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 04/01 **, 2012, and ending** 03/31,20 13

Name of foundation THERESE PLUNKETT FOUNDATION CITIGROUP TRUST - DELAWARE, N.A.

A Employer identification number 20-1078653

Number and street (or P O box number if mail is not delivered to street address) TWO COURT SQUARE, 8TH FLOOR

Room/suite

B Telephone number (see instructions) - -

City or town, state, and ZIP code LONG ISLAND CITY, NY 11120

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,464,451.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	77,532.	77,343.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-33,067.			
	b Gross sales price for all assets on line 6a 1,124,737.				
	7 Capital gain net income (from Part IV, line 2)		NONE		
	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) (attach schedule)				
	11 Other income (attach schedule)	2.			STMT 2
	12 **Total.** Add lines 1 through 11	44,467.	77,343.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	33,620.	16,810.		16,810.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	4,095.	761.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT. 4	168.	108.		60.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	37,883.	17,679.	NONE	16,870.
	25 Contributions, gifts, grants paid	148,418.			148,418.
	26 **Total expenses and disbursements** Add lines 24 and 25	186,301.	17,679.	NONE	165,288.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-141,834.			
	b **Net investment income** (if negative, enter -0-)		59,664.		
	c **Adjusted net income** (if negative, enter -0-)				

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		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	137,476.	156,216.	156,216.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 5	2,676,211.	2,514,711.	3,308,235.
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,813,687.	2,670,927.	3,464,451.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	2,813,687.	2,573,739.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds		97,188.	
	30	**Total net assets or fund balances** (see instructions)	2,813,687.	2,670,927.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,813,687.	2,670,927.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,813,687.
2	Enter amount from Part I, line 27a	2	-141,834.
3	Other increases not included in line 2 (itemize) ▶ ACCRUED MARKET DISCOUNT	3	18.
4	Add lines 1, 2, and 3	4	2,671,871.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	944.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,670,927.

Form **990-PF** (2012)

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			
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	1,124,737.		1,156,593.	-31,856.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-31,856.
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	-31,856.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)· If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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	175,246.	3,104,357.	0.056452
2010	163,145.	3,066,788.	0.053197
2009	169,676.	2,925,445.	0.058000
2008	191,219.	3,011,577.	0.063495
2007	233,149.	3,911,463.	0.059607

2	**Total** of line 1, column (d)	2	0.290751
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.058150
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,227,907.
5	Multiply line 4 by line 3	5	187,703.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	597.
7	Add lines 5 and 6	7	188,300.
8	Enter qualifying distributions from Part XII, line 4	8	165,288.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ **(attach copy of letter if necessary - see instructions)**			1	1,193.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b				
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	1,193.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,193.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,806.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	1,806.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	613.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 613. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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 ▶ $ ______________ **(2)** On foundation managers ▶ $ ______________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	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?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		X
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) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
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

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

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

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 7 Telephone no ▶

Located at ▶ ZIP+4 ▶

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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.)	2b		X
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)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? . . . . **5b** N/A

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** | Yes: | No: X

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CITIGROUP TRUST, N.A. TWO COURT SQUARE - 8TH FL, LONG ISLAND CITY, NY 11120	TRUSTEE, AS REQ'	33,620.	-0-	-0-

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

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

Total number of other employees paid over $50,000 . . . . ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services . . . . ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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	3,087,765.
b	Average of monthly cash balances	1b	189,298.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,277,063.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,277,063.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	49,156.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,227,907.
6	**Minimum investment return.** Enter 5% of line 5	6	161,395.

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	161,395.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,193.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,193.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	160,202.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	160,202.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	160,202.

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	165,288.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	165,288.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	165,288.

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.

20-1078653

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					160,202.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				NONE	
b	Total for prior years 20 10 ,20____,20____			NONE		
3	Excess distributions carryover, if any, to 2012:					
a	From 2007	41,598.				
b	From 2008	41,606.				
c	From 2009	24,376.				
d	From 2010	11,490.				
e	From 2011	23,240.				
f	**Total** of lines 3a through e		142,310.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 165,288.					
a	Applied to 2011, but not more than line 2a				NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2012 distributable amount					160,202.
e	Remaining amount distributed out of corpus		5,086.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5		147,396.			
b	Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
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			NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				NONE	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		41,598.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		105,798.			
10	Analysis of line 9:					
a	Excess from 2008	41,606.				
b	Excess from 2009	24,376.				
c	Excess from 2010	11,490.				
d	Excess from 2011	23,240.				
e	Excess from 2012	5,086.				

Form **990-PF** (2012)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2a 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STATEMENT	NONE	N/A	UNRESTRICTED GIFT	148,418.
Total . . . . ▶ 3a				148,418.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	77,532.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-33,067.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b MISC INC			01	2.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				44,467.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 44,467.

(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). (See instructions.)
	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? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee:

Date: 05/29/2013

Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name: JEFFREY E. KUHLIN

Preparer's signature: Jeffrey E Kuhlin

Date: 05/29/2013

Check ☐ if self-employed

PTIN: P00353001

Firm's name ▶ KPMG LLP

Firm's EIN ▶ 13-5565207

Firm's address ▶ 100 WESTMINSTER ST, 6TH FL, SUITE A
PROVIDENCE, RI 02903-2321

Phone no 800-770-8444

Form **990-PF** (2012)

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	77,532.	77,343.
TOTAL	77,532.	77,343.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
RESIDUAL CONDUIT ACCT INC		2.
	TOTALS	2.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX	761.	761.
PRIOR YEAR BAL DUE	1,528.	
CURRENT YEAR ESTIMATES	1,806.	
TOTALS	4,095.	761.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADR FOREIGN FEES	108.	108.	
STATE FILING FEES	60.		60.
TOTALS	168.	108.	60.

THERESE PLUNKETT FOUNDATION CITIGROUP TRUST - 20-1078653

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENTS	C	2,676,211.	2,514,711.	3,308,235.
TOTALS		2,676,211.	2,514,711.	3,308,235.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
PURCHASED ACCRUED INTEREST	865.
ADT TAX COST ADJ	17.
CHIMERA TAX COST ADJ	62.
TOTAL	944.

STATEMENT 6

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

NAME: CITIGROUP TRUST-DELAWARE, N.A.

ADDRESS: TWO COURT SQUARE - 8TH FL
LONG ISLAND CITY, NY 11120

TELEPHONE NUMBER: (800)770-8444

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041.*

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
THERESE PLUNKETT FOUNDATION CITIGROUP TRUST -	20-1078653

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example· 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-1,490.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-1,490.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					362.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-30,728.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-30,366.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

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Part III	**Summary of Parts I and II** **Caution:** *Read the instructions* ***before*** *completing this part.*		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-1,490.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-30,366.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-31,856.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary.*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 (3,000)

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 17
18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero . . . 18
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 19
20 Add lines 18 and 19 . . . 20
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶ 21
22 Subtract line 21 from line 20. If zero or less, enter -0- . . . 22
23 Subtract line 22 from line 17. If zero or less, enter -0- . . . 23
24 Enter the **smaller** of the amount on line 17 or $2,400 . . . 24
25 Is the amount on line 23 equal to or more than the amount on line 24?
☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box.
☐ **No.** Enter the amount from line 23 . . . 25
26 Subtract line 25 from line 24 . . . 26
27 Are the amounts on lines 22 and 26 the same?
☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 27
28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . 28
29 Subtract line 28 from line 27 . . . 29
30 Multiply line 29 by 15% (15) . . . 30
31 Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 31
32 Add lines 30 and 31 . . . 32
33 Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 33
34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . 34

Schedule D (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

▶ **Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041***

OMB No 1545-0092

2012

Name of estate or trust	**Employer identification number**
THERESE PLUNKETT FOUNDATION CITIGROUP TRUST -	20-1078653

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	148. ABERCROMBIE & FITCH C	05/16/2012	05/31/2012	4,884.00	5,848.00	-964.00
	116. ANNALY CAPITOL MGMT I	10/13/2011	05/31/2012	1,921.00	1,829.00	92.00
	7. APPLE COMPUTER INC	08/23/2011	05/15/2012	3,934.00	2,561.00	1,373.00
	152. AVNET INC	10/13/2011	04/05/2012	5,368.00	4,455.00	913.00
	23. AVNET INC	10/13/2011	04/25/2012	806.00	674.00	132.00
	508. BANK OF NEW YORK MELL	05/04/2012	05/31/2012	10,320.00	11,137.00	-817.00
	77. BOEING CO	11/17/2011	05/31/2012	5,353.00	5,177.00	176.00
	45. CENTURYTEL INC	06/01/2012	09/07/2012	1,878.00	1,699.00	179.00
	912. CHIMERA INVT CORP	06/09/2011	04/02/2012	2,563.00	3,273.00	-710.00
	105. CLIFFS NATURAL RESOUR	12/06/2011	05/31/2012	5,019.00	7,508.00	-2,489.00
	325. COMCAST CORP NEW CL A	08/10/2011	05/31/2012	9,425.00	6,543.00	2,882.00
	2000. COMCAST CORP NEW 3/01/20	02/29/2012	11/16/2012	2,393.00	2,353.00	40.00
	49. COMVERSE TECHNOLOGY IN	04/02/2012	04/04/2012	312.00	337.00	-25.00
	64. CONOCOPHILLIPS	03/06/2012	04/18/2012	4,695.00	4,884.00	-189.00
	65. CUMMINS INC	02/17/2012	05/31/2012	6,270.00	7,937.00	-1,667.00
	1380. DELTA AIR LINES INC	05/15/2012	05/31/2012	16,796.00	14,460.00	2,336.00
	17. EOG RESOURCES INC	06/15/2012	02/20/2013	2,221.00	1,618.00	603.00
	34. EOG RESOURCES INC	06/15/2012	03/01/2013	4,193.00	3,236.00	957.00
	16.6667 ENGILITY HLDGS INC	06/01/2012	07/19/2012	293.00	273.00	20.00
	2000. ENTERPRISE PRODS OPE 2/15/22	02/01/2012	11/16/2012	2,209.00	2,078.00	131.00
	2000. FED HOME LN MTG CORP 1/30/14	11/27/2012	03/20/2013	2,083.00	2,112.00	-29.00
	2000. FED NATL MTG ASSN 9/15/16	02/29/2012	11/16/2012	2,356.00	2,378.00	-22.00
	2000. FED HOME LN MTG CORP 2/09/15	11/08/2012	11/16/2012	2,113.00	2,114.00	-1.00
	2000. FEDL NATL MTG ASSN 3/13/14	11/27/2012	03/20/2013	2,050.00	2,064.00	-14.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

▶ **Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041***

OMB No 1545-0092

2012

Name of estate or trust	**Employer identification number**
THERESE PLUNKETT FOUNDATION CITIGROUP TRUST -	20-1078653

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

	(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	634. FIFTH THIRD BANCORP	10/27/2011	05/31/2012	8,400.00	7,956.00	444.00
	34. GOLDMAN SACHS GROUP IN	10/13/2011	05/31/2012	3,247.00	3,241.00	6.00
	300. HANESBRANDS INC	11/18/2011	05/31/2012	8,264.00	7,348.00	916.00
	267. HARTFORD FINL SVCS GR	01/20/2012	05/31/2012	4,475.00	4,975.00	-500.00
	245. HEWLETT PACKARD CO	06/01/2012	11/15/2012	3,181.00	5,314.00	-2,133.00
	35. HOME DEPOT INC	06/01/2012	08/17/2012	1,992.00	1,719.00	273.00
	29. HOME DEPOT INC	06/01/2012	10/26/2012	1,736.00	1,424.00	312.00
	30. HOME DEPOT INC	06/01/2012	12/04/2012	1,932.00	1,473.00	459.00
	507. HUMAN GENOME SCIENCES	08/22/2011	07/16/2012	7,203.00	9,145.00	-1,942.00
	256. JOHNSON CONTROLS INC	05/04/2012	07/24/2012	6,061.00	8,073.00	-2,012.00
	859. KROGER CO	04/25/2012	05/31/2012	18,984.00	20,659.00	-1,675.00
	100. L-3 COMMUNICATIONS HL	06/01/2012	01/28/2013	7,791.00	6,482.00	1,309.00
	305. LINCOLN NATL CORP IND	03/27/2012	05/31/2012	6,268.00	8,252.00	-1,984.00
	95. LORILLARD INC	06/01/2012	02/27/2013	3,699.00	3,874.00	-175.00
	224. MICROSOFT CORP	12/16/2011	05/31/2012	6,550.00	5,845.00	705.00
	65. NEWS CORP	06/01/2012	08/07/2012	1,562.00	1,244.00	318.00
	170. NEWS CORP	06/01/2012	01/03/2013	4,588.00	3,253.00	1,335.00
	90. NEWS CORP	06/01/2012	02/05/2013	2,578.00	1,722.00	856.00
	129. ORACLE CORP	11/08/2011	05/09/2012	3,560.00	4,327.00	-767.00
	24. ORACLE CORP	11/08/2011	06/14/2012	648.00	805.00	-157.00
	58. PEPSICO INC	11/17/2011	05/31/2012	3,939.00	3,719.00	220.00
	24000. PEPSICO INC 8/13/17	09/14/2012	02/27/2013	24,081.00	24,107.00	-26.00
	2000. PETROBRAS INTL FIN 2/06/17	02/14/2012	11/16/2012	2,111.00	2,016.00	95.00
	29. RAYTHEON COMPANY	06/01/2012	01/28/2013	1,595.00	1,445.00	150.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust: THERESE PLUNKETT FOUNDATION CITIGROUP TRUST -

Employer identification number: 20-1078653

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 106. RAYTHEON COMPANY	06/01/2012	01/29/2013	5,831.00	5,283.00	548.00
2000. ROYAL BK OF SCOTLAND 9/21/15	12/07/2011	09/07/2012	2,125.00	1,926.00	199.00
34. ROYAL DUTCH SHELL PLC	09/15/2011	05/31/2012	2,118.00	2,270.00	-152.00
251. SCHWAB CHARLES CORP N	03/20/2012	05/31/2012	3,117.00	3,877.00	-760.00
511. STAPLES INC	06/22/2011	05/16/2012	7,077.00	7,855.00	-778.00
199. SUNTRUST BKS INC	05/04/2012	05/31/2012	4,528.00	4,725.00	-197.00
250. TEXAS INSTRS INC	04/05/2012	05/31/2012	7,113.00	8,111.00	-998.00
40. TIME WARNER INC	04/17/2012	01/03/2013	1,991.00	1,457.00	534.00
70. TIME WARNER INC	04/17/2012	02/05/2013	3,508.00	2,549.00	959.00
10. TIME WARNER CABLE	06/01/2012	08/07/2012	891.00	744.00	147.00
20. TIME WARNER CABLE	06/01/2012	01/03/2013	1,968.00	1,488.00	480.00
35. TIME WARNER CABLE	06/01/2012	02/05/2013	3,082.00	2,603.00	479.00
1000. U S TREASURY NOTES 8/15/16	02/29/2012	11/16/2012	1,165.00	1,182.00	-17.00
11000. U S TREAS NTS 11/15/12	03/16/2012	11/08/2012	11,001.00	11,099.00	-98.00
2000. U S TREASURY NOTES 11/15/19	02/29/2012	11/16/2012	2,324.00	2,272.00	52.00
26000. U S TREAS NTS 8/15/20	08/16/2012	10/25/2012	28,332.00	28,778.00	-446.00
2000. U S TREAS NTS 8/15/20	08/16/2012	11/16/2012	2,222.00	2,175.00	47.00
2000. U S TREAS NTS 1/31/18	01/19/2012	11/16/2012	2,202.00	2,173.00	29.00
1000. U S TREAS NTS 4/15/14	02/29/2012	11/16/2012	1,014.00	1,019.00	-5.00
452. UNITED STS STL CORP N	10/24/2011	04/05/2012	12,701.00	11,713.00	988.00
1000. WACHOVIA CORP NEW 8/01/14	02/29/2012	11/16/2012	1,065.00	1,075.00	-10.00
1000. WACHOVIA CORP NEW 8/01/14	02/29/2012	01/14/2013	1,067.00	1,075.00	-8.00
145. WAL MART STORES INC	08/18/2011	05/31/2012	9,634.00	7,460.00	2,174.00
252. WESTERN DIGITAL CORP	05/01/2012	05/31/2012	7,850.00	10,152.00	-2,302.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

SCHEDULE D-1
(Form 1041)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust
THERESE PLUNKETT FOUNDATION CITIGROUP TRUST -

Employer identification number
20-1078653

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 47. SEAGATE TECHNOLOGY PLC	08/16/2011	05/31/2012	1,102.00	572.00	530.00
332. TRANSOCEAN INC COM US 'REGISTER	12/02/2011	05/31/2012	13,512.00	15,331.00	-1,819.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -1,490.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

JSA
2F1221 2 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
THERESE PLUNKETT FOUNDATION CITIGROUP TRUST -

Employer identification number
20-1078653

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a .5 THE ADT CORPORATION	04/28/2005	10/10/2012	19.00	16.00	3.00
149. AT&T INC	08/25/2010	05/31/2012	5,108.00	3,952.00	1,156.00
80. AT&T INC	08/06/2010	09/07/2012	2,961.00	2,105.00	856.00
9. AMAZON COM INC	04/28/2005	09/14/2012	2,366.00	292.00	2,074.00
124. AMGEN INC	04/15/2008	05/22/2012	8,567.00	5,352.00	3,215.00
40. ANHEUSER BUSCH INBEV S	01/06/2011	05/09/2012	2,867.00	2,305.00	562.00
346. ANNALY CAPITOL MGMT I	08/17/2010	05/31/2012	5,730.00	6,021.00	-291.00
64. APACHE CORP	08/17/2011	03/01/2013	4,682.00	6,809.00	-2,127.00
24. APACHE CORP	03/17/2011	03/01/2013	1,756.00	2,823.00	-1,067.00
13. APPLE COMPUTER INC	05/04/2011	05/15/2012	7,305.00	4,557.00	2,748.00
28. APPLE COMPUTER INC	04/21/2011	05/31/2012	16,179.00	9,664.00	6,515.00
205. AVNET INC	10/05/2010	04/25/2012	7,184.00	5,483.00	1,701.00
22000. BB&T CORPORATION 4/29/16	02/29/2012	03/14/2013	24,011.00	22,304.00	1,707.00
442. BP AMOCO PLC-SPONS AD	12/10/2010	05/31/2012	16,148.00	22,515.00	-6,367.00
267. BP AMOCO PLC-SPONS AD	04/15/2011	05/31/2012	9,754.00	12,466.00	-2,712.00
1054. BANK OF AMERICA CORP	05/10/2011	05/31/2012	7,599.00	12,968.00	-5,369.00
1917. BANK OF AMERICA CORP	12/08/2010	05/31/2012	13,821.00	30,523.00	-16,702.00
187. BANK OF NEW YORK MELL	12/28/2010	05/31/2012	3,799.00	5,677.00	-1,878.00
130. BED BATH & BEYOND INC	01/13/2005	06/15/2012	9,447.00	5,300.00	4,147.00
12. BLACKROCK INC	05/07/2010	01/30/2013	2,846.00	2,078.00	768.00
90. BOEING CO	08/10/2009	05/31/2012	6,257.00	4,107.00	2,150.00
23. CELGENE CORP 00	10/12/2009	01/30/2013	2,267.00	1,268.00	999.00
1199. CHIMERA INVT CORP	11/24/2010	04/02/2012	3,369.00	4,809.00	-1,440.00
661. CISCO SYS INC	06/17/2010	05/31/2012	10,807.00	15,413.00	-4,606.00
607. CISCO SYS INC	07/20/2005	07/10/2012	9,958.00	12,520.00	-2,562.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

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THERESE PLUNKETT FOUNDATION CITIGROUP TRUST -

Employer identification number
20-1078653

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 225. CISCO SYS INC	01/14/2005	11/06/2012	3,942.00	4,248.00	-306.00
224. CONOCOPHILLIPS	04/07/2006	04/18/2012	16,432.00	14,508.00	1,924.00
245. DOW CHEM CO	03/03/2008	04/05/2012	8,186.00	9,245.00	-1,059.00
344. EATON CORP	08/17/2011	12/01/2012	17,856.00	15,587.00	2,269.00
116. EBAY INC	03/15/2007	09/14/2012	5,822.00	3,685.00	2,137.00
138. ELSTER GROUP SEADR	08/08/2011	08/29/2012	2,829.00	2,149.00	680.00
17.3333 ENGILITY HLDGS INC	03/17/2004	07/19/2012	305.00	226.00	79.00
1. ENGILITY HLDGS INC	03/17/2004	07/23/2012	16.00	13.00	3.00
44000. FED HOME LN MTG COR 1/30/14	02/29/2012	03/20/2013	45,819.00	48,499.00	-2,680.00
2000. FEDERAL HOME LN MTG 7/17/15	09/14/2011	11/16/2012	2,212.00	2,270.00	-58.00
27000. FEDL NATL MTG ASSN 3/13/14	02/22/2012	03/20/2013	27,674.00	28,332.00	-658.00
275. FIFTH THIRD BANCORP	03/18/2011	05/31/2012	3,644.00	3,903.00	-259.00
160. GAP INC. DEL	08/11/2010	04/05/2012	4,260.00	2,860.00	1,400.00
306. GAP INC. DEL	08/11/2010	04/25/2012	8,520.00	5,470.00	3,050.00
523. GENERAL ELEC CO.	04/13/2004	05/31/2012	9,979.00	16,163.00	-6,184.00
118. GENERAL ELEC CO.	07/14/2008	12/21/2012	2,452.00	3,587.00	-1,135.00
2000. GENERAL ELEC CAP 2/11/21	11/15/2011	11/16/2012	2,312.00	2,095.00	217.00
259. GENERAL MTRS CO	05/10/2011	05/31/2012	5,721.00	8,185.00	-2,464.00
149. GENERAL MTRS CO JR PF	11/19/2010	05/31/2012	5,487.00	7,403.00	-1,916.00
94. GENERAL MTRS CO JR PFD	03/21/2011	05/31/2012	3,461.00	4,584.00	-1,123.00
80. GOLDMAN SACHS GROUP IN	03/13/2009	05/31/2012	7,640.00	7,766.00	-126.00
2000. GOLDMAN SACHS 4/01/18	12/09/2009	11/16/2012	2,326.00	2,199.00	127.00
358. HARTFORD FINL SVCS GR	12/28/2010	05/31/2012	6,000.00	9,558.00	-3,558.00
447. J. P . MORGAN CHASE &	06/13/2008	05/31/2012	14,781.00	18,689.00	-3,908.00
2000. JP MORGAN CHASE & CO 7/22/20	11/15/2011	11/16/2012	2,232.00	2,005.00	227.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

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THERESE PLUNKETT FOUNDATION CITIGROUP TRUST -

Employer identification number

20-1078653

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	8. LIBERTY INTERACTIV COM 10/12/12	08/03/2004	09/17/2012	99.00	90.00	9.00
	1. LIBERTY INTERACTIV COM 10/12/12	08/03/2004	09/24/2012	13.00	11.00	2.00
	25. LIBERTY VENTURES	08/03/2004	08/17/2012	1,043.00	1,063.00	-20.00
	240. MERCK & CO INC NEW	08/18/2010	05/31/2012	9,031.00	8,505.00	526.00
	3000. MERRILL LYNCH & CO 8/28/17	05/31/2011	11/16/2012	3,474.00	3,360.00	114.00
	86. METLIFE INC	03/15/2011	05/31/2012	2,512.00	3,750.00	-1,238.00
	125. METLIFE INC	06/21/2010	05/31/2012	3,652.00	5,236.00	-1,584.00
	143. MICROSOFT CORP	03/17/2004	05/31/2012	4,181.00	3,609.00	572.00
	25. MICROSOFT CORP	03/17/2004	06/14/2012	733.00	631.00	102.00
	648. MORGAN STANLEY, DEAN	04/14/2010	05/31/2012	8,585.00	19,809.00	-11,224.00
	245. NEWMONT MNG CORP	02/03/2010	05/31/2012	11,492.00	12,541.00	-1,049.00
	123. ORACLE CORP	10/13/2010	06/14/2012	3,320.00	3,513.00	-193.00
	38. PEPSICO INC	12/28/2010	05/31/2012	2,580.00	2,325.00	255.00
	142. PEPSICO INC	03/10/2011	05/31/2012	9,643.00	9,183.00	460.00
	111. PETROLEO BRASILEIRO S 00	03/24/2011	01/29/2013	2,138.00	3,828.00	-1,690.00
	785. PFIZER INC.	03/05/2008	05/31/2012	17,293.00	17,263.00	30.00
	120. PROCTOR & GAMBLE CO	04/20/2004	05/09/2012	7,648.00	4,712.00	2,936.00
	22000. ROYAL BK OF SCOTLAN 9/21/15	09/24/2010	09/07/2012	23,377.00	22,073.00	1,304.00
	674. SCHWAB CHARLES CORP N	02/19/2009	05/31/2012	8,371.00	9,154.00	-783.00
	100. SMITH & NEPHEW P L C	01/24/2005	03/05/2013	5,443.00	4,955.00	488.00
	139. SUNTRUST BKS INC	12/15/2010	05/31/2012	3,163.00	3,671.00	-508.00
	250. TESCO PLC	05/13/2004	04/16/2012	3,852.00	3,318.00	534.00
	89. TEVA PHARMACEUTICAL IN	03/31/2011	01/29/2013	3,332.00	4,468.00	-1,136.00
	61. TEXAS INSTRS INC	04/28/2004	05/31/2012	1,736.00	1,647.00	89.00
	208. TEXAS INSTRS INC	04/28/2004	06/05/2012	5,662.00	5,616.00	46.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

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Employer identification number
20-1078653

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 177. 3M COMPANY 00	12/20/2010	05/31/2012	14,962.00	15,124.00	-162.00
70. TOTAL S A SPONSORED A	03/29/2004	01/29/2013	3,763.00	3,123.00	640.00
2000. U S TREASURY NOTES 8/15/13	05/05/2009	11/16/2012	2,060.00	2,206.00	-146.00
1000. U S TREASURY NOTES 8/15/16	11/15/2011	11/16/2012	1,165.00	1,190.00	-25.00
24000. U S TREAS NTS 11/15/12	12/10/2010	06/26/2012	24,113.00	24,347.00	-234.00
23000. U S TREAS NTS 11/15/12	12/10/2010	07/26/2012	23,084.00	23,332.00	-248.00
20000. U S TREAS NTS 11/15/12	12/10/2010	08/16/2012	20,061.00	20,289.00	-228.00
23000. U S TREAS NTS 11/15/12	10/20/2011	11/08/2012	23,003.00	23,329.00	-326.00
1000. U S TREASURY NOTES 11/15/19	11/15/2011	11/16/2012	1,162.00	1,132.00	30.00
1000. U S TREAS NTS 4/15/14	11/15/2011	11/16/2012	1,014.00	1,022.00	-8.00
157. VESTAS WIND SYS A/S	02/28/2011	04/17/2012	479.00	1,795.00	-1,316.00
240. VESTAS WIND SYS A/S	05/17/2010	04/17/2012	732.00	4,132.00	-3,400.00
846. VODAFONE GROUP SPD AD SH	08/10/2010	05/31/2012	22,630.00	18,662.00	3,968.00
1000. WACHOVIA CORP NEW 8/01/14	01/25/2011	11/16/2012	1,065.00	1,078.00	-13.00
20000. WACHOVIA CORP NEW 8/01/14	12/07/2011	01/14/2013	21,332.00	19,758.00	1,574.00
288. WAL MART STORES INC	07/21/2006	05/31/2012	19,135.00	12,604.00	6,531.00
1051. SEAGATE TECHNOLOGY P	03/06/2008	05/31/2012	24,645.00	22,675.00	1,970.00
119. ACE LTD	12/21/2010	05/31/2012	8,588.00	7,337.00	1,251.00
.9843 PENTAIR LTD REGISTER	04/28/2005	10/10/2012	44.00	38.00	6.00
27.6 ASML HOLDING NV-UY RE	01/22/2009	11/29/2012	1,423.00	373.00	1,050.00
6.9 ASML HOLDING NV-UY REG	09/21/2011	11/29/2012	356.00	211.00	145.00
.5 ASML HOLDING N V	09/21/2011	12/04/2012	31.00	19.00	12.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -30,728.00

Schedule D-1 (Form 1041) 2012

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311     CASH CONTRIBUTIONS
         SEE ATTACHED - 11-1111111
         -------------------------
11/15/12 CASH DISBURSEMENT                                         -14000 00                -14000 00   1211000039
         CHARITABLE DIST FROM PRIN-CASH                                                   **CHANGED** 01/07/13 JLP
         9 GRANT FROM THERESE PLUNKETT FOUNDATION
         FOR  11-1111111
         PAID TO
                  ASSISTANCE LEAGUE OF
                  HUNTINGTON BEACH
         TR TRAN#=ES000273000018  TR CD=069    REG=     PORT=PRIN
11/15/12 CASH DISBURSEMENT                                          -2500 00                 -2500 00   1211000040
         CHARITABLE DIST FROM PRIN-CASH                                                   **CHANGED** 01/07/13 JLP
         9 GRANT FROM THERESE PLUNKETT FOUNDATION
         FOR  11-1111111
         PAID TO
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TAX                                                                                                     EDIT
CODE/DATE TRANSACTIONS                                               TAXABLE        INCOME      PRINCIPAL  NUMBER
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311   CASH CONTRIBUTIONS (CONTINUED)
          SEE ATTACHED - 11-1111111 (CONTINUED)
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                   BOYS & GIRLS CLUB OF
                   HUNTINGTON VALLEY
          TR TRAN#=ES000273000019  TR CD=069    REG=     PORT=PRIN

11/15/12  CASH DISBURSEMENT                                           -30418 00                     -30418 00  1211000041
          CHARITABLE DIST FROM PRIN-CASH                                                     **CHANGED** 01/07/13 JLP
          9 GRANT FROM THERESE PLUNKETT FOUNDATION
          FOR  11-1111111
          PAID TO
                   COLETTE'S CHILDREN'S HOME
          TR TRAN#=ES000273000020  TR CD=069    REG=     PORT=PRIN

11/15/12  CASH DISBURSEMENT                                            -2500 00                      -2500 00  1211000042
          CHARITABLE DIST FROM PRIN-CASH                                                     **CHANGED** 01/07/13 JLP
          9 GRANT FROM THERESE PLUNKETT FOUNDATION
          FOR  11-1111111
          PAID TO
                   CHILDREN'S BUREAU OF SOUTHERN
                   CALIFORNIA
          TR TRAN#=ES000273000021  TR CD=069    REG=     PORT=PRIN

11/15/12  CASH DISBURSEMENT                                           -20000 00                     -20000 00  1211000043
          CHARITABLE DIST FROM PRIN-CASH                                                     **CHANGED** 01/07/13 JLP
          9 GRANT FROM THERESE PLUNKETT FOUNDATION
          FOR  11-1111111
          PAID TO
                   ALTAMED HEALTH SERVICES CORP
          TR TRAN#=ES000273000022  TR CD=069    REG=     PORT=PRIN

11/15/12  CASH DISBURSEMENT                                           -40000 00                     -40000 00  1211000044
          CHARITABLE DIST FROM PRIN-CASH                                                     **CHANGED** 01/07/13 JLP
          9 GRANT FROM THERESE PLUNKETT FOUNDATION
          FOR  11-1111111
          PAID TO
                   COMMUNITY SERVICE PROGRAMS
                   YOUTH SHELTER
          TR TRAN#=ES000273000023  TR CD=069    REG=     PORT=PRIN

11/15/12  CASH DISBURSEMENT                                           -10000 00                     -10000 00  1211000045
          CHARITABLE DIST FROM PRIN-CASH                                                     **CHANGED** 01/07/13 JLP
          9 GRANT FROM THERESE PLUNKETT FOUNDATION
          FOR  11-1111111
          PAID TO
                   EL VIENTO FOUNDATION
          TR TRAN#=ES000273000024  TR CD=069    REG=     PORT=PRIN

11/15/12  CASH DISBURSEMENT                                            -6000 00                      -6000 00  1211000046
          CHARITABLE DIST FROM PRIN-CASH                                                     **CHANGED** 01/07/13 JLP
          9 GRANT FROM THERESE PLUNKETT FOUNDATION
          FOR  11-1111111
          PAID TO
                   HUNTINGON BEACH EDUCATIONAL FDN
          TR TRAN#=ES000273000025  TR CD=069    REG=     PORT=PRIN

11/15/12  CASH DISBURSEMENT                                            -8000 00                      -8000 00  1211000047
          CHARITABLE DIST FROM PRIN-CASH                                                     **CHANGED** 01/07/13 JLP
          9 GRANT FROM THERESE PLUNKETT FOUNDATION
          FOR  11-1111111
          PAID TO
                   PROJECT SELF-SUFFICIENCY FOUNDATION
          TR TRAN#=ES000273000026  TR CD=069    REG=     PORT=PRIN

11/15/12  CASH DISBURSEMENT                                            -2000 00                      -2000 00  1211000048
          CHARITABLE DIST FROM PRIN-CASH                                                     **CHANGED** 01/07/13 JLP
          9 GRANT FROM THERESE PLUNKETT FOUNDATION
          FOR  11-1111111
          PAID TO
                   HEBREW ACADEMY
          TR TRAN#=ES000273000027  TR CD=069    REG=     PORT=PRIN

11/15/12  CASH DISBURSEMENT                                            -5000 00                      -5000 00  1211000049
          CHARITABLE DIST FROM PRIN-CASH                                                     **CHANGED** 01/07/13 JLP
          9 GRANT FROM THERESE PLUNKETT FOUNDATION
          FOR  11-1111111
          PAID TO
                   THERAPEUTIC RIDING CENTER OF
                   HUNTINGTON BEACH
          TR TRAN#=ES000273000028  TR CD=069    REG=     PORT=PRIN

11/15/12  CASH DISBURSEMENT                                            -3000 00                      -3000 00  1211000050
          CHARITABLE DIST FROM PRIN-CASH                                                     **CHANGED** 01/07/13 JLP
          9 GRANT FROM THERESE PLUNKETT FOUNDATION
          FOR  11-1111111
          PAID TO
                   WEST COUNTY FAMILY YMCA
          TR TRAN#=ES000273000029  TR CD=069    REG=     PORT=PRIN

11/15/12  CASH DISBURSEMENT                                            -5000 00                      -5000 00  1211000051
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ACCT 5880  626905046512          CITIGROUP TRUST - DELAWARE, NA                                            PAGE 66
PREP 39 ADMN 849 INV 347         TAX TRANSACTION DETAIL                                                    RUN 05/13/2013
                                                                                                               12:28 21 PM

TAX                                                                                                                  EDIT
CODE/DATE TRANSACTIONS                                                        TAXABLE        INCOME      PRINCIPAL   NUMBER
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311   CASH CONTRIBUTIONS (CONTINUED)
          SEE ATTACHED - 11-1111111 (CONTINUED)
          ------------------------------------

          CHARITABLE DIST FROM PRIN-CASH                                                              **CHANGED** 01/07/13 JLP
          9 GRANT FROM THERESE PLUNKETT FOUNDATION
          FOR  11-1111111
          PAID TO
                  HUNTINGTON BEACH MUNICIPAL
                  ART CENTER
          TR TRAN#=ES000273000030  TR CD=069    REG=     PORT=PRIN
                                                                   ------------   ------------  ------------
          TOTAL CODE 311 - CASH CONTRIBUTIONS                         -148418 00           0 00    -148418 00
                                                                   ============   ============  ============
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Asset Detail Section

Statement of Value and Activity

March 1, 2013 - March 31, 2013

Asset Detail

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
U.S. Treasuries and Agencies						
U.S. Treasury Bonds and Notes						
U S Treasury Notes 4.250% 8/15/13 CUSIP: 912828BH2	51,000.00	$51,791.01	$55,320.67	-$3,529.66	$2,167.50	1.49%
U S Treas Nts 1.250% 4/15/14 CUSIP: 912828QC7	47,000.00	$47,521.23	$47,521.74	-$0.51	$587.50	1.37%
U S Treas Nts 1.375% 11/30/15 CUSIP: 912828PJ3	19,000.00	$19,525.54	$19,556.97	-$31.43	$261.25	0.56%
U S Treasury Notes 4.875% 8/15/16 CUSIP: 912828FQ8	41,000.00	$47,086.04	$46,725.84	$360.20	$1,998.75	1.36%
U S Treas Nts 2.625% 1/31/18 CUSIP: 912828PT1	28,000.00	$30,530.92	$30,450.37	$80.55	$735.00	0.88%
U S Treasury Notes 3.375% 11/15/19 CUSIP: 912828LY4	43,000.00	$49,221.67	$43,393.22	$5,828.45	$1,451.25	1.42%
U S Treas Nts 2.625% 8/15/20 CUSIP: 912828NT3	32,000.00	$34,952.64	$32,908.75	$2,043.89	$840.00	1.01%
		$280,629.05	$275,877.56	$4,751.49	$8,041.25	8.09%
Government Agency Bonds/Notes						
Fedl Natl Mtg Assn 2.625% 11/20/14 CUSIP: 31398AZV7	73,000.00	$75,853.57	$75,868.17	-$14.60	$1,916.25	2.19%
Fed Home Ln Mtg Corp 2.875% 2/09/15 CUSIP: 3137EACH0	30,000.00	$31,431.60	$31,702.47	-$270.87	$862.50	0.91%
Federal Home Ln Mtg 4.375% 7/17/15 CUSIP: 3134A4VC5	80,000.00	$87,352.80	$89,714.71	-$2,361.91	$3,500.00	2.52%

Statement of Value and Activity

March 1, 2013 - March 31, 2013

Description	*Shares/Par Value*	*Market Value*	*Tax Cost*	*Unrealized Gain/Loss*	*Estimated Annual Income*	*Percent of Market Value*
Fed Natl Mtg Assn 5.250% 9/15/16 CUSIP: 31359MW41	55,000.00	$63,864.35	$62,329.87	$1,534.48	$2,887.50	1.84%
Fedl Home Ln Mtg Cor 2.375% 1/13/22 CUSIP: 3137EADB2	33,000.00	$34,346.40	$34,321.78	$24.62	$783.75	0.99%
		$292,848.72	$293,937.00	-$1,088.28	$9,950.00	8.45%
Total U.S. Treasuries and Agencies		$573,477.77	$569,814.56	$3,663.21	$17,991.25	16.54%
Corporate and Foreign Bonds *U.S. Corporate Bonds & Notes*						
Verizon Wireless Cap 5.550% 2/01/14 CUSIP: 92344SAP5	24,000.00	$24,949.68	$26,267.84	-$1,318.16	$1,332.00	0.72%
American Express Co 7 250% 5/20/14 CUSIP· 025816BA6	23,000.00	$24,686.13	$24,269.56	$416.57	$1,667.50	0.71%
Kraft Foods Inc 4.125% 2/09/16 CUSIP: 50075NBB9	21,000.00	$22,755.60	$22,061.92	$693.68	$866.25	0.66%
Caterpillar Finl Svc 1.625% 6/01/17 CUSIP: 14912L5E7	24,000.00	$24,427.44	$24,265.80	$161.64	$390.00	0.71%
Merrill Lynch & Co 6.400% 8/28/17 CUSIP: 59018YJ69	20,000.00	$23,473.80	$21,888.36	$1,585.44	$1,280.00	0.68%
At & T Inc 5.500% 2/01/18 CUSIP: 00206RAJ1	20,000.00	$23,512.80	$21,140.22	$2,372.58	$1,100.00	0.68%
Goldman Sachs 6.150% 4/01/18 CUSIP: 38141GFM1	20,000.00	$23,567.40	$21,634.68	$1,932.72	$1,230.00	0 68%
Time Warner Cable In 6.750% 7/01/18 CUSIP. 88732JAL2	18,000.00	$22,150.26	$22,117.14	$33.12	$1,215.00	0.64%

Statement of Value and Activity

March 1, 2013 - March 31, 2013

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Comcast Corp New 5.150% 3/01/20 CUSIP: 20030NBA8	21,000.00	$24,878.91	$22,029.43	$2,849.48	$1,081.50	0.72%
JP Morgan Chase & Co 4.400% 7/22/20 CUSIP: 46625HHS2	21,000.00	$23,279.13	$20,595.96	$2,683.17	$924.00	0.67%
General Elec Cap 5.300% 2/11/21 CUSIP: 369622SM8	20,000.00	$22,927.60	$20,180.60	$2,747.00	$1,060.00	0.66%
Time Warner Inc 4.750% 3/29/21 CUSIP: 887317AK1	21,000.00	$23,770.11	$22,318.59	$1,451.52	$997.50	0.69%
Enterprise Prods Ope 4.050% 2/15/22 CUSIP: 29379VAU7	19,000.00	$20,605.69	$19,948.88	$656.81	$769.50	0.59%
Wells Fargo & Co 3.500% 3/08/22 CUSIP: 94974BFC9	22,000.00	$23,122.00	$23,321.54	-$199.54	$770.00	0.67%
		$328,106.55	$312,040.52	$16,066.03	$14,683.25	9.48%
Foreign Corporate Bonds						
Petrobras Intl FIN 3.500% 2/06/17 CUSIP: 71645WAU5	22,000.00	$22,714.78	$22,176.44	$538.34	$770.00	0.66%
HSBC Hldgs PLC 4.000% 3/20/22 CUSIP: 404280AN9	22,000.00	$23,670.46	$23,562.44	$108.02	$880.00	0.68%
		$46,385.24	$45,738.88	$646.36	$1,650.00	1.34%
Total Corporate and Foreign Bonds		$374,491.79	$357,779.40	$16,712.39	$16,333.25	10.82%

Statement of Value and Activity

March 1. 2013 - March 31, 2013

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Common Equity Securities						
Domestic Common Stocks						
Air Prods & Chems Inc CUSIP: 009158106	135.00	$11,761.20	$10,545.38	$1,215.82	$383.40	0.34%
Akamai Technologies Inc CUSIP: 00971T101	640.00	$22,604.80	$14,072.63	$8,532.17	$0.00	0.65%
Altria Group Inc CUSIP: 02209S103	345.00	$11,864.55	$11,056.28	$808.27	$607.20	0.34%
Amazon Com Inc CUSIP: 023135106	136.00	$36,242.64	$4,417.21	$31,825.43	$0.00	1.05%
AMC Networks Inc CUSIP: 00164V103	75.00	$4,741.50	$955.73	$3,785.77	$0.00	0.14%
American Express Co Com CUSIP: 025816109	276.00	$18,618.96	$15,181.01	$3,437.95	$220.80	0.54%
AMGEN Inc Com CUSIP. 031162100	113.00	$11,583.63	$4,876.93	$6,706.70	$212.44	0.33%
Anadarko Petroleum Corp CUSIP: 032511107	200.00	$17,490.00	$7,103.78	$10,386.22	$72.00	0.50%
Apache Corp CUSIP: 037411105	220.00	$16,975.20	$19,386.93	-$2,411.73	$176.00	0.49%
Apple Incorporated CUSIP: 037833100	21.00	$9,295.86	$7,139.08	$2,156.78	$222.60	0.27%
AT & T Inc CUSIP: 00206R102	260.00	$9,539.40	$6,839.87	$2,699.53	$468.00	0.28%
Autodesk Inc CUSIP: 052769106	290.00	$11,962.50	$5,216.36	$6,746.14	$0.00	0.35%

Statement of Value and Activity

March 1, 2013 - March 31, 2013

Description	**Shares/Par Value**	**Market Value**	**Tax Cost**	**Unrealized Gain/Loss**	**Estimated Annual Income**	**Percent of Market Value**
Bank of New York Mellon Corp CUSIP: 064058100	320.00	$8,956.80	$6,199.35	$2,757.45	$166.40	0.26%
Bed Bath & Beyond Inc Com CUSIP: 075896100	240.00	$15,460.80	$7,376.29	$8,084.51	$0.00	0.45%
Biogen IDEC Inc CUSIP: 09062X103	400.00	$77,047.20	$15,497.79	$61,549.41	$0.00	2.22%
Blackrock Inc CUSIP: 09247X101	98.00	$25,174.24	$14,222.39	$10,951.85	$658.56	0.73%
Broadcom Corp Com CUSIP: 111320107	726.00	$25,176.95	$22,362.45	$2,814.50	$319.44	0.73%
Cablevision Sys Corp CUSIP: 12686C109	450.00	$6,732.00	$4,307.90	$2,424.10	$270.00	0.19%
Cameron Intl Corp CUSIP: 13342B105	288.00	$18,777.60	$13,766.79	$5,010.81	$0.00	0.54%
Capital One Finl Corp CUSIP: 14040H105	170.00	$9,341.50	$8,491.09	$850.41	$34.00	0.27%
Celgene Corp CUSIP: 151020104	352.00	$40,800.32	$17,328.25	$23,472.07	$0.00	1.18%
Centurylink Inc CUSIP: 156700106	185.00	$6,499.05	$6,985.41	-$486.36	$399.60	0.19%
Chevron Corp CUSIP: 166764100	204.00	$24,239.28	$17,776.89	$6,462.39	$734.40	0.70%
CISCO Systems Inc Com CUSIP: 17275R102	490.00	$10,238.55	$8,716.40	$1,522.15	$274.40	0.30%
CITRIX Sys Inc Com CUSIP: 177376100	240.00	$17,316.00	$14,695.70	$2,620.30	$0.00	0.50%
CME Group Inc CUSIP: 12572Q105	220.00	$13,510.20	$13,089.64	$420.56	$396.00	0.39%

Statement of Value and Activity

March 1, 2013 - March 31, 2013

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Coca Cola Co Com CUSIP: 191216100	550.00	$22,242.00	$11,355.91	$10,886.09	$616.00	0.64%
Comcast Corp New CL A Spl CUSIP: 20030N200	1,400.00	$55,454.00	$27,525.54	$27,928.46	$1,092.00	1.60%
ConocoPhillips CUSIP: 20825C104	150.00	$9,015.00	$7,713.90	$1,301.10	$396.00	0.26%
Cree Inc CUSIP: 225447101	256.00	$14,005.76	$6,568.17	$7,437.59	$0.00	0.40%
Crown Hldgs Inc CUSIP: 228368106	295.00	$12,274.95	$9,882.53	$2,392.42	$0.00	0.35%
Cvs/Caremark Corp CUSIP: 126650100	1,010.00	$55,539.90	$36,084.87	$19,455.03	$909.00	1.60%
Deere & Co. CUSIP: 244199105	135.00	$11,607.30	$11,066.99	$540.31	$275.40	0.34%
DirecTV CUSIP: 25490A309	150.00	$8,488.50	$1,893.88	$6,594.62	$0.00	0.25%
Dish Network Corp CUSIP: 25470M109	515.00	$19,518.50	$14,191.49	$5,327.01	$0.00	0.56%
Dolby Laboratories Inc CUSIP: 25659T107	198.00	$6,644.88	$6,129.51	$515.37	$0.00	0.19%
E M C Corp Mass Com CUSIP: 268648102	536.00	$12,805.04	$13,004.11	-$199.07	$0.00	0.37%
Ebay Inc CUSIP: 278642103	625.00	$33,887.50	$15,093.81	$18,793.69	$0.00	0.98%
EOG Resources Inc CUSIP: 26875P101	75.00	$9,605.25	$5,285.80	$4,319.45	$56.25	0.28%
Express Scripts Inc CUSIP: 30219G108	250.00	$14,405.00	$12.494.13	$1,910.87	$0.00	0.42%

Statement of Value and Activity

March 1, 2013 - March 31, 2013

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Exxon Mobil Corp CUSIP: 30231G102	213.00	$19,193.43	$14,157.94	$5,035.49	$485.64	0.55%
Fluor Corp New CUSIP: 343412102	125.00	$8,291.25	$4,018.22	$4,273.03	$80.00	0.24%
Forest Labs Inc CL A Com CUSIP: 345838106	465.00	$17,688.60	$11,639.65	$6,048.95	$0.00	0.51%
Freeport McMoran Copper B CUSIP: 35671D857	100.00	$3,310.00	$1,185.40	$2,124.60	$125.00	0.10%
General Electric Corp Com CUSIP: 369604103	1,415.00	$32,714.80	$31,124.02	$1,590.78	$1,075.40	0.94%
Google Inc CUSIP: 38259P508	43.00	$34,150.08	$16,199.47	$17,950.61	$0.00	0.99%
Halliburton Co Com CUSIP: 406216101	370.00	$14,951.70	$11,592.92	$3,358.78	$185.00	0.43%
Home Depot Inc Com CUSIP: 437076102	700.00	$48,846.00	$27,227.07	$21,618.93	$1,092.00	1.41%
Honeywell Intl Inc CUSIP: 438516106	280.00	$21,098.00	$15,205.88	$5,892.12	$459.20	0.61%
IBM Corporation Com CUSIP: 459200101	90.00	$19,197.00	$17,236.84	$1,960.16	$306.00	0.55%
Illinois Tool Works CUSIP: 452308109	230.00	$14,016.20	$12,673.16	$1,343.04	$349.60	0.40%
Immunogen Inc CUSIP: 45253H101	250.00	$4,017.50	$1,939.41	$2,078.09	$0.00	0.12%
Intuit CUSIP: 461202103	225.00	$14,773.50	$9,926.68	$4,846.82	$153.00	0.43%
Isis Pharmaceuticals CUSIP: 464330109	260.00	$4,404.40	$2,436.62	$1,967.78	$0.00	0.13%

Statement of Value and Activity

March 1, 2013 - March 31, 2013

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Johnson & Johnson Com CUSIP: 478160104	581.00	$47,368.93	$31,347.01	$16,021.92	$1,417.64	1.37%
JPMorgan Chase & Co CUSIP: 46625H100	685.00	$32,510.10	$22,950.56	$9,559.54	$822.00	0.94%
Juniper Networks Inc CUSIP: 48203R104	1,062.00	$19,689.48	$18,394.37	$1,295.11	$0.00	0.57%
Kimberly-Clark Corp Com CUSIP: 494368103	170.00	$16,656.60	$13,393.93	$3,262.67	$550.80	0.48%
L-3 Communications Hldgs Inc CUSIP: 502424104	110.00	$8,901.20	$5,679.90	$3,221.30	$242.00	0.26%
Liberty Interactive Corporation CUSIP: 53071M104	500.00	$10,685.00	$7,618.87	$3,066.13	$0.00	0.31%
Liberty Media Corp CUSIP: 531229102	150.00	$16,744.50	$813.68	$15,930.82	$0.00	0.48%
Liberty Media Corporation CUSIP: 85571Q102	150.00	$3,322.50	$93.56	$3,228.94	$0.00	0.10%
Loews Corp CUSIP: 540424108	240.00	$10,576.80	$9,234.29	$1,342.51	$60.00	0.31%
Lorillard Inc CUSIP: 544147101	205.00	$8,271.75	$8,263.75	$8.00	$451.00	0.24%
Marsh & McLennan Cos Inc Com CUSIP: 571748102	335.00	$12,719.95	$10,659.83	$2,060.12	$308.20	0.37%
McDonalds Corp Com CUSIP: 580135101	70.00	$6,978.30	$6,141.00	$837.30	$215.60	0.20%
Merck & Co Inc New CUSIP: 58933Y105	390.00	$17,238.00	$13,512.76	$3,725.24	$670.80	0.50%
Metlife Inc CUSIP: 59156R108	240.00	$9,124.80	$9,839.58	-$714.78	$177.60	0.26%

Statement of Value and Activity

March 1, 2013 - March 31, 2013

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Mettler-Toledo Intl Inc Com CUSIP: 592688105	46.00	$9,808.12	$1,953.16	$7,854.96	$0.00	0.28%
Microsoft Corp Com CUSIP: 594918104	1,190.00	$34,039.95	$29,389.95	$4,650.00	$1,094.80	0.98%
Monsanto Co New CUSIP: 61166W101	200.00	$21,126.00	$13,367.77	$7,758.23	$300.00	0.61%
Morgan Stanley CUSIP: 617446448	335.00	$7,363.30	$6,350.59	$1,012.71	$67.00	0.21%
Motorola Solutions Inc CUSIP: 620076307	230.00	$14,726.90	$10,887.26	$3,839.64	$239.20	0.43%
Nasdaq Omx Group Inc CUSIP: 631103108	294.00	$9,496.20	$6,681.64	$2,814.56	$152.88	0.27%
Nat'l Oilwell Varco CUSIP: 637071101	100.00	$7,075.00	$3,458.18	$3,616.82	$52.00	0.20%
Netapp Inc CUSIP: 64110D104	395.00	$13,493.20	$17,153.47	-$3,660.27	$0.00	0.39%
News Corp CUSIP: 65248E203	1,085.00	$33,374.60	$20,339.25	$13,035.35	$184.45	0.96%
Nike Inc Class B Com CUSIP: 654106103	240.00	$14,162.40	$9,851.45	$4,310.95	$201.60	0.41%
Nucor Corp CUSIP: 670346105	175.00	$8,076.25	$7,101.93	$974.32	$257.25	0.23%
Oracle Corporation Com CUSIP: 68389X105	290.00	$9,375.70	$8,070.78	$1,304.92	$69.60	0.27%
Pall Corp Com CUSIP: 696429307	175.00	$11,964.75	$4,061.75	$7,903.00	$175.00	0.35%
Pepsico Inc Com CUSIP: 713448108	339.00	$26,818.29	$17,318.85	$9,499.44	$728.85	0.77%

Statement of Value and Activity

March 1, 2013 - March 31, 2013

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Pfizer Inc Com CUSIP: 717081103	350.00	$10,101.00	$6,831.69	$3,269.31	$336.00	0.29%
Philip Morris Intl Inc CUSIP: 718172109	285.00	$26,422.35	$23,803.03	$2,619.32	$969.00	0.76%
Procter & Gamble Company Com CUSIP: 742718109	124.00	$9,555.44	$4,868.87	$4,686.57	$278.75	0.28%
Progressive Corp Ohio CUSIP: 743315103	320.00	$8,086.40	$6,870.85	$1,215.55	$90.88	0.23%
Qualcomm Inc Com CUSIP: 747525103	229.00	$15,329.26	$11,766.94	$3.562.32	$229.00	0.44%
Sandisk Corp CUSIP: 80004C101	200.00	$10,992.00	$4,069.50	$6,922.50	$0.00	0.32%
Schwab Charles Corp New CUSIP: 808513105	792.00	$14,010.48	$10,101.43	$3,909.05	$190.08	0.40%
Sempra Energy CUSIP: 816851109	245.00	$19,585.30	$15,864.61	$3,720.69	$617.40	0.57%
State Street Corp CUSIP: 857477103	345.00	$20,386.05	$14,200.37	$6,185.68	$358.80	0.59%
Target Corp Com CUSIP: 87612E106	127.00	$8,693.15	$7,516.01	$1,177.14	$182.88	0.25%
Texas Instruments Com CUSIP: 882508104	415.00	$14,724.20	$10,005.00	$4,719.20	$464.80	0.43%
The ADT Corporation CUSIP: 00101J106	137.00	$6,704.78	$3,600.43	$3,104.35	$68.50	0.19%
The Travelers Companies Inc CUSIP. 89417E109	170.00	$14,312.30	$9,556.82	$4,755.48	$312.80	0.41%
Thermo Fisher Corp CUSIP: 883556102	315.00	$24,094.35	$12,960.41	$11,133.94	$189.00	0.70%

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Asset Detail Section (continued)

Statement of Value and Activity

March 1, 2013 - March 31, 2013

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Time Warner Cable CUSIP: 88732J207	180.00	$17,290.80	$13,387.84	$3,902.96	$468.00	0.50%
Time Warner Inc CUSIP: 887317303	395.00	$22,759.90	$14,044.64	$8,715.26	$454.25	0.66%
United Parcel Service Inc CUSIP: 911312106	216.00	$18,554.40	$15,817.38	$2,737.02	$535.68	0.54%
United Technologies Corp Com CUSIP: 913017109	175.00	$16,350.25	$14,208.48	$2,141.77	$374.50	0.47%
UnitedHealth Group Inc CUSIP: 91324P102	539.00	$30,836.19	$17,190.36	$13,645.83	$458.15	0.89%
US Bancorp DEL CUSIP: 902973304	710.00	$24,090.30	$21,494.90	$2,595.40	$553.80	0.70%
Verizon Communications CUSIP: 92343V104	190.00	$9,338.50	$7,851.22	$1,487.28	$391.40	0.27%
Vertex Pharmaceuticals Inc CUSIP: 92532F100	140.00	$7,695.80	$3,775.41	$3,920.39	$0.00	0.22%
Visa Inc-Class A Shares CUSIP: 92826C839	223.00	$37,874.32	$16,661.69	$21,212.63	$294.36	1.09%
Walt Disney Company Com CUSIP: 254687106	456.00	$25,900.80	$10,433.99	$15,466.81	$342.00	0.75%
Wellpoint Inc CUSIP: 94973V107	170.00	$11,259.10	$10,847.81	$411.29	$255.00	0.32%
Wells Fargo & Co New Com CUSIP: 949746101	725.00	$26,817.75	$21,472.53	$5,345.22	$725.00	0.77%
XEROX Corporation Com CUSIP: 984121103	1,075.00	$9,245.00	$7,771.07	$1,473.93	$247.25	0.27%

Statement of Value and Activity

March 1, 2013 - March 31, 2013

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Yum Brands Inc CUSIP: 988498101	165.00	$11,870.10	$11,428.15	$441.95	$221.10	0.34%
		$1,938,665.61	$1,274,792.00	$663,873.61	$31,317.38	55.98%
ADRs						
Anheuser Busch Inbev Sa/Nv CUSIP: 03524A108	395.00	$39,322.25	$24,119.83	$15,202.42	$510.74	1.14%
ASML Holding N V CUSIP. N07059210	115.00	$7,818.85	$2,472.22	$5,346.63	$69.00	0.23%
Atlas Copco AB CUSIP: 049255805	250.00	$6,290.00	$2,927.55	$3,362.45	$126.75	0.18%
AXA S.A SPD ADR CUSIP: 054536107	280.00	$4,830.00	$6,372.84	-$1,542.84	$178.08	0.14%
Barclays PLC ADR CUSIP. 06738E204	395.00	$7,015.20	$6,716.22	$298.98	$157.21	0.20%
BASF Aktiengesllschaft-Level I CUSIP: 055262505	85.00	$7,463.00	$2,213.82	$5,249.18	$209.27	0.22%
BHP Billiton LTD CUSIP: 088606108	47.00	$3,216.21	$4,379.73	-$1,163.52	$107.16	0.09%
Canon Inc ADR Repstg 5 SHS CUSIP: 138006309	175.00	$6,420.75	$5,756.84	$663.91	$246.75	0.19%
Covidien PLC CUSIP: G2554F113	100.00	$6,784.00	$3,619.59	$3,164.41	$104.00	0.20%
CRH PLC CUSIP: 12626K203	325.00	$7,179.25	$6,604.31	$574.94	$263.58	0.21%
Danone CUSIP: 23636T100	380.00	$5,331.40	$3,128.35	$2,203.05	$95.76	0.15%

Statement of Value and Activity

March 1, 2013 - March 31, 2013

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Diageo PLC Spns ADR CUSIP: 25243Q205	60.00	$7,550.40	$3,260.40	$4,290.00	$171.00	0.22%
Eaton Corp PLC CUSIP: G29183103	344.00	$21,070.00	$17,855.53	$3,214.47	$577.92	0.61%
Ensco PLC CUSIP: G3157S106	126.00	$7,560.00	$6,849.50	$710.50	$204.75	0.22%
Grupo Televisa SA-Sponsored ADR CUSIP: 40049J206	225.00	$5,987.25	$2,270.25	$3,717.00	$25.20	0.17%
Honda Mtr LTD ADR New CUSIP: 438128308	185.00	$7,078.10	$4,437.00	$2,641.10	$146.15	0.20%
Hong Kong & China Gas LTD CUSIP: 438550303	2,200.00	$6,512.00	$2,171.98	$4,340.02	$81.40	0.19%
HSBC Hldgs PLC Sponsored ADR New CUSIP: 404280406	83.00	$4,427.22	$5,288.12	-$860.90	$186.75	0.13%
Hutchinson Whampoa LTD ADR CUSIP: 448415208	250.00	$5,261.00	$3,140.00	$2,121.00	$119.25	0.15%
Icon PLC CUSIP: G4705A100	203.00	$6,554.87	$5,264.75	$1,290.12	$0.00	0.19%
ING Groep N V Sponsored ADR CUSIP: 456837103	495.00	$3,568.95	$4,609.10	-$1,040.15	$0.00	0.10%
Komatsu LTD Spns ADR CUSIP: 500458401	288.00	$6,842.88	$7,728.31	-$885.43	$133.92	0.20%
Mitsubishi UFJ Finl Group Apd ADR CUSIP: 606822104	700.00	$4,200.00	$5,947.93	-$1,747.93	$95.20	0.12%
Nestle SA Spon ADR Repstg Reg CUSIP: 641069406	113.00	$8,189.11	$2,904.10	$5,285.01	$206.45	0.24%
Noble Corp Com CUSIP: H5833N103	230.00	$8,774.50	$7,064.43	$1,710.07	$121.67	0.25%

Statement of Value and Activity

March 1, 2013 - March 31, 2013

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Novartis AG Spons ADR CUSIP: 66987V109	220.00	$15,672.80	$10,765.38	$4,907.42	$471.90	0.45%
Novo-Nordisk A S CUSIP: 670100205	35.00	$5,652.50	$804.12	$4,848.38	$79.24	0.16%
Orix Corp Spnd ADR CUSIP: 686330101	136.00	$8,646.88	$7,750.56	$896.32	$72.08	0.25%
Pentair LTD Registered CUSIP: H6169Q108	65.00	$3,428.75	$2,090.99	$1,337.76	$59.80	0.10%
Rio Tinto PLC Spn ADR CUSIP: 767204100	130.00	$6,120.40	$4,841.09	$1,279.31	$217.62	0.18%
Royal Dutch Shell PLC SPD ADR CUSIP: 780259107	84.00	$5,612.88	$6,235.86	-$622.98	$288.96	0.16%
Royal Dutch Shell PLC SPD ADR CUSIP. 780259206	165.00	$10,751.40	$11,188.93	-$437.53	$482.46	0.31%
Sap AG CUSIP: 803054204	150.00	$12,081.00	$5,755.50	$6,325.50	$101.25	0.35%
Schlumberger LTD CUSIP: 806857108	299.00	$22,392.11	$18,989.27	$3,402.84	$373.75	0.65%
Seagate Technology PLC CUSIP: G7945M107	415.00	$15,170.33	$5,206.45	$9,963.88	$630.80	0.44%
Shire PLC CUSIP: 82481R106	45.00	$4,111.20	$2,448.88	$1,662.32	$23.40	0.12%
Signet Jewelers LTD CUSIP: G81276100	94.00	$6,298.00	$4,436.55	$1,861.45	$56.40	0.18%
Suncor Energy Inc CUSIP: 867224107	425.00	$12,754.25	$12,333.08	$421.17	$216.33	0.37%
TE Connectivity LTD CUSIP: H84989104	640.00	$26,835.20	$19,884.12	$6,951.08	$537.60	0.77%

Asset Detail Section (continued)

Statement of Value and Activity

March 1, 2013 - March 31, 2013

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Telefonica S A CUSIP: 879382208	150.00	$2,026.50	$2,217.31	-$190.81	$121.35	0.06%
TEVA Pharmaceutical Inds ADR CUSIP: 881624209	180.00	$7,142.40	$7,518.40	-$376.00	$136.98	0.21%
Trend Micro Inc ADR CUSIP: 89486M206	130.00	$3,649.10	$4,638.57	-$989.47	$82.16	0.11%
Tyco International Com Usd0.80 CUSIP: H89128104	275.00	$8,800.00	$5,508.83	$3,291.17	$176.00	0.25%
UBS AG CUSIP: H89231338	305.00	$4,693.95	$8,187.65	-$3,493.70	$45.75	0.14%
United Overseas Bk Ltdadr CUSIP: 911271302	211.00	$6,952.45	$3,394.25	$3,558.20	$201.08	0.20%
Vodafone Group SPD ADR Rep 10 Ord SH CUSIP: 92857W209	158.00	$4,487.20	$3,411.96	$1,075.24	$236.84	0.13%
Wal-Mart DE Mexico S.A.B DE C V CUSIP: 93114W107	175.00	$5,731.25	$1,251.25	$4,480.00	$56.35	0.17%
Weatherford Int LTD Com Usd1.00 CUSIP: H27013103	800.00	$9,712.00	$8,950.00	$762.00	$0.00	0.28%
Wolseley PLC CUSIP: 977868207	1,520.00	$7,630.40	$7,412.89	$217.51	$129.20	0.22%
		$421,600.14	$312,324.59	$109,275.55	$8,935.26	12.20%
Total Common Equity Securities		$2,360,265.75	$1,587,116.59	$773,149.16	$40,252.64	68.18%
Cash Equivalents *Invested Cash*						
Citibank M.D.A. (L) CUSIP: 9900CST72	59,027.55	$59,027.55	$59,027.55	$0.00	$29.51	1.70%

Asset Detail Section (continued)

Statement of Value and Activity

March 1, 2013 - March 31, 2013

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Citibank M.D.A. (L) CUSIP: 9900CST72	97,187.98	$97,187.98	$97,187.98	$0.00	$48.59	2.76%(I)
Total Cash Equivalents		$156,215.53	$156,215.53	$0.00	$78.10	4.46%
Total All Assets		**$3,464,450.84**	**$2,670,926.08**	**$793,524.76**	**$74,655.24**	**100.00%**