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

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning 05/01, 2012, and ending 04/30, 2013

Name of foundation THE SAPP FAMILY FOUNDATION		A Employer identification number 13-3632757
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (518) 640-5000
City or town, state, and ZIP code NEW YORK, NY 10274-0073		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization		D
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 9,948,676.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	454.	454.	0.	ATCH 1
4 Dividends and interest from securities	352,657.	352,657.	0.	ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	337,791.			
b Gross sales price for all assets on line 6a 2,850,763.				
7 Capital gain net income (from Part IV, line 2)		337,791.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH 3	16,712.	16,712.	0.	
12 Total. Add lines 1 through 11	707,614.	707,614.	0.	
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans/employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest ATCH 4	98.	98.	0.	
18 Taxes (attach schedule) (see instructions) ATCH 5	17,912.	2,912.	0.	
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	72,697.	71,000.	0.	
24 Total operating and administrative expenses. Add lines 13 through 23	90,707.	74,010.	0.	
25 Contributions, gifts, grants paid	500,000.			500,000.
26 Total expenses and disbursements. Add lines 24 and 25	590,707.	74,010.	0.	500,000.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	116,907.			
b Net investment income (if negative, enter -0-)		633,604.		
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		103,643.	527,777.	527,777.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 7		5,485,797.	5,382,396.	6,040,604.
	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) ATCH 8		4,329,531.	4,125,705.	3,380,295.
	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)		9,918,971.	10,035,878.	9,948,676.	
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)		0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		9,918,971.	10,035,878.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)		9,918,971.	10,035,878.		
31	Total liabilities and net assets/fund balances (see instructions)		9,918,971.	10,035,878.		

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 9,918,971.
2	Enter amount from Part I, line 27a	2 116,907.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 10,035,878.
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 10,035,878.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
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	337,791.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	261,000.	8,944,838.	0.029179
2010	499,102.	8,357,096.	0.059722
2009	310,000.	8,964,376.	0.034581
2008	565,000.	10,381,024.	0.054426
2007	640,042.	12,211,833.	0.052412
2 Total of line 1, column (d)			2 0.230320
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 0.046064
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 9,424,034.
5 Multiply line 4 by line 3			5 434,109.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,336.
7 Add lines 5 and 6			7 440,445.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 500,000.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	6,336.
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	6,336.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	6,336.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	16,305.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	26,305.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	19,969.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 19,969. Refunded <input type="checkbox"/> <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
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 AYCO COMPANY, L.P. - NTG Telephone no (518) 640-5000
Located at 25 BRITISH AMERICAN BLVD. LATHAM, NY ZIP+4 12110
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
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 Yes No 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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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 N/A
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 X 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 N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X 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 propoganda, 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)? Yes No
 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? 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? Yes No
 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? Yes No

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
ATCH 9		0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N/A		0	0	0

Total number of other employees paid over \$50,000 Yes No 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
N/A	NONE	0

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 THE FOUNDATION IS NOT INVOLVED IN ANY CHARITABLE ACTIVITIES. THE PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER IRC SEC. 501(C)3.	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 N/A	NONE
2 -----	
All other program-related investments See instructions 3 N/A	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	5,851,337.
b	Average of monthly cash balances	1b	335,914.
c	Fair market value of all other assets (see instructions)	1c	3,380,296.
d	Total (add lines 1a, b, and c)	1d	9,567,547.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	9,567,547.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	143,513.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,424,034.
6	Minimum investment return. Enter 5% of line 5	6	471,202.

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	471,202.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,336.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,336.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	464,866.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	464,866.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	464,866.

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	500,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	500,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	6,336.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	493,664.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				464,866.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 0.				
b From 2008 0.				
c From 2009 0.				
d From 2010 68,013.				
e From 2011 0.				
f Total of lines 3a through e	68,013.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 500,000.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				464,866.
e Remaining amount distributed out of corpus	35,134.			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	103,147.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	103,147.			
10 Analysis of line 9				
a Excess from 2008 0.				
b Excess from 2009 0.				
c Excess from 2010 68,013.				
d Excess from 2011 0.				
e Excess from 2012 35,134.				

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

NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

RICHARD A. SAPP

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 <i>Paid during the year</i> ATCH 10				
Total ▶ 3a				500,000.
b <i>Approved for future payment</i>				
Total ▶ 3b				

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					18,487.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-40,397.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					27,495.	
698,123.		GOLDMAN SACHS #9171 PROPERTY TYPE: SECURITIES 633,518.				P	VAR 64,605.	VAR
240,932.		GOLDMAN SACHS #9171 PROPERTY TYPE: SECURITIES 210,784.				P	VAR 30,148.	VAR
488,094.		GOLDMAN SACHS #9206 PROPERTY TYPE: SECURITIES 457,398.				P	VAR 30,696.	VAR
420,112.		GOLDMAN SACHS #9206 PROPERTY TYPE: SECURITIES 345,703.				P	VAR 74,409.	VAR
700,000.		GOLDMAN SACHS #7385 PROPERTY TYPE: SECURITIES 669,444.				P	VAR 30,556.	VAR
153,050.		GS MEZZANINE PARTNERS III PROPERTY TYPE: OTHER 74,600.				P	VAR 78,450.	VAR
96,108.		GS MEZZANINE PARTNERS V PROPERTY TYPE: OTHER 85,035.				P	VAR 11,073.	VAR
48,759.		GS WEST STREET PARTNERS PROPERTY TYPE: OTHER 36,490.				P	VAR 12,269.	VAR
TOTAL GAIN (LOSS)							<u>337,791.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CHASE		
GOLDMAN SACHS #9206	53.	53.
GOLDMAN SACHS #7380	350.	350.
GOLDMAN SACHS #7385	1.	1.
GOLDMAN SACHS #9171	50.	50.
TOTAL	<u>454.</u>	<u>454.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GOLDMAN SACHS #7385 - DIVIDENDS	25,866.	25,866.
GOLDMAN SACHS #7380 - DIVIDENDS	113,087.	113,087.
GOLDMAN SACHS #9206 - DIVIDENDS	25,966.	25,966.
GS DYNAMIC EQUITY/ALPHA+ K-1 - DIVIDENDS	29,920.	29,920.
GOLDMAN SACHS #9171 - DIVIDENDS	21,638.	21,638.
GS CAPITAL PTRS VI PARALLEL - DIVIDENDS	8,644.	8,644.
GS CAPITAL PTRS VI PARALLEL - INTEREST	7,217.	7,217.
GS MEZZ PTRS V - INVESTMENT INCOME	22,375.	22,375.
THL EQUITY FUND VI - INVESTMENT INCOME	97,944.	97,944.
TOTAL	<u>352,657.</u>	<u>352,657.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER PORTFOLIO INCOME - K-1S	16,302.	16,302.
SECTION 1256 GAIN - K-1S	121.	121.
ORDINARY BUSINESS INCOME - K-1S	13.	13.
OTHER LT GAIN	276.	276.
	<u>16,712.</u>	<u>16,712.</u>

TOTALS

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INTEREST EXPENSE	98.	98.
TOTALS	<u>98.</u>	<u>98.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL TAX PAYMENTS	15,000.	
FOREIGN TAXES PAID	2,912.	2,912.
TOTALS	<u>17,912.</u>	<u>2,912.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MANAGEMENT FEES	58,878.	58,878.
BANK CHARGES	274.	
NYS FILING FEES	250.	
OTHER PORTFOLIO DEDUCTIONS K-1	12,122.	12,122.
T/E NONDEDUCTIBLE EXPENSES	1,043.	
PUBLICATION FEE	130.	
TOTALS	<u>72,697.</u>	<u>71,000.</u>

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN SACHS #7385	1,233,827.	1,397,109.
GOLDMAN SACHS #7380	2,043,212.	2,113,121.
GOLDMAN SACHS #9171	980,611.	1,144,505.
GOLDMAN SACHS #9206	1,124,746.	1,385,869.
TOTALS	<u>5,382,396.</u>	<u>6,040,604.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GS DYNAMIC EQUITY/ALPHA PLUS	1,014,866.	1,397,915.
GS MEZZANINE PARTNERS V	345,184.	282,592.
GS MEZZANINE PARTNERS III	165,114.	111,609.
WHITEHALL REAL ESTATE CORP	999,996.	98,887.
GS WEST STREET PARTNERS	62,277.	87,059.
THL EQUITY FUND VI	953,671.	881,540.
GS CAPITAL PARTNERS VI	522,301.	458,397.
GS CAPITAL PARTNERS VI AIV	62,296.	62,296.
TOTALS	<u><u>4,125,705.</u></u>	<u><u>3,380,295.</u></u>

THE SAPP FAMILY FOUNDATION

13-3632757

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
RICHARD A. SAPP P.O. BOX 73, BOWLING GREEN STATION NEW YORK, NY 10274-0073	TRUSTEE - AS NEEDED	0	0	0
SHARI M. SAPP P.O. BOX 73, BOWLING GREEN STATION NEW YORK, NY 10274-0073	TRUSTEE - AS NEEDED	0	0	0
<u>GRAND TOTALS</u>		<u>0</u>	<u>0</u>	<u>0</u>

THE SAPP FAMILY FOUNDATION

13-3632757

FORM 990, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED LIST

NONE

501(C)(3)

GENERAL CHARITABLE PURPOSES

500,000

TOTAL CONTRIBUTIONS PAID

500,000

**THE SAPP FAMILY FOUNDATION
CHARITABLE CONTRIBUTION LIST
FYE: 4/30/13**

<u>Date</u>	<u>PAYEE</u>	<u>Amount</u>
10/03/12	Pacific Ridge School, Carlsbad, CA	\$ 250,000 00
04/04/13	Pacific Ridge School, Carlsbad, CA	\$ 250,000 00
Total Charitable Contributions Paid		<u><u>\$ 500,000.00</u></u>

**All contributions were made to the general purpose
fund of public charitable organizations that were classified
under section 501(c)(3) of the Internal Revenue Code.**

THE SAPP FAMILY FOUNDATION

13-3632757

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
OTHER PORTFOLIO INCOME - K-1S			01	16,302.	
SECTION 1256 LOSS - K-1S			01	121.	
ORDINARY BUSINESS INCOME			01	13.	
OTHER LT GAIN/(LOSS)			01	276.	

TOTALS

16,712.

**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 THE SAPP FAMILY FOUNDATION	Employer identification number 13-3632757
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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 95,301.
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 18,487.
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					5 113,788.

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					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 236,905.
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 -40,397.
9 Capital gain distributions					9 27,495.
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					12 224,003.

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

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		113,788.
14	Net long-term gain or (loss):			
	a Total for year	14a		224,003.
	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 14 ▶	15		337,791.

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	()
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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? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> 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? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> 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

THE SAPP FAMILY FOUNDATION FYE 4/30/13
 SCHEDULE D ATTACHMENT
 EIJN. 13-3632757

	Acquired	Date Sold	Qty	Cost	Proceeds	Gain/Loss	Gain Type
GOLDMAN SACHS #9171							
AETNA INC CMN	10/12/12	04/30/13	121 00	5,283 83	7,010 04	1,726 21	ST
AETNA INC CMN	12/26/12	04/30/13	14 00	654 82	811 08	156 26	ST
ALTERA CORP CMN	10/25/11	07/25/12	50 00	1,916 63	1,785 92	(130 71)	ST
ALTERA CORP CMN	10/25/11	09/20/12	137 00	5,251 57	5,041 30	(210 27)	ST
AMERICAN ELECTRIC POWER INC CMN	02/23/12	01/29/13	69 00	2,633 29	3,108 34	475 05	ST
AMERICAN ELECTRIC POWER INC CMN	02/23/12	02/05/13	118 00	4,503 31	5,309 77	806 46	ST
AMERICAN ELECTRIC POWER INC CMN	06/05/12	02/05/13	45 00	1,743 18	2,024 91	281 73	ST
APPLE, INC CMN	05/30/12	09/28/12	12 00	6,875 55	8,034 63	1,159 08	ST
AT&T INC CMN	12/12/11	05/22/12	121 00	3,507 00	4,072 59	565 59	ST
AT&T INC CMN	12/22/11	05/22/12	3 00	89 09	100 97	11 88	ST
AT&T INC CMN	12/22/11	06/06/12	147 00	4,365 58	5,013 03	647 45	ST
AT&T INC CMN	02/03/12	06/06/12	89 00	2,668 74	3,035 10	366 36	ST
AT&T INC CMN	02/03/12	06/15/12	99 00	2,968 58	3,536 73	568 15	ST
AT&T INC CMN	03/05/12	06/15/12	172 00	5,322 14	6,144 63	822 49	ST
AT&T INC CMN	03/05/12	07/19/12	124 00	3,836 89	4,390 59	553 70	ST
AT&T INC CMN	03/05/12	10/12/12	93 00	2,877 66	3,327 06	449 40	ST
AT&T INC CMN	04/23/12	10/12/12	56 00	1,720 97	2,003 39	282 42	ST
AT&T INC CMN	04/23/12	04/18/13	97 00	2,980 97	3,672 52	691 55	ST
AT&T INC CMN	04/23/12	04/18/13	26 00	797 90	984 39	186 49	ST
AT&T INC CMN	04/23/12	04/24/13	139 00	4,265 68	5,116 63	850 95	ST
AT&T INC CMN	11/14/12	04/24/13	2 00	68 36	73 62	5 26	ST
BANK OF AMERICA CORP CMN	01/23/12	10/25/12	601 00	4,373 00	5,536 54	1,163 54	ST
BED BATH & BEYOND INC CMN	09/28/12	04/24/13	64 00	4,031 92	4,282 31	250 39	ST
BOSTON SCIENTIFIC CORP COMMON STOCK	10/19/11	06/06/12	775 00	4,475 89	4,374 19	(101 70)	ST
CBS CORPORATION CMN CLASS B	08/08/11	05/17/12	185 00	4,016 33	5,557 77	1,541 44	ST
CBS CORPORATION CMN CLASS B	10/10/11	05/17/12	22 00	501 18	660 92	159 74	ST
CELGENE CORPORATION CMN	04/26/12	10/05/12	37 00	2,749 99	2,968 36	218 37	ST
CELGENE CORPORATION CMN	04/26/12	02/01/13	6 00	445 94	609 17	163 23	ST
CELGENE CORPORATION CMN	06/04/12	02/01/13	86 00	5,606 93	8,731 48	3,124 55	ST
CF INDUSTRIES HOLDINGS, INC CMN	01/15/13	04/18/13	34 00	7,389 61	6,056 67	(1,332 94)	ST
CHEVRON CORPORATION CMN	06/19/12	01/04/13	136 00	14,155 68	14,983 13	827 45	ST
CHIPOTLE MEXICAN GRILL, INC CMN	08/20/12	04/11/13	25 00	7,445 06	8,465 95	1,020 89	ST
CHIPOTLE MEXICAN GRILL, INC CMN	12/26/12	04/11/13	2 00	679 44	677 27	97 83	ST
CHIPOTLE MEXICAN GRILL, INC CMN	12/26/12	04/19/13	13 00	3,766 38	4,682 05	915 67	ST
CISCO SYSTEMS, INC CMN	10/04/11	05/30/12	595 00	8,998 85	9,769 98	771 13	ST
CISCO SYSTEMS, INC CMN	10/04/11	06/01/12	50 00	756 21	803 29	47 08	ST
CISCO SYSTEMS, INC CMN	10/06/11	06/01/12	240 00	3,931 33	3,855 77	(75 56)	ST
CISCO SYSTEMS, INC CMN	01/24/12	06/01/12	363 00	7,135 82	5,831 85	(1,303 97)	ST
CISCO SYSTEMS, INC CMN	07/31/12	01/29/13	408 00	6,526 70	8,466 76	1,940 06	ST
CISCO SYSTEMS, INC CMN	07/31/12	02/07/13	56 00	895 82	1,179 47	283 65	ST
CISCO SYSTEMS, INC CMN	10/12/12	02/07/13	161 00	2,965 52	3,390 98	425 46	ST
CITIGROUP INC CMN	02/29/12	06/15/12	440 00	14,751 14	12,085 34	(2,665 80)	ST
COMCAST CORPORATION CMN CLASS A VOTI	06/04/12	08/03/12	119 00	3,450 82	4,105 97	655 15	ST
COMCAST CORPORATION CMN CLASS A VOTI	06/04/12	08/07/12	115 00	3,334 83	3,979 41	644 58	ST
CVS CAREMARK CORPORATION CMN	02/17/12	07/23/12	221 00	9,812 11	9,866 08	53 97	ST
CVS CAREMARK CORPORATION CMN	04/02/12	07/23/12	63 00	2,819 65	3,928 58	1,108 93	ST
CVS CAREMARK CORPORATION CMN	04/16/12	07/23/12	88 00	3,824 27	2,812 50	(1,011 77)	ST
DIRECTV CMN	06/22/12	02/13/13	87 00	4,112 48	4,499 43	386 95	ST
DIRECTV CMN	06/22/12	04/26/13	65 00	3,072 55	3,663 53	590 98	ST
DIRECTV CMN	11/06/12	04/26/13	100 00	5,049 27	5,636 19	586 92	ST
DISH NETWORK CORPORATION CMN CLASS A	11/19/12	03/12/13	216 00	7,559 24	7,526 66	(32 58)	ST
DUKE ENERGY CORPORATION CMN		07/03/12			44 35	44 35	ST
DUKE ENERGY CORPORATION CMN	06/04/12	04/12/13	135 00	9,146 24	9,848 29	702 05	ST
DUKE ENERGY CORPORATION CMN	11/19/12	04/12/13	64 00	3,895 05	4,668 82	773 77	ST
DUKE ENERGY CORPORATION CMN	02/21/13	04/12/13	89 00	6,130 04	6,492 57	362 53	ST
EASTMAN CHEM CO CMN	06/07/12	12/26/12	55 00	2,603 45	3,678 69	1,075 24	ST
FREEMONT-MCMORAN COPPER & GOLD CMN	07/19/12	12/06/12	210 00	7,248 46	6,453 30	(795 16)	ST
GENERAL MOTORS COMPANY CMN	09/10/12	04/12/13	332 00	7,630 72	9,713 01	2,082 29	ST
GENERAL MOTORS COMPANY CMN	10/03/12	04/12/13	222 00	5,360 06	6,494 85	1,134 79	ST
J M SMUCKER CO CMN	03/28/12	01/15/13	91 00	7,359 15	8,046 92	687 77	ST
J M SMUCKER CO CMN	03/28/12	02/25/13	36 00	2,911 31	3,328 62	417 31	ST
J M SMUCKER CO CMN	04/09/12	02/25/13	33 00	2,666 87	3,051 23	384 36	ST
JOHNSON & JOHNSON CMN	01/30/12	11/19/12	138 00	9,053 86	9,532 42	478 56	ST
JOHNSON & JOHNSON CMN	01/30/12	12/18/12	6 00	393 65	424 62	30 97	ST
JOHNSON & JOHNSON CMN	03/05/12	12/18/12	53 00	3,427 44	3,750 73	323 29	ST
JOHNSON & JOHNSON CMN	03/05/12	01/03/13	65 00	4,203 46	4,588 94	385 48	ST
LAM RESEARCH CORP CMN	03/07/12	02/22/13	93 00	3,735 98	3,881 16	145 18	ST
LAM RESEARCH CORP CMN	03/08/12	02/22/13	15 00	611 71	625 99	14 28	ST
LIBERTY GLOBAL INC CMN CLASS A	10/10/11	05/18/12	23 00	858 92	1,073 16	214 24	ST
LIBERTY GLOBAL INC CMN CLASS A	10/11/11	05/18/12	58 00	2,210 27	2,706 22	495 95	ST

	Acquired	Date Sold	Qty	Cost	Proceeds	Gain/Loss	Gain Type
LIBERTY GLOBAL INC CMN CLASS A	10/12/11	05/18/12	83 00	3,193 36	3,872 69	679 33	ST
LOWES COMPANIES INC CMN	12/21/11	09/06/12	102 00	2,650 65	2,914 03	263 38	ST
LOWES COMPANIES INC CMN	12/21/11	09/28/12	240 00	6,236 83	7,269 44	1,032 61	ST
LOWES COMPANIES INC CMN	12/21/11	11/21/12	2 00	51 97	68 49	16 52	ST
LOWES COMPANIES INC CMN	01/11/12	11/21/12	152 00	4,034 74	5,205 19	1,170 45	ST
LYONDELLBASELL INDUSTRIES N V CMN CLAS	10/19/11	06/12/12	165 00	4,550 56	6,237 05	1,686 49	ST
MACY'S INC CMN	05/04/12	07/12/12	176 00	7,200 69	5,767 56	(1,433 13)	ST
MACY'S INC CMN	05/04/12	07/24/12	3 00	122 74	104 34	(18 40)	ST
MACY'S INC CMN	05/10/12	07/24/12	142 00	5,408 13	4,938 84	(469 29)	ST
MARTIN MARIETTA MATERIALS,INC CMN	09/13/12	11/29/12	90 00	7,904 81	8,056 39	151 58	ST
MASCO CORPORATION CMN	02/24/12	02/12/13	291 00	3,420 45	5,797 57	2,377 12	ST
MAXIM INTEGRATED PRODUCTS INC CMN	07/22/11	05/14/12	126 00	2,988 10	3,347 25	359 15	ST
MAXIM INTEGRATED PRODUCTS INC CMN	07/25/11	05/14/12	39 00	915 80	1,036 06	120 25	ST
MAXIM INTEGRATED PRODUCTS INC CMN	07/25/11	05/23/12	180 00	4,226 77	4,553 82	327 05	ST
METLIFE, INC CMN	02/24/12	08/02/12	28 00	1,056 75	882 39	(174 36)	ST
METLIFE, INC CMN	02/27/12	08/02/12	243 00	9,190 38	7,657 88	(1,532 50)	ST
METLIFE, INC CMN	02/28/12	08/02/12	54 00	2,055 91	1,701 75	(354 16)	ST
MGM RESORTS INTERNATIONAL CMN	02/28/12	06/19/12	289 00	3,220 02	3,220 02	(0 00)	ST
MGM RESORTS INTERNATIONAL CMN	02/28/12	06/20/12	140 00	1,839 66	1,570 17	(269 49)	ST
MICROSOFT CORPORATION CMN	04/05/12	11/28/12	155 00	4,884 52	4,200 53	(683 99)	ST
MYLAN INC CMN	12/14/11	10/12/12	192 00	3,850 57	4,559 11	708 54	ST
MYLAN INC CMN	12/14/11	11/27/12	133 00	2,667 33	3,618 06	950 73	ST
MYLAN INC CMN	02/28/12	11/27/12	39 00	905 30	1,060 94	155 64	ST
MYLAN INC CMN	02/28/12	01/18/13	125 00	2,901 60	3,498 46	596 86	ST
MYLAN INC CMN	06/05/12	01/18/13	119 00	2,479 98	3,330 53	850 55	ST
NEWFIELD EXPLORATION CO CMN	01/25/12	06/27/12	120 00	4,750 84	3,124 85	(1,625 99)	ST
NEWFIELD EXPLORATION CO CMN	02/21/12	06/27/12	114 00	4,812 66	2,968 61	(1,844 05)	ST
NORFOLK SOUTHERN CORPORATION CMN	01/22/13	04/18/13	82 00	5,485 02	6,047 39	562 37	ST
NORTHEAST UTILITIES CMN	05/08/12	01/10/13	101 00	3,646 56	3,952 37	305 81	ST
NORTHEAST UTILITIES CMN	05/08/12	02/21/13	103 00	3,718 77	4,220 56	501 79	ST
NORTHEAST UTILITIES CMN	09/14/12	02/21/13	162 00	6,124 88	6,638 17	513 29	ST
OCCIDENTAL PETROLEUM CORP CMN	12/12/11	11/14/12	20 00	1,495 78	1,495 78	0 00	ST
OCCIDENTAL PETROLEUM CORP CMN	12/12/11	02/25/13	23 00	2,084 09	1,902 45	(181 64)	ST
OCCIDENTAL PETROLEUM CORP CMN	12/06/12	02/25/13	50 00	5,177 69	4,135 77	(1,041 92)	ST
ORACLE CORPORATION CMN	09/28/12	11/08/12	166 00	5,231 84	5,135 35	(96 49)	ST
P G & E CORPORATION CMN	01/14/13	02/21/13	134 00	5,489 42	5,609 77	120 35	ST
PFIZER INC CMN	10/07/11	06/05/12	412 00	7,652 36	8,870 76	1,218 40	ST
PHILIP MORRIS INTL INC CMN	02/28/12	07/19/12	46 00	3,849 22	4,121 14	271 92	ST
PNC FINANCIAL SERVICES GROUP CMN	07/31/12	11/15/12	124 00	7,359 76	6,710 86	(648 90)	ST
PROCTER & GAMBLE COMPANY (THE) CMN	01/17/12	06/22/12	70 00	4,643 86	4,200 15	(443 71)	ST
PROCTER & GAMBLE COMPANY (THE) CMN	04/05/12	02/15/13	67 00	4,682 20	5,141 96	459 76	ST
QUALCOMM INC CMN	05/23/12	06/15/12	78 00	4,493 88	4,407 38	(86 50)	ST
QUALCOMM INC CMN	05/23/12	06/25/12	84 00	4,498 26	4,498 26	-	ST
QUALCOMM INC CMN	07/19/12	11/08/12	125 00	7,656 13	7,749 96	93 83	ST
SIMON PROPERTY GROUP INC CMN	09/23/11	09/11/12	47 00	5,246 32	7,406 87	2,160 55	ST
TEXAS INSTRUMENTS INC CMN	06/07/12	07/13/12	247 00	7,047 20	6,661 54	(385 66)	ST
TEXTRON INC DEL CMN	01/20/12	09/26/12	129 00	2,775 56	3,345 10	569 54	ST
TEXTRON INC DEL CMN	01/23/12	09/26/12	84 00	1,854 43	2,178 21	323 78	ST
THE HOME DEPOT, INC CMN	11/22/11	05/22/12	127 00	4,725 17	6,161 35	1,436 18	ST
THE HOME DEPOT, INC CMN	11/22/11	06/07/12	2 00	74 41	102 71	28 30	ST
THE HOME DEPOT, INC CMN	12/20/11	06/07/12	144 00	5,991 83	7,395 47	1,403 64	ST
THERMO FISHER SCIENTIFIC INC CMN	10/13/11	05/31/12	136 00	7,337 34	6,866 83	(470 51)	ST
TIME WARNER INC CMN	06/19/12	10/22/12	259 00	9,698 00	11,698 85	2,000 85	ST
TRANSOCEAN LTD CMN	12/01/11	11/09/12	15 00	648 43	696 62	48 19	ST
TRANSOCEAN LTD CMN	01/10/12	11/09/12	64 00	2,604 20	2,972 28	368 08	ST
TRANSOCEAN LTD CMN	01/10/12	01/14/13	14 00	569 67	771 52	201 85	ST
TRANSOCEAN LTD CMN	06/21/12	01/14/13	28 00	1,254 90	1,543 04	288 14	ST
TRANSOCEAN LTD CMN	06/21/12	01/16/13	16 00	717 09	881 80	164 71	ST
TRANSOCEAN LTD CMN	06/21/12	01/17/13	73 00	3,271 71	4,025 29	753 58	ST
TRANSOCEAN LTD CMN	06/21/12	03/05/13	3 00	134 45	157 79	23 34	ST
TRANSOCEAN LTD CMN	08/07/12	03/05/13	73 00	3,586 76	3,839 73	252 97	ST
TRANSOCEAN LTD CMN	10/04/12	03/05/13	13 00	600 53	683 79	83 26	ST
TRANSOCEAN LTD CMN	10/04/12	03/14/13	108 00	4,989 04	5,786 37	797 33	ST
UNITEDHEALTH GROUP INCORPORATE CMN	12/19/11	06/11/12	101 00	4,969 49	5,838 28	868 79	ST
URBAN OUTFITTERS INC CMN	07/17/12	02/19/13	244 00	7,451 21	10,191 23	2,740 02	ST
VARIAN MEDICAL SYSTEMS INC CMN	05/02/12	01/02/13	78 00	5,038 15	5,604 96	566 81	ST
VARIAN MEDICAL SYSTEMS INC CMN	06/06/12	01/02/13	19 00	1,123 63	1,365 32	241 69	ST
VARIAN MEDICAL SYSTEMS INC CMN	06/06/12	01/07/13	37 00	2,188 11	2,720 73	532 62	ST
VERTEX PHARMACEUTICALS INC CMN	01/11/12	05/07/12	135 00	5,015 85	7,280 50	2,264 65	ST
VERTEX PHARMACEUTICALS INC CMN	01/11/12	05/14/12	52 00	1,932 03	3,381 71	1,449 68	ST
VERTEX PHARMACEUTICALS INC CMN	05/31/12	04/19/13	6 00	360 31	493 02	132 71	ST
VERTEX PHARMACEUTICALS INC CMN	05/31/12	04/24/13	33 00	1,981 70	2,640 81	659 11	ST
VERTEX PHARMACEUTICALS INC CMN	11/19/12	04/24/13	28 00	1,158 98	2,240 69	1,081 71	ST
VERTEX PHARMACEUTICALS INC CMN	11/20/12	04/24/13	10 00	419 59	800 25	380 66	ST
VIACOM INC CMN CLASS B	09/10/12	04/30/13	54 00	2,741 55	3,471 19	729 64	ST
VIACOM INC CMN CLASS B	09/11/12	04/30/13	21 00	1,064 56	1,349 90	285 34	ST
WALGREEN CO CMN	07/23/12	09/24/12	119 00	4,045 12	4,241 32	196 20	ST
WALGREEN CO CMN	07/23/12	03/26/13	214 00	7,274 42	10,124 15	2,849 73	ST

	Acquired	Date Sold	Qty	Cost	Proceeds	Gain/Loss	Gain Type
WALT DISNEY COMPANY (THE) CMN	07/18/11	05/10/12	107 00	4,131 46	4,840 91	709 45	ST
WALT DISNEY COMPANY (THE) CMN	07/18/11	06/04/12	94 00	3,629 51	4,170 22	540 71	ST
WALT DISNEY COMPANY (THE) CMN	07/18/11	06/15/12	106 00	4,092 85	4,993 36	900 51	ST
WALT DISNEY COMPANY (THE) CMN	07/18/11	07/11/12	66 00	2,548 38	3,131 25	582 87	ST
WALT DISNEY COMPANY (THE) CMN	08/16/11	07/11/12	36 00	1,206 42	1,707 95	501 53	ST
WALT DISNEY COMPANY (THE) CMN	10/12/11	09/11/12	69 00	2,345 04	3,559 53	1,214 49	ST
WARNER CHILCOTT PLC CMN	04/30/12	06/25/12	181 00	3,985 81	3,202 11	(783 70)	ST
WARNER CHILCOTT PLC CMN	06/05/12	06/25/12	100 00	1,788 26	1,769 13	(19 13)	ST
WELLPOINT, INC CMN	06/12/12	10/02/12	102 00	7,036 31	6,073 67	(962 64)	ST
WILLIAMS-SONOMA, INC CMN	01/20/12	09/04/12	65 00	2,276 17	2,679 41	403 24	ST
WILLIAMS-SONOMA, INC CMN	01/20/12	09/05/12	81 00	2,836 46	3,387 36	550 90	ST
WILLIAMS-SONOMA, INC CMN	01/20/12	09/14/12	58 00	2,031 04	2,604 20	573 16	ST
WILLIAMS-SONOMA, INC CMN	02/27/12	09/14/12	125 00	4,966 23	5,612 50	646 27	ST
XCEL ENERGY INC CMN	04/11/12	02/21/13	230 00	5,991 16	6,455 35	464 19	ST
XCEL ENERGY INC CMN	06/05/12	02/21/13	58 00	1,638 27	1,627 87	(10 40)	ST
ADOBE SYSTEMS INC CMN	10/29/10	08/07/12	38 00	1,070 03	1,229 44	159 41	LT
ADOBE SYSTEMS INC CMN	11/01/10	08/07/12	87 00	2,452 88	2,814 76	361 88	LT
AMERICAN ELECTRIC POWER INC CMN	06/16/10	01/29/13	63 00	2,119 83	2,838 05	718 22	LT
AMERIPRISE FINANCIAL, INC CMN	03/24/11	09/26/12	84 00	5,043 22	4,713 51	(329 71)	LT
AMERIPRISE FINANCIAL, INC CMN	03/24/11	02/01/13	43 00	2,581 65	2,886 71	305 06	LT
AMERIPRISE FINANCIAL, INC CMN	08/16/11	02/01/13	96 00	4,308 83	6,444 75	2,135 92	LT
BOSTON SCIENTIFIC CORP COMMON STOCK	05/17/11	06/06/12	589 00	3,999 91	3,324 38	(675 53)	LT
CELGENE CORPORATION CMN	05/17/11	07/24/12	54 00	3,256 52	3,536 53	280 01	LT
CELGENE CORPORATION CMN	05/17/11	10/05/12	16 00	964 90	1,283 62	318 72	LT
CHEVRON CORPORATION CMN	09/23/11	10/03/12	21 00	1,900 59	2,460 11	559 52	LT
CHEVRON CORPORATION CMN	09/28/11	10/03/12	43 00	4,008 08	5,037 35	1,029 27	LT
CHEVRON CORPORATION CMN	09/29/11	10/03/12	1 00	93 20	117 15	23 95	LT
CHEVRON CORPORATION CMN	09/29/11	12/06/12	42 00	3,914 39	4,454 84	540 45	LT
CHEVRON CORPORATION CMN	09/29/11	01/04/13	1 00	93 20	110 17	16 97	LT
EVEREST RE GROUP LTD CMN		02/15/13	37 00	3,585 08	4,462 41	877 34	LT
EVEREST RE GROUP LTD CMN		02/15/13	7 00	644 86	844 24	199 38	LT
GENERAL ELECTRIC CO CMN	11/24/09	07/10/12	222 00	3,565 12	4,349 54	784 42	LT
GENERAL MILLS INC CMN	01/22/10	06/07/12	79 00	2,820 77	3,004 50	183 73	LT
GENERAL MILLS INC CMN	04/28/10	06/07/12	98 00	3,442 15	3,727 10	284 95	LT
GENERAL MILLS INC CMN	04/29/10	06/07/12	148 00	5,258 99	5,628 69	369 70	LT
GENERAL MOTORS COMPANY CMN	02/16/12	05/04/12	31 00	834 41	686 70	(147 71)	LT
GENERAL MOTORS COMPANY CMN	03/26/12	05/04/12	182 00	4,987 95	4,031 58	(956 37)	LT
HALLIBURTON COMPANY CMN	12/01/11	01/25/13	122 00	4,445 69	4,834 79	389 10	LT
HALLIBURTON COMPANY CMN	12/14/11	01/25/13	50 00	1,549 85	1,981 47	431 62	LT
HONEYWELL INTL INC CMN	10/15/09	06/07/12	32 00	1,194 31	1,793 45	599 14	LT
HONEYWELL INTL INC CMN	03/09/10	06/07/12	49 00	2,071 15	2,746 21	675 06	LT
HONEYWELL INTL INC CMN	03/09/10	06/26/12	85 00	3,592 82	4,531 65	938 83	LT
JPMORGAN CHASE & CO CMN	05/15/06	10/25/12	133 00	5,946 28	5,536 79	(409 49)	LT
JPMORGAN CHASE & CO CMN	05/15/06	12/19/12	45 00	2,011 90	1,970 07	(41 83)	LT
JPMORGAN CHASE & CO CMN		12/19/12	48 00	1,945 71	2,101 41	155 70	LT
JPMORGAN CHASE & CO CMN		03/21/13	42 00	1,702 51	2,058 79	356 28	LT
JPMORGAN CHASE & CO CMN		03/21/13	111 00	5,139 36	5,441 08	301 72	LT
MERCK & CO, INC CMN	06/28/10	04/25/13	54 00	1,925 57	2,564 90	639 33	LT
MICROSOFT CORPORATION CMN	02/18/11	06/15/12	66 00	1,784 22	1,977 80	193 58	LT
MICROSOFT CORPORATION CMN	04/27/11	06/15/12	79 00	2,075 86	2,367 36	291 50	LT
MICROSOFT CORPORATION CMN	04/27/11	11/28/12	162 00	4,256 84	4,390 24	133 40	LT
MORGAN STANLEY CMN	11/01/11	03/14/13	104 00	1,686 76	2,361 75	674 99	LT
MORGAN STANLEY CMN	12/16/11	03/14/13	162 00	2,434 76	3,678 88	1,244 12	LT
MORGAN STANLEY CMN	12/16/11	03/28/13	257 00	3,862 56	5,664 31	1,801 75	LT
OCCIDENTAL PETROLEUM CORP CMN	05/27/10	11/14/12	5 00	407 92	373 94	(33 98)	LT
OCCIDENTAL PETROLEUM CORP CMN	04/01/11	11/14/12	46 00	3,440 27	3,440 27	-	LT
P G & E CORPORATION CMN	08/19/10	09/14/12	64 00	2,876 43	2,765 80	(110 63)	LT
P G & E CORPORATION CMN	10/12/10	09/14/12	70 00	3,255 28	3,025 09	(230 19)	LT
P G & E CORPORATION CMN	10/12/10	11/01/12	59 00	2,743 73	2,488 59	(255 14)	LT
P G & E CORPORATION CMN	12/03/10	11/01/12	113 00	5,405 70	4,766 29	(639 41)	LT
PFIZER INC CMN	10/07/11	01/14/13	235 00	4,364 82	6,276 30	1,911 48	LT
PFIZER INC CMN	10/07/11	04/25/13	164 00	3,046 09	4,968 33	1,922 24	LT
PPL CORPORATION CMN	04/12/11	01/16/13	191 00	4,986 64	5,493 43	506 79	LT
PROCTER & GAMBLE COMPANY (THE) CMN	01/17/12	02/15/13	59 00	3,914 11	4,527 99	613 88	LT
SPRINT NEXTEL CORPORATION CMN	04/24/08	07/26/12	41 00	323 52	158 05	(165 47)	LT
SPRINT NEXTEL CORPORATION CMN	07/28/09	07/26/12	444 00	2,033 39	1,711 57	(321 82)	LT
SPRINT NEXTEL CORPORATION CMN		07/26/12	680 00	5,893 63	2,621 32	(3,272 31)	LT
SPRINT NEXTEL CORPORATION CMN		07/26/12	100 00	971 29	385 49	(585 80)	LT
SPRINT NEXTEL CORPORATION CMN		07/26/12	350 00	2,864 02	1,349 21	(1,514 81)	LT
SPRINT NEXTEL CORPORATION CMN	07/28/09	10/11/12	426 00	1,950 95	2,453 39	502 44	LT
SPRINT NEXTEL CORPORATION CMN	03/03/11	10/11/12	112 00	488 68	645 03	156 35	LT
SPRINT NEXTEL CORPORATION CMN	03/03/11	10/15/12	315 00	1,374 40	1,812 42	438 02	LT
SPRINT NEXTEL CORPORATION CMN	03/03/11	10/25/12	874 00	3,813 41	4,856 96	1,043 55	LT
SUNTRUST BANKS INC \$1 00 PAR CMN	12/20/10	07/19/12	110 00	2,979 20	2,661 02	(318 18)	LT
SUNTRUST BANKS INC \$1 00 PAR CMN	12/20/10	10/02/12	28 00	758 34	795 78	37 44	LT
SUNTRUST BANKS INC \$1 00 PAR CMN	12/21/10	10/02/12	37 00	1,029 94	1,051 58	21 64	LT
SUNTRUST BANKS INC \$1 00 PAR CMN	12/22/10	10/02/12	38 00	1,095 50	1,079 99	(15 51)	LT

	Acquired	Date Sold	Qty	Cost	Proceeds	Gain/Loss	Gain Type
SUNTRUST BANKS INC \$1 00 PAR CMN	12/23/10	10/02/12	85 00	2,446 80	2,415 78	(31 02)	LT
SUNTRUST BANKS INC \$1 00 PAR CMN	05/17/11	10/02/12	26 00	728 17	738 94	10 77	LT
SUNTRUST BANKS INC \$1 00 PAR CMN	05/17/11	04/29/13	126 00	3,528 84	3,720 47	191 63	LT
SUNTRUST BANKS INC \$1 00 PAR CMN	01/12/12	04/29/13	60 00	1,257 46	1,771 65	514 19	LT
THE TRAVELERS COMPANIES, INC CMN		12/10/12	61 00	2,672 72	4,475 63	1,802 91	LT
U S BANCORP CMN	05/24/10	12/06/12	9 00	216 41	285 48	69 07	LT
U S BANCORP CMN	06/18/10	12/06/12	139 00	3,260 92	4,409 10	1,148 18	LT
U S BANCORP CMN	06/18/10	12/06/12	106 00	2,486 75	3,432 85	946 10	LT
U S BANCORP CMN	06/21/10	12/06/12	20 00	477 03	647 70	170 67	LT
U S BANCORP CMN	06/21/10	03/04/13	181 00	4,317 15	6,156 27	1,839 12	LT
U S BANCORP CMN	06/21/10	03/14/13	43 00	1,025 62	1,459 45	433 83	LT
U S BANCORP CMN	12/13/10	03/14/13	205 00	5,383 59	6,957 87	1,574 28	LT
VERTEX PHARMACEUTICALS INC CMN	01/11/12	04/19/13	6 00	222 93	493 02	270 09	LT
VERTEX PHARMACEUTICALS INC CMN	03/01/12	04/19/13	109 00	4,269 40	8,956 54	4,687 14	LT
WALT DISNEY COMPANY (THE) CMN	08/16/11	09/10/12	35 00	1,172 91	1,804 32	631 41	LT
WALT DISNEY COMPANY (THE) CMN	08/16/11	09/11/12	47 00	1,575 05	2,424 61	849 56	LT
XCEL ENERGY INC CMN	01/03/12	01/17/13	181 00	4,979 23	4,869 95	(109 28)	LT
XCEL ENERGY INC CMN	01/03/12	02/21/13	79 00	2,173 26	2,217 28	44 02	LT

Total Goldman Sachs #9171

633,518.27	698,122.87	64,604.60	ST
210,784.22	240,931.83	30,147.61	LT
844,302.49	939,054.70	94,752.21	

GOLDMAN SACHS #9206

ALBEMARLE CORP CMN	10/13/11	09/14/12	97 00	4,554 22	5,228 22	674 00	ST
ALBEMARLE CORP CMN	04/20/12	02/25/13	86 00	5,670 02	5,508 74	(161 28)	ST
ANALOG DEVICES, INC CMN	06/25/12	09/17/12	221 00	8,168 05	9,049 43	881 38	ST
AXIALL CORP CMN	01/25/13	02/19/13	100 00	4,900 02	6,025 09	1,125 07	ST
BALL CORPORATION CMN	05/09/12	09/13/12	210 00	8,609 09	9,168 26	559 17	ST
BUNGE LIMITED ORD CMN	11/18/11	06/21/12	143 00	8,784 18	8,525 42	(258 76)	ST
CABOT OIL & GAS CORPORATION CMN	05/02/12	06/28/12	118 00	4,099 25	4,677 49	578 24	ST
CABOT OIL & GAS CORPORATION CMN	05/02/12	07/12/12	63 00	2,188 58	2,437 33	248 75	ST
CABOT OIL & GAS CORPORATION CMN	05/02/12	09/21/12	73 00	2,535 97	3,273 18	737 21	ST
CABOT OIL & GAS CORPORATION CMN	05/10/12	09/21/12	3 00	109 42	134 51	25 09	ST
CABOT OIL & GAS CORPORATION CMN	05/10/12	10/03/12	137 00	4,996 92	6,056 87	1,059 95	ST
CAMERON INTERNATIONAL CORP CMN	06/05/12	01/14/13	102 00	4,605 01	5,845 24	1,240 23	ST
CAMERON INTERNATIONAL CORP CMN	06/05/12	04/02/13	61 00	2,753 98	3,968 45	1,214 47	ST
CAVIUM INC CMN	11/29/11	08/20/12	251 00	7,589 42	8,010 62	421 20	ST
CF INDUSTRIES HOLDINGS, INC CMN	01/15/13	04/18/13	44 00	9,563 03	7,838 04	(1,724 99)	ST
CF INDUSTRIES HOLDINGS, INC CMN	01/29/13	04/18/13	28 00	6,404 77	4,987 85	(1,416 92)	ST
CHARTER COMMUNICATIONS, INC CMN	02/01/13	04/02/13	67 00	5,229 34	6,961 79	1,732 45	ST
CHARTER COMMUNICATIONS, INC CMN	02/01/13	04/10/13	59 00	4,604 94	6,113 86	1,508 92	ST
CHECK POINT SOFTWARE TECH LTD ORDINAF	06/08/12	02/19/13	154 00	8,235 70	7,950 59	(285 11)	ST
CHIPOTLE MEXICAN GRILL, INC CMN	10/25/12	04/11/13	20 00	4,963 23	6,772 76	1,809 53	ST
CHIPOTLE MEXICAN GRILL, INC CMN	10/25/12	04/19/13	16 00	3,970 59	5,762 53	1,791 94	ST
CHURCH & DWIGHT CO., INC CMN	06/25/12	04/10/13	116 00	6,131 61	7,337 28	1,205 67	ST
CLIFFS NATURAL RESOURCES INC CMN	03/12/12	05/09/12	137 00	8,707 58	7,614 29	(1,093 29)	ST
CLIFFS NATURAL RESOURCES INC CMN	10/17/12	10/26/12	201 00	9,162 39	7,261 38	(1,901 01)	ST
CONSTELLATION BRANDS INC CMN CLASS A	04/10/12	07/18/12	107 00	2,300 57	3,143 93	843 36	ST
CROWN HOLDINGS INC CMN	04/05/12	12/11/12	236 00	8,864 34	8,792 89	(71 45)	ST
CYTEC INDS INC COMMON STOCK	04/23/12	01/03/13	137 00	8,568 64	10,005 97	1,437 33	ST
D R HORTON, INC CMN	09/10/12	02/21/13	452 00	9,017 73	9,951 40	933 67	ST
DISCOVER FINANCIAL SERVICES CMN	02/09/12	06/19/12	198 00	5,679 99	6,615 39	935 40	ST
DISCOVER FINANCIAL SERVICES CMN	02/09/12	08/29/12	153 00	4,389 08	5,900 54	1,511 46	ST
DISCOVER FINANCIAL SERVICES CMN	03/29/12	09/26/12	93 00	3,085 80	3,469 83	384 03	ST
DISCOVER FINANCIAL SERVICES CMN	02/09/12	09/26/12	90 00	2,581 81	3,357 89	776 08	ST
DOVER CORPORATION CMN	05/22/12	04/18/13	34 00	1,933 28	2,324 33	391 05	ST
DOVER CORPORATION CMN	05/22/12	04/23/13	36 00	2,047 01	2,471 51	424 50	ST
DOVER CORPORATION CMN	05/22/12	04/30/13	17 00	966 64	1,174 85	208 21	ST
DOVER CORPORATION CMN	06/22/12	04/30/13	84 00	4,523 61	5,805 16	1,281 55	ST
EATON CORPORATION CMN	12/06/11	06/22/12	115 00	5,295 28	4,377 33	(917 95)	ST
ELECTRONIC ARTS CMN	09/23/11	05/21/12	342 00	7,255 33	4,882 41	(2,372 92)	ST
ENERGEN CORP CMN	09/29/11	06/25/12	122 00	5,248 91	4,967 37	(281 54)	ST
ENERGEN CORP CMN	01/09/12	12/11/12	83 00	4,350 59	3,781 98	(568 61)	ST
EQT CORPORATION CMN	06/11/12	08/02/12	22 00	1,017 76	1,172 50	154 74	ST
EQT CORPORATION CMN	06/11/12	12/05/12	158 00	7,309 34	9,217 53	1,908 19	ST
FORTUNE BRANDS HOME & SECURITY CMN	07/18/12	02/06/13	197 00	4,404 43	6,459 46	2,055 03	ST
GARDER DENVER INC CMN	04/09/12	01/07/13	142 00	8,688 28	9,770 96	1,082 68	ST
HOLLYFRONTIER CORP CMN	06/22/12	04/11/13	83 00	2,662 67	3,870 05	1,207 38	ST
INGREDION INC CMN	03/21/12	12/12/12	147 00	8,216 94	9,466 75	1,249 81	ST
KEY ENERGY SERVICES INC CMN	02/24/12	06/28/12	497 00	8,739 47	3,534 36	(5,205 11)	ST
KEY ENERGY SERVICES INC CMN	04/02/12	06/28/12	309 00	4,833 03	2,197 42	(2,635 61)	ST
KLA-TENCOR CORPORATION CMN	06/25/12	07/16/12	170 00	8,094 38	7,771 54	(322 84)	ST
L BRANDS, INC CMN	08/02/12	02/06/13	179 00	8,532 51	8,452 97	(79 54)	ST
LIBERTY GLOBAL, INC CMN CLASS A	10/12/11	05/18/12	177 00	6,855 60	8,258 65	1,403 05	ST
LIFE TECHNOLOGIES CORPORATION CMN	10/11/11	10/04/12	121 00	4,477 63	6,051 27	1,573 64	ST
LIFE TECHNOLOGIES CORPORATION CMN	04/04/12	03/08/13	37 00	1,757 50	2,240 50	483 00	ST
LORILLARD, INC CMN	04/11/12	01/09/13	63 00	8,567 92	7,220 74	(1,347 18)	ST

	Acquired	Date Sold	Qty	Cost	Proceeds	Gain/Loss	Gain Type
MACY'S INC CMN	11/08/11	07/02/12	163 00	5,227 47	5,522 06	294 59	ST
MARATHON PETROLEUM CORPORATION CMN	06/22/12	08/20/12	99 00	4,101 70	4,912 21	810 51	ST
MARATHON PETROLEUM CORPORATION CMN	06/22/12	04/05/13	49 00	2,030 13	4,008 36	1,978 23	ST
MARATHON PETROLEUM CORPORATION CMN	06/22/12	04/05/13	33 00	1,367 23	2,709 43	1,342 20	ST
MARTIN MARIETTA MATERIALS, INC CMN	07/02/12	11/29/12	91 00	7,141 46	8,145 90	1,004 44	ST
MARTIN MARIETTA MATERIALS, INC CMN	07/02/12	02/22/13	17 00	1,334 12	1,665 66	331 54	ST
MARTIN MARIETTA MATERIALS, INC CMN	09/13/12	02/22/13	66 00	5,796 86	6,466 66	669 80	ST
OGE ENERGY CORP (HOLDING CO) CMN	12/14/11	06/18/12	146 00	7,598 98	7,925 90	326 92	ST
OGE ENERGY CORP (HOLDING CO) CMN	02/12/13	04/01/13	60 00	3,569 89	4,202 63	632 74	ST
ON SEMICONDUCTOR CORP CMN	08/20/12	02/13/13	1,342 00	8,626 31	11,472 30	2,845 99	ST
PEABODY ENERGY CORPORATION CMN	10/25/12	04/22/13	320 00	8,784 63	6,044 71	(2,739 92)	ST
PVH CORP CMN	07/19/11	06/01/12	62 00	4,679 82	4,750 46	70 64	ST
RANGE RESOURCES CORPORATION CMN	05/21/12	03/07/13	65 00	4,098 18	5,134 56	1,036 38	ST
RANGE RESOURCES CORPORATION CMN	05/21/12	03/21/13	45 00	2,837 20	3,645 75	808 55	ST
ROCKWELL AUTOMATION INC CMN	12/08/11	08/09/12	50 00	3,856 10	3,555 88	(300 22)	ST
ROCKWELL COLLINS, INC CMN	12/05/12	04/04/13	161 00	9,030 33	10,045 35	1,015 02	ST
ROSS STORES, INC CMN	09/30/11	07/03/12	93 00	3,705 35	5,868 63	2,163 28	ST
SANDISK CORP CMN	06/27/12	08/02/12	226 00	8,168 97	9,210 20	1,041 23	ST
SANDISK CORP CMN	09/18/12	10/19/12	200 00	9,089 42	9,066 27	(23 15)	ST
SEALED AIR CORPORATION CMN	08/31/12	01/23/13	259 00	3,730 44	4,885 38	1,154 94	ST
SEALED AIR CORPORATION CMN	08/31/12	02/19/13	214 00	3,082 29	4,815 99	1,733 70	ST
SILVER BAY REALTY TRUST CORP CMN	04/24/13	04/24/13	0 96	-	18 18	18 18	ST
SILVER BAY REALTY TRUST CORP CMN	04/24/13	04/26/13	36 00	698 40	701 77	3 37	ST
STANLEY BLACK & DECKER INC CMN	09/26/12	04/05/13	93 00	7,032 60	7,165 54	132 94	ST
STARWOOD HOTELS & RESORTS CMN	10/21/11	06/05/12	164 00	7,873 28	8,039 58	166 30	ST
TEMPUR-PEDIC INTL INC CMN	01/13/12	06/07/12	75 00	4,373 42	1,693 37	(2,680 05)	ST
TEXTRON INC DEL CMN	01/18/12	11/19/12	20 00	425 42	470 10	44 68	ST
TEXTRON INC DEL CMN	01/18/12	12/05/12	250 00	5,317 73	5,843 40	525 67	ST
THE HILLSHIRE BRANDS COMPANY CMN	08/25/11	06/12/12	429 00	7,498 03	8,263 36	765 33	ST
URBAN OUTFITTERS INC CMN	04/05/12	06/27/12	293 00	8,805 23	7,876 11	(929 12)	ST
VERTEX PHARMACEUTICALS INC CMN	10/04/12	04/24/13	26 00	1,534 58	2,083 59	549 01	ST
WHITING PETROLEUM CORPORATION CMN	02/29/12	05/02/12	145 00	8,576 38	8,076 02	(500 36)	ST
WILLIS GROUP HOLDINGS PLC CMN	03/01/12	01/15/13	17 00	602 85	592 05	(10 80)	ST
ALBEMARLE CORP CMN	10/13/11	02/25/13	63 00	2,957 89	4,035 47	1,077 58	LT
AMERIPRISE FINANCIAL, INC CMN	02/29/12	03/12/13	93 00	5,208 18	6,699 76	1,491 58	LT
AMERIPRISE FINANCIAL, INC CMN	02/29/12	04/08/13	114 00	6,384 23	8,217 97	1,833 74	LT
AVALONBAY COMMUNITIES INC CMN	03/01/11	07/03/12	42 00	5,027 61	6,051 54	1,023 93	LT
BOSTON SCIENTIFIC CORP COMMON STOCK	12/16/10	04/15/13	1,132 00	8,123 69	8,613 56	489 87	LT
CMS ENERGY CORPORATION CMN	01/15/10	06/22/12	108 00	1,691 52	2,515 63	824 11	LT
CMS ENERGY CORPORATION CMN	08/18/09	06/22/12	192 00	2,514 66	4,472 23	1,957 57	LT
CONSTELLATION BRANDS INC CMN CLASS A	04/10/12	04/19/13	114 00	2,451 07	5,462 71	3,011 64	LT
COOPER INDUSTRIES PLC CMN	06/28/06	05/21/12	20 00	876 16	1,417 84	541 68	LT
COOPER INDUSTRIES PLC CMN	09/21/10	05/21/12	101 00	4,909 68	7,160 09	2,250 41	LT
DOUGLAS EMMETT INC CMN	08/31/11	10/15/12	439 00	7,724 35	10,470 12	2,745 77	LT
DOVER CORPORATION CMN	12/15/11	03/05/13	120 00	6,702 21	8,791 21	2,089 00	LT
DOVER CORPORATION CMN	12/15/11	04/18/13	16 00	893 63	1,093 81	200 18	LT
EATON CORPORATION CMN	04/30/10	06/05/12	108 00	4,228 95	4,274 82	45 87	LT
EATON CORPORATION CMN	04/30/10	06/22/12	8 00	313 26	304 51	(8 75)	LT
EDISON INTERNATIONAL CMN	01/02/08	02/27/13	90 00	4,776 30	4,259 37	(516 93)	LT
EDISON INTERNATIONAL CMN	02/12/07	02/27/13	23 00	1,066 68	1,088 51	21 83	LT
EDISON INTERNATIONAL CMN	02/27/07	02/27/13	38 00	1,780 82	1,798 40	17 58	LT
EDISON INTERNATIONAL CMN	11/28/11	02/27/13	141 00	5,376 55	6,673 01	1,296 46	LT
ENERGEN CORP CMN	09/29/11	12/11/12	50 00	2,151 19	2,278 30	127 11	LT
EVEREST RE GROUP LTD CMN	05/15/06	10/04/12	60 00	5,515 34	6,526 33	1,010 99	LT
GREAT PLAINS ENERGY INC CMN	07/07/11	01/25/13	179 00	3,804 65	3,748 75	(55 90)	LT
HOST HOTELS & RESORTS INC CMN	05/24/10	02/01/13	375 00	5,263 17	6,227 49	964 32	LT
HOST HOTELS & RESORTS INC CMN	05/24/10	02/11/13	226 00	3,171 94	3,799 36	627 42	LT
HOST HOTELS & RESORTS INC CMN	09/29/11	02/11/13	447 00	4,987 07	7,514 66	2,527 59	LT
J M SMUCKER CO CMN	08/19/10	07/18/12	24 00	1,397 38	1,826 16	428 78	LT
J M SMUCKER CO CMN	04/20/09	07/18/12	58 00	2,237 03	4,413 22	2,176 19	LT
J M SMUCKER CO CMN	08/19/10	10/16/12	72 00	4,192 14	6,036 52	1,844 38	LT
J M SMUCKER CO CMN	08/19/10	02/01/13	9 00	524 02	807 75	283 73	LT
J M SMUCKER CO CMN	02/03/11	02/01/13	64 00	3,992 34	5,744 00	1,751 66	LT
J M SMUCKER CO CMN	12/20/11	02/25/13	64 00	4,997 67	5,917 55	919 88	LT
J M SMUCKER CO CMN	02/03/11	02/25/13	24 00	1,497 13	2,219 08	721 95	LT
LEAR CORPORATION CMN	08/12/10	06/01/12	48 00	1,869 29	1,846 38	(22 91)	LT
LEAR CORPORATION CMN	10/26/10	06/01/12	45 00	1,921 75	1,730 98	(190 77)	LT
LEAR CORPORATION CMN	10/26/10	06/05/12	169 00	7,217 25	6,329 67	(887 58)	LT
LIBERTY GLOBAL, INC CMN CLASS A	05/03/11	05/18/12	56 00	2,566 26	2,612 90	46 64	LT
LIBERTY INTERACTIVE CORP INTERACTIVE CM	09/01/09	08/06/12	322 00	3,017 20	6,219 08	3,201 88	LT
LIBERTY VENTURES CMN SERIES CLASS A	09/01/09	08/10/12	0 70	-	34 65	34 65	LT
LIBERTY VENTURES CMN SERIES CLASS A	09/01/09	08/24/12	16 00	398 30	754 23	355 93	LT
LIBERTY VENTURES CMN SERIES CLASS A	03/26/10	08/24/12	15 00	584 48	707 08	122 60	LT
LIFE TECHNOLOGIES CORPORATION CMN	10/11/11	03/08/13	80 00	2,960 42	4,844 32	1,883 90	LT
LINCOLN NATL CORP INC CMN	01/13/11	06/18/12	295 00	8,630 84	6,187 70	(2,443 14)	LT
MAXIM INTEGRATED PRODUCTS INC CMN	05/06/11	06/05/12	329 00	9,293 49	8,238 21	(1,055 28)	LT
N V R INC CMN	08/13/08	07/20/12	14 00	7,823 98	10,705 79	2,881 81	LT

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	Acquired	Date Sold	Qty	Cost	Proceeds	Gain/Loss	Gain Type
NASDAQ OMX GROUP, INC CMN	02/28/11	04/04/13	165 00	4,659 77	4,703 69	43 92	LT
NORTHEAST UTILITIES CMN	01/21/10	04/29/13	115 00	2,982 44	5,183 08	2,200 64	LT
NV ENERGY INC CMN	06/15/10	06/20/12	309 00	3,868 67	5,445 29	1,576 62	LT
NV ENERGY INC CMN	06/15/10	04/12/13	446 00	5,583 90	9,437 25	3,853 35	LT
PAYCHEX, INC CMN	01/20/12	01/24/13	259 00	8,371 77	8,300 39	(71 38)	LT
PENTAIR LTD CMN	09/24/10	01/31/13	32 00	1,055 18	1,619 50	564 32	LT
PENTAIR LTD CMN	10/06/09	01/31/13	80 00	2,368 55	4,048 75	1,680 20	LT
PENTAIR LTD CMN	09/24/10	02/13/13	117 00	3,858 02	6,168 31	2,310 29	LT
PETSMART, INC CMN	09/16/11	01/18/13	89 00	3,991 87	6,089 34	2,097 47	LT
PINNACLE WEST CAPITAL CORP CMN	05/21/10	02/04/13	202 00	7,021 06	10,770 44	3,749 38	LT
PIONEER NATURAL RESOURCES CO CMN	01/07/11	05/09/12	54 00	4,700 88	5,463 23	762 35	LT
PIONEER NATURAL RESOURCES CO CMN	01/07/11	11/20/12	45 00	3,917 40	4,669 15	751 75	LT
PIONEER NATURAL RESOURCES CO CMN	09/26/11	11/20/12	12 00	813 64	1,245 11	431 47	LT
PRINCIPAL FINANCIAL GROUP, INC CMN	05/06/09	04/09/13	193 00	4,440 68	6,546 09	2,105 41	LT
RELIANCE STEEL & ALUMINUM CO CMN	01/09/12	02/22/13	80 00	4,241 64	5,439 77	1,198 13	LT
REPUBLIC SERVICES INC CMN	10/10/07	09/24/12	54 00	1,554 43	1,512 98	(41 45)	LT
REPUBLIC SERVICES INC CMN	04/04/08	09/24/12	117 00	2,897 93	3,278 11	380 18	LT
REPUBLIC SERVICES INC CMN	02/19/08	09/24/12	121 00	2,849 58	3,390 18	540 60	LT
ROSS STORES, INC CMN	09/30/11	12/20/12	91 00	3,625 67	4,841 23	1,215 56	LT
RTS/LIBERTY VENTURES EXP 10/09/2012 STRIK	09/01/09	09/14/12	6 00	-	81 00	81 00	LT
RTS/LIBERTY VENTURES EXP 10/09/2012 STRIK	03/26/10	09/14/12	5 00	-	67 50	67 50	LT
SCANA CORP CMN	10/14/09	11/19/12	140 00	4,886 30	6,422 06	1,535 76	LT
SCRIPPS NETWORKS INTERACTIVE, CMN CLAS	03/24/11	05/14/12	93 00	4,729 84	5,020 04	290 20	LT
SCRIPPS NETWORKS INTERACTIVE, CMN CLAS	03/24/11	08/03/12	66 00	3,356 66	3,755 52	398 86	LT
SCRIPPS NETWORKS INTERACTIVE, CMN CLAS	05/13/11	08/03/12	44 00	2,249 45	2,503 68	254 23	LT
SCRIPPS NETWORKS INTERACTIVE, CMN CLAS	06/30/11	11/02/12	29 00	1,416 18	1,754 89	338 71	LT
SCRIPPS NETWORKS INTERACTIVE, CMN CLAS	05/13/11	11/02/12	71 00	3,629 80	4,296 44	666 64	LT
SCRIPPS NETWORKS INTERACTIVE, CMN CLAS	06/30/11	12/18/12	104 00	5,078 70	6,174 76	1,096 06	LT
SEMPRA ENERGY CMN	06/30/10	06/25/12	89 00	4,182 80	5,907 04	1,724 24	LT
SEMPRA ENERGY CMN	05/17/11	09/18/12	33 00	1,814 06	2,141 30	327 24	LT
SEMPRA ENERGY CMN	06/30/10	09/18/12	54 00	2,537 88	3,503 95	966 07	LT
SPIRIT AEROSYSTEMS HOLDINGS INC CMN	05/09/11	01/17/13	388 00	9,143 27	6,269 08	(2,874 19)	LT
SPRINT NEXTEL CORPORATION CMN	05/28/09	07/26/12	672 00	3,286 08	2,590 48	(695 60)	LT
SPRINT NEXTEL CORPORATION CMN	10/14/09	07/26/12	687 00	2,368 26	2,648 30	280 04	LT
SPRINT NEXTEL CORPORATION CMN	05/29/09	07/26/12	365 00	1,870 48	1,407 03	(463 45)	LT
SPRINT NEXTEL CORPORATION CMN	10/14/09	10/15/12	415 00	1,430 61	2,387 79	957 18	LT
SPRINT NEXTEL CORPORATION CMN	10/14/09	10/25/12	318 00	1,096 23	1,767 18	670 95	LT
SPRINT NEXTEL CORPORATION CMN	10/25/10	10/25/12	991 00	4,805 00	5,507 14	702 14	LT
SUNTRUST BANKS INC \$1 00 PAR CMN	06/02/09	01/02/13	351 00	5,403 37	10,260 66	4,857 29	LT
SUNTRUST BANKS INC \$1 00 PAR CMN	09/17/09	01/02/13	166 00	4,001 73	4,852 62	850 89	LT
TEXTRON INC DEL CMN	10/28/10	05/09/12	180 00	3,731 33	4,366 34	635 01	LT
TEXTRON INC DEL CMN	10/28/10	11/19/12	197 00	4,083 74	4,630 47	546 73	LT
TRW AUTOMOTIVE HOLDINGS CORP CMN	04/07/10	02/14/13	119 00	3,657 84	7,129 97	3,472 13	LT
WARNER CHILCOTT PLC CMN	03/25/11	11/01/12	406 00	9,486 28	4,712 65	(4,773 63)	LT
WARNER CHILCOTT PLC CMN	06/17/11	11/01/12	244 00	5,602 62	2,832 24	(2,770 38)	LT
WILLIS GROUP HOLDINGS PLC CMN	01/11/12	01/15/13	210 00	8,189 75	7,313 59	(876 16)	LT
XCEL ENERGY INC CMN	08/18/09	06/13/12	180 00	3,477 47	5,115 01	1,637 54	LT
XCEL ENERGY INC CMN	08/04/10	12/18/12	102 00	2,217 61	2,811 45	593 84	LT
XCEL ENERGY INC CMN	08/18/09	12/18/12	111 00	2,144 44	3,059 44	915 00	LT
Total Goldman Sachs #9206				457,398.18	488,094.06	30,695.88	ST
				345,702.63	420,112.23	74,409.60	LT
				803,100.81	908,206.29	105,105.48	

GOLDMAN SACHS #7385

Goldman Sachs Short Durat Govt	02/05/03	09/07/12	19,436 35	196,306 56	200,000 00	3,693 44	LT
Goldman Sachs Short Durat Govt	02/05/03	09/28/12	7,953 45	80,329 60	81,840 99	1,511 39	LT
Goldman Sachs Short Durat Govt	02/28/03	09/28/12	176 40	1,782 49	1,815 18	32 69	LT
Goldman Sachs Short Durat Govt	03/31/03	09/28/12	188 84	1,903 46	1,943 12	39 66	LT
Goldman Sachs Short Durat Govt	07/31/03	09/28/12	96 37	958 83	991 60	32 77	LT
Goldman Sachs Short Durat Govt	08/29/03	09/28/12	89 36	889 08	919 46	30 38	LT
Goldman Sachs Short Durat Govt	09/30/03	09/28/12	88 38	885 60	909 46	23 86	LT
Goldman Sachs Short Durat Govt	10/31/03	09/28/12	89 76	894 04	923 66	29 62	LT
Goldman Sachs Short Durat Govt	11/28/03	09/28/12	89 91	893 70	925 16	31 46	LT
Goldman Sachs Short Durat Govt	12/31/03	09/28/12	89 89	896 21	924 98	28 77	LT
Goldman Sachs Short Durat Govt	01/30/04	09/28/12	90 17	899 00	927 86	28 86	LT
Goldman Sachs Short Durat Govt	02/27/04	09/28/12	90 27	904 51	928 88	24 37	LT
Goldman Sachs Short Durat Govt	03/31/04	09/28/12	90 56	907 37	931 82	24 45	LT
Goldman Sachs Short Durat Govt	04/30/04	09/28/12	95 36	944 10	981 30	37 20	LT
Goldman Sachs Short Durat Govt	05/28/04	09/28/12	95 30	937 75	980 64	42 89	LT
Goldman Sachs Short Durat Govt	06/30/04	09/28/12	95 13	934 20	978 91	44 71	LT
Goldman Sachs Short Durat Govt	07/30/04	09/28/12	97 89	962 24	1,007 27	45 03	LT
Goldman Sachs Short Durat Govt	08/31/04	09/28/12	98 12	968 44	1,009 65	41 21	LT
Goldman Sachs Short Durat Govt	09/30/04	09/28/12	85 91	844 48	883 99	39 51	LT
Goldman Sachs Short Durat Govt	10/29/04	09/28/12	79 26	779 96	815 63	35 67	LT
Goldman Sachs Short Durat Govt	11/30/04	09/28/12	79 86	781 80	821 73	39 93	LT
Goldman Sachs Short Durat Govt	12/31/04	09/28/12	79 81	780 58	821 29	40 71	LT
Goldman Sachs Short Durat Govt	01/31/05	09/28/12	80 12	782 75	824 41	41 66	LT
Goldman Sachs Short Durat Govt	02/28/05	09/28/12	80 23	781 48	825 61	44 13	LT

	Acquired	Date Sold	Qty	Cost	Proceeds	Gain/Loss	Gain Type
Goldman Sachs Short Durat Govt	03/31/05	09/28/12	80 76	783 37	831 02	47 65	LT
Goldman Sachs Short Durat Govt	04/29/05	09/28/12	83 68	814 20	861 06	46 86	LT
Goldman Sachs Short Durat Govt	05/31/05	09/28/12	84 24	819 64	866 81	47 17	LT
Goldman Sachs Short Durat Govt	06/30/05	09/28/12	83 79	814 43	862 19	47 76	LT
Goldman Sachs Short Durat Govt	07/29/05	09/28/12	81 52	788 33	838 87	50 54	LT
Goldman Sachs Short Durat Govt	08/31/05	09/28/12	81 11	786 78	834 63	47 85	LT
Goldman Sachs Short Durat Govt	09/30/05	09/28/12	81 76	789 00	841 33	52 33	LT
Goldman Sachs Short Durat Govt	10/31/05	09/28/12	85 53	823 67	880 12	56 45	LT
Goldman Sachs Short Durat Govt	11/30/05	09/28/12	88 82	855 30	913 92	58 62	LT
Goldman Sachs Short Durat Govt	12/30/05	09/28/12	95 87	923 18	986 45	63 27	LT
Goldman Sachs Short Durat Govt	01/31/06	09/28/12	96 16	925 97	989 43	63 46	LT
Goldman Sachs Short Durat Govt	02/28/06	09/28/12	96 52	928 48	993 15	64 67	LT
Goldman Sachs Short Durat Govt	03/31/06	09/28/12	103 92	997 58	1,069 29	71 71	LT
Goldman Sachs Short Durat Govt	04/28/06	09/28/12	107 61	1,034 10	1,107 28	73 18	LT
Goldman Sachs Short Durat Govt	05/04/06	09/28/12	12,943 81	124,131 11	133,191 86	9,060 75	LT
Goldman Sachs Short Durat Govt	05/04/06	04/01/13	24,485 80	234,818 79	250,000 00	15,181 21	LT
WTS/Dime Bancorp Exp 1/1/59	08/01/95	08/21/12	2,877 00	461 72	-	(461 72)	LT

Total Goldman Sachs #7385

0.00	0.00	0.00	ST
669,443.87	700,000.00	30,556.13	LT
669,443.87	700,000.00	30,556.13	

Total All

1,090,916.45	1,186,216.93	95,300.48	ST
1,225,930.72	1,361,044.06	135,113.34	LT
2,316,847.18	2,547,260.99	230,413.81	

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return**

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print <small>File by the due date for filing your return. See instructions</small>	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE SAPP FAMILY FOUNDATION	13-3632757
	Number, street, and room or suite no. If a P O box, see instructions P.O. BOX 73, BOWLING GREEN STATION	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10274-0073	

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

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

- The books are in the care of ▶ AYCO COMPANY, L.P. - NTG

Telephone No ▶ 518 640-5000 FAX No ▶ _____

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 12/16, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ▶ calendar year 20____ or
 ▶ tax year beginning 05/01, 2012, and ending 04/30, 2013

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$ 6,336.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$ 16,305.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.