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: THE CLARENCE T.C. CHING FOUNDATION

A Employer identification number: 99-6014634

Number and street (or P O box number if mail is not delivered to street address): 1001 BISHOP STREET — Room/suite: 770

B Telephone number: (808) 521-0344

City or town, state, and ZIP code: HONOLULU, HI 96813

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: [X] 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) ▶$ 107,426,446.

J Accounting method: ☐ Cash [X] Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	0.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,827,210.	1,827,210.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	464,896.			
	b Gross sales price for all assets on line 6a 16,087,847.				
	7 Capital gain net income (from Part IV, line 2)		464,896.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	3,481.	3,481.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	2,295,587.	2,295,587.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	497,400.	149,220.		348,180.
	14 Other employee salaries and wages	58,569.	29,285.		29,285.
	15 Pension plans, employee benefits	33,443.	16,722.		16,723.
	16a Legal fees STMT 3	52,353.	0.		1,763.
	b Accounting fees STMT 4	74,005.	24,619.		45,965.
	c Other professional fees STMT 5	1,496.	748.		823.
	17 Interest				
	18 Taxes STMT 6	93,668.	61,579.		0.
	19 Depreciation and depletion				
	20 Occupancy	51,708.	21,369.		30,482.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	424,705.	384,516.		40,483.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,287,347.	688,058.		513,704.
	25 Contributions, gifts, grants paid	350,760.			5,079,285.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,638,107.	688,058.		5,592,989.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	657,480.			
	b **Net investment income** (if negative, enter -0-)		1,607,529.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED JUN 1 9 2013 OGDEN, UT

SCANNED JUN 24 2013

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	19,524.	80,346.	80,346.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	27,321.	9,307.	9,307.
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock STMT 9	54,172,123.	60,010,362.	60,010,362.
c	Investments - corporate bonds STMT 10	16,558,239.	15,763,473.	15,763,473.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other STMT 11	30,239,367.	31,527,730.	31,527,730.
14	Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
15	Other assets (describe ▶ STATEMENT 12)	2,889.	35,228.	35,228.
16	**Total assets** (to be completed by all filers)	101,019,463.	107,426,446.	107,426,446.
Liabilities 17	Accounts payable and accrued expenses	11,170.	10,951.	
18	Grants payable	16,353,459.	11,624,934.	
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶ STATEMENT 13)	3,219.	3,240.	
23	**Total liabilities** (add lines 17 through 22)	16,367,848.	11,639,125.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	84,651,615.	95,787,321.	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances**	84,651,615.	95,787,321.	
31	**Total liabilities and net assets/fund balances**	101,019,463.	107,426,446.	

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	84,651,615.
2	Enter amount from Part I, line 27a	2	657,480.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	10,478,226.
4	Add lines 1, 2, and 3	4	95,787,321.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	95,787,321.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
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	16,087,847.		15,622,951.	464,896.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				464,896.
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** 464,896.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	5,227,202.	109,984,648.	.047527
2010	5,798,253.	104,500,948.	.055485
2009	5,557,698.	93,048,237.	.059729
2008	1,172,038.	115,740,509.	.010126
2007	309,881.	5,094,406.	.060828

2	**Total** of line 1, column (d)	2	.233695
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	.046739
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	104,224,195.
5	Multiply line 4 by line 3	5	4,871,335.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	16,075.
7	Add lines 5 and 6	7	4,887,410.
8	Enter qualifying distributions from Part XII, line 4	8	5,592,989.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	16,075.
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	16,075.
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	16,075.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 8,680.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 13,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	21,680.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	
9 **Tax due**. If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment**. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	5,605.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	5,605. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

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

Form **990-PF** (2012)

223531
12-05-12

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

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

Website address ▶ WWW.CLARENCETCCHINGFOUNDATION.ORG

14 The books are in care of ▶ R. STEVENS GILLEY Telephone no. ▶ (808)521-0344

Located at ▶ 1001 BISHOP STREET, SUITE 770, HONOLULU, HI ZIP+4 ▶ 96813

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

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

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

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		497,400.	11,001.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LINDA FITZGERALD - 1001 BISHOP STREET, SUITE 770, HONOLULU, HI	EXECUTIVE SECRETARY 40.00	56,650.	5,607.	0.

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES LLC 125 HIGH STREET, BOSTON, MA 02110	INVESTMENT ADVISORY	147,417.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

Form **990-PF** (2012)

223561
12-05-12

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	105,355,549.
b	Average of monthly cash balances		1b	420,588.
c	Fair market value of all other assets		1c	35,228.
d	**Total** (add lines 1a, b, and c)		1d	105,811,365.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	105,811,365.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,587,170.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	104,224,195.
6	**Minimum investment return.** Enter 5% of line 5		6	5,211,210.

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	5,211,210.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 16,075.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	16,075.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	5,195,135.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	5,195,135.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	5,195,135.

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	5,592,989.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,592,989.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	16,075.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	5,576,914.

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				5,195,135.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			3,174,728.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 5,592,989.				
a Applied to 2011, but not more than line 2a			3,174,728.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				2,418,261.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				2,776,874.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 15

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CATHOLIC CHARITIES 1822 KEEAUMOKU STREET HONOLULU, HI 96822		501(C)(3)	CAPITAL IMPROVEMENT	500,000.
CHAMINADE UNIVERSITY 3140 WAIALAE AVENUE HONOLULU, HI 96816		501(C)(3)	CAPITAL IMPROVEMENT	714,285.
HANAHAUOLI SCHOOL 1922 MAKIKI STREET HONOLULU, HI 96822		501(C)(3)	GENERAL PROGRAM SUPPORT	250,000.
MARYKNOLL SCHOOL 1526 ALEXANDER STREET HONOLULU, HI 96822		501(C)(3)	CAPITAL IMPROVEMENT	600,000.
PALOLO CHINESE HOME 2459 10TH AVENUE HONOLULU, HI 96816		501(C)(3)	CAPITAL IMPROVEMENT	400,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	5,079,285.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,827,210.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	3,481.	
8 Gain or (loss) from sales of assets other than inventory			18	464,896.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		2,295,587.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,295,587.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
KUKUI GARDENS CORPORATION	501(C)(4)	SEE STATEMENT 16

Sign Here

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

Signature of officer or trustee: R. Alstrum Mall | Date: JUN - 5 2013 | Title: PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [ ] No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
KIM A.T. JONES	Kim A T Jones	5/23/2013		P00940140

Firm's name ▶ ACCUITY LLP — Firm's EIN ▶ 20-5325889

Firm's address ▶ 999 BISHOP STREET, STE. 1900 HONOLULU, HI 96813 — Phone no. 808-531-3400

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PUNAHOU SCHOOL 1601 PUNAHOU STREET HONOLULU, HI 96822		501(C)(3)	GENERAL PROGRAM SUPPORT	500,000.
SAINT JOHN THE BAPTIST SCHOOL 2340 OMILO LANE HONOLULU, HI 96819		501(C)(3)	CAPITAL IMPROVEMENT	300,000.
THE SALVATION ARMY 2950 MANOA ROAD HONOLULU, HI 96822		501(C)(3)	CAPITAL IMPROVEMENT	300,000.
ST. FRANCIS SCHOOL 2707 PAMOA ROAD HONOLULU, HI 96822		501(C)(3)	CAPITAL IMPROVEMENT	500,000.
ST. LOUIS SCHOOL 3142 WAIALAE AVENUE HONOLULU, HI 96816		501(C)(3)	GENERAL PROGRAM SUPPORT	1,000,000.
VARIETY SCHOOL OF HAWAII 710 PALEKAUA STREET HONOLULU, HI 96816		501(C)(3)	GENERAL PROGRAM SUPPORT	15,000.
Total from continuation sheets				2,615,000.

223631
05-01-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	1,826,934.	0.	1,826,934.
INTEREST INCOME	276.	0.	276.
TOTAL TO FM 990-PF, PART I, LN 4	1,827,210.	0.	1,827,210.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	3,481.	3,481.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,481.	3,481.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	52,353.	0.		1,763.
TO FM 990-PF, PG 1, LN 16A	52,353.	0.		1,763.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING SERVICES	74,005.	24,619.		45,965.
TO FORM 990-PF, PG 1, LN 16B	74,005.	24,619.		45,965.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	1,496.	748.		823.
TO FORM 990-PF, PG 1, LN 16C	1,496.	748.		823.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	32,089.	0.		0.
FOREIGN TAXES	61,579.	61,579.		0.
TO FORM 990-PF, PG 1, LN 18	93,668.	61,579.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	5,342.	2,671.		2,812.
OTHER OFFICE EXPENSE	1,194.	597.		493.
FOUNDATION INSURANCE	13,561.	9,493.		4,068.
BANK CHARGES	41,885.	41,885.		0.
AUTO EXPENSE	12,218.	6,109.		6,102.
EDUCATION AND TRAINING	1,195.	597.		598.
COMPUTER SERVICE	1,257.	629.		844.
INVESTMENT EXPENSE	174,112.	174,112.		0.
CAMBRIDGE- FEES	144,000.	144,000.		0.
CAMBRIDGE- EXPENSES	2,985.	2,985.		0.
ENTERTAINMENT & MEALS	2,386.	1,193.		1,195.
MISCELLANEOUS	613.	245.		368.
INSPIRED IN HI CONTEST - EXPENSE	12,157.	0.		12,203.
INSPIRED IN HI CONTEST - AWARD	11,800.	0.		11,800.
TO FORM 990-PF, PG 1, LN 23	424,705.	384,516.		40,483.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED GAINS REPORTED ON BOOKS NOT INCLUDED ON PAGE 1	10,478,226.
TOTAL TO FORM 990-PF, PART III, LINE 3	10,478,226.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB (ATTACHMENT A) - STOCKS	4,095,192.	4,095,192.
CHARLES SCHWAB (ATTACHMENT B) - STOCKS	2,487,786.	2,487,786.
CHARLES SCHWAB (ATTACHMENT C) - STOCKS	46,596,370.	46,596,370.
CHARLES SCHWAB (ATTACHMENT D) - STOCKS	6,831,014.	6,831,014.
TOTAL TO FORM 990-PF, PART II, LINE 10B	60,010,362.	60,010,362.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB (ATTACHMENT C) - BONDS	15,763,473.	15,763,473.
TOTAL TO FORM 990-PF, PART II, LINE 10C	15,763,473.	15,763,473.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB (ATTACHMENT A) - CASH AND MONEY MARKET FUNDS	FMV	604,830.	604,830.
CHARLES SCHWAB (ATTACHMENT B) - CASH AND MONEY MARKET FUNDS	FMV	434,897.	434,897.
CHARLES SCHWAB (ATTACHMENT C) - CASH AND MONEY MARKET FUNDS	FMV	459,284.	459,284.
CHARLES SCHWAB (ATTACHMENT D) - CASH AND MONEY MARKET FUNDS	FMV	436,341.	436,341.
INVESTABLE EMERGING MARKETS COUNTRY FUND	FMV	5,452,478.	5,452,478.

THE COLCHESTER GLOBAL REAL RETURN BOND FUND LIMITED	FMV	1,539,747.	1,539,747.
THE WEATHERLOW OFFSHORE FUND I LTD CLASS IA	FMV	7,077,818.	7,077,818.
FORESTER DIVERSIFIED LTD CLASS B	FMV	8,003,219.	8,003,219.
TITAN PARTNERS L.P.	FMV	3,488,735.	3,488,735.
POST LIMITED	FMV	4,030,381.	4,030,381.
ACCRUED LOSS ON SALE OF INVESTMENT	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		31,527,730.	31,527,730.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED ROYALTY INCOME	609.	0.	0.
ACCRUED OTHER INCOME	480.	35,108.	35,108.
ACCRUED DIVIDENDS RECEIVABLE	1,800.	120.	120.
TO FORM 990-PF, PART II, LINE 15	2,889.	35,228.	35,228.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES WITHHELD AND ACCRUED	3,219.	3,240.
TOTAL TO FORM 990-PF, PART II, LINE 22	3,219.	3,240.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RAYMOND J. TAM 1001 BISHOP STREET, SUITE 770 HONOLULU, HI 96813	TRUSTEE 1.00	80,000.	0.	0.
JOHN K. TSUI 1001 BISHOP STREET, SUITE 770 HONOLULU, HI 96813	TRUSTEE 1.00	85,000.	0.	0.
PETER P.J. NG 1001 BISHOP STREET, SUITE 770 HONOLULU, HI 96813	TRUSTEE 1.00	80,000.	0.	0.
CATHERINE H.Q. CHING 1001 BISHOP STREET, SUITE 770 HONOLULU, HI 96813	TRUSTEE 1.00	32,400.	0.	0.
KENNETH T. OKAMOTO 1001 BISHOP STREET, SUITE 770 HONOLULU, HI 96813	TRUSTEE 1.00	80,000.	0.	0.
R. STEVENS GILLEY 1001 BISHOP STREET, SUITE 770 HONOLULU, HI 96813	PRESIDENT 50.00	140,000.	11,001.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		497,400.	11,001.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 15
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MR. R. STEVENS GILLEY
1001 BISHOP STREET, SUITE 770
HONOLULU, HI 96813

TELEPHONE NUMBER

(808)521-0344

FORM AND CONTENT OF APPLICATIONS

GRANT APPLICATIONS SHOULD PROVIDE ADEQUATE PROOF OF THE ORGANIZATION'S TAX-EXEMPT STATUS, DOCUMENTATION OF ITS PUBLIC SUPPORT AND A DESCRIPTION OF THE PLANNED USE OF THE FUNDS REQUESTED.

ANY SUBMISSION DEADLINES

DEADLINES ARE JAN 31 AND JUL 31; APPLICATIONS ARE REVIEWED AND APPROVED OR DENIED IN MAR AND SEPT.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION IS A TAX-EXEMPT PRIVATE FOUNDATION WHOSE GENERAL PURPOSE IS CHARITABLE IN NATURE. THE FOUNDATION DOES NOT SPONSOR OR OTHERWISE ENGAGE IN SPECIFIC PROGRAMS AT THIS TIME, AND GENERALLY LIMITS ITS CURRENT ACTIVITIES TO MAKING GRANTS AND DONATIONS TO PUBLIC CHARITIES. IT WILL ENTERTAIN REQUESTS FOR GRANTS ONLY FROM CHARITIES DESCRIBED IN IRC SECTIONS 509(A)(1) AND 170(B)(1)(A).

THE FOUNDATION ALSO SPONSORS AN ANNUAL CONTEST FOR CHILDREN GRADES K TO 12 WHO ARE CURRENT RESIDENTS OF HAWAII. THE CONTEST IS DESIGNED TO EDUCATE AND INSPIRE THE CHILDREN OF HAWAII TO BECOME AWARE OF PROBLEMS FACING THE STATE OF HAWAII AND TO BECOME ENGAGED IN OFFERING CREATIVE SOLUTIONS FOR THESE PROBLEMS. ENTRY FORMS ARE AVAILABLE ON THE FOUNDATION'S WEBSITE.

990-PF AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS STATEMENT 16
PART XVII, LINE 2, COLUMN (C)

NAME OF AFFILIATED OR RELATED ORGANIZATION

KUKUI GARDENS CORPORATION

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

ALL THE FOUNDATION'S TRUSTEES ALSO SERVE ON THE BOARD OF DIRECTORS OF KUKUI GARDENS CORPORATION. THE FOUNDATION'S PRESIDENT IS THE ASSISTANT SECRETARY OF KUKUI GARDENS CORPORATION. THE CLARENCE T.C. CHING FOUNDATION IS ALSO THE PRIMARY BENEFICIARY UPON THE DISSOLUTION AND SALE OF KUKUI GARDENS CORPORATION.

charles SCHWAB
INSTITUTIONAL

Schwab One® Trust Account of
CLARENCE TC CHING FNDTN 8/8/67
R S GILLEY & JOHN K TSUI TTEE
MGR: A R SCHMEIDLER & CO INC

Statement Period
December 1-31, 2012

Change in Account Value

Change in Account Value	This Period	Year to Date
Starting Value	**$ 4,643,371.19**	**$ 4,944,085.11**
Cash Value of Purchases & Sales	(111,510 14)	810,262 08
Investments Purchased/Sold	111,510 14	(810,262 08)
Deposits & Withdrawals	0 00	(500,000 00)
Dividends & Interest	13,366 76	105,093 78
Fees & Charges	0 00	(38,023 66)
Transfers	0 00	0 00
Income Reinvested	(7 97)	(23 70)
Change in Value of Investments	43,292 70	188,891.15
Ending Value on 12/31/2012	**$ 4,700,022.68**	**$ 4,700,022.68**
[illegible]	[illegible]	[illegible]

Asset Composition

Asset Composition	Market Value	% of Account Assets
Cash and Money Market Funds [Sweep]	$ 604,830 31	13%
Equities	4,095,192 37	87%
Total Assets Long	**$ 4,700,022.68**	
[illegible]	[illegible]	[illegible]

Cash & Money Market Funds	604,830.31
Other Investments Reported on Part II, Line 13	604,830 31

=============

ATTACHMENT A

Investment Detail - Cash and Money Market Funds [Sweep]

Cash	Market Value	% of Account Assets
Cash	400 00	<1%
Total Cash	**400.00**	**<1%**

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
SCH ADV CASH RESRV PREM SWZXX	604,430 3100	1 0000	604,430 31	0 01%	13%
Total Money Market Funds [Sweep]			**604,430.31**		**13%**

Total Cash & Money Market [Sweep]	**604,830.31**	**13%**

ATTACHMENT A

Investment Detail - Equities

Equities	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
ALLIED NEVADA GOLD CORP	**4,600.0000**	**30.1300**	**138,598.00**	**3%**	**29,839.93**	**0.00%**	**0.00**
SYMBOL ANV	2,000 0000	19 5293	39,058 60	06/07/10	21,201 40	938	Long-Term
	1,200 0000	21 4925	25,791 00	06/18/10	10,365 00	927	Long-Term
	1,400 0000	31 3631	43,908 47	08/23/12	(1,726 47)	130	Short-Term
Cost Basis			*108,758 07*				
AMER ELECTRIC PWR CO INC	**2,000.0000**	**42.6800**	**85,360.00**	**2%**	**5,851.85**	**4.40%**	**3,760.00**
SYMBOL AEP	2,000 0000	39 7540	79,508 15	12/15/11	5,851 85	382	Long-Term
AMERICAN INTL GROUP NEW	**4,000.0000**	**35.3000**	**141,200.00**	**3%**	**1,274.91**	**0.00%**	**0.00**
SYMBOL AIG	2,700 0000	35 9023	96,936 25	10/11/12	(1,626 25)	81	Short-Term
	800 0000	32 3399	25,871 99	11/19/12	2,368 01	42	Short-Term
	500 0000	34 2337	17,116 85	12/14/12	533 15	17	Short-Term
Cost Basis			*139,925 09*				
ANADARKO PETROLEUM CORP	**2,500.0000**	**74.3100**	**185,775.00**	**4%**	**41,846.10**	**0.48%**	**900.00**
SYMBOL. APC	2,000 0000	52 9152	105,830 55	09/10/10	42,789 45	843	Long-Term
	500 0000	76.1967	38,098 35	12/10/12	(943 35)	21	Short-Term
Cost Basis			*143,928 90*				
APPLE INC	**300.0000**	**532.1729**	**159,651.87**	**3%**	**95,722.77**	**1.99%**	**3,180.00**
SYMBOL· AAPL	300 0000	213 0970	63,929 10	12/28/09	95,722 77	1099	Long-Term
ASHLAND INC NEW	**2,000.0000**	**80.4100**	**160,820.00**	**3%**	**49,066.45**	**1.11%**	**1,800.00**
SYMBOL ASH	1,000 0000	55 2555	55,255 55	11/08/11	25,154 45	419	Long-Term
	500.0000	54 3519	27,175 95	12/15/11	13,029 05	382	Long-Term
	500.0000	58 6441	29,322 05	01/06/12	10,882 95	360	Short-Term
Cost Basis			*111,753 55*				
B C E INC NEW F	**2,000.0000**	**42.9400**	**85,880.00**	**2%**	**(4,985.75)**	**5.38%**	**4,628.87**
SYMBOL· BCE	2,000 0000	45 4328	90,865 75	09/10/12	(4,985 75)	112	Short-Term

ATTACHMENT A

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
BRISTOL-MYERS SQUIBB CO	**2,400.0000**	**32.5900**	**78,216.00**	**2%**	**22,863.50**	**4.17%**	**3,264.00**
SYMBOL BMY	1,000 0000	22 5120	22,512 00 [a]	01/09/09	10,078 00	1452	Long-Term
	1,400 0000	23 4575	32,840 50 [a]	01/27/09	12,785 50	1434	Long-Term
Cost Basis			*55,352 50*				
CBS CORPORATION CL B NEW	**4,000.0000**	**38.0500**	**152,200.00**	**3%**	**20,084.70**	**1.26%**	**1,920.00**
SYMBOL CBS	2,500 0000	32 3173	80,793 45	03/26/12	14,331 55	280	Short-Term
	1,500 0000	34 2145	51,321 85	05/02/12	5,753 15	243	Short-Term
Cost Basis			*132,115 30*				
CITIGROUP INC NEW	**3,500.0000**	**39.5600**	**138,460.00**	**3%**	**33,052.63**	**0.10%**	**140.00**
SYMBOL C	500 0000	33 7069	16,853 47	04/11/12	2,926 53	264	Short-Term
	1,000 0000	26 8069	26,806 95	05/24/12	12,753 05	221	Short-Term
	2,000 0000	30 8734	61,746 95	09/06/12	17,373 05	116	Short-Term
Cost Basis			*105,407 37*				
CONOCOPHILLIPS	**2,100.0000**	**57.9900**	**121,779.00**	**3%**	**230.26**	**4.55%**	**5,544.00**
SYMBOL COP	1,100 0000	59 0474	64,952 19	07/15/11	(1,163 19)	535	Long-Term
	1,000 0000	56 5965	56,596 55	09/13/12	1,393 45	109	Short-Term
Cost Basis			*121,548 74*				
DEERE & CO	**1,000.0000**	**86.4200**	**86,420.00**	**2%**	**5,020.10**	**2.12%**	**1,840.00**
SYMBOL DE	500 0000	81 6499	40,824 95 [a]	03/24/08	2,385 05	1743	Long-Term
	100 0000	81 2199	8,121 99 [a]	03/28/08	520 01	1739	Long-Term
	400 0000	81 1324	32,452 96 [a]	03/28/08	2,115 04	1739	Long-Term
Cost Basis			*81,399 90*				
DEVON ENERGY CP NEW	**1,000.0000**	**52.0400**	**52,040.00**	**1%**	**(13,355.40)**	**1.53%**	**800.00**
SYMBOL DVN	700 0000	64 7990	45,359 30	06/02/10	(8,931 30)	943	Long-Term
	300 0000	66 7870	20,036 10	06/10/10	(4,424 10)	935	Long-Term
Cost Basis			*65,395.40*				

ATTACHMENT A

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
DIGITALGLOBE INC NEW	**7,000.0000**	**24.4400**	**171,080.00**	**4%**	**25,910.30**	**0.00%**	**0.00**
SYMBOL DGI	5,000 0000	20 5805	102,902 95	10/01/12	19,297 05	91	Short-Term
	2,000 0000	21 1333	42,266 75	10/08/12	6,613 25	84	Short-Term
Cost Basis			*145,169 70*				
DISH NETWORK CORP CL A	**2,500.0000**	**36.4000**	**91,000.00**	**2%**	**18,547.55**	**0.00%**	**0.00**
SYMBOL DISH	2,500 0000	28 9809	72,452 45	07/17/12	18,547 55	167	Short-Term
EATON CORP PLC F	**2,000.0000**	**54.1800**	**108,360.00**	**2%**	**4,548.80**	**0.00%**	**0.00**
SYMBOL ETN	2,000 0000	51 9056	103,811 20	12/03/12	4,548 80	28	Short-Term
FREEPORT MCMORAN COPPER	**2,200.0000**	**34.2000**	**75,240.00**	**2%**	**(834.64)**	**3.65%**	**2,750.00**
SYMBOL FCX	1,700 0000	35 7274	60,736 69	09/27/11	(2,596 69)	461	Long-Term
	500 0000	30 6759	15,337 95	09/30/11	1,762 05	458	Long-Term
Cost Basis			*76,074 64*				
GENERAL ELECTRIC COMPANY	**7,000.0000**	**20.9900**	**146,930.00**	**3%**	**25,334.20**	**3.62%**	**5,320.00**
SYMBOL GE	6,000 0000	16 7264	100,358 95	12/15/11	25,581 05	382	Long-Term
	1,000 0000	21 2368	21,236 85	09/06/12	(246 85)	116	Short-Term
Cost Basis			*121,595 80*				
GOOGLE INC CLASS A	**100.0000**	**707.3800**	**70,738.00**	**2%**	**915.05**	**0.00%**	**0.00**
SYMBOL GOOG	100 0000	698 2295	69,822 95	10/18/12	915 05	74	Short-Term
HESS CORPORATION	**2,000.0000**	**52.9600**	**105,920.00**	**2%**	**(333.39)**	**0.75%**	**800.00**
SYMBOL HES	600 0000	61 9569	37,174 17	10/05/10	(5,398 17)	818	Long-Term
	400 0000	60 7076	24,283 07	01/19/12	(3,099 07)	347	Short-Term
	1,000 0000	44 7961	44,796 15	07/18/12	8,163 85	166	Short-Term
Cost Basis			*106,253 39*				
INTERXION HOLDING NV F	**2,800.0000**	**23.7600**	**66,528.00**	**1%**	**18,219.05**	**0.00%**	**0.00**
SYMBOL INXN	2,800.0000	17.2531	48,308 95	06/21/12	18,219.05	193	Short-Term

ATTACHMENT A

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
JPMORGAN CHASE & CO	**4,000.0000**	**43.9691**	**175,876.40**	**4%**	**27,206.30**	**2.72%**	**4,800.00**
SYMBOL JPM	1,400 0000	36 5863	51,220 95	06/20/12	10,335 79	194	Short-Term
	1,000 0000	36 2264	36,226 45	07/02/12	7,742 65	182	Short-Term
	600 0000	37 4429	22,465 75	08/14/12	3,915 71	139	Short-Term
	1,000 0000	38 7569	38,756 95	09/06/12	5,212 15	116	Short-Term
Cost Basis			*148,670 10*				
KINDER MORGAN INC	**4,000.0000**	**35.3300**	**141,320.00**	**3%**	**22,468.90**	**4.07%**	**5,760.00**
SYMBOL KMI	1,800 0000	28 3594	51,047 05	11/23/11	12,546 95	404	Long-Term
	1,000 0000	29 9593	29,959 35	12/01/11	5,370 65	396	Long-Term
	400 0000	30 1713	12,068 55	12/20/11	2,063 45	377	Long-Term
	800 0000	32 2201	25,776 15	06/06/12	2,487 85	208	Short-Term
Cost Basis			*118,851 10*				
NEW GOLD INC F	**18,500.0000**	**11.0300**	**204,055.00**	**4%**	**95,104.93**	**0.00%**	**0.00**
SYMBOL NGD	12,800 0000	4 0876	52,321.28	01/07/10	88,862 72	1089	Long-Term
	2,200 0000	10 5607	23,233 69	10/03/11	1,032 31	455	Long-Term
	3,500 0000	9 5414	33,395 10	03/26/12	5,209 90	280	Short-Term
Cost Basis			*108,950 07*				
NEWMONT MINING CORP	**1,400.0000**	**46.4400**	**65,016.00**	**1%**	**(13,500.75)**	**3.01%**	**1,960.00**
SYMBOL NEM	1,400 0000	56 0833	78,516 75	09/25/12	(13,500 75)	97	Short-Term
NORFOLK SOUTHERN CORP	**1,500.0000**	**61.8400**	**92,760.00**	**2%**	**(16,639.45)**	**3.23%**	**3,000.00**
SYMBOL NSC	1,500 0000	72 9329	109,399 45	05/19/11	(16,639 45)	592	Long-Term
NORTHROP GRUMMAN CORP	**1,500.0000**	**67.5800**	**101,370.00**	**2%**	**(2,045.74)**	**3.25%**	**3,300.00**
SYMBOL NOC	1,500 0000	68 9438	103,415 74 [a]	05/20/08	(2,045.74)	1686	Long-Term

ATTACHMENT A

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
PFIZER INCORPORATED	**8,000.0000**	**25.0793**	**200,634.40**	**4%**	**56,398.45**	**3.50%**	**7,040.00**
SYMBOL PFE	5,000 0000	18 3100	91,550 00	12/18/09	33,846 50	1109	Long-Term
	3,000 0000	17 5619	52,685 95	11/03/10	22,551 95	789	Long-Term
Cost Basis			*144,235 95*				
PHILLIPS 66	**4,000.0000**	**53.1000**	**212,400.00**	**5%**	**61,868.36**	**1.88%**	**4,000.00**
SYMBOL PSX	600 0000	35 0960	21,057 62	07/15/11	10,802 38	535	Long-Term
	200 0000	35 1945	7,038 90	02/27/12	3,581 10	308	Short-Term
	250 0000	35 3853	8,846 34	02/28/12	4,428 66	307	Short-Term
	1,350 0000	37 9056	51,172 60	07/31/12	20,512 40	153	Short-Term
	1,200 0000	38 4463	46,135 63	08/01/12	17,584 37	152	Short-Term
	400 0000	40 7013	16,280 55	08/07/12	4,959 45	146	Short-Term
Cost Basis			*150,531.64*				
QUALCOMM INC	**2,000.0000**	**61.8596**	**123,719.20**	**3%**	**(7,584.75)**	**1.61%**	**2,000.00**
SYMBOL QCOM	1,000 0000	66 7675	66,767 55	04/10/12	(4,907 95)	265	Short-Term
	500 0000	67 8359	33,917 95	04/12/12	(2,988 15)	263	Short-Term
	500 0000	61 2369	30,618 45	12/17/12	311 35	14	Short-Term
Cost Basis			*131,303 95*				
TARGET CORPORATION	**2,150.0000**	**59.1700**	**127,215.50**	**3%**	**(978.74)**	**2.43%**	**3,096.00**
SYMBOL TGT	1,200 0000	58 3555	70,026 67	06/14/12	977.33	200	Short-Term
	600 0000	59 8036	35,882 17	07/11/12	(380 17)	173	Short-Term
	350 0000	63 6725	22,285 40	11/21/12	(1,575 90)	40	Short-Term
Cost Basis			*128,194 24*				
TEEKAY OFFSHORE PARTNERF	**5,000.0000**	**26.0100**	**130,050.00**	**3%**	**(14,987.30)**	**7.88%**	**10,250.00**
SYMBOL TOO	3,000 0000	28 5029	85,508 95	04/27/11	(7,478 95)	614	Long-Term
	2,000 0000	29 7641	59,528 35	05/02/11	(7,508 35)	609	Long-Term
Cost Basis			*145,037 30*				

ATTACHMENT A

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
VISTAPRINT N V F	**3,000.0000**	**32.8600**	**98,580.00**	**2%**	**(4,897.80)**	**0.00%**	**0.00**
SYMBOL VPRT	2,000 0000	34 6534	69,306 95	12/13/12	(3,586 95)	18	Short-Term
	1,000 0000	34 1708	34,170 85	12/17/12	(1,310 85)	14	Short-Term
Cost Basis			*103,477 80*				
Total Equities	**112,050.0000**		**4,095,192.37**	**87%**	**581,231.38**		**81,852.87**
		Total Cost Basis:	***3,513,960.99***				

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only The actual income and yield might be lower or higher than the estimated amounts EY is based upon EAI and the current price of the security and will fluctuate For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate

Total Investment Detail	**4,700,022.68**

Total Account Value	**4,700,022.68**
Total Cost Basis	***3,513,960.99***

ATTACHMENT A

charles SCHWAB
INSTITUTIONAL

Schwab One® Trust Account of
CLARENCE TC CHING FOUNDATION
R S GILLEY & JOHN K TSUI TTEE
U/A DTD 08/08/1967

Statement Period
December 1-31, 2012

Change in Account Value

	This Period	Year to Date
Starting Value	**$ 2,909,742.50**	**$ 2,640,210.73**
Cash Value of Purchases & Sales	(20,093 40)	(35,717 44)
Investments Purchased/Sold	20,093.40	35,717 44
Deposits & Withdrawals	0 00	0 00
Dividends & Interest	5,386 79	55,599 40
Fees & Charges	0 00	(22,370 55)
Transfers	0 00	0 00
Income Reinvested	0.00	0 00
Change in Value of Investments	7,553 79	249,243 50
Ending Value on 12/31/2012	**$ 2,922,683.08**	**$ 2,922,683.08**

[redacted]

Asset Composition

	Market Value	% of Account Assets
Cash	$ 230,497 39	8%
Equities	2,487,785 49	85%
Other Assets	204,400 20	7%
Total Assets Long	**$ 2,922,683.08**	

[redacted]

Cash	230,497.39
Other Assets	204,400 20
Other Investments Reported on Part II, Line 13	434,897.59
	=============

ATTACHMENT B

Investment Detail - Cash

Cash	Market Value	% of Account Assets
Cash	230,497 39	8%
Total Cash	**230,497.39**	**8%**
Total Cash	**230,497.39**	**8%**

Investment Detail - Equities

Equities	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
ABBOTT LABORATORIES	**1,800.0000**	**65.5000**	**117,900.00**	**4%**	**27,614.72**	**3.11%**	**3,672.00**
TRADES WITH DUE BILLS	600 0000	48 9325	29,359 50	07/21/10	9,940 50	894	Long-Term
SYMBOL ABT	700 0000	51 7048	36,193 38	08/10/10	9,656 62	874	Long-Term
	100 0000	51 6011	5,160 11	09/14/10	1,389 89	839	Long-Term
	100 0000	51 6038	5,160 38	09/14/10	1,389 62	839	Long-Term
	300 0000	48 0397	14,411 91	11/17/10	5,238 09	775	Long-Term
Cost Basis			*90,285 28*				

ATTACHMENT B

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
APPLE INC	**400.0000**	**532.1729**	**212,869.16**	**7%**	**121,282.90**	**1.99%**	**4,240.00**
SYMBOL AAPL	100 0000	117 2200	11,722 00 [a]	06/13/07	41,495 29	2028	Long-Term
	100 0000	93 5146	9,351 46 [a]	10/10/08	43,865 83	1543	Long-Term
	100 0000	351 5135	35,151 35	04/21/11	18,065 94	620	Long-Term
	100 0000	353 6145	35,361 45	04/29/11	17,855 84	612	Long-Term
Cost Basis			*91,586 26*				
BERKSHIRE HATHAWAY B NEW	**500.0000**	**89.7000**	**44,850.00**	**2%**	**4,954.50**	**0.00%**	**0.00**
CLASS B	500 0000	79 7910	39,895 50	02/03/12	4,954 50	332	Short-Term
SYMBOL. BRKB							
BRISTOL-MYERS SQUIBB CO	**2,000.0000**	**32.5900**	**65,180.00**	**2%**	**9,936.80**	**4.17%**	**2,720.00**
SYMBOL BMY	1,000.0000	27 3685	27,368 50	03/25/11	5,221 50	647	Long-Term
	35 0000	28 3760	993 16	08/01/11	147 49	518	Long-Term
	67 0000	28 3779	1,901 32	08/01/11	282 21	518	Long-Term
	98 0000	28 3778	2,781 03	08/01/11	412 79	518	Long-Term
	300 0000	28.3759	8,512 77	08/01/11	1,264 23	518	Long-Term
	66 0000	28 0846	1,853 59	08/02/11	297 35	517	Long-Term
	66 0000	28 0848	1,853 60	08/02/11	297 34	517	Long-Term
	68 0000	28 0847	1,909 76	08/02/11	306 36	517	Long-Term
	100 0000	26 8970	2,689 70	08/10/11	569 30	509	Long-Term
	100 0000	26 8988	2,689 88	08/10/11	569 12	509	Long-Term
	100 0000	26 8989	2,689 89	08/10/11	569 11	509	Long-Term
Cost Basis			*55,243 20*				
CHICAGO BRIDGE & IRON F	**2,100.0000**	**46.3500**	**97,335.00**	**3%**	**32,154.64**	**0.43%**	**420.00**
N Y REGISTRY SHS	1,000 0000	31 6376	31,637 60	12/09/10	14,712 40	753	Long-Term
1 NY SH REP 1 ORD	100 0000	34 1647	3,416 47	08/05/11	1,218 53	514	Long-Term
SYMBOL CBI	100 0000	34 1648	3,416 48	08/05/11	1,218 52	514	Long-Term
	900 0000	29 6775	26,709 81	08/08/11	15,005 19	511	Long-Term
Cost Basis			*65,180 36*				

ATTACHMENT B

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
CITIGROUP INC NEW	**2,500.0000**	**39.5600**	**98,900.00**	**3%**	**10,816.20**	**0.10%**	**100.00**
SYMBOL C	1,000 0000	32 8190	32,819 00	12/17/09	6,741 00	1110	Long-Term
	500 0000	38 9179	19,458 95	08/11/10	321 05	873	Long-Term
	300 0000	42 9798	12,893 95	11/18/10	(1,025.95)	774	Long-Term
	200 0000	42 0447	8,408 95	11/30/10	(496 95)	762	Long-Term
	500 0000	29 0059	14,502 95	01/05/12	5,277 05	361	Short-Term
Cost Basis			*88,083 80*				
COVIDIEN PLC NEW F	**1,125.0000**	**57.7400**	**64,957.50**	**2%**	**12,436.80**	**1.80%**	**1,170.00**
SYMBOL COV	125 0000	43 0512	5,381 40 [a]	06/29/07	1,836 10	2012	Long-Term
	1,000 0000	47 1393	47,139 30 [a]	06/26/08	10,600 70	1649	Long-Term
Cost Basis			*52,520 70*				
DANAHER CORP DEL	**2,400.0000**	**55.9000**	**134,160.00**	**5%**	**49,473.90**	**0.17%**	**240.00**
SYMBOL. DHR	1,000 0000	36 1500	36,150 00 [a]	06/11/07	19,750 00	2030	Long-Term
	200 0000	37 8400	7,568 00 [a]	01/22/08	3,612 00	1805	Long-Term
	200 0000	37 1100	7,422 00 [a]	02/29/08	3,758 00	1767	Long-Term
	600 0000	29 9045	17,942 70	08/18/09	15,597 30	1231	Long-Term
	400 0000	39 0085	15,603 40	06/11/10	6,756 60	934	Long-Term
Cost Basis			*84,686 10*				
DEVON ENERGY CP NEW	**1,200.0000**	**52.0400**	**62,448.00**	**2%**	**(27,861.96)**	**1.53%**	**960.00**
SYMBOL DVN	500 0000	78 3367	39,168 35 [a]	06/29/07	(13,148.35)	2012	Long-Term
	200 0000	74 6863	14,937 26 [a]	07/27/07	(4,529 26)	1984	Long-Term
	200 0000	79 7300	15,946 00 [a]	01/22/08	(5,538.00)	1805	Long-Term
	200 0000	68 5540	13,710 80	02/25/10	(3,302 80)	1040	Long-Term
	100 0000	65 4755	6,547 55	01/05/12	(1,343.55)	361	Short-Term
Cost Basis			*90,309 96*				

ATTACHMENT B

Investment Detail - Equities (continued)

Equities (continued)	**Quantity** Units Purchased	**Market Price** Cost Per Share	**Market Value** Cost Basis	**% of Account Assets** Acquired	**Unrealized Gain or (Loss)**	**Estimated Yield** Holding Days	**Estimated Annual Income** Holding Period
EXXON MOBIL CORPORATION	**500.0000**	**86.5500**	**43,275.00**	**1%**	**6,963.10**	**2.63%**	**1,140.00**
SYMBOL XOM	200 0000	83 0530	16,610 60 [a]	01/22/08	699 40	1805	Long-Term
	200 0000	64 9470	12,989 40	02/25/10	4,320 60	1040	Long-Term
	100 0000	67 1190	6,711 90	03/09/10	1,943 10	1028	Long-Term
Cost Basis			*36,311 90*				
FREEPORT MCMORAN COPPER	**2,000.0000**	**34.2000**	**68,400.00**	**2%**	**21,540.37**	**3.65%**	**2,500.00**
SYMBOL FCX	1,200 0000	11 9386	14,326 33 [a]	12/05/08	26,713 67	1487	Long-Term
	300 0000	54 8678	16,460 35	04/21/11	(6,200 35)	620	Long-Term
	500 0000	32 1459	16,072 95	06/27/12	1,027 05	187	Short-Term
Cost Basis			*46,859 63*				
GENERAL ELECTRIC COMPANY	**6,000.0000**	**20.9900**	**125,940.00**	**4%**	**411.01**	**3.62%**	**4,560.00**
SYMBOL GE	1,200 0000	34 2400	41,088 00 [a]	01/22/08	(15,900 00)	1805	Long-Term
	100 0000	33 3700	3,337 00 [a]	02/29/08	(1,238 00)	1767	Long-Term
	1,000 0000	28 0288	28,028 80 [a]	07/11/08	(7,038 80)	1634	Long-Term
	1,200 0000	8 7832	10,539 84 [a]	02/27/09	14,648 16	1403	Long-Term
	1,000 0000	16 8149	16,814 90	09/29/09	4,175 10	1189	Long-Term
	500 0000	15 8870	7,943 50	02/25/10	2,551 50	1040	Long-Term
	1,000 0000	17 7769	17,776 95	08/01/11	3,213 05	518	Long-Term
Cost Basis			*125,528 99*				
GENERAL MILLS INC	**2,500.0000**	**40.4200**	**101,050.00**	**3%**	**24,737.28**	**3.26%**	**3,300.00**
SYMBOL GIS	1,400 0000	29 6435	41,500 97	07/31/09	15,087 03	1249	Long-Term
	400 0000	28 8645	11,545 80	08/18/09	4,622.20	1231	Long-Term
	400 0000	31 6990	12,679 60	09/29/09	3,488 40	1189	Long-Term
	300 0000	35 2878	10,586 35	11/18/10	1,539 65	774	Long-Term
Cost Basis			*76,312 72*				

ATTACHMENT B

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
GOOGLE INC CLASS A	**125.0000**	**707.3800**	**88,422.50**	**3%**	**20,923.83**	**0.00%**	**0.00**
SYMBOL GOOG	100 0000	524 8395	52,483 95	04/20/11	18,254 05	621	Long-Term
	25 0000	600 5888	15,014 72	08/01/11	2,669 78	518	Long-Term
Cost Basis			*67,498 67*				
INTEL CORP	**3,700.0000**	**20.6200**	**76,294.00**	**3%**	**(3,353.42)**	**4.36%**	**3,330.00**
SYMBOL INTC	1,000 0000	22 0100	22,010 00 [a]	06/11/07	(1,390 00)	2030	Long-Term
	500 0000	23 7100	11,855 00 [a]	07/27/07	(1,545 00)	1984	Long-Term
	500 0000	24 6400	12,320 00 [a]	11/26/07	(2,010 00)	1862	Long-Term
	1,000 0000	18 8300	18,830 00 [a]	01/22/08	1,790 00	1805	Long-Term
	300 0000	20 0700	6,021 00 [a]	02/29/08	165 00	1767	Long-Term
	200 0000	21 1737	4,234 75	11/30/10	(110.75)	762	Long-Term
	59 0000	21 8847	1,291 20	08/02/11	(74 62)	517	Long-Term
	141 0000	21 8827	3,085 47	08/02/11	(178 05)	517	Long-Term
Cost Basis			*79,647 42*				
JOHNSON & JOHNSON	**1,000.0000**	**70.1000**	**70,100.00**	**2%**	**9,201.03**	**3.48%**	**2,440.00**
SYMBOL JNJ	500 0000	61 1600	30,580 00 [a]	10/09/08	4,470 00	1544	Long-Term
	300 0000	58 9299	17,678 97 [a]	12/30/08	3,351 03	1462	Long-Term
	200 0000	63 2000	12,640.00	02/25/10	1,380.00	1040	Long-Term
Cost Basis			*60,898 97*				
JPMORGAN CHASE & CO	**2,500.0000**	**43.9691**	**109,922.75**	**4%**	**16,492.85**	**2.72%**	**3,000.00**
SYMBOL JPM	400 0000	41 0400	16,416 00 [a]	11/26/07	1,171 64	1862	Long-Term
	500 0000	40 7600	20,380 00 [a]	01/22/08	1,604 55	1805	Long-Term
	200 0000	37 2500	7,450 00 [a]	06/26/08	1,343 82	1649	Long-Term
	400 0000	30 6400	12,256 00 [a]	12/30/08	5,331 64	1462	Long-Term
	500 0000	37 8290	18,914 50	06/11/10	3,070 05	934	Long-Term

ATTACHMENT B

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
JPMORGAN CHASE & CO	200.0000	37 4037	7,480.75	11/30/10	1,313 07	762	Long-Term
	100 0000	35 1088	3,510 88	08/10/11	886 03	509	Long-Term
	100 0000	35 1088	3,510 88	08/10/11	886 03	509	Long-Term
	100 0000	35 1089	3,510 89	08/10/11	886 02	509	Long-Term
Cost Basis			*93,429 90*				
MC DONALDS CORP	**1,000.0000**	**88.2100**	**88,210.00**	**3%**	**32,205.24**	**3.49%**	**3,080.00**
SYMBOL MCD	400 0000	55 9500	22,380 00	07/30/09	12,904 00	1250	Long-Term
	200 0000	55 2190	11,043 80	08/18/09	6,598 20	1231	Long-Term
	400 0000	56 4524	22,580 96	09/17/09	12,703 04	1201	Long-Term
Cost Basis			*56,004 76*				
METLIFE INC	**100.0000**	**32.9400**	**3,294.00**	**<1%**	**(318.75)**	**2.24%**	**74.00**
SYMBOL· MET	100 0000	36 1275	3,612 75	08/05/11	(318 75)	514	Long-Term
METTLER TOLEDO INTL INCF	**400.0000**	**193.3000**	**77,320.00**	**3%**	**18,863.26**	**0.00%**	**0.00**
SYMBOL MTD	300 0000	147 2573	44,177 19	08/03/11	13,812 81	516	Long-Term
	100 0000	142 7955	14,279 55	08/10/11	5,050 45	509	Long-Term
Cost Basis			*58,456 74*				
MOSAIC CO NEW	**1,200.0000**	**56.6300**	**67,956.00**	**2%**	**671.27**	**1.76%**	**1,200.00**
SYMBOL. MOS	100 0000	45 1000	4,510 00 [a]	06/30/09	1,153 00	1280	Long-Term
	100 0000	45 1000	4,510 00 [a]	06/30/09	1,153.00	1280	Long-Term
	100 0000	45 1090	4,510 90 [a]	06/30/09	1,152 10	1280	Long-Term
	200 0000	41 2953	8,259 06	07/07/09	3,066 94	1273	Long-Term
	200 0000	76 7288	15,345 77	04/21/11	(4,019 77)	620	Long-Term
	200 0000	66 0829	13,216 58	05/20/11	(1,890 58)	591	Long-Term
	100 0000	61 3787	6,137 87	06/16/11	(474 87)	564	Long-Term
	200.0000	53 9727	10,794 55	01/05/12	531 45	361	Short-Term
Cost Basis			*67,284 73*				

ATTACHMENT B

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
OMNICOM GROUP INC	**1,400.0000**	**49.9600**	**69,944.00**	**2%**	**5,033.35**	**2.40%**	**1,680.00**
SYMBOL OMC	500 0000	52 9500	26,475 00 [a]	06/29/07	(1,495 00)	2012	Long-Term
	300 0000	45 7733	13,731 99 [a]	02/21/08	1,256 01	1775	Long-Term
	400 0000	44 6275	17,851 00 [a]	02/29/08	2,133 00	1767	Long-Term
	200 0000	34 2633	6,852 66 [a]	10/06/08	3,139 34	1547	Long-Term
Cost Basis			*64,910 65*				
PRAXAIR INC	**700.0000**	**109.4500**	**76,615.00**	**3%**	**23,815.41**	**2.01%**	**1,540.00**
SYMBOL PX	200 0000	74 3317	14,866 34 [a]	09/26/08	7,023 66	1557	Long-Term
	300 0000	58 4300	17,529 00 [a]	12/30/08	15,306 00	1462	Long-Term
	100 0000	102 0187	10,201 87	08/01/11	743 13	518	Long-Term
	100 0000	102 0238	10,202 38	08/01/11	742 62	518	Long-Term
Cost Basis			*52,799 59*				
PROCTER & GAMBLE	**1,300.0000**	**67.8900**	**88,257.00**	**3%**	**4,869.50**	**3.31%**	**2,922.40**
SYMBOL PG	500 0000	63 0600	31,530 00 [a]	06/11/07	2,415.00	2030	Long-Term
	200 0000	66.2400	13,248 00 [a]	02/29/08	330 00	1767	Long-Term
	300 0000	66 9000	20,070 00 [a]	06/10/08	297 00	1665	Long-Term
	100 0000	63 4390	6,343 90	03/09/10	445 10	1028	Long-Term
	100 0000	60 8985	6,089 85	09/14/10	699 15	839	Long-Term
	100 0000	61 0575	6,105 75	08/02/11	683 25	517	Long-Term
Cost Basis			*83,387 50*				
QUALCOMM INC	**1,500.0000**	**61.8596**	**92,789.40**	**3%**	**29,100.99**	**1.61%**	**1,500.00**
SYMBOL QCOM	500 0000	38 7390	19,369 50	03/03/10	11,560 30	1034	Long-Term
	200 0000	38 8390	7,767 80	03/09/10	4,604 12	1028	Long-Term
	100 0000	39 0204	3,902 04	03/17/10	2,283 92	1020	Long-Term
	100 0000	42 3200	4,232 00	03/25/10	1,953 96	1012	Long-Term
	100 0000	38 1187	3,811 87	04/28/10	2,374 09	978	Long-Term

ATTACHMENT B

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
QUALCOMM INC	100 0000	38 1190	3,811 90	04/28/10	2,374 06	978	Long-Term
	200 0000	46 9537	9,390 75	11/30/10	2,981 17	762	Long-Term
	200 0000	57 0127	11,402.55	04/21/11	969 37	620	Long-Term
Cost Basis			*63,688 41*				
SCHLUMBERGER LTD F	**1,300.0000**	**69.2986**	**90,088.18**	**3%**	**(4,625.80)**	**1.58%**	**1,430.00**
SYMBOL SLB	500 0000	77 8400	38,920 00 [a]	01/22/08	(4,270 70)	1805	Long-Term
	200 0000	86 4200	17,284 00 [a]	02/29/08	(3,424 28)	1767	Long-Term
	300 0000	86 3767	25,913 01 [a]	09/11/08	(5,123 43)	1572	Long-Term
	300 0000	41 9899	12,596 97 [a]	12/30/08	8,192 61	1462	Long-Term
Cost Basis			*94,713 98*				
STARBUCKS CORP	**800.0000**	**53.6300**	**42,904.00**	**1%**	**(601.96)**	**1.56%**	**672.00**
SYMBOL SBUX	800 0000	54 3824	43,505 96	05/08/12	(601 96)	237	Short-Term
SUNCOR ENERGY INC NEW F	**1,500.0000**	**32.9800**	**49,470.00**	**2%**	**(10,266.13)**	**1.58%**	**784.70**
SYMBOL SU	700 0000	40 7346	28,514 24	02/08/11	(5,428 24)	692	Long-Term
	300 0000	43 0597	12,917 91	03/10/11	(3,023 91)	662	Long-Term
	300 0000	40 3181	12,095 43	06/02/11	(2,201 43)	578	Long-Term
	200.0000	31 0427	6,208 55	01/05/12	387 45	361	Short-Term
Cost Basis			*59,736 13*				
ULTRA PETROLEUM CORP F	**3,000.0000**	**18.1300**	**54,390.00**	**2%**	**(35,864.33)**	**0.00%**	**0.00**
SYMBOL UPL	300 0000	44 8012	13,440 36	03/19/10	(8,001 36)	1018	Long-Term
	300 0000	45 7566	13,726 98	05/05/10	(8,287 98)	971	Long-Term
	1,000 0000	33 9652	33,965 20	11/29/11	(15,835 20)	398	Long-Term
	100 0000	22 5698	2,256 98	06/27/12	(443 98)	187	Short-Term
	100 0000	22 5713	2,257 13	06/27/12	(444 13)	187	Short-Term
	200 0000	22 5714	4,514 28	06/27/12	(888 28)	187	Short-Term
	1,000 0000	20 0934	20,093 40	11/30/12	(1,963 40)	31	Short-Term
Cost Basis			*90,254 33*				

ATTACHMENT B

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
WATERS CORP	**1,200.0000**	**87.1200**	**104,544.00**	**4%**	**22,024.46**	**0.00%**	**0.00**
SYMBOL WAT	500 0000	67 8531	33,926 55	06/09/10	9,633 45	936	Long-Term
	100 0000	66 1991	6,619 91	06/29/10	2,092 09	916	Long-Term
	200 0000	65 0727	13,014 55	08/11/10	4,409 45	873	Long-Term
	200 0000	62 1059	12,421 18	08/25/10	5,002 82	859	Long-Term
	200 0000	82 6867	16,537 35	08/02/11	886 65	517	Long-Term
Cost Basis			*82,519 54*				
Total Equities	**47,750.0000**		**2,487,785.49**	**85%**	**422,631.06**		**48,675.10**
		Total Cost Basis:	***2,065,154.43***				

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only The actual income and yield might be lower or higher than the estimated amounts EY is based upon EAI and the current price of the security and will fluctuate For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate

Investment Detail - Other Assets

Other Assets	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
ANNALY CAPITAL MGMT	**2,000.0000**	**14.0400**	**28,080.00**	**<1%**	**(7,178.70)**		
REIT	1,000 0000	17 7192	17,719 20	09/09/10	(3,679 20)	844	Long-Term
SYMBOL NLY	1,000 0000	17 5395	17,539 50	10/28/10	(3,499 50)	795	Long-Term
Cost Basis			*35,258 70*				

ATTACHMENT B

Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
ISHARES TR RUSSELL 2000	**1,000.0000**	**95.3100**	**95,310.00**	**3%**	**21,910.80**		
RUSSELL 2000 GROWTH	200 0000	84 0500	16,810 00 [a]	06/12/07	2,252 00	2029	Long-Term
INDEX FUND	500 0000	67 0690	33,534 50	09/23/09	14,120 50	1195	Long-Term
SYMBOL IWO	300 0000	76 8490	23,054 70	04/28/10	5,538.30	978	Long-Term
Cost Basis			*73,399 20*				
SPDR GOLD TRUST	**500.0000**	**162.0204**	**81,010.20**	**3%**	**27,505.55**		
SPDR GOLD SHARES	200 0000	91 1200	18,224 00 [a]	06/30/09	14,180 08	1280	Long-Term
SYMBOL GLD	200 0000	97 3990	19,479 80	09/29/09	12,924 28	1189	Long-Term
	100 0000	158 0085	15,800 85	01/05/12	401 19	361	Short-Term
Cost Basis			*53,504 65*				
Total Other Assets	**3,500.0000**		**204,400.20**	**7%**	**42,237.65**		
		Total Cost Basis:	***162,162.55***				

Total Investment Detail	**2,922,683.08**

Total Account Value	**2,922,683.08**
Total Cost Basis	***2,227,316.98***

ATTACHMENT B

charles SCHWAB
INSTITUTIONAL

Schwab One® Trust Account of
CLARENCE TC CHING FOUNDATION
R S GILLEY & JOHN K TSUI TTEE
U/A DTD 08/08/1967

Statement Period
December 1-31, 2012

Change in Account Value

	This Period	Year to Date
Starting Value	**$ 61,553,702.83**	**$ 58,452,332.23**
Cash Value of Purchases & Sales	(1,107,817 96)	1,875,179 51
Investments Purchased/Sold	1,107,817 96	(1,875,179 51)
Deposits & Withdrawals	(140,000 00)	(3,482,000 00)
Dividends & Interest	1,107,823 92	1,724,379 77
Fees & Charges	0 00	(41,959 80)
Transfers	0.00	0 00
Income Reinvested	(1,107,823 92)	(1,724,379 77)
Change in Value of Investments	1,405,424 31	7,890,754 71
Ending Value on 12/31/2012	**$ 62,819,127.14**	**$ 62,819,127.14**
[illegible]	[illegible]	[illegible]

Asset Composition

	Market Value	% of Account Assets
Money Market Funds [Sweep]	$ 459,283 93	<1%
Bond Funds	15,763,472 93	25%
Equity Funds	46,596,370 28	74%
Total Assets Long	**$ 62,819,127.14**	
[illegible]	[illegible]	[illegible]

ATTACHMENT C

Investment Detail - Money Market Funds [Sweep]

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
SCH ADV CASH RESRV PREM· SWZXX	459,283 9300	1 0000	459,283 93	0 01%	<1%
[redacted]					

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DOUBLELINE TOTAL RETURN ◊ BD FD CL I SYMBOL. DBLTX	316,350 2940	11 3300	3,584,248 83	6%	11 32	3,581,913 37	2,335 46
PIMCO TOTAL RETURN FUND ◊ INSTL CL SYMBOL PTTRX	349,111 5670	11 2400	3,924,014 01	6%	10.90	3,669,342 86 [a]	254,671 15
TEMPLETON GLOBAL BOND ◊ FUND ADV CL SYMBOL TGBAX	407,514 8730	13 3400	5,436,248 41	9%	12 59	5,129,110 34	307,138 07

ATTACHMENT C

Investment Detail - Mutual Funds (continued)

Bond Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
VANGUARD INTERM TERM ◊ TRSY FD ADM CL SHRS SYMBOL VFIUX	240,936 8960	11 7000	2,818,961 68	4%	11 34	2,726,557 07	92,404 61
Total Bond Funds	**1,313,913.6300**		**15,763,472.93**	**25%**		**15,106,923.64**	**656,549.29**

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
HANSBERGER INTL GWTH FD ◊ INSTL CL SYMBOL HITGX	958,478 4730	15 4200	14,779,738 05	24%	17 89	17,116,943 18 [a]	(2,337,205 13)
LAUDUS MONDRIAN INSTL ◊ EMERGING MKTS FD SYMBOL LIEMX	225,518 5050	9 8000	2,210,081 35	4%	9 04	2,038,775 56	171,305 79
MANNING & NAPIER ◊ OVERSEAS SERIES SYMBOL EXOSX	608,085 4870	23 3100	14,174,472 70	23%	26 35	16,016,887 50	(1,842,414 80)
T ROWE PRICE NEW ERA FD ◊ SYMBOL· PRNEX	99,995 5390	41 9100	4,190,813 04	7%	32 29	3,151,501.54 [a]	1,039,311 50
VAN ECK GLOBAL HARD ◊ ASSETS FD CL I SYMBOL· GHAIX	91,270 6770	44 8900	4,097,140 69	7%	31 52	2,861,515 33 [a]	1,235,625 36
VANGUARD INSTL INDEX FD ◊ SYMBOL VINIX	54,735 8600	130 5200	7,144,124 45	11%	118 29	6,439,331 84 [a]	704,792 61
Total Equity Funds	**2,038,084.5410**		**46,596,370.28**	**74%**		**47,624,954.95**	**(1,028,584.67)**
Total Mutual Funds	**3,351,998.1710**		**62,359,843.21**	**99%**		**62,731,878.59**	**(372,035.38)**

ATTACHMENT C

Investment Detail - Total

[redacted]

[redacted]

ATTACHMENT C

charles SCHWAB
INSTITUTIONAL

Schwab One® Trust Account of
CLARENCE TC CHING FNDTN 8/8/67
R S GILLEY & JOHN K TSUI TTEE
MGR: MAYO INVESTMENT ADVISERS

Statement Period
December 1-31, 2012

Change in Account Value	This Period	Year to Date
Starting Value	**$ 7,184,262.23**	**$ 7,249,508.63**
Cash Value of Purchases & Sales	(172,133 10)	723,694 55
Investments Purchased/Sold	172,133 10	(723,694 55)
Deposits & Withdrawals	0 00	(900,000 00)
Dividends & Interest	22,784 02	172,751 92
Fees & Charges	0.00	(113,416 44)
Transfers	0 00	0 00
Income Reinvested	(7 10)	(64 12)
Change in Value of Investments	60,315 63	858,574 79
Ending Value on 12/31/2012	**$ 7,267,354.78**	**$ 7,267,354.78**
[redacted]		

Asset Composition	Market Value	% of Account Assets
Money Market Funds [Sweep]	$ 436,341 15	6%
Equities	6,831,013 63	94%
Total Assets Long	**$ 7,267,354.78**	
[redacted]		

Money Market Funds	436,341.15
Other Investments Reported on Part II, Line 13	436,341.15
	==============

ATTACHMENT D

Investment Detail - Money Market Funds [Sweep]

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
SCH ADV CASH RESRV PREM SWZXX	436,341 1500	1 0000	436,341 15	0 01%	6%
[redacted]					
[redacted]					

Investment Detail - Equities

Equities	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
A T & T INC NEW	**12,500.0000**	**33.7100**	**421,375.00**	**6%**	**108,457.35**	**5.22%**	**22,000.00**
SYMBOL T	1,000 0000	28 1988	28,198 80 [a]	09/18/08	5,511 20	1565	Long-Term
	1,500 0000	25 8732	38,809 80 [a]	04/22/09	11,755 20	1349	Long-Term
	1,000 0000	24 4304	24,430 40 [a]	05/20/09	9,279 60	1321	Long-Term
	2,500 0000	23 6755	59,188 75 [a]	05/21/09	25,086 25	1320	Long-Term
	2,500 0000	24 7392	61,848 00	06/24/09	22,427 00	1286	Long-Term
	2,500 0000	24 5514	61,378 50	07/07/09	22,896 50	1273	Long-Term
	1,500 0000	26 0422	39,063 40	11/09/09	11,501 60	1148	Long-Term
Cost Basis			*312,917 65*				

ATTACHMENT D

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
ABBOTT LABORATORIES	**3,000.0000**	**65.5000**	**196,500.00**	**3%**	**64,619.95**	**3.11%**	**6,120.00**
TRADES WITH DUE BILLS	1,500 0000	43 0364	64,554 60 [a]	04/29/09	33,695 40	1342	Long-Term
SYMBOL ABT	1,000 0000	44 6554	44,655 40	07/15/09	20,844 60	1265	Long-Term
	500.0000	45 3401	22,670 05	02/01/11	10,079 95	699	Long-Term
Cost Basis			*131,880 05*				
AMERICAN EXPRESS COMPANY	**2,500.0000**	**57.4800**	**143,700.00**	**2%**	**27,870.75**	**1.39%**	**2,000.00**
SYMBOL AXP	2,500 0000	46 3317	115,829 25	10/19/11	27,870 75	439	Long-Term
APPLE INC	**250.0000**	**532.1729**	**133,043.23**	**2%**	**(2,595.71)**	**1.99%**	**2,650.00**
SYMBOL AAPL	100 0000	560 5565	56,055 65	11/07/12	(2,838 36)	54	Short-Term
	50 0000	555 4768	27,773 84	12/05/12	(1,165.19)	26	Short-Term
	25 0000	528 4020	13,210 05	12/06/12	94 27	25	Short-Term
	25 0000	529 1900	13,229 75	12/13/12	74 57	18	Short-Term
	25 0000	512 4360	12,810 90	12/14/12	493 42	17	Short-Term
	25 0000	502 3500	12,558 75	12/17/12	745 57	14	Short-Term
Cost Basis			*135,638 94*				
BANK OF AMERICA CORP	**5,000.0000**	**11.6100**	**58,050.00**	**<1%**	**11,444.60**	**0.34%**	**200.00**
SYMBOL BAC	500 0000	10 6900	5,345 00 [a]	01/13/09	460 00	1448	Long-Term
	2,000 0000	7 5223	15,044 60 [a]	04/02/09	8,175 40	1369	Long-Term
	1,500 0000	10 0400	15,060 00 [a]	05/19/09	2,355 00	1322	Long-Term
	1,000 0000	11 1558	11,155 80 [a]	05/22/09	454 20	1319	Long-Term
Cost Basis			*46,605 40*				
BANK OF NY MELLON CP NEW	**2,500.0000**	**25.7000**	**64,250.00**	**<1%**	**11,577.55**	**2.02%**	**1,300.00**
SYMBOL BK	1,500 0000	19 3905	29,085 75	12/08/11	9,464 25	389	Long-Term
	1,000 0000	23 5867	23,586 70	09/13/12	2,113 30	109	Short-Term
Cost Basis			*52,672 45*				

ATTACHMENT D

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
BARRICK GOLD CORP F	**7,000.0000**	**35.0100**	**245,070.00**	**3%**	**(18,296.90)**	**2.28%**	**5,600.00**
SYMBOL ABX	4,000 0000	42 9245	171,698 00 [a]	04/02/08	(31,658 00)	1734	Long-Term
	500 0000	25 1482	12,574 10 [a]	10/16/08	4,930 90	1537	Long-Term
	1,000 0000	18 9188	18,918 80 [a]	10/28/08	16,091 20	1525	Long-Term
	1,000 0000	36 7698	36,769 80	09/09/09	(1,759 80)	1209	Long-Term
	500 0000	46 8124	23,406 20	09/24/10	(5,901 20)	829	Long-Term
Cost Basis			*263,366 90*				
BAXTER INTERNATIONAL INC	**1,500.0000**	**66.6600**	**99,990.00**	**1%**	**23,367.15**	**2.70%**	**2,700.00**
SYMBOL· BAX	500 0000	53 6648	26,832 40	11/01/11	6,497 60	426	Long-Term
	500 0000	51 6864	25,843 20	11/17/11	7,486 80	410	Long-Term
	500 0000	47 8945	23,947 25	11/25/11	9,382 75	402	Long-Term
Cost Basis			*76,622 85*				
BERKSHIRE HATHAWAY B NEW	**2,500.0000**	**89.7000**	**224,250.00**	**3%**	**17,766.16**	**0.00%**	**0.00**
CLASS B	500 0000	83 7418	41,870 90	02/07/11	2,979 10	693	Long-Term
SYMBOL BRKB	200 0000	83 9923	16,798 46	02/09/11	1,141 54	691	Long-Term
	300 0000	83 9909	25,197 28	02/09/11	1,712 72	691	Long-Term
	500 0000	81 8661	40,933 05	04/06/11	3,916 95	635	Long-Term
	500 0000	78 7250	39,362 50	02/02/12	5,487.50	333	Short-Term
	500 0000	84 6433	42,321 65	07/26/12	2,528.35	158	Short-Term
Cost Basis			*206,483 84*				
BLACKROCK INC	**500.0000**	**206.7100**	**103,355.00**	**1%**	**16,421.00**	**2.90%**	**3,000.00**
SYMBOL BLK	500 0000	173 8680	86,934 00	07/17/12	16,421 00	167	Short-Term
BOEING CO	**2,500.0000**	**75.3600**	**188,400.00**	**3%**	**5,125.10**	**2.33%**	**4,400.00**
SYMBOL BA	1,000 0000	73 8800	73,880 00	03/13/12	1,480 00	293	Short-Term
	500 0000	72 8660	36,433 00	09/06/12	1,247 00	116	Short-Term
	1,000 0000	72 9619	72,961 90	10/24/12	2,398 10	68	Short-Term
Cost Basis			*183,274 90*				

ATTACHMENT D

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
BP PLC ADR F	**2,000.0000**	**41.6400**	**83,280.00**	**1%**	**1,815.09**	**5.18%**	**4,320.00**
SPONSORED ADR	2,000.0000	40 7324	81,464 91	07/03/12	1,815 09	181	Short-Term
1 ADR REP 6 ORD							
SYMBOL BP							
BRISTOL-MYERS SQUIBB CO	**1,500.0000**	**32.5900**	**48,885.00**	**<1%**	**(3,070.98)**	**4.17%**	**2,040.00**
SYMBOL BMY	1,000.0000	34 2640	34,264 00	06/07/12	(1,674 00)	207	Short-Term
	500 0000	35 3839	17,691 98	07/13/12	(1,396 98)	171	Short-Term
Cost Basis			*51,955.98*				
C V S CAREMARK CORP	**6,000.0000**	**48.3500**	**290,100.00**	**4%**	**65,157.34**	**1.34%**	**3,900.00**
SYMBOL· CVS	2,500 0000	35 0088	87,522 00	01/14/11	33,353 00	717	Long-Term
	500 0000	34 5804	17,290 20	01/19/11	6,884.80	712	Long-Term
	500 0000	33 0333	16,516 65	02/03/11	7,658 35	697	Long-Term
	1,000 0000	32 2063	32,206.30	08/10/11	16,143 70	509	Long-Term
	500 0000	49 8889	24,944 46	07/22/12	(769 46)	162	Short-Term
	500 0000	44 2697	22,134 85	08/14/12	2,040 15	139	Short-Term
	500 0000	48 6564	24,328 20	12/13/12	(153 20)	18	Short-Term
Cost Basis			*224,942 66*				
CHEVRON CORPORATION	**500.0000**	**108.1400**	**54,070.00**	**<1%**	**223.50**	**3.32%**	**1,800.00**
SYMBOL. CVX	500 0000	107 6930	53,846 50	02/22/12	223 50	313	Short-Term
CISCO SYSTEMS INC	**9,000.0000**	**19.6494**	**176,844.60**	**2%**	**14,193.60**	**2.84%**	**5,040.00**
SYMBOL CSCO	500 0000	17 0488	8,524 40 [a]	12/16/08	1,300 30	1476	Long-Term
	2,000 0000	16 2631	32,526 20 [a]	12/31/08	6,772 60	1461	Long-Term
	2,500 0000	18 8890	47,222 50	07/01/09	1,901 00	1279	Long-Term
	500 0000	19 1431	9,571 55	02/10/11	253 15	690	Long-Term
	1,000 0000	18 0256	18,025 60	03/10/11	1,623 80	662	Long-Term
	2,500 0000	18 7123	46,780 75	08/16/12	2,342 75	137	Short-Term
Cost Basis			*162,651.00*				

ATTACHMENT D

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
CITIGROUP INC NEW	**3,000.0000**	**39.5600**	**118,680.00**	**2%**	**26,188.03**	**0.10%**	**120.00**
SYMBOL C	1,250 0000	31 5080	39,385 00	12/16/09	10,065 00	1111	Long-Term
	1,000 0000	28 9522	28,952 20	01/17/12	10,607 80	349	Short-Term
	250.0000	32 9494	8,237 37	04/30/12	1,652 63	245	Short-Term
	500 0000	31 8348	15,917 40	09/07/12	3,862 60	115	Short-Term
Cost Basis			*92,491.97*				
COCA COLA COMPANY	**2,000.0000**	**36.2500**	**72,500.00**	**<1%**	**6,068.36**	**2.81%**	**2,040.00**
SYMBOL KO	1,200 0000	32 8130	39,375 64	06/14/11	4,124 36	566	Long-Term
	800 0000	33 8200	27,056 00	11/09/11	1,944 00	418	Long-Term
Cost Basis			*66,431 64*				
COMCAST CORP NEW CL A	**9,000.0000**	**37.3600**	**336,240.00**	**5%**	**203,258.60**	**1.73%**	**5,850.00**
SYMBOL CMCSA	1,500 0000	15 5645	23,346 75 a	10/13/08	32,693 25	1540	Long-Term
	1,500 0000	15 4589	23,188 35 a	10/29/08	32,851 65	1524	Long-Term
	1,000 0000	14 8733	14,873 30 a	10/30/08	22,486 70	1523	Long-Term
	1,000 0000	12 9700	12,970 00 a	03/19/09	24,390 00	1383	Long-Term
	1,500 0000	13 9364	20,904 60 a	04/24/09	35,135 40	1347	Long-Term
	500 0000	14 9800	7,490 00	08/03/09	11,190 00	1246	Long-Term
	2,000 0000	15 1042	30,208 40	08/05/09	44,511 60	1244	Long-Term
Cost Basis			*132,981 40*				
DISNEY WALT CO	**2,500.0000**	**49.7900**	**124,475.00**	**2%**	**27,767.15**	**1.50%**	**1,875.00**
SYMBOL DIS	1,500 0000	38 2585	57,387 85	06/17/11	17,297 15	563	Long-Term
	1,000 0000	39 3200	39,320 00	01/10/12	10,470 00	356	Short-Term
Cost Basis			*96,707 85*				

ATTACHMENT D

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
E M C CORP MASS	**4,000.0000**	**25.3000**	**101,200.00**	**1%**	**1,997.90**	**0.00%**	**0.00**
SYMBOL EMC	1,500 0000	24 5892	36,883 80	10/31/11	1,066 20	427	Long-Term
	1,000 0000	22 7758	22,775 80	01/18/12	2,524 20	348	Short-Term
	500 0000	29 4500	14,725 00	09/14/12	(2,075 00)	108	Short-Term
	1,000 0000	24 8175	24,817 50	12/12/12	482 50	19	Short-Term
Cost Basis			*99,202 10*				
EXPRESS SCRIPTS HLDG CO	**3,000.0000**	**54.0000**	**162,000.00**	**2%**	**1,017.35**	**0.00%**	**0.00**
SYMBOL ESRX	500 0000	55 6141	27,807 05	04/30/12	(807 05)	245	Short-Term
	500 0000	51 9997	25,999 85	05/31/12	1,000 15	214	Short-Term
	500 0000	54 9929	27,496 45	11/05/12	(496 45)	56	Short-Term
	1,000 0000	52 4686	52,468 60	11/12/12	1,531 40	49	Short-Term
	500 0000	54 4214	27,210 70	12/10/12	(210 70)	21	Short-Term
Cost Basis			*160,982 65*				
EXXON MOBIL CORPORATION	**1,500.0000**	**86.5500**	**129,825.00**	**2%**	**41,929.60**	**2.63%**	**3,420.00**
SYMBOL XOM	500 0000	58 8100	29,405 00	07/08/10	13,870 00	907	Long-Term
	1,000 0000	58 4904	58,490 40	07/09/10	28,059 60	906	Long-Term
Cost Basis			*87,895.40*				
FEDEX CORPORATION	**1,000.0000**	**91.7200**	**91,720.00**	**1%**	**(239.00)**	**0.61%**	**560.00**
SYMBOL FDX	1,000 0000	91 9590	91,959 00	12/18/12	(239.00)	13	Short-Term
GENERAL ELECTRIC COMPANY	**7,500.0000**	**20.9900**	**157,425.00**	**2%**	**60,493.00**	**3.62%**	**5,700.00**
SYMBOL GE	2,500 0000	12 3599	30,899 75 [a]	01/26/09	21,575 25	1435	Long-Term
	2,500 0000	12 2340	30,585 00	07/27/09	21,890 00	1253	Long-Term
	2,500 0000	14 1789	35,447 25	08/28/09	17,027.75	1221	Long-Term
Cost Basis			*96,932 00*				
GENERAL MOTORS CO	**2,500.0000**	**28.8300**	**72,075.00**	**<1%**	**3,560.75**	**0.00%**	**0.00**
SYMBOL. GM	2,500 0000	27 4057	68,514 25	12/19/12	3,560 75	12	Short-Term

ATTACHMENT D

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
GOOGLE INC CLASS A	**275.0000**	**707.3800**	**194,529.50**	**3%**	**63,258.16**	**0.00%**	**0.00**
SYMBOL GOOG	175 0000	478 9742	83,820 50	05/26/10	39,971 00	950	Long-Term
	100 0000	474 5084	47,450 84	07/15/10	23,287 16	900	Long-Term
Cost Basis			*131,271 34*				
HEWLETT-PACKARD COMPANY	**5,000.0000**	**14.2500**	**71,250.00**	**<1%**	**(65,327.45)**	**3.70%**	**2,640.00**
SYMBOL. HPQ	1,000.0000	40 6463	40,646 30	04/05/11	(26,396.30)	636	Long-Term
	1,000 0000	25 5860	25,586 00	12/29/11	(11,336 00)	368	Long-Term
	500 0000	23 5999	11,799 95	03/21/12	(4,674 95)	285	Short-Term
	500 0000	23 6722	11,836 10	03/28/12	(4,711 10)	278	Short-Term
	1,000 0000	24 6764	24,676 40	04/20/12	(10,426 40)	255	Short-Term
	1,000 0000	22 0327	22,032 70	05/24/12	(7,782 70)	221	Short-Term
Cost Basis			*136,577 45*				
INTL BUSINESS MACHINES	**500.0000**	**191.5500**	**95,775.00**	**1%**	**38,067.50**	**1.77%**	**1,700.00**
SYMBOL IBM	500 0000	115 4150	57,707 50 [a]	03/27/08	38,067 50	1740	Long-Term
JOHNSON & JOHNSON	**1,000.0000**	**70.1000**	**70,100.00**	**<1%**	**6,827.50**	**3.48%**	**2,440.00**
SYMBOL JNJ	1,000 0000	63 2725	63,272 50	04/18/12	6,827 50	257	Short-Term
JPMORGAN CHASE & CO	**2,500.0000**	**43.9691**	**109,922.75**	**2%**	**14,293.35**	**2.72%**	**3,000.00**
SYMBOL JPM	1,500 0000	36 6866	55,030 00	07/06/10	10,923 65	909	Long-Term
	500 0000	38 1671	19,083 55	11/04/10	2,901 00	788	Long-Term
	500 0000	43 0317	21,515 85	12/12/12	468 70	19	Short-Term
Cost Basis			*95,629 40*				
MERCK & CO INC NEW	**2,500.0000**	**40.9400**	**102,350.00**	**1%**	**14,308.00**	**4.20%**	**4,300.00**
SYMBOL MRK	1,000 0000	36 2755	36,275 50	04/14/10	4,664 50	992	Long-Term
	1,000 0000	35 2565	35,256 50	06/30/11	5,683 50	550	Long-Term
	500 0000	33 0200	16,510 00	08/01/11	3,960 00	518	Long-Term
Cost Basis			*88,042 00*				

ATTACHMENT D

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
METLIFE INC	**2,500.0000**	**32.9400**	**82,350.00**	**1%**	**(7,681.60)**	**2.24%**	**1,850.00**
SYMBOL MET	500 0000	42 0100	21,005 00	08/03/10	(4,535 00)	881	Long-Term
	500 0000	33 8309	16,915 45	08/31/11	(445 45)	488	Long-Term
	500 0000	35 9256	17,962 80	04/27/12	(1,492 80)	248	Short-Term
	500 0000	36 3122	18,156 10	05/01/12	(1,686 10)	244	Short-Term
	500 0000	31 9845	15,992 25	05/16/12	477.75	229	Short-Term
Cost Basis			*90,031 60*				
MICROSOFT CORP	**7,500.0000**	**26.7097**	**200,322.75**	**3%**	**20,243.95**	**3.44%**	**6,900.00**
SYMBOL MSFT	1,000 0000	28 5556	28,555 60 [a]	03/26/08	(1,845 90)	1741	Long-Term
	1,500 0000	19 3581	29,037 15 [a]	01/14/09	11,027 40	1447	Long-Term
	2,500 0000	23 7242	59,310 50	08/07/09	7,463.75	1242	Long-Term
	1,500 0000	25 5957	38,393 65	07/23/10	1,670 90	892	Long-Term
	1,000 0000	24 7819	24,781 90	09/24/10	1,927 80	829	Long-Term
Cost Basis			*180,078 80*				
OCCIDENTAL PETE CORP	**2,000.0000**	**76.6100**	**153,220.00**	**2%**	**(21,679.00)**	**2.81%**	**4,320.00**
SYMBOL OXY	500 0000	91 2703	45,635 15	08/09/12	(7,330 15)	144	Short-Term
	500 0000	89 9968	44,998 40	08/14/12	(6,693 40)	139	Short-Term
	500 0000	89 1935	44,596.75	08/16/12	(6,291 75)	137	Short-Term
	500 0000	79 3374	39,668 70	10/31/12	(1,363 70)	61	Short-Term
Cost Basis			*174,899 00*				
ORACLE CORPORATION	**2,000.0000**	**33.3200**	**66,640.00**	**<1%**	**19,654.53**	**2.16%**	**1,440.00**
SYMBOL. ORCL	1,000 0000	24 1834	24,183 40	01/25/10	9,136.60	1071	Long-Term
	100 0000	22 7900	2,279 00	09/03/10	1,053 00	850	Long-Term
	900 0000	22 8034	20,523 07	09/03/10	9,464 93	850	Long-Term
Cost Basis			*46,985 47*				

ATTACHMENT D

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
PFIZER INCORPORATED	**10,000.0000**	**25.0793**	**250,793.00**	**3%**	**48,767.52**	**3.50%**	**8,800.00**
SYMBOL. PFE	5,000 0000	20 6258	103,129 00 [a]	03/24/08	22,267 50	1743	Long-Term
	3,523 0000	20 6678	72,812 66 [a]	03/31/08	15,541 71	1736	Long-Term
	1,477 0000	17 6600	26,083 82	10/16/09	10,958 31	1172	Long-Term
Cost Basis			*202,025 48*				
PNC FINL SERVICES GP INC	**1,500.0000**	**58.3100**	**87,465.00**	**1%**	**(3,209.25)**	**2.74%**	**2,400.00**
SYMBOL PNC	500 0000	61 9167	30,958 35	08/23/12	(1,803 35)	130	Short-Term
	500 0000	63 9099	31,954.95	09/26/12	(2,799 95)	96	Short-Term
	500 0000	55 5219	27,760 95	11/13/12	1,394 05	48	Short-Term
Cost Basis			*90,674 25*				
POTASH CORP SASK INC F	**1,500.0000**	**40.6900**	**61,035.00**	**<1%**	**(3,108.00)**	**2.06%**	**1,260.00**
SYMBOL. POT	1,000 0000	42 6277	42,627 70	08/08/12	(1,937 70)	145	Short-Term
	500 0000	43 0306	21,515 30	08/09/12	(1,170 30)	144	Short-Term
Cost Basis			*64,143 00*				
PROCTER & GAMBLE	**1,000.0000**	**67.8900**	**67,890.00**	**<1%**	**7,205.80**	**3.31%**	**2,248.00**
SYMBOL PG	500 0000	61 3062	30,653 10	10/08/10	3,291.90	815	Long-Term
	500 0000	60 0622	30,031 10	06/20/12	3,913 90	194	Short-Term
Cost Basis			*60,684 20*				
QUALCOMM INC	**2,000.0000**	**61.8596**	**123,719.20**	**2%**	**14,586.40**	**1.61%**	**2,000.00**
SYMBOL· QCOM	1,000 0000	54 6998	54,699 80	11/30/11	7,159 80	397	Long-Term
	1,000 0000	54 4330	54,433 00	12/23/11	7,426 60	374	Long-Term
Cost Basis			*109,132 80*				

ATTACHMENT D

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
SCHLUMBERGER LTD F	**1,000.0000**	**69.2986**	**69,298.60**	**<1%**	**(6,650.59)**	**1.58%**	**1,100.00**
SYMBOL SLB	200 0000	88 7772	17,755 44 [a]	04/01/08	(3,895 72)	1735	Long-Term
	300 0000	87 8758	26,362 75	04/26/08	(5,573 17)	1710	Long-Term
	500 0000	63 6620	31,831 00	02/19/10	2,818 30	1046	Long-Term
Cost Basis			*75,949 19*				
STATE STREET CORP	**1,500.0000**	**47.0100**	**70,515.00**	**<1%**	**7,720.20**	**2.04%**	**1,440.00**
SYMBOL STT	1,000 0000	40 2088	40,208 80	02/16/12	6,801 20	319	Short-Term
	500 0000	45 1720	22,586 00	12/11/12	919 00	20	Short-Term
Cost Basis			*62,794 80*				
SUNCOR ENERGY INC NEW F	**4,000.0000**	**32.9800**	**131,920.00**	**2%**	**9,498.59**	**1.58%**	**2,092.54**
SYMBOL SU	500 0000	30 5973	15,298 66	04/14/10	1,191 34	992	Long-Term
	500 0000	34 4187	17,209 35	04/30/10	(719 35)	976	Long-Term
	1,000 0000	31 7984	31,798 40	05/05/10	1,181 60	971	Long-Term
	500 0000	29 4760	14,738 00	05/19/10	1,752 00	957	Long-Term
	1,000 0000	28 2688	28,268 80	05/20/10	4,711 20	956	Long-Term
	500 0000	30 2164	15,108 20	08/19/11	1,381 80	500	Long-Term
Cost Basis			*122,421 41*				
TARGET CORPORATION	**1,000.0000**	**59.1700**	**59,170.00**	**<1%**	**3,730.00**	**2.43%**	**1,440.00**
SYMBOL· TGT	1,000 0000	55 4400	55,440 00	05/16/12	3,730 00	229	Short-Term
TEVA PHARM INDS LTD ADRF	**2,500.0000**	**37.3400**	**93,350.00**	**1%**	**(12,170.20)**	**2.73%**	**2,552.32**
SPONSORED ADR	1,500 0000	44 0000	66,000 10	02/16/12	(9,990 10)	319	Short-Term
1 ADR REP 10 ORD	1,000 0000	39 5201	39,520 10	06/29/12	(2,180 10)	185	Short-Term
SYMBOL TEVA							
Cost Basis			*105,520 20*				

ATTACHMENT D

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
TOTAL S A ADR F	**2,500.0000**	**52.0100**	**130,025.00**	**2%**	**(144.45)**	**5.63%**	**7,329.65**
1 ADR REP 1 ORD	500 0000	45 0940	22,547 00 [a]	10/16/08	3,458 00	1537	Long-Term
SYMBOL. TOT	1,000 0000	55 2993	55,299 30	04/27/10	(3,289 30)	979	Long-Term
	500 0000	53 7359	26,867 95	10/26/10	(862 95)	797	Long-Term
	500 0000	50 9104	25,455 20	11/24/10	549 80	768	Long-Term
Cost Basis			*130,169 45*				
U S BANCORP DEL NEW	**4,000.0000**	**31.9400**	**127,760.00**	**2%**	**58,621.07**	**2.44%**	**3,120.00**
SYMBOL USB	2,500 0000	13 8907	34,726 75 [a]	01/26/09	45,123 25	1435	Long-Term
	1,000 0000	22 6551	22,655 10	09/17/09	9,284 90	1201	Long-Term
	500 0000	23 5141	11,757 08	11/13/09	4,212 92	1144	Long-Term
Cost Basis			*69,138 93*				
UNITEDHEALTH GROUP INC	**3,000.0000**	**54.2400**	**162,720.00**	**2%**	**(2,992.90)**	**1.56%**	**2,550.00**
SYMBOL· UNH	500.0000	57 3494	28,674 70	04/18/12	(1,554 70)	257	Short-Term
	500 0000	53 5200	26,760 00	08/16/12	360 00	137	Short-Term
	1,000 0000	54 2933	54,293 30	09/14/12	(53 30)	108	Short-Term
	1,000 0000	55 9849	55,984 90	10/17/12	(1,744 90)	75	Short-Term
Cost Basis			*165,712 90*				
VODAFONE GROUP NEW ADR F	**3,500.0000**	**25.1900**	**88,165.00**	**1%**	**(5,698.00)**	**2.06%**	**1,817.47**
SPONSORED ADR 1 ADR REP 10 ORD SYMBOL VOD	3,500 0000	26.8180	93,863 00	06/30/11	(5,698 00)	550	Long-Term
WAL-MART STORES INC	**2,500.0000**	**68.2300**	**170,575.00**	**2%**	**48,633.65**	**2.33%**	**3,975.00**
SYMBOL WMT	1,000 0000	48 5982	48,598 20 [a]	04/24/09	19,631 80	1347	Long-Term
	1,000 0000	49 1566	49,156 60 [a]	05/14/09	19,073 40	1327	Long-Term
	500 0000	48 3731	24,186 55	06/24/09	9,928 45	1286	Long-Term
Cost Basis			*121,941 35*				

ATTACHMENT D

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
3M COMPANY	1,000.0000	92.8500	92,850.00	1%	4,574.40	2.54%	2,360.00
SYMBOL MMM	1,000 0000	88 2756	88,275 60	02/24/12	4,574 40	311	Short-Term
Total Equities	**163,025.0000**		**6,831,013.63**	**94%**	**967,446.47**		**161,709.98**
		Total Cost Basis:	***5,863,567.16***				

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only The actual income and yield might be lower or higher than the estimated amounts EY is based upon EAI and the current price of the security and will fluctuate For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate

Total Investment Detail	**7,267,354.78**

Total Account Value	**7,267,354.78**
Total Cost Basis	***5,863,567.16***

ATTACHMENT D

Form **8868** (Rev. January 2013)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

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

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

Type or print — File by the due date for filing your return. See instructions

Name of exempt organization or other filer, see instructions.
THE CLARENCE T.C. CHING FOUNDATION

Employer identification number (EIN) or
99-6014634

Number, street, and room or suite no. If a P.O. box, see instructions
C/O ACCUITY LLP - 999 BISHOP STREET, SUITE 1900

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
HONOLULU, HI 96813

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ R. STEVENS GILLEY 1001 BISHOP STREET, SUITE 770 - HONOLULU, HI 96813
  Telephone No. ▶ (808)521-0344 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

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

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 21,680.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 8,680.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 13,000.

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