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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning , 2012, and ending

WARREN & KATHARINE SCHLINGER FOUNDATION
1250 N LAKEVIEW AVENUE, SUITE B
ANAHEIM, CA 92807

A Employer identification number
95-4494669

B Telephone number (see the instructions)
714-693-0413

C If exemption application is pending, check here

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

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

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

G Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 51,476,980.

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

Part I Analysis of Revenue and Expenses

		(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 (att sch)				
	2 <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	4,516.	4,516.		
	4 Dividends and interest from securities	1,698,717.	1,698,717.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	1,299,874.			
	b Gross sales price for all assets on line 6a	45,514,496.			
	7 Capital gain net income (from Part IV, line 2)		1,299,874.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		3,003,107.	3,003,107.	0.	
ADMINISTRATIVE OPERATING AND EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	13,590.			13,590.
	c Other prof fees (attach sch) SEE ST 2	154,443.	154,443.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 3	70,837.	50,827.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 4	7,061.	3,791.		3,270.
	24 Total operating and administrative expenses. Add lines 13 through 23	245,931.	209,061.		16,860.
	25 Contributions, gifts, grants paid PART XV	2,700,000.			2,700,000.
26 Total expenses and disbursements. Add lines 24 and 25	2,945,931.	209,061.	0.	2,716,860.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	57,176.				
b Net investment income (if negabve, enter -0-)		2,794,046.			
c Adjusted net income (if negative, enter -0-)			0.		

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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
1 Cash – non-interest-bearing	722,149.	9,493.	9,489.
2 Savings and temporary cash investments	664,994.	1,078,867.	1,078,867.
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 sch)			
Less: allowance for doubtful accounts			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments – U.S. and state government obligations (attach schedule)			
b Investments – corporate stock (attach schedule) STATEMENT 5	19,219,065.	17,253,683.	47,768,485.
c Investments – corporate bonds (attach schedule) STATEMENT 6	1,319,759.	2,524,386.	2,620,139.
11 Investments – land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)			
12 Investments – mortgage loans			
13 Investments – other (attach schedule)			
14 Land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)			
15 Other assets (describe SEE STATEMENT 7)		1,010,674.	
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	21,925,967.	21,877,103.	51,476,980.
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, & 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.	
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
24 Unrestricted	21,925,967.	21,877,103.	
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
27 Capital stock, trust principal, or current funds.			
28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	21,925,967.	21,877,103.	
31 Total liabilities and net assets/fund balances (see instructions)	21,925,967.	21,877,103.	

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	21,925,967.
2 Enter amount from Part I, line 27a	2	57,176.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	21,983,143.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 8	5	106,040.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	21,877,103.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 9			
b			
c			
d			
e			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	1,299,874.
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 (column (b) divided by column (c))
2011	2,719,752.	51,387,440.	0.052926
2010	1,953,703.	48,957,322.	0.039906
2009	2,511,758.	42,050,695.	0.059732
2008	2,860,201.	50,747,471.	0.056361
2007	2,824,300.	58,904,405.	0.047947

2 Total of line 1, column (d)	2	0.256872
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	0.051374
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	51,310,608.
5 Multiply line 4 by line 3	5	2,636,031.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	27,940.
7 Add lines 5 and 6	7	2,663,971.
8 Enter qualifying distributions from Part XII, line 4	8	2,716,860.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	27,940.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	27,940.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	27,940.
6 Credits/Payments:		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	61,455.
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7	61,455.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	33,515.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	33,515. 0.

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ 0. (2) On foundation managers ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>CA</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2012)

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X		
14	The books are in care of <u>STACY S SCHLINGER</u> Telephone no <u>714-693-0413</u> Located at <u>1250 N LAKEVIEW AVENUE, SUITE B ANAHEIM CA</u> ZIP + 4 <u>92807</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u>N/A</u>		Yes	No
		16		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
1 a	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
1 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 <input type="checkbox"/>	1 b	N/A
1 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?	1 c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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.)	2 b	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. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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

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?

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) Yes No

N/A

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

Yes No

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

If 'Yes' to 6b, file Form 8870

Yes No

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

Yes No

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

N/A

5b N/A

6b X

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WARREN G. SCHLINGER 1250 N LAKEVIEW AVENUE, STE B ANAHEIM, CA 92807	PRESIDENT 0	0.	0.	0.
SARAH L. CHRISMAN 1250 N LAKEVIEW AVENUE, STE B ANAHEIM, CA 92807	CFO 0	0.	0.	0.
NORMAN W. SCHLINGER 1250 N LAKEVIEW AVENUE, STE B ANAHEIM, CA 92807	SECRETARY 0	0.	0.	0.
MICHAEL S. SCHLINGER 1250 N LAKEVIEW AVENUE, STE B ANAHEIM, CA 92807	V-PRESIDENT 0	0.	0.	0.

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

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

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

0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

Total. Add lines 1 through 3 ▶ 0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a Average monthly fair market value of securities	1 a	48,304,035.
b Average of monthly cash balances	1 b	3,787,953.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	52,091,988.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	52,091,988.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	781,380.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	51,310,608.
6 Minimum investment return. Enter 5% of line 5	6	2,565,530.

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	2,565,530.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	27,940.
b Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	27,940.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	2,537,590.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	2,537,590.
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	2,537,590.

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	1 a	2,716,860.
b Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,716,860.
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	27,940.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,688,920.

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				2,537,590.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			1,983,135.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 2,716,860.				
a Applied to 2011, but not more than line 2a			1,983,135.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2012 distributable amount				733,725.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1,803,865.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

1 Information Regarding Foundation Managers:

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

WARREN G. SCHLINGER

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year SEE STATEMENT 10</p>				
<p>Total</p>				<p>▶ 3 a 2,700,000.</p>
<p>b Approved for future payment</p>				
<p>Total</p>				<p>▶ 3 b</p>

WARREN & KATHARINE SCHLINGER FOUNDATION

95-4494669

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 13,590.			\$ 13,590.
TOTAL	\$ 13,590.	\$ 0.	\$ 0.	\$ 13,590.

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	\$ 154,443.	\$ 154,443.		
TOTAL	\$ 154,443.	\$ 154,443.	\$ 0.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	\$ 20,010.			
FOREIGN TAX	50,827.	\$ 50,827.		
TOTAL	\$ 70,837.	\$ 50,827.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	\$ 3,791.	\$ 3,791.		
DUES	695.			\$ 695.
FILING FEES	375.			375.
INSURANCE	2,200.			2,200.
TOTAL	\$ 7,061.	\$ 3,791.	\$ 0.	\$ 3,270.

WARREN & KATHARINE SCHLINGER FOUNDATION

95-4494669

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
UNITED PARCEL SERVICE-CLASS A	COST	\$ 1,336,926.	\$ 15,118,337.
UNITED PARCEL SERVICE-CLASS B	COST	1,613,048.	18,240,802.
FAIRHOLME FUND	COST	546,423.	527,931.
ISHARES RUSSELL 1000 (VALUE INDEX FUND)	COST	2,516,040.	2,832,698.
LAZARD INTL EQUITY SELCT	COST	1,059,198.	1,149,197.
WILLIAM BLAIR INTL	COST	957,274.	956,672.
YACKTMAN FUND	COST	979,308.	1,119,501.
CISCO SYSTEMS INC	COST	800,051.	943,171.
CORNING INC	COST	1,198,007.	1,009,600.
FRANCE TELECOM ADR	COST	1,480,439.	1,022,236.
TRANSOCEAN LTD	COST	342,751.	317,979.
AMERICAN INTERNATIONAL GROUP	COST	673,716.	714,472.
BB&T CORPORATION	COST	259,650.	264,028.
BP PLC	COST	430,911.	415,775.
COMERICA INC	COST	600,560.	572,971.
CSX CORP	COST	286,701.	281,547.
DEVON ENERGY CORP	COST	604,425.	592,475.
DU PONT EI NEMOURS	COST	379,160.	402,333.
JOHNSON & JOHNSON	COST	337,190.	336,831.
MORGAN STANLEY	COST	427,938.	473,698.
MYLAN INC	COST	192,374.	211,502.
TENNECO INC DEL	COST	231,593.	264,729.
	TOTAL	\$ 17,253,683.	\$ 47,768,485.

STATEMENT 6
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
LOOMIS SAYLES BOND FD	COST	\$ 1,880,846.	\$ 1,971,013.
LORD ABBETT FLOATING	COST	643,540.	649,126.
	TOTAL	\$ 2,524,386.	\$ 2,620,139.

STATEMENT 7
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
UNSETTLED TRADES	\$ 1,010,674.	
TOTAL	\$ 1,010,674.	\$ 0.

WARREN & KATHARINE SCHLINGER FOUNDATION

95-4494669

STATEMENT 8
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS

TOTAL \$ 106,040.
\$ 106,040.

STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	2600 UPS	PURCHASED	9/01/1994	12/27/2012	191,642.		16,952.	174,690.				\$ 174,690.
2	4900 UPS	PURCHASED	9/01/1994	12/27/2012	361,171.		31,948.	329,223.				329,223.
3	SEE ATTACHMENT - COVERED SHORT TERM	PURCHASED	VARIOUS	VARIOUS	40067174.		39644337.	422,837.				422,837.
4	SEE ATTACHMENT - NON COVERED SHORT TERM	PURCHASED	VARIOUS	VARIOUS	37,006.		36,390.	616.				616.
5	SEE ATTACHMENT - COVERED LONG TERM	PURCHASED	VARIOUS	VARIOUS	712,403.		599,556.	112,847.				112,847.
6	SEE ATTACHMENT - NON-COVERED LONG TERM	PURCHASED	VARIOUS	VARIOUS	4137412.		3885439.	251,973.				251,973.
7	CAPITAL GAIN DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS	7,688.		0.	7,688.				7,688.
											TOTAL	\$ 1299874.

STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE BOYS & GIRLS AID SOCIETY OF LA CNTY 760 W. MOUNTAIN VIEW STREET ALTADENA, CA 91001	NONE	EXEMPT	GENERAL SUPPORT	\$ 2,000.
AMERICAN INST OF CHEMICAL ENGINEERS 3 PARK AVENUE NEW YORK, NY 10016	NONE	EXEMPT	GENERAL SUPPORT	1,000.
AMERICAN RED CROSS P.O. BOX 91087 PASADENA, CA 91109	NONE	EXEMPT	GENERAL SUPPORT	10,000.

WARREN & KATHARINE SCHLINGER FOUNDATION

95-4494669

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
BIENVENIDES CHILDREN CENTER 205 PALM STREET ALTADENA, CA 91001	NONE	EXEMPT	GENERAL SUPPORT	\$ 1,000.
CALIFORNIA INSTITUTE OF TECHNOLOGY PRESIDENTS OFFICE PASADENA, CA 91125	NONE	EXEMPT	GENERAL SUPPORT SCHOLARSHIP PROGRAM	500,000.
CARMEL BACH FESTIVAL P.O. BOX 575 CARMEL-BY-THE-SEA, CA 93921	NONE	EXEMPT	GENERAL SUPPORT	15,000.
CHEMICAL HERITAGE FOUNDATIONS 315 CHESTNUT STREET PHILADELPHIA, PA 19106	NONE	EXEMPT	GENERAL SUPPORT	50,000.
THE CLAREMONT INSTITUTE 250 W. FIRST STREET, SUITE 330-3042 CLAREMONT, CA 91711	NONE	EXEMPT	GENERAL SUPPORT	5,000.
THE COLEMAN CHAMBER MUSIC ASSOCIATION 202 S. LAKE AVENUE, SUITE 201 PASADENA, CA 91101	NONE	EXEMPT	GENERAL SUPPORT	25,000.
GEORGE MASON UNIVERSITY FOUNDATION 4400 UNIVERSITY DRIVE, MS 1A3 FAIRFAX, VA 22030	NONE	EXEMPT	GENERAL SUPPORT	10,000.
GRAND CANYON TRUST 2601 N. FORT VALLEY ROAD FLAGSTAFF, AZ 86001	NONE	EXEMPT	GENERAL SUPPORT	5,000.
FRIENDS OF THE OBSERVATORY 2800 E. OBSERVATORY ROAD LOS ANGELES, CA 90027	NONE	EXEMPT	GENERAL SUPPORT	2,000.
HOUSE EAR INSTITUTE 2100 W. THIRD STREET LOS ANGELES, CA 90057	NONE	EXEMPT	GENERAL SUPPORT	30,000.
HUNTINGTON MEMORIAL HOSPITAL 100 W. CALIFORNIA BLVD. PASADENA, CA 91109	NONE	EXEMPT	GENERAL SUPPORT	10,000.

WARREN & KATHARINE SCHLINGER FOUNDATION

95-4494669

STATEMENT 10 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
HUNTINGTON LIBRARY 1151 OXFORD ROAD SAN MARINO, CA 91108	NONE	EXEMPT	GENERAL SUPPORT	\$ 25,000.
HUNTINGTON MEDICAL RESEARCH INSTITUTE 734 FAIRMOUNT AVENUE PASADENA, CA 91105	NONE	EXEMPT	GENERAL SUPPORT	5,000.
KCET PUBLIC TELEVISION 4401 SUNSET BLVD. LOS ANGELES, CA 90027	NONE	EXEMPT	GENERAL SUPPORT	1,500.
KUSC PUBLIC BROADCASTING UNIVERSITY PARK LOS ANGELES, CA 90089	NONE	EXEMPT	GENERAL SUPPORT	1,500.
LOS ANGELES OPERA 135 N. GRAND AVENUE LOS ANGELES, CA 90012	NONE	EXEMPT	GENERAL SUPPORT	10,000.
LOS ANGELES PHILHARMONIC ASSOCIATION 151 S. GRAND AVENUE LOS ANGELES, CA 90012	NONE	EXEMPT	GENERAL SUPPORT	10,000.
MAYFLOWER CONGREGATIONAL CHURCH P.O. BOX 2212 LAGUNA HILLS, CA 92654	NONE	EXEMPT	GENERAL SUPPORT	10,000.
METHODIST HOSPITAL FOUNDATION 300 W. HUNTINGTON DRIVE ARCADIA, CA 91006	NONE	EXEMPT	GENERAL SUPPORT	4,000.
MONTEREY SYMPHONY P.O. BOX 3965 CARMEL, CA 93921	NONE	EXEMPT	GENERAL SUPPORT	2,000.
NATIONAL RIGHT TO WORK FOUNDATION 8001 BRADDOCK ROAD, SUITE 600 SPRINGFIELD, VA 22160	NONE	EXEMPT	GENERAL SUPPORT	12,000.
OMEGA BOYS CLUB P.O. BOX 884463 SAN FRANCISCO, CA 94188	NONE	EXEMPT	GENERAL SUPPORT	20,000.

WARREN & KATHARINE SCHLINGER FOUNDATION

95-4494669

STATEMENT 10 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ONEONTA CONGREGATIONAL CHURCH 1515 GARFIELD AVENUE SOUTH PASADENA, CA 91030	NONE	EXEMPT	GENERAL SUPPORT	\$ 40,000.
PARENTS TELEVISION COUNCIL 707 WILSHIRE BLVD., SUITE 1950 LOS ANGELES, CA 90017	NONE	EXEMPT	GENERAL SUPPORT	4,000.
PASADENA CONSERVATORY OF MUSIC 845 ATCHISON STREET PASADENA, CA 91104	NONE	EXEMPT	GENERAL SUPPORT	2,000.
PASADENA EDUCATION FOUNDATION 351 S. HUDSON PASADENA, CA 91109	NONE	EXEMPT	GENERAL SUPPORT	5,000.
PASADENA SYMPHONY 2500 E. COLORADO BLVD., SUITE 260 PASADENA, CA 91107	NONE	EXEMPT	GENERAL SUPPORT	10,000.
PILGRIM PLACE 660 AVERY ROAD CLAREMONT, CA 91710	NONE	EXEMPT	GENERAL SUPPORT	7,500.
SAVE THE REDWOODS LEAGUE 114 SANSOME STREET, ROOM 1200 SAN FRANCISCO, CA 94104	NONE	EXEMPT	GENERAL SUPPORT	10,000.
SCHLINGER CHRISMAN FOUNDATION 426 ENNISBROOK DRIVE SANTA BARBARA, CA 93108	FNDTN OF PRESIDENTS CHILD	EXEMPT	GENERAL SUPPORT	400,000.
SCRIPPS COLLEGE 1030 COLUMBIA AVENUE CLAREMONT, CA 91711	NONE	EXEMPT	SCHOLARSHIP FUND	7,500.
SIGMA XI, SCIENTIFIC RESEARCH SOCIETY 99 ALEXANDER DRIVE RESEARCH TRIANGLE PK, NC 27709	NONE	EXEMPT	GENERAL SUPPORT	1,000.
TAU BETA PI ASSOCIATION P.O. BOX 2697 KNOXVILLE, TN 37901	NONE	EXEMPT	GENERAL SUPPORT	1,000.

WARREN & KATHARINE SCHLINGER FOUNDATION

95-4494669

STATEMENT 10 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE LEADERSHIP INSTITUTE 1101 N. HIGHLAND STREET ARLINGTON, VA 22201	NONE	EXEMPT	GENERAL SUPPORT	\$ 10,000.
THE SCHLINGER FAMILY FOUNDATION YORBA LINDA YORBA LINDA, CA 92686	FNDTN OF PRESIDENTS CHILD	EXEMPT	GENERAL SUPPORT	400,000.
UC BERKLEY-CHEMSITRY & CHEMICAL ENGINEER 200 CALIFORNIA HALL #1500 BERKLEY, CA 94720	NONE	EXEMPT	THE CHEMICAL ENGINEER CHAIR ENDOWMENT	60,000.
UC BERKLEY-HAAS SCHOOL OF BUSINESS 5540 STUDENT SERVICES, #1900 BERKLEY, CA 94720	NONE	EXEMPT	GENERAL SUPPORT	40,000.
UC SANTA BARBARA-CHEMICAL ENGINEERING UCSB - DEPT OF CHEMICAL ENGINEERING SANTA BARBARA, CA 93106	NONE	EXEMPT	GENERAL SUPPORT	60,000.
UNION STATION FOUNDATION 412 S. RAYMOND AVENUE PASADENA, CA 94405	NONE	EXEMPT	GENERAL SUPPORT	5,000.
UC SAN FRANCISCO 44 MONTGOMERY STREET, SUITE 2200 SAN FRANCISCO, CA 94104	NONE	EXEMPT	GENERAL SUPPORT	50,000.
VILLA ESPERANZA 2116 E. VILLA STREET PASADENA, CA 91107	NONE	EXEMPT	GENERAL SUPPORT	5,000.
WASATCH BACK COUNTRY RESCUE P.O. BOX 920095 SNOWBIRD, UT 84092	NONE	EXEMPT	GENERAL SUPPORT	15,000.
YOUNG AMERICANS FOUNDATION 110 ELDEN STREET HERNDON, VA 20170	NONE	EXEMPT	GENERAL SUPPORT	10,000.
BOYS AND GIRLS CLUB OF NORTH TAHOE P.O. BOX 1617 KINGS BEACH, CA 96143	NONE	EXEMPT	GENERAL SUPPORT	35,000.

WARREN & KATHARINE SCHLINGER FOUNDATION

95-4494669

STATEMENT 10 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
CHILDREN GIVING GIFTS, INC. 2322 N. BATAVIA STREET SUITE 108 ORANGE, CA 92865	NONE	EXEMPT	GENERAL PURPOSE	\$ 30,000.
U.C. REGENTS-YOUNG ENTREPRENEUR 545 STUDENT SERVICE BUILDING BERKELEY, CA 94720	NONE	501 (C) (3)	GENERAL PURPOSE	20,000.
ASPCA 520 EIGHTH AVENUE, 7TH FLOOR NEW YORK, NY 10018	NONE	EXEMPT	GENERAL PURPOSE	20,000.
BEAR LEAGUE P.O. BOX 393 HOMEWOOD, CA 96141	NONE	EXEMPT	GENERAL PURPOSE	20,000.
FIRST GRADUATE P.O. BOX 29415 SAN FRANCISCO, CA 94129	NONE	EXEMPT	GENERAL PURPOSE	10,000.
MAMMOTH LAKES FOUNDATION 100 COLLEGE PARKWAY MAMMOTH LAKES, CA 93546	NONE	EXEMPT	GENERAL PURPOSE	20,000.
BOYS & GIRLS CLUB OF OAKLAND 3300 HIGH STREET OAKLAND, CA 94619	NONE	EXEMPT	GENERAL PURPOSE	20,000.
PASADENA CITY COLLEGE FOUNDATION, INC 1570 E COLORADO BLVD, ROOM D203 PASADENA, CA 91106	NONE	EXEMPT	GENERAL PURPOSE	10,000.
TONY LA RUSSA'S ANIMAL RESCUE FOUNDATION P.O. BOX 30215 WALNUT CREEK, CA 94598	NONE	EXEMPT	GENERAL PURPOSE	60,000.
UNIVERSITY OF SOUTHERN CALIFORNIA 3670 TROUSDALE PARKWAY LOS ANGELES, CA 90089	NONE	EXEMPT	GENERAL PURPOSE	500,000.
NORTHERN LIGHT SCHOOL 3710 DORISA AVENUE OAKLAND, CA 94605	NONE	EXEMPT	GENERAL PURPOSE	20,000.

WARREN & KATHARINE SCHLINGER FOUNDATION

95-4494669

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
BOYS AND GIRLS CLUB OF THE DIABLO VALLEY 1301 ALHAMBRA AVE MARINEZ, CA 94553	NONE	EXEMPT	GENERAL PURPOSE	\$ 20,000.
CONTRA COSTA INTERFAITH HOUSING 3164 PUTMAN BLVD, SUITE C WALNUT CREEK, CA 94597	NONE	EXEMPT	GENERAL PURPOSE	5,000.
			TOTAL	<u>\$ 2,700,000.</u>

WARREN & KATHARINE SCHLINGER FOUNDATION

95-4494669

FORM 990-PF, PART XV, LINE 3A

IN ADDITION TO PUBLIC CHARITIES, THE FOUNDATION GRANTED MONIES TO TWO RELATED FOUNDATIONS TOTALLING \$800,000 IN 2012. A QUALIFYING DEDUCTION IS CLAIMED FOR THIS AMOUNT UNDER IRC SECTION 4942(G) (3) (A) BASED ON THE RECIPIENT ORGANIZATIONS' DISTRIBUTION FROM CORPUS TO PUBLIC CHARITIES WITHIN THE PRESCRIBED TIME PERIOD.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed). Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions WARREN & KATHARINE SCHLINGER FOUNDATION	Employer identification number (EIN) or 95-4494669
File by the extended due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions 3200 PARK CENTER DR STE 1170	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions COSTA MESA, CA 92626-7153	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

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

- The books are in care of ▶ STACY S SCHLINGER
Telephone No. ▶ 714-693-0413 FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until 11/15, 2013.
- For calendar year 2012, or other tax year beginning _____, 20____, and ending _____, 20____.
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8 a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8 a	\$	27,940.
8 b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8 b	\$	61,455.
8 c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8 c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ **BAA** Title ▶ **V-PRESIDENT** Date ▶ _____
 FIF20502L 01/21/13 Form 8868 (Rev 1-2013)

2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1099-B

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
SHORT TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)								
	ABERCROMBIE & FITCH CO 600.0000 Sale	CUSIP Number 01/18/12	002896207 01/20/12	26,924.30	27,820.92	0.00	(896.62)	
	ANGLOGOLD ASHANTI LTD 5785.0000 Sale	CUSIP Number 10/11/12	035128206 12/17/12	173,012.16	200,161.00	0.00	(27,148.84)	
	ALCOA INC 1020.0000 Sale 5575.0000 Sale 4325.0000 Sale 1140.0000 Sale 5575.0000 Sale 4325.0000 Sale	CUSIP Number 10/05/12 10/05/12 10/05/12 10/05/12 10/05/12 10/05/12	013817101 10/09/12 10/09/12 10/09/12 10/09/12 10/09/12	9,383.78 51,289.41 39,789.54 10,487.88 51,288.86 39,789.11	9,384.00 51,290.00 39,790.00 10,488.00 51,123.34 39,660.71	0.00 0.59 (W) 0.46 (W) 0.00 0.00 (Y) 0.00 (Y)	(0.22) 0.00 0.00 (0.12) 165.52 128.40	
	Security Subtotal			202,028.58	201,736.05	1.05	293.58	
	AMERICAN INTERNATIONAL 9300.0000 Sale 1440.0000 Sale	CUSIP Number 01/09/12 10/04/12	026874784 01/12/12 10/05/12	234,137.88 50,748.20	222,613.17 50,122.37	0.00 0.00	11,524.71 625.83	
	Security Subtotal			284,886.08	272,735.54	0.00	12,150.54	
	ANADARKO PETE CORP 3870.0000 Sale	CUSIP Number 06/04/12	032511107 06/05/12	224,069.14	219,112.43	0.00	4,956.71	

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1e. Quantity	Transaction Description	1b Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
APACHE CORP								
3315 0000	Sale	08/08/12	08/21/12	293,864.52	293,675.19	0.00	189.33	
2245 0000	Sale	08/09/12	08/21/12	199,012.32	197,489.96	0.00	1,522.36	
1155 0000	Sale	08/16/12	08/21/12	102,387.18	101,669.34	0.00	717.84	
2205 0000	Sale	08/16/12	08/21/12	195,466.46	194,793.67	0.00	672.79	
3995 0000	Sale	09/12/12	09/13/12	363,936.75	360,948.25	0.00	2,988.50	
2235 0000	Sale	09/18/12	09/20/12	200,341.13	201,842.63	0.00	(1,501.50)	
1175 0000	Sale	09/19/12	09/20/12	105,324.76	104,526.83	0.00	797.93	
1235 0000	Sale	11/14/12	11/27/12	94,928.24	94,992.25	64.01 (W)	0.00	
2010 0000	Sale	11/19/12	11/27/12	154,498.61	152,714.78	0.00	1,783.83	
1235 0000	Sale	11/30/12	12/18/12	98,262.17	96,118.22	0.00 (Y)	2,143.95	
2610 0000	Sale	12/13/12	12/18/12	207,663.39	200,906.84	0.00	6,756.55	
3895 0000	Sale	12/13/12	12/18/12	309,903.81	302,940.26	0.00	6,963.55	
	Security Subtotal			2,325,589.34	2,302,618.22	64.01	23,035.13	
APPLIED MATERIAL INC								
34140 0000	Sale	01/03/12	01/18/12	411,198.15	368,182.83	0.00	43,015.32	
9005 0000	Sale	01/04/12	01/18/12	108,460.45	95,990.60	0.00	12,469.85	
	Security Subtotal			519,658.60	464,173.43	0.00	55,485.17	
AVON PROD INC								
2300 0000	Sale	10/11/12	12/18/12	33,119.33	39,927.77	0.00	(6,808.44)	
2355 0000	Sale	10/12/12	12/18/12	33,911.31	40,293.81	0.00	(6,382.50)	
1300 0000	Sale	10/19/12	12/18/12	18,719.62	22,137.05	0.00	(3,417.43)	
1295 0000	Sale	10/19/12	12/18/12	18,647.62	21,763.12	0.00	(3,115.50)	
1840 0000	Sale	10/19/12	12/18/12	26,495.47	30,691.20	0.00	(4,195.73)	
1365 0000	Sale	10/22/12	12/18/12	19,655.60	22,272.57	0.00	(2,616.97)	
4680 0000	Sale	11/14/12	12/18/12	67,390.67	64,609.74	0.00	2,780.93	
	Security Subtotal			217,939.62	241,695.26	0.00	(23,755.64)	
BAKER HUGHES INC								
5785 0000	Sale	01/30/12	05/22/107	285,909.46	286,917.49	0.00	(1,008.03)	
5055 0000	Sale	09/11/12	09/12/12	241,623.59	239,607.00	0.00	2,016.59	
6050 0000	Sale	11/27/12	11/30/12	261,084.31	252,768.40	0.00	8,315.91	
1810 0000	Sale	11/28/12	11/30/12	78,109.53	75,651.67	0.00	2,457.86	
	Security Subtotal			866,726.89	854,944.56	0.00	11,782.33	
BANCO SANTANDER SA ADR								
10000 0000	Sale	06/12/12	05964H105 06/13/12	60,999.63	60,100.00	0.00	899.63	

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2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1099-B	1e. Quantity	Transaction Description	1b Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
BROADCOM CORP CALIF CL A									
	7895 0000	Sale	12/14/11	01/13/12	254,630.96	225,608.31	0.00	29,022.65	
	4545 0000	Sale	12/21/11	01/13/12	146,586.16	131,300.96	0.00	15,285.20	
	3525 0000	Sale	12/29/11	01/13/12	113,688.94	103,830.64	0.00	9,858.30	
		Security Subtotal			514,906.06	460,739.91	0.00	54,166.15	
BP PLC									
	5770 0000	SPON ADR Sale	04/17/12	05/01/12	249,898.71	249,898.71	1,616.55 (W)	0.00	
	1045 0000	Sale	04/17/12	05/01/12	44,966.17	45,258.94	292.77 (W)	0.00	
	2590 0000	Sale	04/25/12	05/01/12	111,447.27	108,495.10	0.00	2,952.17	
	915 0000	Sale	04/27/12	05/01/12	39,372.30	39,811.19	438.89 (W)	0.00	
	1165 0000	Sale	04/27/12	05/01/12	50,129.77	50,688.57	558.80 (W)	0.00	
	5770 0000	Sale	04/23/12	06/15/12	229,940.81	237,840.35	0.00 (Y)	(7,899.54)	
	1045 0000	Sale	04/24/12	06/15/12	41,644.39	42,663.87	0.00 (Y)	(1,019.48)	
	915 0000	Sale	05/04/12	06/15/12	36,463.75	37,538.93	0.00 (Y)	(1,075.18)	
	1165 0000	Sale	05/04/12	06/15/12	46,426.52	47,596.84	0.00 (Y)	(1,170.32)	
	310 0000	Sale	05/08/12	06/15/12	12,353.84	12,516.56	0.00	(162.72)	
	3770 0000	Sale	05/09/12	06/15/12	150,238.64	147,067.70	0.00	3,170.94	
	4000 0000	Sale	05/18/12	06/15/12	159,404.40	148,440.00	0.00	10,964.40	
		Security Subtotal			1,170,670.02	1,167,816.76	2,907.01	5,760.27	
BAXTER INTERNTL INC									
	4465 0000	Sale	01/09/12	01/24/12	237,576.30	222,201.17	0.00	15,375.13	
	3010 0000	Sale	01/10/12	01/24/12	160,157.82	150,643.28	0.00	9,514.54	
	3695 0000	Sale	01/11/12	01/24/12	196,605.70	185,287.25	0.00	11,318.45	
	4335 0000	Sale	05/23/12	05/24/12	226,067.79	223,013.21	0.00	3,054.58	
	600 0000	Sale	05/30/12	06/20/12	30,812.90	30,767.94	0.00	44.96	
	4750 0000	Sale	05/30/12	06/20/12	243,935.53	244,046.45	0.00	(110.92)	
	1250 0000	Sale	05/31/12	06/20/12	64,193.56	63,309.38	0.00	884.18	
	1510 0000	Sale	06/01/12	06/20/12	77,545.82	75,623.37	0.00	1,922.45	
	1405 0000	Sale	06/04/12	06/20/12	72,153.56	70,179.75	0.00	1,973.81	
	2190 0000	Sale	06/05/12	06/20/12	112,467.13	109,336.41	0.00	3,130.72	
	1029 0000	Sale	06/05/12	06/20/12	52,844.14	51,203.04	0.00	1,641.10	
	2210 0000	Sale	06/12/12	06/20/12	113,494.23	109,616.00	0.00	3,878.23	
		Security Subtotal			1,587,854.48	1,535,227.25	0.00	52,627.23	

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1e. Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
BOSTON SCIENTIFIC CORP								
	10000.0000 Sale	01/18/12	01/20/12	59,698.85	56,500.00	0.00	3,198.85	
	38000.0000 Sale	03/09/12	05/10/12	237,878.47	225,739.49	0.00	12,138.98	
	15000.0000 Sale	04/17/12	05/10/12	93,899.40	85,348.58	0.00	8,550.82	
	Security Subtotal			391,476.72	367,588.07	0.00	23,888.65	
CENTURYLINK INC SHS								
	10705.0000 Sale	12/29/11	03/16/12	419,019.35	398,278.45	0.00	20,740.90	
	4890.0000 Sale	11/13/12	12/12/12	190,104.76	190,511.47	0.00	(406.71)	
	1390.0000 Sale	11/27/12	12/12/12	54,037.96	53,834.56	0.00	203.40	
	Security Subtotal			663,162.07	642,624.48	0.00	20,537.59	
CAMPBELL SOUP CO								
	8000.0000 Sale	03/20/12	04/20/12	270,713.93	263,606.59	0.00	7,107.34	
	2000.0000 Sale	03/21/12	04/20/12	67,678.48	65,492.60	0.00	2,185.88	
	5000.0000 Sale	03/26/12	04/20/12	169,196.22	165,450.00	0.00	3,746.22	
	Security Subtotal			507,588.63	494,549.19	0.00	13,039.44	
CREDIT SUISSE GP SP ADR								
	10240.0000 Sale	08/28/12	08/31/12	198,941.33	196,529.15	0.00	2,412.18	
	5360.0000 Sale	08/30/12	08/31/12	104,133.36	100,553.60	0.00	3,579.76	
	10325.0000 Sale	09/04/12	09/20/12	233,048.61	195,757.87	0.00	37,290.74	
	10070.0000 Sale	09/05/12	09/20/12	227,292.93	192,878.77	0.00	34,414.16	
	4905.0000 Sale	09/05/12	09/20/12	110,712.20	94,616.96	0.00	16,095.24	
	4850.0000 Sale	09/06/12	09/20/12	109,470.78	98,424.45	0.00	11,046.33	
	3865.0000 Sale	09/06/12	09/20/12	87,238.06	78,427.03	0.00	8,811.03	
	Security Subtotal			1,070,837.27	957,187.83	0.00	113,649.44	
CONOCOPHILLIPS								
	7980.0000 Sale	12/30/11	01/03/12	592,401.49	583,338.00	0.00	9,063.49	
	5520.0000 Sale	02/03/12	02/06/12	392,133.27	388,696.32	0.00	3,436.95	
	Security Subtotal			984,534.76	972,034.32	0.00	12,500.44	
CLIFFS NATURAL RESOURCES								
	3728.0000 Sale	09/18/12	09/19/12	162,388.04	161,204.69	0.00	1,183.35	
	1877.0000 Sale	09/18/12	09/25/12	73,901.65	81,164.48	0.00	(7,262.83)	
	Security Subtotal			236,289.69	242,369.17	0.00	(6,079.48)	

2012 ANNUAL STATEMENT SUMMARY
2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

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1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
CITIGROUP INC COM NEW								
	10000.0000 Sale	01/04/12	01/11/12	308,594.07	281,798.00	0.00	26,796.07	
	4045.0000 Sale	01/09/12	01/11/12	124,826.31	117,571.97	0.00	7,254.34	
	9950.0000 Sale	08/20/12	08/21/12	307,050.12	296,908.00	0.00	10,142.12	
	8310.0000 Sale	09/06/12	09/20/12	278,795.08	256,363.50	0.00	22,431.58	
	1350.0000 Sale	09/07/12	09/20/12	45,291.63	43,338.11	0.00	1,953.52	
	2740.0000 Sale	09/07/12	09/20/12	91,924.94	87,960.30	0.00	3,964.64	
	3130.0000 Sale	09/07/12	09/20/12	105,009.14	100,214.46	0.00	4,794.68	
	3115.0000 Sale	09/07/12	09/20/12	104,505.92	99,763.79	0.00	4,742.13	
	5975.0000 Sale	09/24/12	09/25/12	201,651.73	200,743.27	0.00	908.46	
	4310.0000 Sale	10/04/12	10/11/12	154,768.63	150,461.67	0.00	4,306.96	
	4210.0000 Sale	10/05/12	10/11/12	151,177.72	149,539.20	0.00	1,638.52	
	Security Subtotal			1,873,595.29	1,784,662.27	0.00	88,933.02	
CHESAPEAKE ENERGY OKLA								
	17320.0000 Sale	04/27/12	05/01/12	351,298.89	301,172.28	0.00	50,126.61	
COMERICA INC COM								
	6400.0000 Sale	09/06/12	09/14/12	211,892.85	202,304.00	0.00	9,588.85	
	1710.0000 Sale	09/06/12	09/14/12	56,651.54	54,053.10	0.00	2,598.44	
	4245.0000 Sale	09/07/12	09/14/12	140,634.97	136,856.68	0.00	3,778.29	
	220.0000 Sale	09/12/12	09/14/12	7,288.51	7,033.40	0.00	255.11	
	1870.0000 Sale	09/12/12	09/14/12	61,915.99	59,783.90	0.00	2,132.09	
	4325.0000 Sale	09/12/12	09/14/12	143,201.45	138,788.82	0.00	4,412.63	
	Security Subtotal			621,585.31	598,819.90	0.00	22,765.41	
DELL INC								
	20650.0000 Sale	05/01/12	08/22/12	240,990.48	342,023.89	0.00	(101,033.41)	
	5000.0000 Sale	05/03/12	08/22/12	58,351.21	81,499.96	0.00	(23,148.75)	
	15000.0000 Sale	05/23/12	08/22/12	175,053.62	192,882.60	0.00	(17,828.98)	
	8000.0000 Sale	06/12/12	08/22/12	93,361.93	94,640.00	0.00	(1,278.07)	
	10000.0000 Sale	06/28/12	08/22/12	116,702.43	118,200.00	0.00	(1,497.57)	
	Security Subtotal			684,459.67	829,246.45	0.00	(144,786.78)	
DEVON ENERGY CORP NEW								
	4390.0000 Sale	01/23/12	02/09/12	291,803.40	287,433.49	0.00	4,369.91	
	1460.0000 Sale	01/25/12	02/09/12	97,046.23	95,339.46	0.00	1,706.77	
	4695.0000 Sale	02/07/12	02/09/12	312,076.77	305,124.29	0.00	6,952.48	
	3420.0000 Sale	06/21/12	06/22/12	188,407.68	188,363.68	0.00	44.00	

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1099-B	1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
		DEVON ENERGY CORP NEW		25179M103					
	3360 0000	Sale	07/02/12	07/03/12	194,919.98	191,680.94	0.00	3,239.04	
	6710 0000	Sale	09/07/12	09/10/12	399,982.19	398,170.06	0.00	1,812.13	
		Security Subtotal			1,484,236.25	1,466,111.92	0.00	18,124.33	
		DOLLAR TREE INC		256746108					
	1025 0000	Sale	10/22/12	10/24/12	40,835.18	40,113.07	0.00	722.11	
	1040 0000	Sale	10/22/12	10/24/12	41,432.78	40,308.84	0.00	1,123.94	
	1015 0000	Sale	10/23/12	10/24/12	40,436.80	39,450.82	0.00	985.98	
		Security Subtotal			122,704.76	119,872.73	0.00	2,832.03	
		DELPHI AUTOMOTIVE PLC		G27823106					
	3110 0000	Sale	10/04/12	10/15/12	100,540.00	100,354.41	0.00	185.59	
	1605 0000	Sale	10/05/12	10/15/12	51,886.41	51,981.62	0.00	(95.21)	
	4630 0000	Sale	10/05/12	10/15/12	149,684.55	149,953.20	0.00	(268.65)	
	2860 0000	Sale	11/19/12	11/26/12	95,436.35	95,361.27	0.00	75.08	
		Security Subtotal			397,547.31	397,650.50	0.00	(103.19)	
		DOW CHEMICAL CO		260543103					
	6510 0000	Sale	11/28/12	11/30/12	196,089.83	194,273.37	0.00	1,816.46	
		EXELON CORPORATION		30161N101					
	5000 0000	Sale	03/05/12	12/21/12	149,256.96	194,876.00	0.00	(45,619.04)	
	2580 0000	Sale	03/05/12	12/21/12	75,674.47	100,556.02	0.00	(24,881.55)	
	1765 0000	Sale	03/06/12	12/27/12	51,769.55	68,358.45	0.00	(16,588.90)	
	6045 0000	Sale	03/19/12	12/27/12	177,307.04	236,043.35	0.00	(58,736.31)	
	5000 0000	Sale	04/17/12	12/27/12	146,655.96	190,000.00	0.00	(43,344.04)	
		Security Subtotal			600,663.98	789,833.82	0.00	(189,169.84)	
		FRONTIER COMMUNICATIONS CORP		35906A108					
	1700 0000	Sale	08/30/12	10/25/12	8,037.25	7,919.43	0.00	117.82	
	8755 0000	Sale	08/30/12	10/25/12	41,447.87	40,785.02	0.00	662.85	
	31305 0000	Sale	08/30/12	10/25/12	148,003.59	145,724.25	0.00	2,279.34	
		Security Subtotal			197,488.71	194,428.70	0.00	3,060.01	

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2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

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1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
	GOOGLE INC CL A		38259P508					
402 0000	Sale	01/25/12	01/26/12	229,370.05	228,735.87	0.00	634.18	
290 0000	Sale	11/14/12	11/26/12	191,737.92	189,635.18	0.00	2,102.74	
60 0000	Sale	11/15/12	11/26/12	39,669.91	38,849.82	0.00	820.09	
92 0000	Sale	11/16/12	11/26/12	60,827.22	58,684.10	0.00	2,143.12	
	Security Subtotal			521,605.10	515,904.97	0.00	5,700.13	
	GENERAL MOTORS CO		37045V100					
4085 0000	Sale	10/04/12	10/18/12	104,260.34	100,232.01	0.00	4,028.33	
7925 0000	Sale	10/05/12	10/18/12	202,267.62	199,408.85	0.00	2,858.77	
	Security Subtotal			306,527.96	299,640.86	0.00	6,887.10	
	HALLIBURTON COMPANY		406216101					
670 0000	Sale	04/25/12	04/30/12	22,580.57	22,438.30	0.00	142.27	
6430 0000	Sale	04/26/12	04/30/12	216,706.08	215,949.62	0.00	756.46	
	Security Subtotal			239,286.65	238,387.92	0.00	898.73	
	HUDSON CITY BANCORP INC		443683107					
10000 0000	Sale	06/06/11	01/09/12	69,586.66	85,000.00	0.00	(15,413.34)	
5000 0000	Sale	06/09/11	01/09/12	34,793.33	41,800.00	0.00	(7,006.67)	
4000 0000	Sale	06/21/11	01/09/12	27,834.66	32,920.00	0.00	(5,085.34)	
5000 0000	Sale	07/20/11	01/09/12	34,793.33	41,200.00	0.00	(6,406.67)	
6000 0000	Sale	08/11/11	01/09/12	41,752.00	36,835.20	0.00	4,916.80	
15000 0000	Sale	09/07/11	01/09/12	104,379.99	86,335.50	0.00	18,044.49	
10000 0000	Sale	09/08/11	01/09/12	69,586.66	58,300.00	0.00	11,286.66	
10000 0000	Sale	09/20/11	01/09/12	69,586.67	60,000.00	0.00	9,586.67	
15000 0000	Sale	12/02/11	01/09/12	104,380.01	88,050.00	0.00	16,330.01	
	Security Subtotal			556,693.31	530,440.70	0.00	26,252.61	
	HEWLETT PACKARD CO DEL		428236103					
6000 0000	Sale	09/20/11	01/04/12	159,873.53	138,042.60	0.00	21,830.93	
3490 0000	Sale	09/20/11	01/17/12	93,162.74	80,294.78	0.00	12,867.96	
4510 0000	Sale	09/22/11	01/17/12	120,390.82	106,796.80	0.00	13,594.02	
9100 0000	Sale	09/22/11	02/23/12	248,956.95	215,488.00	0.00	33,468.95	
3135 0000	Sale	09/23/11	02/23/12	85,767.04	67,747.04	0.00	18,020.00	
3900 0000	Sale	09/23/11	02/23/12	106,695.84	85,483.71	0.00	21,212.13	
10000 0000	Sale	03/16/12	04/12/12	246,500.47	245,096.71	0.00	1,403.76	
15490 0000	Sale	03/28/12	04/12/12	381,829.25	365,409.10	0.00	16,420.15	
15000 0000	Sale	04/20/12	08/24/12	265,194.06	369,750.00	0.00	(104,555.94)	

2012 ANNUAL STATEMENT SUMMARY
2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1099-B	1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
		HEWLETT PACKARD CO DEL							
	15000.0000	Sale	04/25/12	08/24/12	265,194.06	370,200.00	0.00	(105,005.94)	
	10000.0000	Sale	07/13/12	08/24/12	176,796.04	189,594.50	0.00	(12,798.46)	
		Security Subtotal			2,150,360.80	2,233,903.24	0.00	(83,542.44)	
		HUNTINGTON BANCSHRS INC MD							
	20000.0000	Sale	08/07/12	08/22/12	130,997.07	127,800.00	0.00	3,197.07	
	4720.0000	Sale	11/14/12	12/05/12	28,889.42	28,555.53	0.00	333.89	
	3140.0000	Sale	11/14/12	12/05/12	19,218.81	18,996.69	0.00	222.12	
	3295.0000	Sale	11/14/12	12/05/12	20,167.51	19,571.97	0.00	595.54	
	5085.0000	Sale	11/15/12	12/05/12	31,123.46	29,574.36	0.00	1,549.10	
	2675.0000	Sale	11/21/12	12/05/12	16,372.71	16,229.49	0.00	143.22	
	4360.0000	Sale	11/26/12	12/05/12	26,685.99	27,162.36	0.00	(476.37)	
	3210.0000	Sale	11/28/12	12/05/12	19,647.26	19,869.90	0.00	(222.64)	
	4700.0000	Sale	11/28/12	12/05/12	28,767.02	29,092.53	0.00	(325.51)	
		Security Subtotal			321,869.25	316,852.83	0.00	5,016.42	
		JPMORGAN CHASE & CO							
	7125.0000	Sale	12/29/11	01/04/12	245,235.65	234,891.30	0.00	10,344.35	
		JOHNSON AND JOHNSON COM							
	3370.0000	Sale	01/03/12	02/01/12	223,036.80	220,713.10	0.00	2,323.70	
	1355.0000	Sale	01/09/12	02/01/12	89,678.00	87,526.90	0.00	2,151.10	
	1620.0000	Sale	01/12/12	02/01/12	107,216.51	105,753.44	0.00	1,463.07	
	2490.0000	Sale	01/24/12	02/01/12	164,795.75	161,872.41	0.00	2,923.34	
	5920.0000	Sale	02/03/12	06/15/12	390,061.04	388,579.33	0.00	1,481.71	
	1540.0000	Sale	02/06/12	06/15/12	101,468.58	100,632.07	0.00	836.51	
	1910.0000	Sale	02/09/12	06/15/12	125,847.39	123,965.69	0.00	1,881.70	
	1220.0000	Sale	02/10/12	06/15/12	80,384.20	78,601.43	0.00	1,782.77	
	2155.0000	Sale	02/17/12	06/15/12	141,990.13	139,784.08	0.00	2,206.05	
	1645.0000	Sale	02/23/12	06/15/12	108,386.89	106,990.80	0.00	1,396.09	
	3000.0000	Sale	04/12/12	06/15/12	197,666.07	191,430.00	0.00	6,236.07	
	2000.0000	Sale	04/18/12	06/15/12	131,777.39	126,577.00	0.00	5,200.39	
	2000.0000	Sale	04/19/12	06/15/12	131,777.39	125,617.80	0.00	6,159.59	
	4330.0000	Sale	10/04/12	10/05/12	300,967.66	300,645.32	0.00	322.34	
		Security Subtotal			2,295,053.80	2,258,689.37	0.00	36,364.43	
		KOHL'S CORP WISC PV 1CT							
	8550.0000	Sale	02/03/12	02/06/12	419,371.16	408,247.97	0.00	11,123.19	

2012 ANNUAL STATEMENT SUMMARY
2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1099-B	1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
ELI LILLY & CO									
	5000.0000	Sale	08/08/12	08/10/12	215,245.18	214,399.50	0.00	845.68	
	2270.0000	Sale	08/24/12	08/27/12	99,751.32	99,054.86	0.00	696.46	
	4435.0000	Sale	08/24/12	08/27/12	194,888.61	195,181.69	0.00	(293.08)	
	4090.0000	Sale	11/16/12	11/20/12	193,166.78	188,671.29	0.00	4,495.49	
		Security Subtotal			703,051.89	697,307.34	0.00	5,744.55	
MARVELL TECHNOLOGY GROUP									
	16115.0000	Sale	01/11/12	01/23/12	252,679.35	244,272.78	0.00	8,406.57	
	10000.0000	Sale	04/17/12	08/17/12	105,881.48	154,299.93	0.00	(48,418.45)	
	10000.0000	Sale	06/12/12	08/17/12	105,881.49	120,599.50	0.00	(14,718.01)	
	10000.0000	Sale	06/28/12	08/17/12	105,881.49	108,900.00	0.00	(3,018.51)	
		Security Subtotal			570,323.81	628,072.21	0.00	(57,748.40)	
MARATHON OIL CORP									
	5000.0000	Sale	05/18/12	05/22/12	123,497.23	120,750.71	0.00	2,746.52	
	8575.0000	Sale	05/23/12	05/24/12	210,223.42	205,542.75	0.00	4,680.67	
	8985.0000	Sale	06/12/12	06/29/12	228,239.94	222,721.08	0.00	5,518.86	
	3385.0000	Sale	06/20/12	06/29/12	85,986.89	83,365.78	0.00	2,621.11	
		Security Subtotal			647,947.48	632,380.32	0.00	15,567.16	
MERCK AND CO INC SHS									
	5000.0000	Sale	05/25/11	01/03/12	191,618.82	183,699.50	0.00	7,919.32	
	5000.0000	Sale	09/20/11	06/11/12	192,904.19	163,826.00	0.00	29,078.19	
		Security Subtotal			384,523.01	347,525.50	0.00	36,997.51	
NEWFIELD EXPL CO COM									
	8365.0000	Sale	04/27/12	10/25/12	229,686.88	299,879.39	0.00	(70,192.51)	
	2930.0000	Sale	04/30/12	10/25/12	80,452.18	104,014.71	0.00	(23,562.53)	
	2380.0000	Sale	05/01/12	10/25/12	70,841.86	93,497.39	0.00	(22,655.53)	
	5000.0000	Sale	05/03/12	10/25/12	137,290.42	178,350.42	0.00	(41,059.58)	
	4145.0000	Sale	05/18/12	10/25/12	113,813.76	117,709.71	0.00	(3,895.95)	
	5000.0000	Sale	06/12/12	10/25/12	137,290.44	138,780.00	0.00	(1,489.56)	
		Security Subtotal			769,375.54	932,231.20	0.00	(162,855.66)	
NRG ENERGY INC									
	8550.0000	Sale	01/30/12	03/05/12	146,567.45	143,324.50	0.00	3,242.95	
	8595.0000	Sale	01/30/12	04/26/12	142,335.17	144,078.85	0.00	(1,743.68)	
	5655.0000	Sale	03/12/12	04/26/12	93,648.09	93,816.45	0.00	(168.36)	

2012 ANNUAL STATEMENT SUMMARY
2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1099-B	1e Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3 Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
MRG ENERGY INC									
	10000 0000	Sale	04/12/12	04/26/12	165,602.29	146,300.00	0.00	19,302.29	
	8000 0000	Sale	04/19/12	04/26/12	132,481.84	118,799.75	0.00	13,682.09	
	5795 0000	Sale	06/21/12	06/27/12	93,175.72	90,402.00	0.00	2,773.72	
	6660 0000	Sale	06/21/12	06/27/12	106,293.22	103,896.00	0.00	2,397.22	
	855 0000	Sale	06/21/12	06/27/12	13,696.79	13,338.00	0.00	358.79	
	5030 0000	Sale	06/21/12	06/27/12	80,578.80	77,234.64	0.00	3,344.16	
		Security Subtotal			974,379.37	931,190.19	0.00	43,189.18	
NATIONAL GRID PLC SP ADR									
	7760 0000	Sale	02/23/12	03/06/12	399,747.65	394,596.00	0.00	5,151.65	
NEWMONT MINING CORP									
	4905 0000	Sale	08/21/12	08/27/12	240,732.00	238,136.28	0.00	2,595.72	
	3195 0000	Sale	08/22/12	08/27/12	156,807.09	155,244.73	0.00	1,562.36	
	1870 0000	Sale	08/23/12	08/27/12	91,777.55	91,989.23	211.68	0.00	(W)
	1870 0000	Sale	08/26/12	08/31/12	91,279.95	90,989.13	0.00	290.82	(Y)
	6180 0000	Sale	08/30/12	08/31/12	301,663.15	300,002.56	0.00	1,660.59	
	5170 0000	Sale	09/05/12	09/06/12	258,530.92	253,743.08	0.00	4,787.84	
		Security Subtotal			1,140,790.66	1,130,105.01	211.68	10,897.33	
NORFOLK SOUTHERN CORP									
	805 0000	Sale	11/08/12	12/07/12	49,404.51	48,220.87	0.00	1,183.64	
	820 0000	Sale	11/08/12	12/07/12	50,325.09	48,536.62	0.00	1,788.47	
	805 0000	Sale	11/08/12	12/07/12	49,404.51	47,858.62	0.00	1,545.89	
	1485 0000	Sale	11/14/12	12/07/12	91,137.52	86,636.39	0.00	4,501.13	
	665 0000	Sale	11/14/12	12/07/12	40,812.42	38,626.86	0.00	2,185.56	
	805 0000	Sale	11/14/12	12/07/12	49,404.51	46,748.77	0.00	2,655.74	
	860 0000	Sale	11/14/12	12/07/12	52,779.97	49,609.53	0.00	3,170.44	
	995 0000	Sale	11/14/12	12/07/12	61,065.20	57,287.62	0.00	3,777.58	
	665 0000	Sale	11/14/12	12/07/12	40,812.42	38,193.21	0.00	2,619.21	
	985 0000	Sale	11/15/12	12/07/12	60,451.49	56,510.63	0.00	3,940.86	
	1045 0000	Sale	11/15/12	12/07/12	64,133.81	59,547.03	0.00	4,586.78	
	680 0000	Sale	11/15/12	12/07/12	41,733.00	38,654.74	0.00	3,078.26	
	1010 0000	Sale	11/16/12	12/07/12	61,985.79	57,280.43	0.00	4,705.36	
	660 0000	Sale	11/16/12	12/07/12	40,505.56	37,376.13	0.00	3,129.43	
	710 0000	Sale	11/16/12	12/07/12	43,574.17	40,061.25	0.00	3,512.92	
	740 0000	Sale	11/16/12	12/07/12	45,415.33	41,515.26	0.00	3,900.07	
	1575 0000	Sale	11/19/12	12/07/12	96,661.02	89,927.93	0.00	6,733.09	

2012 ANNUAL STATEMENT SUMMARY
2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1099-B

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a Amount	3 Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
	NORFOLK SOUTHERN CORP							
1190.0000	Sale	11/20/12	12/07/12	73,032.77	67,313.90	0.00	5,718.87	
620.0000	Sale	11/21/12	12/07/12	38,050.70	35,266.53	0.00	2,784.17	
	Security Subtotal			1,050,689.79	985,172.32	0.00	65,517.47	
	PPL CORPORATION							
6905.0000	Sale	03/02/12	08/08/12	200,258.70	197,124.63	0.00	3,134.07	
6980.0000	Sale	03/05/12	08/08/12	202,433.85	198,065.88	0.00	4,367.97	
6865.0000	Sale	03/06/12	08/08/12	199,098.63	194,622.75	0.00	4,475.88	
	Security Subtotal			601,791.18	589,813.26	0.00	11,977.92	
	PETROLEO BRAS VTG SPD ADR							
9895.0000	Sale	04/19/12	04/20/12	238,740.22	234,511.50	0.00	4,228.72	
	PEABODY ENERGY CORP COM							
9490.0000	Sale	05/23/12	05/24/12	225,197.41	223,712.52	0.00	1,484.89	
9890.0000	Sale	06/07/12	07/02/12	246,780.63	243,578.83	0.00	3,201.80	
2965.0000	Sale	06/12/12	07/02/12	73,984.28	68,461.85	0.00	5,522.43	
4650.0000	Sale	06/19/12	07/02/12	116,029.32	111,134.54	0.00	4,894.78	
3540.0000	Sale	06/20/12	07/02/12	88,332.00	86,686.10	0.00	1,645.90	
3042.0000	Sale	09/10/12	09/27/12	69,448.21	71,868.47	2,420.26 (W)	0.00	
8733.0000	Sale	09/10/12	10/01/12	201,727.78	206,320.62	0.00	(4,592.84)	
3042.0000	Sale	09/10/12	10/01/12	70,268.62	75,754.36	0.00 (Y)	(5,485.74)	
4650.0000	Sale	09/12/12	10/01/12	107,412.60	111,135.00	0.00	(3,722.40)	
1803.0000	Sale	09/12/12	10/01/12	41,648.37	43,465.28	0.00	(1,816.91)	
	Security Subtotal			1,240,829.22	1,242,117.57	2,420.26	1,131.91	
	PHILLIPS 66 SHS							
4855.0000	Sale	08/15/12	08/16/12	199,293.78	195,995.86	0.00	3,297.92	
	QUESTCOR PHARMACEUTICALS							
4510.0000	Sale	10/05/12	10/11/12	92,883.17	87,403.80	0.00	5,479.37	
685.0000	Sale	10/05/12	10/11/12	14,102.66	13,275.30	0.00	827.36	
1735.0000	Sale	10/10/12	10/11/12	35,719.91	34,986.28	0.00	733.63	
	Security Subtotal			142,705.74	135,665.38	0.00	7,040.36	
	QUALCOMM INC							
830.0000	Sale	10/26/12	11/06/12	50,109.72	48,649.70	0.00	1,460.02	
3095.0000	Sale	11/08/12	12/14/12	187,955.14	192,477.74	0.00	(4,522.60)	
805.0000	Sale	11/08/12	12/14/12	48,886.55	49,689.03	0.00	(802.48)	

2012 ANNUAL STATEMENT SUMMARY
2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1099-B

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
QUALCOMM INC								
		CUSIP Number	747525103					
1145.0000	Sale	11/08/12	12/14/12	69,534.29	69,634.32	0.00	(100.03)	
965.0000	Sale	11/08/12	12/14/12	58,603.14	58,455.36	0.00	147.78	
805.0000	Sale	11/16/12	12/14/12	48,886.56	49,016.45	0.00	(129.89)	
	Security Subtotal			463,975.40	467,922.60	0.00	(3,947.20)	
RIVERBED TECHNOLOGY INC								
		CUSIP Number	768573107					
753.0000	Sale	10/23/12	12/14/12	13,553.70	17,838.50	4,284.80 (W)	0.00	
3457.0000	Sale	10/23/12	12/14/12	62,224.60	81,895.98	0.00	(19,671.38)	
3127.0000	Sale	11/26/12	12/14/12	56,284.74	56,114.02	0.00	170.72	
753.0000	Sale	10/23/12	12/18/12	14,475.73	17,797.38	0.00 (Y)	(3,321.65)	
	Security Subtotal			146,538.77	173,645.88	4,284.80	(22,822.31)	
ST JUDE MEDICAL INC								
		CUSIP Number	790849103					
5455.0000	Sale	12/12/11	01/17/12	204,071.74	189,533.43	0.00	14,538.31	
2545.0000	Sale	12/14/11	01/17/12	95,208.55	86,339.38	0.00	8,869.17	
1425.0000	Sale	12/14/11	01/25/12	56,834.33	48,343.27	0.00	8,491.06	
1065.0000	Sale	12/15/11	01/25/12	42,476.19	36,012.87	0.00	6,463.32	
1785.0000	Sale	12/16/11	01/25/12	71,192.49	59,733.24	0.00	11,459.25	
725.0000	Sale	12/19/11	01/25/12	28,915.72	23,857.58	0.00	5,058.14	
1070.0000	Sale	12/19/11	01/26/12	43,730.06	35,210.49	0.00	8,519.57	
930.0000	Sale	12/19/11	01/26/12	38,008.37	30,120.00	0.00	7,888.37	
810.0000	Sale	12/19/11	02/13/12	34,552.60	26,233.55	0.00	8,319.05	
2300.0000	Sale	12/20/11	02/13/12	98,112.33	75,048.77	0.00	23,063.56	
3870.0000	Sale	12/21/11	02/13/12	165,084.66	126,264.17	0.00	38,820.49	
1815.0000	Sale	12/29/11	02/13/12	77,423.43	62,079.35	0.00	15,344.08	
	Security Subtotal			955,610.47	798,776.10	0.00	156,834.37	
SCHLUMBERGER LTD								
		CUSIP Number	806857108					
4315.0000	Sale	11/30/12	12/12/12	300,827.32	294,127.86	0.00	6,699.46	
2760.0000	Sale	12/07/12	12/12/12	201,769.98	197,558.87	0.00	4,211.11	
	Security Subtotal			502,597.30	491,686.73	0.00	10,910.57	
TOTAL S.A. SP ADR								
4315.0000	Sale	05/08/12	05/10/12	196,375.57	195,469.50	0.00	906.07	
2670.0000	Sale	05/09/12	05/10/12	121,511.65	119,087.34	0.00	2,424.31	
	Security Subtotal			317,887.22	314,556.84	0.00	3,330.38	

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2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1099-B	1e Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
		TEVA PHARMACTCL INDS ADR		881624209					
	5870 0000	Sale	09/25/12	10/01/12	245,089.90	240,317.80	0.00	4,772.10	
	4880 0000	Sale	10/02/12	12/12/12	195,732.90	200,079.51	0.00	(4,346.61)	
	1000 0000	Sale	10/03/12	12/12/12	40,109.21	40,844.00	0.00	(734.79)	
		Security Subtotal			480,932.01	481,241.31	0.00	(309.30)	
		TARGET CORP COM		87612E106					
	7000 0000	Sale	12/29/11	02/01/12	360,651.97	361,900.00	1,248.03 (W)	0.00	
	6915 0000	Sale	01/12/12	02/01/12	356,272.63	343,069.05	0.00	13,203.58	
	7000 0000	Sale	01/04/12	02/24/12	386,046.55	367,768.03	0.00 (Y)	18,278.52	
	4200 0000	Sale	02/07/12	02/24/12	231,627.93	219,912.00	0.00	11,715.93	
		Security Subtotal			1,334,599.08	1,292,649.08	1,248.03	43,198.03	
		TRANSOCEAN LTD		H8817H100					
	1275 0000	Sale	10/18/12	10/19/12	61,903.43	60,876.15	0.00	1,027.28	
	2965 0000	Sale	10/18/12	10/19/12	143,955.83	142,281.16	0.00	1,674.67	
		Security Subtotal			205,859.26	203,157.31	0.00	2,701.95	
		VALE SA		91912E105					
	6425 0000	Sale	09/11/12	09/13/12	122,136.51	116,935.00	0.00	5,201.51	
	7840 0000	Sale	09/11/12	09/13/12	149,035.05	142,688.00	0.00	6,347.05	
	2270 0000	Sale	09/12/12	09/13/12	43,151.74	41,949.60	0.00	1,202.14	
	10660 0000	Sale	09/12/12	09/14/12	208,519.85	196,996.80	0.00	11,523.05	
	5190 0000	Sale	11/06/12	12/07/12	93,833.10	97,571.48	0.00	(3,738.38)	
	3015 0000	Sale	11/19/12	12/07/12	54,509.98	52,430.55	0.00	2,079.43	
	3855 0000	Sale	11/26/12	12/07/12	69,696.84	67,984.85	0.00	1,711.99	
		Security Subtotal			740,883.07	716,556.28	0.00	24,326.79	
		YAHOO INC		984332106					
	5965 0000	Sale	10/23/12	11/06/12	104,102.42	99,773.57	0.00	4,328.85	
	5965 0000	Sale	10/23/12	11/06/12	104,102.43	99,794.45	0.00	4,307.98	
	1620 0000	Sale	10/25/12	11/06/12	28,272.58	26,826.07	0.00	1,446.51	
		Security Subtotal			236,477.43	226,394.09	0.00	10,083.34	
		PIMCO TOTAL RETURN FUND		72201M552					
	9520 0000	Sale	01/31/12	02/08/12	10.56	10.41	0.00	0.15	
	251 0000	Sale	01/31/12	02/08/12	2,786.11	2,791.11	0.00	(5.00)	
		Security Subtotal			2,796.67	2,801.52	0.00	(4.85)	

2012 ANNUAL STATEMENT SUMMARY
2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1099-B	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
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Covered Short Term Capital Gains and Losses Subtotal 40,067,173.74 39,644,336.89 11,136.84 433,973.69

NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)

YACKTMAN FUND		CUSIP Number	984281105	12/29/11	01/03/12	9.59	9.48	0.00	0.11
.5400	Sale								
PIMCO TOTAL RETURN FUND		CUSIP Number	72201M552						
1 0000	Sale	02/28/11	02/08/12	11.10			10.86	0.00	0.24
246 0000	Sale	02/28/11	02/08/12	2,730.60			2,676.48	0.00	54.12
256 0000	Sale	03/31/11	02/08/12	2,841.60			2,785.27	0.00	56.33
1 0000	Sale	04/29/11	02/08/12	11.10			10.93	0.00	0.17
255 0000	Sale	04/29/11	02/08/12	2,830.50			2,812.65	0.00	17.85
257 0000	Sale	05/31/11	02/08/12	2,852.70			2,842.42	0.00	10.28
1 0000	Sale	06/30/11	02/08/12	11.10			11.02	0.00	0.08
247 0000	Sale	06/30/11	02/08/12	2,741.70			2,714.52	0.00	27.18
231 0000	Sale	07/29/11	02/08/12	2,564.10			2,564.10	0.00	0.00
1 0000	Sale	08/31/11	02/08/12	11.10			11.03	0.00	0.07
218 0000	Sale	08/31/11	02/08/12	2,419.80			2,400.18	0.00	19.62
253 0000	Sale	09/30/11	02/08/12	2,808.30			2,729.86	0.00	78.44
1 0000	Sale	10/31/11	02/08/12	11.10			10.88	0.00	0.22
249 0000	Sale	10/31/11	02/08/12	2,763.90			2,716.59	0.00	47.31
275 0000	Sale	11/30/11	02/08/12	3,052.50			2,964.49	0.00	88.01
1 0000	Sale	12/28/11	02/08/12	11.10			10.85	0.00	0.25
570 0000	Sale	12/28/11	02/08/12	6,327.01			6,173.10	0.00	153.91
270 0000	Sale	12/30/11	02/08/12	2,997.00			2,934.90	0.00	62.10
Security Subtotal				36,996.31			36,380.13	0.00	616.18

Noncovered Short Term Capital Gains and Losses Subtotal 37,005.90 36,389.61 0.00 616.29

NET SHORT TERM CAPITAL GAINS AND LOSSES 40,104,179.64 39,680,726.50 11,136.84 434,589.98

2012 ANNUAL STATEMENT SUMMARY
2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1099-B	1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
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LONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.
COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)

ABBOTT LABS									
	CUSIP Number	002824100							
	02/23/11	03/26/12	121,778.00	93,079.80	0.00	28,698.20			
2000.0000	Sale		121,778.01	94,486.00	0.00	27,292.01			
2000.0000	Sale		03/16/11	03/26/12	0.00	15,335.04			
1200.0000	Sale		03/22/11	03/26/12	0.00	12,909.21			
1000.0000	Sale		03/24/11	03/26/12	0.00	84,234.46			
	Security Subtotal		377,511.82	293,277.36	0.00				
CISCO SYSTEMS INC COM									
	CUSIP Number	17275R102							
2000.0000	Sale		02/23/11	12/18/12	0.00	3,891.61			
2000.0000	Sale		02/28/11	12/18/12	0.00	3,187.80			
3000.0000	Sale		03/24/11	12/18/12	0.00	8,441.71			
	Security Subtotal		141,987.32	126,466.20	0.00	15,521.12			
MERCK AND CO INC SHS									
	CUSIP Number	58933Y105							
1000.0000	Sale		05/25/11	06/11/12	0.00	1,840.93			
2000.0000	Sale		06/03/11	06/11/12	0.00	5,245.47			
2000.0000	Sale		06/10/11	06/11/12	0.00	6,005.67			
	Security Subtotal		192,904.17	179,812.10	0.00	13,092.07			
	Covered Long Term Capital Gains and Losses Subtotal		712,403.31	599,555.66	0.00	112,847.65			

NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)

ISHARES RUSSELL 1000									
	CUSIP Number	464287614							
7500.0000	Sale		12/20/10	01/20/12	0.00	25,941.27			
2500.0000	Sale		12/22/10	01/20/12	0.00	8,174.11			
5000.0000	Sale		12/22/10	02/08/12	0.00	27,647.97			
3000.0000	Sale		12/22/10	02/15/12	0.00	17,105.60			
2000.0000	Sale		12/22/10	02/17/12	0.00	12,932.30			
2000.0000	Sale		12/22/10	03/02/12	0.00	14,503.27			
10000.0000	Sale		12/22/10	03/22/12	0.00	82,322.20			
6900.0000	Sale		12/22/10	04/02/12	0.00	59,831.32			
	Security Subtotal		2,476,755.92	2,228,297.88	0.00	248,458.04			

2012 ANNUAL STATEMENT SUMMARY
2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1099-B	1e Quantity	Transaction Description	1b. Date of Acquisition	1a Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
		WISDOMTREE TR MIDCAP DIV		97717W505					
	2400 0000	Sale	03/10/10	01/03/12	126,258.46	108,960.00	0.00	17,298.46	
		S&P US FED STK INDEX FD		464288687					
	5500 0000	Sale	12/21/09	06/11/12	210,332.18	201,410.00	0.00	8,922.18	
	5150 0000	Sale	04/26/10	06/11/12	196,947.41	200,005.92	0.00	(3,058.51)	
		Security Subtotal			407,279.59	401,415.92	0.00	5,863.67	
		YACKTMAN FUND		984281105					
	5630 0000	Sale	12/01/10	01/03/12	99,988.80	93,908.40	0.00	6,080.40	
	0910	Sale	12/01/10	01/03/12	1.62	1.52	0.00	0.10	
		Security Subtotal			99,990.42	93,909.92	0.00	6,080.50	
		PIMCO TOTAL RETURN FUND		72201M552					
	87642 0000	Sale	12/01/10	02/08/12	972,826.21	999,995.22	0.00	(27,169.01)	
	1 0000	Sale	12/08/10	02/08/12	11.09	11.05	0.00	0.04	
	3002 0000	Sale	12/08/10	02/08/12	33,322.20	32,421.60	0.00	900.60	
	1373 0000	Sale	12/08/10	02/08/12	15,240.30	14,828.40	0.00	411.90	
	1 0000	Sale	12/31/10	02/08/12	11.09	10.83	0.00	0.26	
	278 0000	Sale	12/31/10	02/08/12	3,085.80	3,016.30	0.00	69.50	
	237 0000	Sale	01/31/11	02/08/12	2,630.70	2,571.44	0.00	59.26	
		Security Subtotal			1,027,127.39	1,052,854.84	0.00	(25,727.45)	
		Noncovered Long Term Capital Gains and Losses Subtotal			4,137,411.78	3,885,438.56	0.00	251,973.22	
		NET LONG TERM CAPITAL GAINS AND LOSSES			4,849,815.09	4,484,994.22	0.00	364,820.87	
		TOTAL SALES PROCEEDS FOR CAPITAL GAINS AND LOSSES			44,953,994.73				
		TOTAL REPORTED SALES PROCEEDS			44,953,994.73				

(W) This transaction has been identified as a "Wash Sale" based on IRS regulations. The Wash Sale Loss Disallowed column reflects the deferred loss amount. The cost basis of the related transaction(s) has been adjusted by the deferred loss amount from either the cost basis on purchases or proceeds from short sales. Please refer to the instructions for Form 8949 for how to report the deferred loss amount and applicable adjustment code.

(Y) The gain or loss of this transaction includes an adjustment to basis for the disallowed loss amount on one or more previous "Wash Sales"

2012 ANNUAL STATEMENT SUMMARY
2012 REALIZED CAPITAL GAIN AND LOSS SUMMARY

COVERED SHORT TERM GAINS/LOSSES	NONCOVERED SHORT TERM GAINS/LOSSES	COVERED LONG TERM GAINS/LOSSES	NONCOVERED LONG TERM GAINS/LOSSES
433,973.69	616.29	112,847.65	251,973.22