ABBOTT LABS			7/29/2004		9/11/2012	303,078	177,248								125,830
99	X	ABBOTT LABS			7/29/2004		11/28/2012	96,377	59,083								37,294
100	X	ADIDAS-AG ADR			12/5/2012		12/7/2012	3,352	3,359								-7
101	X	AMERICAN EXPRESS CO			12/21/2011		11/28/2012	121,781	104,374								17,417
102	X	ASSA ABLOY AB-UNSP ADR			9/20/2012		11/28/2012	473	450								23
103	X	ASSA ABLOY AB-UNSP ADR			9/20/2012		11/28/2012	619	583								36
104	X	BG GROUP PLC - ADR			9/20/2012		11/28/2012	1,116	1,296								-180
105	X	BHP BILLITON LIMITED - ADR			5/19/2006		11/28/2012	241,340	159,952								81,388
106	X	BHP BILLITON LIMITED - ADR			5/19/2006		11/28/2012	70,982	43,050								27,932
107	X	BHP BILLITON LIMITED - ADR			6/5/2006		11/28/2012	141,965	85,840								56,125
108	X	CNOOC - CHINA NATIONAL O			12/5/2012		12/17/2012	1,708	1,734								-26
109	X	CNOOC - CHINA NATIONAL O			12/5/2012		12/18/2012	1,502	1,518								-16
110	X	CATERPILLAR INC			11/13/1995		5/16/2012	702,241	108,452								593,789
111	X	CATERPILLAR INC			11/13/1995		9/17/2012	221,473	35,675								185,798
112	X	CATERPILLAR INC			11/13/1995		11/28/2012	211,971	35,675								176,296
113	X	CHEVRON CORP			7/6/2005		8/17/2012	168,986	88,275								80,711
114	X	CISCO SYSTEMS INC			3/15/1996		6/2/2012	294,603	89,250								205,353
115	X	CISCO SYSTEMS INC			3/7/1996		6/2/2012	34,659	10,056								24,603
116	X	CISCO SYSTEMS INC			7/20/2011		11/28/2012	282,294	75,417								206,877
117	X	COCOA COLA CO			7/20/2011		8/17/2012	7,874	6,898								976
118	X	COCOA COLA CO			191216100		11/28/2012	74,760	68,983								5,777
119	X	COLGATE PALMOLIVE CO			7/20/2011		11/28/2012	42,985	35,456								7,539
120	X	COMCAST CORP CLASS A			8/25/2003		8/17/2012	125,649	71,213								54,436
121	X	COMCAST CORP CLASS A			20030N101		9/11/2012	205,431	115,480								89,951
122	X	COMCAST CORP CLASS A			20030N101		9/11/2012	308,147	167,668								140,479
123	X	COMCAST CORP CLASS A			20030N101		11/28/2012	109,285	55,889								53,396
124	X	COSTCO WHOLESALE CORP			7/29/2004		5/16/2012	510,562	502,571								7,991
125	X	COVANTA HDG CORP			11/4/2011		10/25/2012	2,570	2,494								76
126	X	COVENTRY HEALTH CARE IN			9/19/2012		10/11/2012	1,344	1,293								51
127	X	COVENTRY HEALTH CARE IN			9/19/2012		10/25/2012	866	817								49
128	X	COVENTRY HEALTH CARE IN			9/19/2012		11/19/2012	3,383	3,294								89
129	X	CREDIT SUISSE GROUP - ADR			12/5/2012		12/14/2012	5,306	5,290								16
130	X	CREDIT SUISSE GROUP - ADR			12/5/2012		12/17/2012	5,332	5,339								-7
131	X	CREDIT SUISSE GROUP - ADR			12/5/2012		12/18/2012	1,938	1,910								26
132	X	CREDIT SUISSE GROUP - ADR			9/20/2012		12/18/2012	3,847	3,517								330
133	X	CREDIT SUISSE GROUP - ADR			9/20/2012		12/19/2012	2,886	2,809								287
134	X	WALT DISNEY CO			4/17/2009		8/17/2012	242,011	97,686								144,325
135	X	DISCOVERY COMMUNICATION			9/19/2012		11/19/2012	682	723								0
136	X	EQT CORPORATION			9/19/2012		9/20/2012	1,487	1,486								1

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Totals				Net Gain or Loss				
									Capital Gains/Losses		Cost, Other Basis and Expenses						
									Gross Sales	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements		Depreciation	Adjustments		
Long Term CG Distributions									Amount		Capital Gains/Losses			24,864,666		4,905,668	
Short Term CG Distributions									165,598		Other Sales			0		0	
									41,757								
137	X EXXON MOBIL CORPORATION	30231G102			11/18/2011		8/17/2012	352,832	311,040				0	41,792			
138	X EXXON MOBIL CORPORATION	30231G102			11/18/2011		11/28/2012	87,928	77,760				0	10,168			
139	X GENERAL ELECTRIC CO	369604103			2/16/1979		5/16/2012	320,705	16,552				0	304,153			
140	X GENERAL ELECTRIC CO	369604103			2/16/1979		11/28/2012	420,317	19,705				0	400,612			
141	X GENERAL GROWTH PROPER	370023103			9/19/2012		12/19/2012	1,639	1,625				0	14			
142	X GENERAL MILLS INC	370334104			7/20/2011		8/17/2012	23,039	22,692				0	347			
143	X GENERAL MILLS INC	370334104			7/20/2011		11/28/2012	81,111	75,641				0	5,470			
144	X HOYA CORP ADR	443251103			9/19/2012		11/30/2012	9,448	11,472				0	-2,024			
145	X INTEL CORP	458140100			4/21/1994		9/11/2012	188,605	29,250				0	159,355			
146	X INTEL CORP	458140100			5/13/1994		9/11/2012	282,907	43,125				0	239,782			
147	X INTEL CORP	458140100			5/13/1994		11/28/2012	200,304	35,938				0	164,366			
148	X INTERNATIONAL GAME TECH	459902102			9/19/2012		11/27/2012	2,697	2,666				0	31			
149	X IRON MOUNTAIN INC	462846106			9/19/2012		11/19/2012	494	503			9	0	0			
150	X IRON MOUNTAIN INC	462846106			11/23/2012		11/28/2012	3	3			0	0	0			
151	X ISHARES MSCI EAFE	464287465			12/20/2004		5/16/2012	147,542	158,160			10,618	0	0			
152	X ISHARES MSCI EAFE	464287465			8/30/2005		5/16/2012	295,084	329,552			34,468	0	0			
153	X ISHARES MSCI EAFE	464287465			9/1/2005		5/16/2012	196,722	227,000			30,278	0	0			
154	X ISHARES MSCI EAFE	464287465			9/28/2005		5/16/2012	245,903	288,950			43,047	0	0			
155	X ISHARES MSCI EAFE	464287465			11/8/2005		5/16/2012	98,361	113,640			15,279	0	0			
156	X ALPHAMATRIX SHORT TERM							2	2,818					-2,818			
157	X ALPHAMATRIX LONG TERM								181					-181			
158	X RIC LINKED SHORT TERM								2,519					-2,519			
159	X 1256 GAINS																

Part I, Line 11 (990-PF) - Other Income

		8,679	8,679	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	PARTNERSHIP INCOME	8,679	8,679	

Part I, Line 16a (990-PF) - Legal Fees

		8,842	0	0	8,842
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	8,842			8,842

Part I, Line 16b (990-PF) - Accounting Fees

		2,199	0	0	2,199
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING FEES	2,199			2,199

Part I, Line 16c (990-PF) - Other Professional Fees

		1,492	0	0	1,492
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	OTHER PROFESSIONAL FEES	1,492			1,492

Part I, Line 18 (990-PF) - Taxes

		101,944	8,106	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES WITHHELD	8,106	8,106		
2	ESTIMATED EXCISE PAYMENTS	93,838			

Part I, Line 23 (990-PF) - Other Expenses

		4,928	4,918	0	10
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	115	115		
2	PARTNERSHIP EXPENSES	4,585	4,585		
3	STATE AG FEES	10	0		10
4	ADVISOR FEES	218	218		

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				0	
2	MARTIN MARIETTA MATLS INC COM		0	12,262	12,822
3	MICROCHIP TECHNOLOGY INC COM		0	20,924	21,835
4	MOHAWK INDS INC COM		0	15,205	16,556
5	NATIONAL FUEL GAS CO N J		0	7,952	7,705
6	PROGRESSIVE CORP OHIO		0	17,686	17,597
7	QUEST DIAGNOSTICS INC		0	15,957	15,733
8	SCHWAB CHARLES CORP NEW		0	20,339	22,057
9	TJX COS INC NEW		0	39,277	37,865
10	VERISIGN INC		0	29,125	28,649
11	WILLIAMS COS INC		0	37,441	37,422
12	CROWN CASTLE INTL CORP		0	33,314	36,441
13	"EOG RESOURCES, INC"		0	14,288	14,736
14	IRON MOUNTAIN INC		0	9,079	8,756
15	IRON MOUNTAIN INC		0	459	435
16	LABORATORY CRP OF AMER HLDGS		0	34,261	34,475
17	BROWN & BROWN INC		0	23,946	22,990
18	VALEANT PHARMACEUTICALS		0	19,250	20,083
19	GENERAL GROWTH PROPERTIE-W/I		0	17,760	18,044
20	MOTOROLA SOLUTIONS, INC		0	26,477	27,840
21	O'REILLY AUTOMOTIVE INC		0	47,455	47,661
22	KINDER MORGAN INC/DELAWARE		0	28,458	29,006
23	MOLSON COORS BREWING CO		0	17,047	16,902
24	LIBERTY GLOBAL INC		0	30,297	32,991
25	MARATHON PETROLEUM CORP		0	16,304	17,892
26	BROOKFIELD ASSET MANAGE-CL A		0	48,064	50,357
27	BEAM INC		0	16,280	17,472
28	LIBERTY MEDIA CORP - LIBERTY C		0	60,376	67,170
29	CBRE GROUP INC		0	12,713	13,413
30	FIDELITY NATL INFORMATION SVCS INC		0	20,974	20,886
31	LIBERTY MEDIA-INTERACTIVE A		0	26,080	26,942
32	AON PLC		0	26,660	26,748
33	WHITE MTNS INS GROUP		0	17,195	16,995
34	MEAD JOHNSON NUTRITION CO		0	6,884	6,391
35	TYCO INTERNATIONAL LTD NEW		0	16,365	16,936
36	MOODYS CORP		0	32,631	34,419
37	ARCH CAPITAL GROUP LTD		0	15,554	15,715
38	DOLLAR GENERAL CORP		0	19,048	17,327
39	CIT GROUP INC		0	19,776	20,247
40	SLM CORP		0	7,574	7,708
41	NABORS INDUSTRIES LTD		0	9,152	8,786
42	SENSATA TECHNOLOGIES HOLDING		0	13,203	13,934
43	CARMAX INC		0	13,186	14,453
44	CIMAREX ENERGY CO		0	11,131	10,507
45	WYNN RESORTS LTD		0	10,393	10,462
46	LPL FINANCIAL HOLDINGS INC		0	14,056	13,939

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
47	BURGER KING WORLDWIDE INC		0	18,767	19,136
48	LIBERTY VENTURES - SER A		0	6,855	8,199
49	ADT COPR/THE		0	17,367	18,921
50	FRANCO NEV CORP NPV		0	25,158	25,498
51	ECHOSTAR CORPORATION		0	12,779	13,825
52	CALPINE CORP/NEW		0	11,685	12,201
53	DISCOVERY COMMUNICATIONS INC		0	35,611	37,498
54	ABBOTT LABORATORIES		0	236,331	393,000
55	AMERICAN EXPRESS COMPANY		0	474,428	574,800
56	APPLE COMPUTER INC COM		0	349,017	532,173
57	CATERPILLAR INC		0	35,675	224,021
58	CISCO SYSTEMS INC		0	50,278	196,494
59	COLGATE PALMOLIVE CO		0	354,560	418,160
60	WALT DISNEY CO		0	101,756	248,950
61	GENERAL MILLS INC		0	264,742	282,940
62	INTEL CORP		0	35,938	206,200
63	KELLOGG CO		0	276,776	279,250
64	MICROSOFT CORP		0	507,797	534,194
65	ORACLE CORPORATION		0	153,888	166,600
66	SCHLUMBERGER LTD		0	357,350	346,493
67	TRACTOR SUPPLY CO COM		0	155,846	220,900
68	UNION PACIFIC CORP		0	407,869	502,880
69	COCA COLA CO		0	689,828	725,000
70	MCKESSON CORP		0	330,269	387,840
71	UNITED PARCEL SERVICE-CL B		0	422,549	516,110
72	EXXON MOBIL CORPORATION		0	311,040	346,200
73	TAXABLE INTERMEDIATE TERM BD FD		0	4,379,504	4,366,122
74	CA BUT S00 T20N R01E 52.475% MI		0	1	1
75	ARTISAN MID CAP FUND-INSTL 1333		0	1,500,000	1,469,518
76	BHP BILLITON LIMITED		0	204,220	392,100
77	US BANCORP DEL NEW		0	399,033	638,800
78	CHEVRON CORP		0	278,246	540,700
79	MERCK & CO INC NEW		0	429,059	491,280
80	ABERDEEN EMERG MARKETS-INST 840		0	1,000,000	1,054,521
81	BERSHIRE HATHAWAY INC		0	528,844	654,810
82	RICI LINKED PAM TOTAL INDEX (SF)		0	500,000	515,364
83	PIMCO EMERGING LOCAL BOND IS 332		0	700,000	722,368
84	ALPHAMETRIX MGD FUT III (WINTON)(RF)		0	500,000	491,448
85	COMCAST CORP CLASS A		0	222,569	448,320
86	WELLS FARGO ADV AST ALL FD-ADM 470		0	1,500,000	1,497,680
87	TOUCHSTONE SMALL CAP CORE-IN 555		0	1,000,000	984,300
88	ASGI CORBIN MULTI STRATEGY FUND		0	500,000	503,850
89	PIMCO EM MKTS CORP BD FD INS 1948		0	700,000	728,669
90	WF ADV ULTR SHORT-TRMINCOME-13104		0	1,420,079	1,426,746
91	JPMORGAN HIGH YIELD FUND SS 3580		0	375,000	380,611
92	EII INTERNATIONAL PROPERTY-I 30		0	500,000	544,890

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
93	OPPENHEIMER DEVELOPING MKT-Y 788		0	1,522,010	1,702,155
94	VODAFONE GROUP PLC NEW ADR		0	506,398	503,800
95	PUTNAM FLOATING RATE INC FUND 1857		0	375,000	379,261
96	KRAFT FOODS GROUP INC		0	111,700	136,410
97	MONDELEZ INTERNATIONAL INC		0	172,187	190,899
98	PRINCIPAL PREFERRED SEC-INS 4929		0	750,000	763,107
99	VISA INC-CLASS A SHRS		0	323,584	757,900
100	KEELEY SMALL CAP VAL FD CL I 2251		0	1,000,000	1,042,330
101	CANADIAN NATL RR CO COM		0	28,527	28,304
102	LONZA GROUP AG ADR		0	15,569	16,555
103	FRESENIUS MEDICAL CARE ADR		0	39,348	38,210
104	IMPERIAL OIL LTD COM-		0	24,794	23,822
105	NESTLE S.A. REGISTERED SHARES - ADR		0	59,033	59,174
106	POTASH CORP SASK		0	29,059	28,809
107	ROCHE HOLDINGS LTD - ADR		0	39,390	40,854
108	SAP AG - ADR		0	64,848	67,680
109	SCHLUMBERGER LTD		0	45,978	43,797
110	TAIWAN SEMICONDUCTOR MANUFACTU		0	37,574	38,953
111	WPP GRP PLC AMER DEPOSITARY SH - A		0	38,265	40,022
112	ARM HLDGS PLC		0	55,364	62,609
113	UNILEVER PLC - ADR		0	17,839	18,044
114	HSBC - ADR		0	17,591	18,468
115	TESCO PLC - ADR		0	19,240	19,365
116	DBS GROUP HOLDINGS LIMITED - ADR		0	23,367	23,990
117	FANUC LTD ADR		0	45,947	49,432
118	QIAGEN NV		0	6,738	6,498
119	BG PLC		0	27,467	24,781
120	DASSAULT SYSTEMES S.A. - ADR		0	53,676	54,962
121	AIR LIQUIDE ADR		0	57,063	57,873
122	LOREAL - ADR		0	35,358	36,822
123	CSL LIMITED - ADR		0	25,425	27,613
124	SASOL LIMITED - ADR		0	13,647	13,506
125	ICICI BANK LTD - ADR		0	34,281	36,327
126	SCHNEIDER ELECTRIC SA - ADR		0	34,054	36,931
127	PETROLEO BRASILEIRO S.A. - COMM - ADR		0	16,516	16,102
128	ITAU UNIBANCO BANCO HOLDING S.A. ADR		0	38,540	39,553
129	ALLIANZ AKTIENGESELLSCHAFT		0	36,755	39,138
130	AMERICA MOVIL S.A.B. DE CV SER L ADR		0	27,896	27,097
131	ANHEUSER-BUSCH INBEV SPN ADR		0	32,286	32,342
132	BUNGE LIMITED		0	16,245	16,864
133	LI & FUNG LTD ADR		0	40,107	43,909
134	TURKIYE GARANTI BANKSASI-ADR		0	33,333	36,072
135	LVMH MOET HENNESSY UNSP ADR - ADR		0	19,927	21,483
136	COCHLEAR LTD-UNSPON ADR		0	22,199	24,319
137	SWATCH GROUP AG/THE-UNSP ADR		0	27,474	29,845
138	ATLAS COPCO AB SPONSORED ADR		0	26,432	28,501

Part II, Line 13 (990-PF) - Investments - Other

		28,109,599		31,313,698		34,957,856	
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year		
139	10A0 GAZPROM LEVEL 1 ADR		0	10,121	10,236		
140	SONOVA HOLDIN-UNSPON ADR		0	26,207	26,619		
141	JGC CORP-UNSPONSORED ADR		0	31,581	29,167		
142	IAIA GROUP LTD - SP ADR		0	37,505	38,578		
143	NOKIAN TYRES OYJ-UNSPON ADR		0	23,633	22,286		
144	SYSMEX CORP-UNSPON ADR		0	27,008	26,266		
145	SVENSKA HANDELSB-A-UNSP ADR		0	14,895	14,604		
146	XINYI GLASS HOLDI-UNSP ADR		0	10,991	12,630		
147	UNI CHARM CORPORATION		0	36,119	35,107		
148	MTN GROUP LTD ADR		0	15,586	17,332		
149	CHECK POINT SOFTWARE TECH COM		0	17,593	18,389		
150	MICHELIN (CGDE) ADR		0	21,785	23,700		
151	CANADIAN NATL RR CO COM		0	29,378	29,669		
152	FRESENIUS MEDICAL CARE ADR		0	32,571	31,728		
153	KOMATSU LIMITED - ADR		0	30,861	36,071		
154	NESTLE S.A. REGISTERED SHARES - ADR		0	29,597	29,783		
155	NOVARTIS AG - ADR		0	32,650	33,486		
156	POTASH CORP SASK		0	24,415	24,251		
157	ROYAL BANK OF SCOTLAND GROUP RBS		0	14,880	16,023		
158	SAP AG - ADR		0	37,275	38,984		
159	SCHLUMBERGER LTD		0	37,447	35,689		
160	TAIWAN SEMICONDUCTOR MANUFACTU		0	16,030	16,954		
161	TEVA PHARMACEUTICAL INDUSTRIES - A		0	29,017	26,437		
162	ARM HLDGS PLC		0	16,257	18,272		
163	TOYOTA MOTOR CORPORATION - ADR		0	35,857	39,724		
164	HSBC - ADR		0	29,506	30,993		
165	DEUTSCHE BANK AG REG SHS		0	15,176	14,970		
166	FANUC LTD ADR		0	28,346	30,635		
167	BG PLC		0	20,338	18,431		
168	DASSAULT SYSTEMES S.A. - ADR		0	18,765	19,225		
169	WAL-MART DE MEXICO-SPON ADR		0	18,252	19,275		
170	NOVO NORDISK A/S - ADR		0	39,967	40,802		
171	PEARSON PLC - ADR		0	21,998	22,178		
172	HONG KONG EXCH & CLEARING LTD -ADR		0	17,530	18,813		
173	PUBLICIS GROUPE S.A. - ADR		0	26,009	27,455		
174	ITAU UNIBANCO BANCO HOLDING S.A. ADR		0	30,219	31,290		
175	SYNGENTA AG - ADR		0	16,491	17,210		
176	INDUST AND COMM BK OF CHINA - ADR		0	23,544	26,136		
177	TENCENT HOLDINGS LTD-UNS ADR		0	32,118	32,291		
178	KDDI CORP-UNSPONSORED ADR		0	17,677	16,809		
179	ACCENTURE PLC		0	19,940	19,618		
180	FLSMIDTH & CO A/S ADR		0	14,127	13,975		
181	TULLOW OIL PLC ADR		0	15,213	16,266		
182	LI & FUNG LTD ADR		0	17,808	19,640		
183	COMPASS GROUP PLC - ADR		0	15,282	15,478		
184	YUM BRANDS INC		0	21,349	21,314		

Part II, Line 13 (990-PF) - Investments - Other

		28,109,599		31,313,698	34,957,856
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
185	TURKIYE GARANTI BANKSASI-ADR		0	15,101	16,224
186	ASSA ABLOY AB-UNSP ADR		0	29,918	31,486
187	SABMILLER PLC - ADR		0	16,897	17,593
188	LVMH MOET HENNESSY UNSP ADR - ADR		0	41,388	45,379
189	CARNIVAL CORP		0	35,055	34,527
190	KINGFISHER PLC - ADR		0	35,470	37,404
191	SWATCH GROUP AG/THE-UNSP ADR		0	24,421	26,772
192	CNOOC - CHINA NATIONAL OFFSHOR - ADR		0	25,692	26,840
193	SIEMENS AG - ADR		0	22,728	23,974
194	EMBRAER SA ADR		0	28,192	30,620
195	BURBERRY GROUP PLC-SPON ADR		0	13,927	14,028
196	LAS VEGAS SANDS CORP		0	23,717	23,957
197	YANDEX NV-A		0	15,553	15,272
198	AIA GROUP LTD - SP ADR		0	29,977	30,425
199	SBERBANK-SPONSORED ADR		0	15,410	15,876
200	BAIDU COM INC		0	15,166	15,746
201	MITSUBISHI UFJ FINL GROUP INC ADR		0	19,966	23,198
202	SOUTHERN COPPER CORP		0	11,591	12,191
203	ADIDAS-AG ADR		0	28,189	29,210
204	VODAFONE GROUP PLC NEW ADR		0	13,919	13,200
205	HANG LUNG PPTY'S LTD ADR		0	19,517	21,278
206	DEEMED REDEEMED ASML HOLDING NV		0	14,466	15,325
207	ELEKTA AB-B SHS-UNSPON ADR		0	14,703	15,178
208	RECKITT BENCKIS/S ADR		0	32,886	33,896
209	MERCADOLIBRE INC		0	18,610	18,773
210	HENNES & MAURITZ AB ADR		0	33,361	33,783
211	AIRGAS INC		0	18,258	19,445
212	ALLEGHANY CORP DEL		0	9,925	9,727
213	AUTOZONE INC		0	21,217	20,557
214	BARD C R INCORPORATED		0	20,706	20,330
215	BECTON DICKINSON AND COMPANY		0	18,671	18,766
216	CLOROX CO		0	8,094	7,981
217	COPART INC COM		0	16,403	16,520
218	DENTSPLY INTL INC COM		0	15,494	15,963
219	ECOLAB INC		0	8,915	9,275
220	EXPEDITORS INTL WASH INC		0	8,638	9,096
221	FACTSET RESH SYS INC COM		0	7,460	6,869
222	FASTENAL CO		0	10,294	11,383
223	FOREST CITY ENTERPRISES INC CL A		0	15,892	16,231
224	GENTEX CORP		0	16,783	17,455
225	GRAINGER W W INC		0	14,740	15,178
226	INTUIT COM		0	22,938	23,076
227	LAMAR ADVERTISING CO CL A		0	20,627	21,506
228	LEUCADIA NATL CORP COM		0	25,722	26,217
229	LOEWS CORP		0	42,721	41,932
230	M & T BANK CORPORATION COM		0	19,510	20,088

Part II, Line 13 (990-PF) - Investments - Other

		28,109,599	31,313,698	34,957,856
		Book Value	Book Value	FMV
		Begin. of Year	End of Year	End of Year
Asset Description	Basis of Valuation			
231 MARKEL HOLDINGS		0	38,764	35,540
232 MARSH & MCLENNAN COS INC		0	16,589	16,408

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	REIMBURSEMENT OF PRIOR YEAR PENALTY	1	697
2	UNDISTRIBUTED CTF CAPITAL GAIN	2	551
3	RETURN OF DISTRIBUTION	3	20,000
4	PARTNERSHIP INCOME ADJUSTMENT	4	956
5	COST BASIS ADJUSTMENT	5	2,082
6	Total	6	24,286

Line 5 - Decreases not included in Part III, Line 2

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	65,031
2	Total	2	65,031

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Short Term CG Distributions		Amount	165,598		41,757		29,562,979		203,623		25,068,289		4,698,313		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0	
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[illegible]

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

		Check "X" if Business		Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
		X		101N Independence Mall E MACY1372	Philadelphia	PA	19106-2112		TRUSTEE	4 00	189,523	0	0
1	Wells Fargo Bank N A Trust Tax D												
2	JAMES P CONN			949 CHILTERN ROAD	HILLSBOROUGH	CA	94010		CO-TRUSTEE	1 00	76,240		
3	PAUL FAY III			400 OYSTER PT BLVD #123	SOUTH SAN FRANCISCO	CA	94080		CO-TRUSTEE	1 00	76,240		
											342,003	0	0

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return		1	25,952
2 First quarter estimated tax payment	5/9/2012	2	7,838
3 Second quarter estimated tax payment	6/11/2012	3	11,000
4 Third quarter estimated tax payment	9/11/2012	4	35,000
5 Fourth quarter estimated tax payment	12/11/2012	5	40,000
6 Other payments		6	0
7 Total		7	119,790

Combined

Wells Fargo

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Tax Transaction Detail (Distributions + Beneficiary)

5/1/2013 16:26:38

Main Account Id: 086484

ODELL, R.S & H.P FUND T/U/A-MAIN

Trust Year Ending 12/31/2012

Tax Code/Desc	Paid For	Transactions	Income	Principal
149	BENEFICIARY DISTRIBUTIONS			
	000000000	No Beny Linked		
01/09/12		0 Units Reg Code. 000	0 00	-20,000 00
086484	Added: 011 02/23/12	DISCRETIONARY DISTRIBUTION 2011 GRANT- 8 SCHOLARSHIPS FOR CHILDREN & FAMILIES HOLY FAMILY DAY HOMES OF SAN FRANCISCO PER DDR APPROVED 08/04/2011 REPLACEMENT CHECK FOR 8/10/11 CHECK 27230490		
04/11/12		0 Units Reg Code. 000	0 00	-5,000 00
086484	Added: 041 04/19/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR OUTDOOR CHALLENGE PROGRAM MISSION GRADUATES PER DDR APPROVED 04/05/2012		
04/11/12		0 Units Reg Code. 000	0 00	-50,000 00
086484	Added: 041 04/19/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR PIRO SCHOLAR PROGRAM SACRED HEART CATHEDRAL PREPARATORY PER DDR APPROVED 04/05/2012		
04/11/12		0 Units Reg Code 000	0 00	-5,000 00
086484	Added: 041 04/19/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR SCHOLARSHIPS ST PIUS SCHOOL PER DDR APPROVED 04/05/2012		
04/11/12		0 Units Reg Code. 000	0 00	-25,000 00
086484	Added: 041 04/19/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR AFTER-SCHOOL RECREATION PROGRAM THE JANET POMEROY CENTER PER DDR APPROVED 04/05/2012 FOR YOUTH WITH DEVELOPMENTAL DISABILITIES		
04/11/12		0 Units Reg Code: 000	0 00	-50,000 00
086484	Added: 041 04/19/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR TUITION ASSISTANCE SAINT CHARLES SCHOOL PER DDR APPROVED 04/05/2012		
04/11/12		0 Units Reg Code. 000	0 00	-5,000 00
086484	Added: 041 04/19/12	DISCRETIONARY DISTRIBUTION 2012 GRANT TO SUPPORT REPAIRS TO JESUIT RETREAT JESUIT RETREAT CENTER OF LOS ALTOS PER DDR APPROVED 04/05/2012 CENTER		
04/11/12		0 Units Reg Code. 000	0 00	-50,000.00
086484	Added: 041 04/19/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR FINANCIAL AID 2012-2013 SCHOOL YEAR JUNIPERO SERRA HIGH SCHOOL PER DDR APPROVED 04/05/2012		
04/11/12		0 Units Reg Code 000	0 00	-20,000 00
086484	Added: 041 04/19/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR EMERGENCY SCHOLARSHIP FUND BISHOP O'DOWD HIGH SCHOOL PER DDR APPROVED 04/05/2012		

Combined!

Wells Fargo

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Tax Transaction Detail (Distributions + Beneficiary)

5/1/2013 16:26:38

Main Account Id: 086484

ODELL, R.S & H.P FUND T/U/A-MAIN

Trust Year Ending 12/31/2012

Tax Code/Desc	Paid For	Transactions	Income	Principal
149	BENEFICIARY DISTRIBUTIONS			
	000000000	No Beny Linked		
04/11/12		0 Units Reg Code: 000	0 00	-20,000 00
086484	Added: 041 04/19/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR COMPUTER SKILLS TRAINING OUR LADY OF THE VISITACION SCHOOL PER DDR APPROVED 04/05/2012		
04/11/12		0 Units Reg Code 000	0 00	-50,000 00
086484	Added: 041 04/19/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR TUITION ASSISTANCE SUPPORT MISSION DOLORES ACADEMY PER DDR APPROVED 04/05/2012		
04/11/12		0 Units Reg Code: 000	0 00	-50,000 00
086484	Added: 041 04/19/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR TENNIS INSTRUCTION AND TUTORING YOUTH TENNIS ADVANTAGE PER DDR APPROVED 04/05/2012 WITH AT-RISK CHILDREN		
04/11/12		0 Units Reg Code: 000	0 00	-20,000 00
086484	Added: 041 04/19/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR ECONOMICS FOR LEADERS PROGRAMS FOUNDATION FOR TEACHING ECONOMICS PER DDR APPROVED 04/05/2012		
04/11/12		0 Units Reg Code 000	0 00	-50,000 00
086484	Added: 041 04/19/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR NEW YOUTH DIRECTOR SAINT FRANCIS CENTER OF REDWOOD CITY PER DDR APPROVED 04/05/2012		
04/11/12		0 Units Reg Code. 000	0.00	-25,000.00
086484	Added: 041 04/19/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR TUITION ASSISTANCE PROGRAM ST PAUL'S EPISCOPAL SCHOOL PER DDR APPROVED 04/05/2012		
04/11/12		0 Units Reg Code: 000	0 00	-20,000.00
086484	Added: 041 04/19/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR TUITION ASSISTANCE NOTRE DAME HIGH SCHOOL PER DDR APPROVED 04/05/2012		
04/11/12		0 Units Reg Code. 000	0 00	-25,000.00
086484	Added: 041 04/19/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR GENERAL OPERATING SUPPORT RAPHAEL HOUSE OF SAN FRANCISCO, INC PER DDR APPROVED 04/05/2012		
04/11/12		0 Units Reg Code 000	0 00	-25,000 00
086484	Added: 041 04/19/12	DISCRETIONARY DISTRIBUTION 2012 GRANT - SIENA YOUTH CENTER'S SPORTS EQUIPMENT SAINT FRANCIS CENTER OF REDWOOD CITY PER DDR APPROVED 04/05/2012		

Combined

Wells Fargo

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Tax Transaction Detail (Distributions + Beneficiary)

5/1/2013 16:26:38

Main Account Id: 086484

ODELL, R.S & H.P FUND T/U/A-MAIN

Trust Year Ending 12/31/2012

Tax Code/Desc	Paid For	Transactions	Income	Principal
149	BENEFICIARY DISTRIBUTIONS			
	000000000	No Beny Linked		
04/11/12		0 Units Reg Code. 000	0.00	-25,000 00
086484	Added: 041 04/19/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR GROWING TEEN PROGRAMS BOYS & GIRLS CLUBS OF SAN FRANCISCO PER DDR APPROVED 04/05/2012		
04/11/12		0 Units Reg Code. 000	0 00	-15,000 00
086484	Added: 041 04/19/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR SUPPORT OF AFTER SCHOOL PROGRAM OAKES CHILDREN'S CENTER, INC. PER DDR APPROVED 04/05/2012		
04/11/12		0 Units Reg Code. 000	0 00	-11,814 00
086484	Added: 041 04/19/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR TUITION ASSISTANCE ST THOMAS THE APOSTLE SCHOOL PER DDR APPROVED 04/05/2012		
04/11/12		0 Units Reg Code 000	0 00	-100,000 00
086484	Added: 041 04/19/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR STUDENT FINANCIAL AID FOR 2011-2012 THOMAS AQUINAS COLLEGE PER DDR APPROVED 04/05/2012		
07/17/12		0 Units Reg Code. 000	0 00	-100,000 00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR 2012 PROGRAM THE BASIC FUND PER DDR APPROVED 07/12/2012		
07/17/12		0 Units Reg Code. 000	0 00	-50,000.00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR TUITION ASSISTANCE SAINT ANTHONY - IMMACULATE CONCEPTION SCHOOL PER DDR APPROVED 07/12/2012		
07/17/12		0 Units Reg Code. 000	0 00	-40,000 00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR TUITION ASSISTANCE SAINT ELIZABETH HIGH SCHOOL PER DDR APPROVED 07/12/2012		
07/17/12		0 Units Reg Code 000	0 00	-15,000 00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR ACCESS-VIS & LOTS OF DOTS PROGRAMS BLIND BABIES FOUNDATION PER DDR APPROVED 07/12/2012		
07/17/12		0 Units Reg Code 000	0.00	-50,000 00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR SPECIAL NEEDS PROGRAM SAINT ELIZABETH ELEMENTARY SCHOOL PER DDR APPROVED 07/12/2012		

Combined

Wells Fargo

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Tax Transaction Detail (Distributions + Beneficiary)

5/1/2013 16:26:38

Main Account Id: 086484

ODELL, R.S & H.P FUND T/U/A-MAIN

Trust Year Ending 12/31/2012

Tax Code/Desc	Paid For	Transactions	Income	Principal
149	BENEFICIARY DISTRIBUTIONS			
	000000000	No Beny Linked		
07/17/12		0 Units Reg Code. 000	0 00	-5,000.00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR MINDS & HEARTS PROJECTS ANN MARTIN CENTER PER DDR APPROVED 07/12/2012		
07/17/12		0 Units Reg Code. 000	0 00	-50,000.00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR FINANCIAL AID PROGRAM BELLARMINE COLLEGE PREPARATORY PER DDR APPROVED 07/12/2012		
07/17/12		0 Units Reg Code. 000	0 00	-5,000 00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR RENOVATION PROJECT CARMELITE MONASTERY OF CARMEL, CALIFORNIA INC PER DDR APPROVED 07/12/2012		
07/17/12		0 Units Reg Code. 000	0 00	-25,000 00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR YOUTH SUPPORT & ENRICHMENT SERVICES CATHOLIC CHARITIES CYO PER DDR APPROVED 07/12/2012		
07/17/12		0 Units Reg Code. 000	0 00	-10,000.00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION		
	Modified: DR1 05/01/13	2012 GRANT FOR PURCHASE OF BOILER RENOVATION CHURCH OF THE VISITACION PER DDR APPROVED 07/12/2012		
07/17/12		0 Units Reg Code 000	0 00	-50,000.00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR TUITION ASSISTANCE DOMINICAN SISTERS OF MISSION SAN JOSE PER DDR APPROVED 07/12/2012		
07/17/12		0 Units Reg Code. 000	0 00	-50,000 00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR TUITION ASSISTANCE DOMINICAN SISTERS VISION OF HOPE PER DDR APPROVED 07/12/2012		
07/17/12		0 Units Reg Code. 000	0 00	-25,000 00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR TUITION ASSISTANCE FAMILY AID - CATHOLIC EDUCATION (FACE) PER DDR APPROVED 07/12/2012		
07/17/12		0 Units Reg Code 000	0 00	-10,000.00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR TUITION ASSISTANCE GIRLVENTURES PER DDR APPROVED 07/12/2012		

Combined!

Wells Fargo

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Tax Transaction Detail (Distributions + Beneficiary)

5/1/2013 16:26:38

Main Account Id: 086484

ODELL, R.S & H.P FUND T/U/A-MAIN

Trust Year Ending 12/31/2012

Tax Code/Desc	Paid For	Transactions	Income	Principal
149	BENEFICIARY DISTRIBUTIONS			
	000000000	No Beny Linked		
07/17/12		0 Units Reg Code: 000	0 00	-50,000 00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR EDUCATION ASSISTANCE IMMACULATE CONCEPTION ACADEMY PER DDR APPROVED 07/12/2012		
07/17/12		0 Units Reg Code: 000	0 00	-10,000 00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR FINANCIAL AID LOYOLA HIGH SCHOOL OF LOS ANGELES PER DDR APPROVED 07/12/2012		
07/17/12		0 Units Reg Code: 000	0 00	-25,000 00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR TUITION ASSISTANCE PROGRAM MERCY HIGH SCHOOL - COLLEGE PREPARATORY PER DDR APPROVED 07/12/2012		
07/17/12		0 Units Reg Code: 000	0 00	-20,000.00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR SCHOLARSHIP FUNDS FOR 2011-2012 SAINT ANTHONY SCHOOL PER DDR APPROVED 07/12/2012		
07/17/12		0 Units Reg Code: 000	0 00	-30,000 00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR TUITION ASSISTANCE & SPECIAL NEEDS SAINT EDWARD SCHOOL PER DDR APPROVED 07/12/2012		
07/17/12		0 Units Reg Code: 000	0 00	-35,000 00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR TUITION ASSISTANCE SAINT JAMES SCHOOL PER DDR APPROVED 07/12/2012		
07/17/12		0 Units Reg Code: 000	0.00	-40,000.00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR TUITION ASSISTANCE FOR 2012-2013 SAINT JOSEPH NOTRE DAME HIGH SCHOOL PER DDR APPROVED 07/12/2012		
07/17/12		0 Units Reg Code: 000	0 00	-35,000 00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION 2012 GRANT FOR RENOVATION OF CRONIN HALL SAINT MARY'S COLLEGE HIGH SCHOOL PER DDR APPROVED 07/12/2012		

Combined

Wells Fargo

Page 6 of 6

Tax Transaction Detail (Distributions + Beneficiary)

5/1/2013 16:26:38

Main Account Id: 086484

ODELL, R.S & H.P FUND T/U/A-MAIN

Trust Year Ending 12/31/2012

Tax Code/Desc	Paid For	Transactions	Income	Principal
149	BENEFICIARY DISTRIBUTIONS			
	000000000	No Beny Linked		
07/17/12		0 Units	Reg Code: 000	0.00
086484	Added: 071 08/03/12	DISCRETIONARY DISTRIBUTION		-25,000 00
		2012 GRANT FOR REPLACEMENT OF MATH TEXTBOOKS		
		SAINT TIMOTHY SCHOOL		
		PER DDR APPROVED 07/12/2012		
		Total For:	No Beny	0 00
				-1,421,814 00
		Total for Taxcode: 149	0 00	-1,421,814 00
		Total for Distributions:	0 00	-1,421,814 00
		Total for all Tax Codes:	-146,362 96	-18,271,889 53

Security Type	Account #	EIN	CUSIP	Asset Name	Fed Cost	FMV	Units
Savings & Temp Inv	08648403	94-6132116	99999Y944	SECURED MARKET DEPOSIT ACCO	22326 76	22326 76	22326 76
Savings & Temp Inv	08648403	94-6132116	99999Y944	SECURED MARKET DEPOSIT ACCO	2 72	2 72	2 72
Savings & Temp Inv	08648402	94-6132116	99999Y944	SECURED MARKET DEPOSIT ACCO	38727 63	38727 63	38727 63
Savings & Temp Inv	08648401	94-6132116	99999Y944	SECURED MARKET DEPOSIT ACCO	118 1	118 1	118 1
Savings & Temp Inv	08648401	94-6132116	99999Y944	SECURED MARKET DEPOSIT ACCO	36984 28	36984 28	36984 28
Savings & Temp Inv	086484	94-6132116	99999Y944	SECURED MARKET DEPOSIT ACCO	169 79	169 79	169 79
Savings & Temp Inv	086484	94-6132116	99999Y944	SECURED MARKET DEPOSIT ACCO	683691 99	683691 99	683692
				TOTAL SAVINGS AND TEMP INV	9782 24	9782 24	9782 24
					791803 51	791803 51	
Invest - Corp Stock	08648403	94-6132116	009363102	ARGAS INC COM	18258 35	19444 77	213
Invest - Corp Stock	08648403	94-6132116	017175100	ALLEGHANY CORP DEL NEW	9925 28	9727 18	29
Invest - Corp Stock	08648403	94-6132116	053332102	AUTOZONE INC	21216 96	20556 94	58
Invest - Corp Stock	08648403	94-6132116	067383109	BARD C R INC	20705 87	20329 92	208
Invest - Corp Stock	08648403	94-6132116	075887109	BECTON DICKINSON & CO	18671 02	18765 6	240
Invest - Corp Stock	08648403	94-6132116	189054109	CLOROX CO	8094 17	7980 98	109
Invest - Corp Stock	08648403	94-6132116	217204106	COPART INC COM	16402 86	16520	560
Invest - Corp Stock	08648403	94-6132116	249030107	DENTSPLY INTL INC COM	15493 75	15962 83	403
Invest - Corp Stock	08648403	94-6132116	278885100	ECOLAB INC	8915 19	9275 1	129
Invest - Corp Stock	08648403	94-6132116	302130109	EXPEDITORS INTL WASH INC	8637 76	9096 5	230
Invest - Corp Stock	08648403	94-6132116	303075105	FACTSET RESH SYS INC COM	7460 18	6868 68	78
Invest - Corp Stock	08648403	94-6132116	311900104	FASTENAL CO	10293 54	11382 6	244
Invest - Corp Stock	08648403	94-6132116	371901109	GENTEX CORP	16782 68	17455 1	926
Invest - Corp Stock	08648403	94-6132116	384802104	GRAINGER W W INC	14740 25	15177 75	75
Invest - Corp Stock	08648403	94-6132116	461202103	INTUIT COM	22938 13	23076 46	388
Invest - Corp Stock	08648403	94-6132116	512815101	LAMAR ADVERTISING CO CL A	20627 49	21508 25	555
Invest - Corp Stock	08648403	94-6132116	527288104	LEUCADIA NATL CORP COM	25722 15	26216 58	1102
Invest - Corp Stock	08648403	94-6132116	54024108	LOEWS CORP	42720 77	41931 75	1029
Invest - Corp Stock	08648403	94-6132116	55261F104	M & T BANK CORPORATION COM	19509 87	20087 88	204
Invest - Corp Stock	08648403	94-6132116	570535104	MARKEL HOLDINGS	38764 48	35540 44	82
Invest - Corp Stock	08648403	94-6132116	571748102	MARSH & MCLENNAN COS INC	16588 57	16407 72	476
Invest - Corp Stock	08648403	94-6132116	573284106	MARTIN MARIETTA MATLS INC COA	12262 32	12822 08	136
Invest - Corp Stock	08648403	94-6132116	595017104	MICROCHIP TECHNOLOGY INC COI	20923 53	21835 3	670
Invest - Corp Stock	08648403	94-6132116	608190104	MOHAWK INDS INC COM	15205 49	16556 01	183
Invest - Corp Stock	08648403	94-6132116	636180101	NATIONAL FUEL GAS CO N J	17951 98	7704 88	152
Invest - Corp Stock	08648403	94-6132116	743315103	PROGRESSIVE CORP OHIO	17685 93	17597 4	834
Invest - Corp Stock	08648403	94-6132116	748341100	QUEST DIAGNOSTICS INC	15956 51	15732 9	270
Invest - Corp Stock	08648403	94-6132116	808513105	SCHWAB CHARLES CORP NEW	20338 55	22056 96	1536
Invest - Corp Stock	08648403	94-6132116	872540109	TJX COS INC NEW	39277 03	37865 4	892
Invest - Corp Stock	08648403	94-6132116	92343E102	VERISIGN INC COM	29125 15	28649 16	738
Invest - Corp Stock	08648403	94-6132116	969457100	WILLIAMS COS INC	37440 88	37421 82	1143
Invest - Corp Stock	08648403	94-6132116	228227104	CROWN NATL INTL CORP	33313 74	36440 8	505
Invest - Corp Stock	08648403	94-6132116	26875F101	EOG RESOURCES, INC	14288 02	14736 38	122
Invest - Corp Stock	08648403	94-6132116	462846108	IRON MOUNTAIN INC	9079 44	8756 1	282
Invest - Corp Stock	08648403	94-6132116	462846108	IRON MOUNTAIN INC	458 85	434 7	14
Invest - Corp Stock	08648403	94-6132116	50540R409	LABORATORY CRP OF AMER HLDG	34260 86	34474 76	388
Invest - Corp Stock	08648403	94-6132116	115236101	BROWN & BROWN INC	23946 15	22990 38	903
Invest - Corp Stock	08648403	94-6132116	G9618E107	WHITE MTNS INS GROUP	17195 42	16995	33
Invest - Corp Stock	08648403	94-6132116	582839106	MEAD JOHNSON NUTRITION CO	6884 04	6391 33	97
Invest - Corp Stock	08648403	94-6132116	H89128104	TYCO INTERNATIONAL LTD NEW	16365 4	16935 75	579
Invest - Corp Stock	08648403	94-6132116	615369105	MOODY'S CORP	32631 29	34418 88	684
Invest - Corp Stock	08648403	94-6132116	G0450A105	ARCH CAPITAL GROUP LTD	15554 46	15715 14	357
Invest - Corp Stock	08648403	94-6132116	256677105	DOLLAR GENERAL CORP	19047 7	17327 37	393
Invest - Corp Stock	08648403	94-6132116	125581801	CIT GROUP INC	19757 71	20247 36	524
Invest - Corp Stock	08648403	94-6132116	78442P106	SLM CORP	7574 08	7708 5	450
Invest - Corp Stock	08648403	94-6132116	G6359F103	NABORS INDUSTRIES LTD	9152 4	8785 6	608
Invest - Corp Stock	08648403	94-6132116	N7902X106	SENSATA TECHNOLOGIES HOLDIN	13202 7	13933 92	429
Invest - Corp Stock	08648403	94-6132116	143130102	CARMAX INC	13186 35	14452 9	385
Invest - Corp Stock	08648403	94-6132116	171798101	CIMAREX ENERGY CO	11131 27	10506 86	182
Invest - Corp Stock	08648403	94-6132116	983134107	WYNN RESORTS LTD	10393 11	10461 57	83
Invest - Corp Stock	08648403	94-6132116	91911K102	VALEANT PHARMACEUTICALS	19249 88	20082 72	338

Invest - Corp Stock	08648403	94-6132116	620076307	MOTOROLA SOLUTIONS, INC	28476 91	27840	500
Invest - Corp Stock	08648403	94-6132116	67103H107	O'REILLY AUTOMOTIVE INC	47455 3	47660 88	533
Invest - Corp Stock	08648403	94-6132116	49456B101	KINDER MORGAN INC/DELAWARE	28457 5	29005 93	821
Invest - Corp Stock	08648403	94-6132116	60871R209	MOLSON COORS BREWING CO	17046 87	16902 05	395
Invest - Corp Stock	08648403	94-6132116	530535101	LIBERTY GLOBAL INC-A	30296 53	32991 04	524
Invest - Corp Stock	08648403	94-6132116	56585A102	MARATHON PETROLEUM CORP	16304 23	17892	284
Invest - Corp Stock	08648403	94-6132116	112585104	BROOKFIELD ASSET MANAGE-CL A	48064 18	50357 1	1374
Invest - Corp Stock	08648403	94-6132116	073730103	BEAM INC	16280 37	17471 74	286
Invest - Corp Stock	08648403	94-6132116	530322108	LIBERTY MEDIA CORP - LIBERTY C	60376 19	67169 79	579
Invest - Corp Stock	08648403	94-6132116	12504L109	CBRE GROUP INC	12712 73	13412 6	674
Invest - Corp Stock	08648403	94-6132116	31620M106	FIDELITY NATL INFORMATION SVC:	20974 17	20886	600
Invest - Corp Stock	08648403	94-6132116	53071M104	LIBERTY INTERACTIVE CORP-A	26079 95	26941 92	1369
Invest - Corp Stock	08648403	94-6132116	G0408V102	AON PLC	26659 99	26748 41	481
Invest - Corp Stock	08648403	94-6132116	50212V100	LPL FINANCIAL HOLDINGS INC	14055 78	13939 2	495
Invest - Corp Stock	08648403	94-6132116	121220107	BURGER KING WORLDWIDE INC	18767 07	19136 16	1164
Invest - Corp Stock	08648403	94-6132116	53071M880	LIBERTY VENTURES - SER A	6854 75	8198 96	121
Invest - Corp Stock	08648403	94-6132116	00101J106	ADT CORP/THE	17366 95	18921 43	407
Invest - Corp Stock	08648403	94-6132116	351858105	FRANCO NEV CORP NPV	25157 88	25497 82	446
Invest - Corp Stock	08648403	94-6132116	278768106	ECHOSTAR CORPORATION	12779 36	13824 88	404
Invest - Corp Stock	08648403	94-6132116	131347304	CALPINE CORP/NEW	11685 28	12201 49	673
Invest - Corp Stock	08648403	94-6132116	25470F302	DISCOVERY COMMUNICATIONS-C	35811 43	37498 5	641
Invest - Corp Stock	08648402	94-6132116	M22465104	CHECK POINT SOFTWARE TECH C	17592 93	18389 04	386
Invest - Corp Stock	08648402	94-6132116	59410T106	MICHELIN (CGDE) ADR	21784 62	23699 65	1235
Invest - Corp Stock	08648402	94-6132116	136375102	CANADIAN NATL RR CO COM	29378 14	28669 26	326
Invest - Corp Stock	08648402	94-6132116	358029108	FRESENIUS MEDICAL CARE ADR	32570 54	31727 5	925
Invest - Corp Stock	08648402	94-6132116	500458401	KOMATSU LIMITED - ADR	30861 12	36071 13	1403
Invest - Corp Stock	08648402	94-6132116	641069406	NESTLE S.A. REGISTERED SHARES	29597 26	29782 69	457
Invest - Corp Stock	08648402	94-6132116	66987V109	NOVARTIS AG - ADR	32650 48	33465 7	529
Invest - Corp Stock	08648402	94-6132116	73755L107	POTASH CORP SASK	24414 8	24251 24	596
Invest - Corp Stock	08648402	94-6132116	780097689	ROYAL BANK OF SCOTLAND GROU	14879 85	16023 15	1485
Invest - Corp Stock	08648402	94-6132116	803054204	SAP AG - ADR	37274 85	38984 3	485
Invest - Corp Stock	08648402	94-6132116	868557108	SCHLUMBERGER LTD	37447 1	35688 78	515
Invest - Corp Stock	08648402	94-6132116	874039100	TAIWAN SEMICONDUCTOR MANUF	16029 94	16954 08	988
Invest - Corp Stock	08648402	94-6132116	881624209	TEVA PHARMACEUTICAL INDUSTRI	29017 45	26436 72	708
Invest - Corp Stock	08648402	94-6132116	042068106	ARM HOLDINGS PLC - ADR	16257 13	18271 69	483
Invest - Corp Stock	08648402	94-6132116	892331307	TOYOTA MOTOR CORPORATION - /	35857 22	39724 5	426
Invest - Corp Stock	08648402	94-6132116	404280406	HSBC - ADR	29506 06	30992 88	584
Invest - Corp Stock	08648402	94-6132116	D18190898	DEUTSCHE BANK AG REG SHS ADR	15175 93	14970 02	338
Invest - Corp Stock	08648402	94-6132116	307305102	FANUC CORPORATION ADR	28346 06	30635 02	986
Invest - Corp Stock	08648402	94-6132116	055434203	BG GROUP PLC - ADR	20338 11	18431 13	1103
Invest - Corp Stock	08648402	94-6132116	237545108	DASSAULT SYSTEMES S.A. - ADR	18765 04	19225 3	170
Invest - Corp Stock	08648402	94-6132116	93114W107	WAL-MART DE MEXICO-SPON ADR	18252 36	19274 64	588
Invest - Corp Stock	08648402	94-6132116	670100205	NOVO NORDISK A/S - ADR	39967 17	40802 5	250
Invest - Corp Stock	08648402	94-6132116	705015105	PEARSON PLC - ADR	21988 24	22177 9	1135
Invest - Corp Stock	08648402	94-6132116	43858F109	HONG KONG EXCH & CLEARING LT	17530 12	18813 4	1090
Invest - Corp Stock	08648402	94-6132116	74463M106	PUBLICIS GROUPE S.A. - ADR	26009 26	27454 76	1811
Invest - Corp Stock	08648402	94-6132116	465562106	ITAU UNIBANCO BANCO HOLDING :	30219 07	31290 46	1901
Invest - Corp Stock	08648402	94-6132116	87160A100	SYNGENTA AG - ADR	16491 37	17210 4	213
Invest - Corp Stock	08648402	94-6132116	455807107	INDUST AND COMM BK OF CHINA -	23544 45	26136 4	1805
Invest - Corp Stock	08648402	94-6132116	128132109	CNOOC - CHINA NATIONAL OFFSH	25691 68	26840	122
Invest - Corp Stock	08648402	94-6132116	828187501	SIEMENS AG - ADR	25691 68	23973 93	219
Invest - Corp Stock	08648402	94-6132116	88032Q109	TENCENT HOLDINGS LTD-UNS ADR	32118 42	32280 85	989
Invest - Corp Stock	08648402	94-6132116	48667L106	KDDI CORP-UNSPONSORED ADR	17677 27	16809 48	954
Invest - Corp Stock	08648402	94-6132116	G1151C101	ACCENTURE PLC	19639 9	19617 5	295
Invest - Corp Stock	08648402	94-6132116	899415202	FLSMIDTH & CO A/S ADR	14127 12	13974 94	2422
Invest - Corp Stock	08648402	94-6132116	501897102	TULLOW OIL PLC ADR	15212 88	16265 62	1561
Invest - Corp Stock	08648402	94-6132116	20449X203	LI & FUNG LTD ADR	17808	19639 88	5486
Invest - Corp Stock	08648402	94-6132116	988498101	COMPASS GROUP PLC - ADR	15282 39	15478 16	1292
Invest - Corp Stock	08648402	94-6132116	900148701	YUM BRANDS INC	21348 61	21314 4	321
Invest - Corp Stock	08648402	94-6132116	045387107	TURKIYE GARANTI BANKSASI-ADR	15100 59	16224	3120
Invest - Corp Stock	08648402	94-6132116	78572M105	ASSA ABLOY AB-UNSP ADR	29917 83	31485 51	1701
Invest - Corp Stock	08648402	94-6132116		SABMILLER PLC - ADR	16897 32	17593 04	376

Invest - Corp Stock	08648402	94-6132116	502441306	LVMH MOET HENNESSY UNSP ADR	41388 36	45378 76	1204
Invest - Corp Stock	08648402	94-6132116	143568300	CARNIVAL CORP	35055 25	34527 03	939
Invest - Corp Stock	08648402	94-6132116	495724403	KINGFISHER PLC - ADR	35469 72	37403 52	4048
Invest - Corp Stock	08648402	94-6132116	870123106	SWATCH GROUP AG/THE-UNSP AD	24421 49	26771 6	1054
Invest - Corp Stock	08648402	94-6132116	29082A107	EMBRAER SA ADR	28192 31	3061974	1074
Invest - Corp Stock	08648402	94-6132116	12082W204	BURBERRY GROUP PLC-SPON ADR	13926 98	14028 32	344
Invest - Corp Stock	08648402	94-6132116	517834107	LAS VEGAS SANDS CORP	23716 51	23957 04	519
Invest - Corp Stock	08648402	94-6132116	N97284108	YANDEX NV-A	15552 6	15271 86	709
Invest - Corp Stock	08648402	94-6132116	001317205	AIA GROUP LTD-SP ADR	29977 23	30425 26	1922
Invest - Corp Stock	08648402	94-6132116	80585Y308	SBERBANK-SPONSORED ADR	15410 08	15875 84	1264
Invest - Corp Stock	08648402	94-6132116	056752108	BAIDU INC ADR	15166 28	15745 53	157
Invest - Corp Stock	08648402	94-6132116	606822104	MITSUBISHI UFJ FINL GROUP INC A	19965 73	23197 6	4280
Invest - Corp Stock	08648402	94-6132116	84265V105	SOUTHERN COPPER CORP	11591 35	12190 92	322
Invest - Corp Stock	08648402	94-6132116	00687A107	ADIDAS-AG ADR	28188 92	29209 6	652
Invest - Corp Stock	08648402	94-6132116	92857W209	VODAFONE GROUP PLC NEW ADR	13918 99	13199 56	524
Invest - Corp Stock	08648402	94-6132116	41043M104	HANG LUNG PPTYS LTD ADR	19517 11	21278 4	1056
Invest - Corp Stock	08648402	94-6132116	N07059210	DEEMED REDEEMED ASML HOLDIN	14466 39	15324 82	238
Invest - Corp Stock	08648402	94-6132116	28617Y101	ELEKTA AB-B SHS-UNSPON ADR	14703 36	15177 96	951
Invest - Corp Stock	08648402	94-6132116	756255204	RECKITT BENCKISIS ADR	32886 16	33896 08	2644
Invest - Corp Stock	08648402	94-6132116	58733R102	MERCADOLIBRE INC	18610 46	18773 45	239
Invest - Corp Stock	08648402	94-6132116	425883105	HENNES & MAURITZ AB ADR	33360 77	33782 99	4889
Invest - Corp Stock	08648401	94-6132116	136375102	CANADIAN NATL RR CO COM	28526 66	28304 11	311
Invest - Corp Stock	08648401	94-6132116	54338V101	LONZA GROUP AG ADR	15568 65	16554 6	3060
Invest - Corp Stock	08648401	94-6132116	358029106	FRESENIUS MEDICAL CARE ADR	39347 81	38210 2	1114
Invest - Corp Stock	08648401	94-6132116	453038408	IMPERIAL OIL LTD COM-	24784 11	23822	554
Invest - Corp Stock	08648401	94-6132116	641069406	NESTLE SA REGISTERED SHARES	59032 67	59174 36	908
Invest - Corp Stock	08648401	94-6132116	73755L107	POTASH CORP SASK	29059 21	28808 52	708
Invest - Corp Stock	08648401	94-6132116	771195104	ROCHE HOLDINGS LTD - ADR	39389 57	40854 5	809
Invest - Corp Stock	08648401	94-6132116	803054204	SAP AG - ADR	64847 68	67679 96	842
Invest - Corp Stock	08648401	94-6132116	806857108	SCHLUMBERGER LTD	45977 5	43796 72	632
Invest - Corp Stock	08648401	94-6132116	874039100	TAIWAN SEMICONDUCTOR MANUF	37573 66	38953 2	2270
Invest - Corp Stock	08648401	94-6132116	92933H101	WPP GRP PLC AMER DEPOSITORY	38265 41	40022 1	549
Invest - Corp Stock	08648401	94-6132116	042068106	ARM HOLDINGS PLC - ADR	55363 87	62608 65	1655
Invest - Corp Stock	08648401	94-6132116	904767704	UNILEVER PLC - ADR	17839 33	18043 52	466
Invest - Corp Stock	08648401	94-6132116	404280406	HSBC - ADR	17590 75	18468 36	348
Invest - Corp Stock	08648401	94-6132116	881575302	TESCO PLC - ADR	19240 19	19365 44	1168
Invest - Corp Stock	08648401	94-6132116	23304Y100	DBS GROUP HOLDINGS LIMITED - f	23367 42	23990 34	489
Invest - Corp Stock	08648401	94-6132116	307305102	FAUC CORPORATION ADR	45946 66	49432 37	1591
Invest - Corp Stock	08648401	94-6132116	N72482107	QIAGEN N V	6737 52	6497 63	358
Invest - Corp Stock	08648401	94-6132116	055434203	BG GROUP PLC - ADR	27466 51	24780 93	1483
Invest - Corp Stock	08648401	94-6132116	237545108	DASSAULT SYSTEMES S A - ADR	53675 89	54961 74	486
Invest - Corp Stock	08648401	94-6132116	009126202	AIR LIQUIDE - ADR	57062 53	57873 3	2274
Invest - Corp Stock	08648401	94-6132116	502117203	L'OREAL - ADR	35358 38	36821 68	1316
Invest - Corp Stock	08648401	94-6132116	12637N105	CSL LIMITED - ADR	25424 54	27612 9	974
Invest - Corp Stock	08648401	94-6132116	803866300	SASOL LIMITED - ADR	13647 25	13506 48	312
Invest - Corp Stock	08648401	94-6132116	45104G104	ICICI BANK LTD - ADR	34280 88	36327 13	833
Invest - Corp Stock	08648401	94-6132116	80687P106	SCHNEIDER ELECTRIC SA - ADR	34053 54	36930 63	2497
Invest - Corp Stock	08648401	94-6132116	71654V408	PETROLEO BRASILEIRO S A - COMI	18515 94	16101 69	827
Invest - Corp Stock	08648401	94-6132116	465562106	ITAU UNIBANCO BANCO HOLDING	38539 58	39553 38	2403
Invest - Corp Stock	08648401	94-6132116	018805101	ALLIANZ SE ADR	36755 45	39138 24	2832
Invest - Corp Stock	08648401	94-6132116	02364W105	AMERICA MOVIL S A B DE CV SER	27896 35	27086 94	1171
Invest - Corp Stock	08648401	94-6132116	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	32285 52	32341 7	370
Invest - Corp Stock	08648401	94-6132116	G16962105	BUNGE LIMITED	16244 51	16864 08	232
Invest - Corp Stock	08648401	94-6132116	501897102	LI & FUNG LTD ADR	40106 55	43908 7	12265
Invest - Corp Stock	08648401	94-6132116	900148701	TURKIYE GARANTI BANKSASI-ADR	33332 73	36072 4	6937
Invest - Corp Stock	08648401	94-6132116	502441306	LVMH MOET HENNESSY UNSP ADR	19927 43	21483 3	570
Invest - Corp Stock	08648401	94-6132116	191459205	COCHLEAR LTD-UNSPON ADR	22199 39	24319 41	587
Invest - Corp Stock	08648401	94-6132116	870123106	SWATCH GROUP AG/THE-UNSP AD	27473 54	29845	1175
Invest - Corp Stock	08648401	94-6132116	049255706	ATLAS COPCO AB ADR	26432 39	28500 78	1023
Invest - Corp Stock	08648401	94-6132116	368287207	0AO GAZPROM LEVEL 1 ADR	10121 28	10235 96	1052
Invest - Corp Stock	08648401	94-6132116	83569C102	SONOVA HOLDIN-UNSPON ADR	26207 43	26618 85	1191
Invest - Corp Stock	08648401	94-6132116	466140100	JGC CORP-UNSPONSORED ADR	31581 22	29166 94	466

Invest - Corp Stock	08648401	94-6132116	001317205	AIA GROUP LTD-SP ADR	37504 58	38577 71	2437
Invest - Corp Stock	08648401	94-6132116	65528V107	NOKIAN TYRES OYJ-UNSPON ADR	23633 28	22285 9	1106
Invest - Corp Stock	08648401	94-6132116	87184P109	SYNEX CORP-UNSPON ADR	27007 88	26266	1142
Invest - Corp Stock	08648401	94-6132116	86959C103	SVENSKA HANDELS-A-UNSP ADR	14895 2	14604 3	810
Invest - Corp Stock	08648401	94-6132116	98419R101	XINYI GLASS HOLDI-UNSP ADR	10890 79	12630 24	1008
Invest - Corp Stock	08648401	94-6132116	90460M204	UNI CHARM CORPORATION	36119 28	35107 38	3366
Invest - Corp Stock	08648401	94-6132116	62474M108	MTN GROUP LTD ADR	15585 82	17331 6	808
Invest - Corp Stock	086484	94-6132116	002824100	ABBOTT LABS	236331	393000	6000
Invest - Corp Stock	086484	94-6132116	025816109	AMERICAN EXPRESS CO	474428	574800	10000
Invest - Corp Stock	086484	94-6132116	037833100	APPLE INC	349016 88	532173	1000
Invest - Corp Stock	086484	94-6132116	149123101	CATERPILLAR INC	35675	224021 25	2500
Invest - Corp Stock	086484	94-6132116	17275R102	CISCO SYSTEMS INC	50277 78	196494	10000
Invest - Corp Stock	086484	94-6132116	194162103	COLGATE PALMOLIVE CO	354559 6	418160	4000
Invest - Corp Stock	086484	94-6132116	254687106	WALT DISNEY CO	101756	248950	5000
Invest - Corp Stock	086484	94-6132116	370334104	GENERAL MILLS INC	264742 1	282940	7000
Invest - Corp Stock	086484	94-6132116	458140100	INTEL CORP	35937 5	206200	10000
Invest - Corp Stock	086484	94-6132116	487836108	KELLOGG CO	276776 5	279250	5000
Invest - Corp Stock	086484	94-6132116	594918104	MICROSOFT CORP	507797 1	534194	20000
Invest - Corp Stock	086484	94-6132116	68389X105	ORACLE CORPORATION	153888	166600	5000
Invest - Corp Stock	086484	94-6132116	808857108	SCHLUMBERGER LTD	357350	346493	5000
Invest - Corp Stock	086484	94-6132116	892356106	TRACTOR SUPPLY CO COM	155846	220900	2500
Invest - Corp Stock	086484	94-6132116	807818108	UNION PACIFIC CORP	407869 2	502860	4000
Invest - Corp Stock	086484	94-6132116	191216100	COCA COLA CO	689828	725000	20000
Invest - Corp Stock	086484	94-6132116	581550103	MCKESSON CORP	330268 8	387840	4000
Invest - Corp Stock	086484	94-6132116	911312106	UNITED PARCEL SERVICE-CL B	422548 7	516110	7000
Invest - Corp Stock	086484	94-6132116	30231G102	EXXON MOBIL CORPORATION	311040	346200	4000
Invest - Corp Stock	086484	94-6132116	088606108	BHP BILLITON LIMITED - ADR	204220	392100	5000
Invest - Corp Stock	086484	94-6132116	902973304	US BANCORP DEL NEW	399032 89	638800	20000
Invest - Corp Stock	086484	94-6132116	166764100	CHEVRON CORP	278246	540700	5000
Invest - Corp Stock	086484	94-6132116	58933Y105	MERCK & CO INC NEW	429058 8	491280	12000
Invest - Corp Stock	086484	94-6132116	084670702	BERKSHIRE HATHAWAY INC	528843 95	654810	7300
Invest - Corp Stock	086484	94-6132116	20030N101	COMCAST CORP CLASS A	222569 4	448320	12000
Invest - Corp Stock	086484	94-6132116	92857W209	VODAFONE GROUP PLC NEW ADR	506398	503800	20000
Invest - Corp Stock	086484	94-6132116	50076Q106	KRAFT FOODS GROUP INC	111700 11	136410	3000
Invest - Corp Stock	086484	94-6132116	609207105	MONDELEZ INTERNATIONAL INC	172187 08	190899	7500
Invest - Corp Stock	086484	94-6132116	92826C839	VISA INC-CLASS A SHRS	323583 8	757900	5000
TOTAL CORP. STOCK					13058454.66	16350640.59	

Invest - Other	08648403	94-6132116	345550107	FOREST CITY ENTERPRISES INC CI	15891 89	16230 75	1005
Invest - Other	08648403	94-6132116	370023103	GENERAL GROWTH PROPERTIE-W	17759 67	18043 65	909
Invest - Other	086484	94-6132116	999708902	TAXABLE INTERMEDIATE TERM BD	4379504 15	4366121 83	422255 5
Invest - Other	086484	94-6132116	04314H600	ARTISAN MID CAP FUND-INS #1333	1500000	1469518 31	37631 71
Invest - Other	086484	94-6132116	003021714	ABERDEEN EMERG MARKETS-INST	1000000	1054521 28	66489 36
Invest - Other	086484	94-6132116	RCI982202	RICI LINKED PAM TOTAL INDEX (SF	500000	515364 12	510 4888
Invest - Other	086484	94-6132116	72201F516	PIMCO EMERGING LOCAL BOND IS	700000	722368 42	65789 47
Invest - Other	086484	94-6132116	AMX994405	ALPHAMETRIX MGD FUT III (WINTO	500000	491448 07	468 8361
Invest - Other	086484	94-6132116	89155H256	WELLS FARGO ADV AST ALL FD-AC	1500000	1497679 81	116099 2
Invest - Other	086484	94-6132116	89155H256	TOUCHSTONE SMALL CAP CORE-IP	1000000	984299 51	60386 47
Invest - Other	086484	94-6132116	GTC997004	ASGI CORBIN MULTI STRATEGY FU	500000	503849 79	4764 537
Invest - Other	086484	94-6132116	72201P522	PIMCO EM MKTS CORP BD FD INS 1	700000	728668 94	59726 96
Invest - Other	086484	94-6132116	949917744	WIF ADV ULTR SHORT-TRMINCOM	1420078 72	1426745 76	166675 9
Invest - Other	086484	94-6132116	4812C0803	JPMORGAN HIGH YIELD FUND SS #	375000	380610 97	46758 11
Invest - Other	086484	94-6132116	26852M105	EII INTERNATIONAL PROPERTY-1#C	500000	544889 89	28232 64
Invest - Other	086484	94-6132116	683974505	OPPENHEIMER DEVELOPING MKT-	1522010	1702154 85	48800 31
Invest - Other	086484	94-6132116	746763226	PUTNAM FLOATING RATE INC FUND	375000	379261 36	42613 64
Invest - Other	086484	94-6132116	74253Q416	PRINCIPAL PREFERRED SEC-INS #	750000	763106 8	72815 53
Invest - Other	086484	94-6132116	487300808	KEELEY SMALL CAP VAL FD CL 1 #2	1000000	1042329 95	36179 45
Other Assets	086484	94-6132116	MIX089285	CA BUT S00 T20N R01E 52 475% MI	1	1	1
TOTAL OTHER ASSETS					18255245 43	18607215 06	
GRAND TOTAL					32105503 6	35749659 16	