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Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052 **2012** Open to public inspection

For calendar year 2012 or tax year beginning JUN 1, 2012 , and ending MAY 31, 2013

Name of foundation
THE ROBERT MAPPLETHORPE FOUNDATION, INC.
C/O MICHAEL STOUT, ESQ.

A Employer identification number 13-3480472

Number and street (or P O box number if mail is not delivered to street address) Room/suite
477 MADISON AVENUE 15TH FLOOR

B Telephone number 212-754-6120

City or town, state, and ZIP code
NEW YORK, NY 10022

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 230,542,028.

J Accounting method: ☐ Cash ☐ Accrual [X] Other (specify) SEE STATEMENT 11 (Part I, column (d) must be on cash basis.)

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

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

	Line	(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				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	190.	190.	190.	STATEMENT 1
	4 Dividends and interest from securities	162,645.	162,203.	162,645.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	18,852.			
	b Gross sales price for all assets on line 6a 2,870,244.				
	7 Capital gain net income (from Part IV, line 2)		18,852.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances 3,762,750.				STATEMENT 3
	b Less Cost of goods sold 3,460,550.				STATEMENT 4
	c Gross profit or (loss)	302,200.		302,200.	
	11 Other income	253,922.	108,544.	253,922.	STATEMENT 5
	12 Total. Add lines 1 through 11	737,809.	289,789.	718,957.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages	470,606.	0.	0.	216,479.
	15 Pension plans, employee benefits	53,040.	0.	0.	24,398.
	16a Legal fees STMT 6	778,941.	0.	0.	146,473.
	b Accounting fees STMT 7	25,500.	10,200.	0.	12,750.
	c Other professional fees STMT 8	42,254.	0.	0.	42,254.
	17 Interest				
	18 Taxes STMT 9	36,345.	503.	0.	16,372.
	19 Depreciation and depletion	405.	0.	0.	
	20 Occupancy	128,232.	0.	0.	21,000.
	21 Travel, conferences, and meetings	162,445.	0.	0.	110,462.
	22 Printing and publications				
	23 Other expenses STMT 10	185,406.	37,670.	0.	14,072.
	24 Total operating and administrative expenses Add lines 13 through 23	1,883,174.	48,373.	0.	604,260.
	25 Contributions, gifts, grants paid	1,251,686.			1,251,686.
	26 Total expenses and disbursements. Add lines 24 and 25	3,134,860.	48,373.	0.	1,855,946.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-2,397,051.			
	b Net investment income (if negative, enter -0-)		241,416.		
	c Adjusted net income (if negative, enter -0-)			718,957.	

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10530123 759915 7665145 2012.05020 THE ROBERT MAPPLETHORPE FOU 76651451

9H

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	728,551.	783,372.	783,372.
	2 Savings and temporary cash investments	1,000.	1,000.	1,000.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use	5,901,000.	6,548,100.	7,154,700.
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 13	269,703.	280,199.	273,862.
	b Investments - corporate stock STMT 14	4,399,759.	4,345,593.	4,684,100.
	c Investments - corporate bonds STMT 15	212,500.	25,000.	28,195.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 16	343,838.	177,284.	172,252.
	14 Land, buildings, and equipment: basis ▶ 10,124.			
	Less accumulated depreciation STMT 17 ▶ 9,600.	929.	524.	524.
	15 Other assets (describe ▶ STATEMENT 18)	220,309,950.	217,444,023.	217,444,023.
	16 **Total assets** (to be completed by all filers)	232,167,230.	229,605,095.	230,542,028.
Liabilities	17 Accounts payable and accrued expenses		57,501.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ DEFERRED REVENUE)	174,800.	48,000.	
	23 **Total liabilities** (add lines 17 through 22)	174,800.	105,501.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	231,992,430.	229,499,594.	
	30 **Total net assets or fund balances**	231,992,430.	229,499,594.	
	31 **Total liabilities and net assets/fund balances**	232,167,230.	229,605,095.	

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	231,992,430.
2 Enter amount from Part I, line 27a	2	-2,397,051.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	229,595,379.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	95,785.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	229,499,594.

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				
b	SEE ATTACHED STATEMENT			
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	2,870,244.		2,851,392.	18,852.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				18,852.

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** 18,852.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 **3** 3,646.

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	18,894,488.	13,241,968.	1.426864
2010	1,712,870.	12,662,059.	.135276
2009	1,192,804.	11,945,051.	.099858
2008	757,623.	5,896,731.	.128482
2007	2,034,036.	1,153,564.	1.763262

2	**Total** of line 1, column (d)	2	3.553742
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	.710748
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,810,914.
5	Multiply line 4 by line 3	5	8,394,584.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,414.
7	Add lines 5 and 6	7	8,396,998.
8	Enter qualifying distributions from Part XII, line 4	8	1,855,946.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	4,828.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	4,828.
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	4,828.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 5,731.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 3,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	8,731.
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	3,903.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	3,903. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
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) ▶ NY			
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)*

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

Website address ▶ WWW.MAPPLETHORPE.ORG

14 The books are in care of ▶ MICHAEL WARD STOUT ESQ. Telephone no. ▶ 212-754-6120
Located at ▶ 477 MADISON AVENUE 15TH FLOOR, NEW YORK, NY ZIP+4 ▶ 10022

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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

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

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** | | X

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? SEE STATEMENT 20 ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** | | X

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 19		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MONICA EULITZ - 477 MADISON AVENUE 15TH FLOOR, NEW YORK, NY 10022	SALES DIRECTOR 40.00	160,000.	10,875.	0.
JOREE ADILMAN - 477 MADISON AVENUE 15TH FLOOR, NEW YORK, NY 10022	FOUNDATION MANAGER 40.00	111,154.	10,875.	0.
ADAM ROSENTHAL - 477 MADISON AVENUE 15TH FLOOR, NEW YORK, NY 10022	ART HANDLERS 32.00	54,136.	10,875.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
STOUT THOMAS & JOHNSON 477 MADISON AVENUE, NEW YORK, NY 10022	LEGAL SERVICES	768,967.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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	5,261,880.
b	Average of monthly cash balances	1b	486,880.
c	Fair market value of all other assets	1c	6,242,016.
d	**Total** (add lines 1a, b, and c)	1d	11,990,776.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	11,990,776.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	179,862.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,810,914.
6	**Minimum investment return.** Enter 5% of line 5	6	590,546.

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	590,546.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 4,828.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	4,828.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	585,718.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	585,718.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	585,718.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,855,946.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,855,946.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,855,946.

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				585,718.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 1,976,358.				
b From 2008 465,157.				
c From 2009 348,938.				
d From 2010 1,087,435.				
e From 2011 18,237,810.				
f **Total** of lines 3a through e	22,115,698.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶$ 1,855,946.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				585,718.
e Remaining amount distributed out of corpus	1,270,228.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	23,385,926.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	1,976,358.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	21,409,568.			
10 Analysis of line 9:				
a Excess from 2008 465,157.				
b Excess from 2009 348,938.				
c Excess from 2010 1,087,435.				
d Excess from 2011 18,237,810.				
e Excess from 2012 1,270,228.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 21

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				
ACRIA 230 W. 38TH STREET, 17TH FLOOR NEW YORK, NY 10018	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	110,000.
ACRIA 230 W. 38TH STREET, 17TH FLOOR NEW YORK, NY 10018	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE - ARTWORK CONTRIBUTION	27,000.
AKRON ART MUSEUM ONE SOUTH HIGH STREET AKRON, OH 44308	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	5,000.
AMFAR 120 WALL STREET, 13TH FLOOR NEW YORK, NY 10005-3908	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE - ARTWORK CONTRIBUTION	8,500.
APERTURE FOUNDATION 547 WEST 27TH STREET #4 NEW YORK, NY 10001	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE - ARTWORK CONTRIBUTION	8,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,251,686.
b Approved for future payment				
BARD COLLEGE PO BOX 5000, ANNADALE-ON-HUDSON NEW YORK, NY 12504	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE - ARTWORK CONTRIBUTION	8,500.
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE - ARTWORK CONTRIBUTION	8,933,000.
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	15,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	17,889,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	190.	
4 Dividends and interest from securities			14	162,645.	
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			14	5,085.	
8 Gain or (loss) from sales of assets other than inventory			18	18,852.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory	423000	302,200.			
11 Other revenue:					
a EXHIBITION/LOAN FEE	423000	145,378.			
b LICENSING & ROYALITIES			15	83,140.	
c OTHER INCOME			01	20,319.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		447,578.		290,231.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 737,809.

(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).

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

Michael Ward Stout — March 14, 2014 — PRESIDENT

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARTIN GREIF	Mart Greif CPA	3/13/14		P00029738
Firm's name ▶ MCGLADREY LLP			Firm's EIN ▶ 42-0714325	
Firm's address ▶ 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036-2602			Phone no. 212-372-1000	

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

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE ROBERT MAPPLETHORPE FOUNDATION, INC. C/O MICHAEL STOUT, ESQ.	Employer identification number (EIN) or 13-3480472
	Number, street, and room or suite no. If a P.O. box, see instructions. 477 MADISON AVENUE 15TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10022	

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 ▶ MICHAEL WARD STOUT ESQ.
477 MADISON AVENUE 15TH FLOOR - NEW YORK, NY 10022
Telephone No. ▶ 212-754-6120 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 JANUARY 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year ______ or
▶ [X] tax year beginning JUN 1, 2012, and ending MAY 31, 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	$ 8,731.
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	$ 5,731.
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	$ 3,000.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

223841
01-21-13

● If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

● If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print. File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions THE ROBERT MAPPLETHORPE FOUNDATION, INC. C/O MICHAEL STOUT, ESQ.	Employer identification number (EIN) or 13-3480472
	Number, street, and room or suite no. If a P.O. box, see instructions. 477 MADISON AVENUE 15TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10022	

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-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

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

● The books are in the care of ▶ MICHAEL WARD STOUT ESQ. 477 MADISON AVENUE 15TH FLOOR - NEW YORK, NY 10022

Telephone No. ▶ 212-754-6120 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.

4 I request an additional 3-month extension of time until APRIL 15, 2014 .

5 For calendar year ______ , or other tax year beginning JUN 1, 2012 , and ending MAY 31, 2013 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NECESSARY IN ORDER TO FILE AND COMPLETE AND ACCURATE RETURN.

8a	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.	8a	$ 8,731.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 8,731.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ CPA Date ▶

223842
01-21-13

14260108 759915 7665145 2012.05020 THE ROBERT MAPPLETHORPE FOU 76651451

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	ML 32S-04001 - PUBLICLY TRADED SECURITIES	P	05/31/13	05/31/13
b	ML 32S-04001 - PUBLICLY TRADED SECURITIES	P	05/31/13	05/31/13
c	ML 32S-04002 - PUBLICLY TRADED SECURITIES	P	05/31/13	05/31/13
d	ML 32S-04002 - PUBLICLY TRADED SECURITIES	P	05/31/13	05/31/13
e	ML 32S-02097 - PUBLICLY TRADED SECURITIES	P	05/31/13	05/31/13
f	ML 32S-02097 - PUBLICLY TRADED SECURITIES	P	05/31/13	05/31/13
g	ML 32S-04024 - PUBLICLY TRADED SECURITIES	P	05/31/13	05/31/13
h	ML 32S-04024 - PUBLICLY TRADED SECURITIES	P	05/31/13	05/31/13
i	ML 32S-04025 - PUBLICLY TRADED SECURITIES	P	05/31/13	05/31/13
j	ML 32S-04025 - PUBLICLY TRADED SECURITIES	P	05/31/13	05/31/13
k	ML 32S-04027 - PUBLICLY TRADED SECURITIES	P	05/31/13	05/31/13
l	ML 32S-04027 - PUBLICLY TRADED SECURITIES	P	05/31/13	05/31/13
m	CASH IN LIEU	P	05/31/13	05/31/13
n	CAPITAL GAINS DIVIDENDS			
o				

	(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	206,781.		205,212.	1,569.
b	316,996.		306,984.	10,012.
c	49,773.		49,038.	735.
d	688,797.		683,546.	5,251.
e	26,006.		27,814.	-1,808.
f	85,304.		68,376.	16,928.
g	648.		617.	31.
h	357,088.		397,276.	-40,188.
i	5,027.		4,395.	632.
j	36,483.		32,134.	4,349.
k	111,805.		109,318.	2,487.
l	973,991.		966,682.	7,309.
m	79.			79.
n	11,466.			11,466.
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				** 1,569.
b				10,012.
c				** 735.
d				5,251.
e				** -1,808.
f				16,928.
g				** 31.
h				-40,188.
i				** 632.
j				4,349.
k				** 2,487.
l				7,309.
m				79.
n				11,466.
o				

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	18,852.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	3,646.

223591
05-01-12

** (SHORT-TERM)

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ART INSTITUTE OF CHICAGO 111 SOUTH MICHIGAN AVE. CHICAGO, IL 60603	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	10,000.
BAILEY HOUSE, INC. 1751 PARK AVENUE NEW YORK, NY 10035	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	7,812.
BAILEY HOUSE, INC. 1751 PARK AVENUE NEW YORK, NY 10035	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE - ARTWORK CONTRIBUTION	12,500.
BARD COLLEGE PO BOX 5000, ANNADALE-ON-HUDSON NEW YORK, NY 12504	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	105,000.
BETH ISRAEL MEDICAL CENTER 327 EAST 17TH STREET NEW YORK, NY 10003	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	8,000.
BIRMINGHAM MUSEUM OF ART 2000 REV. ABRAHAM WOODS, JR, BLVD BRIRMINGHAM, AL 35203-2278	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	10,000.
CASEY HOUSE FOUNDATION 9 HUNTLEY STREET TORONTO, ONTARIO, CANADA M4Y 2K8	NONE	FOREIGN TAX EXEMPT ORGANIZATIO	FOR DONEE'S EXEMPT PURPOSE - ARTWORK CONTRIBUTION	8,500.
CONTEMPORARY ARTS CENTER 44 EAST SIXTH STREET CINCINNATI, OH 45202	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	10,000.
DALLAS MUSEUM OF ART 1717 NORTH HARWOOD STREET DALLAS, TX 75201	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE - ARTWORK CONTRIBUTION	8,500.
DEPAUL ART MUSEUM 1 E JACKSON BLVD CHICAGO, IL 60604	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	10,000.
Total from continuation sheets				1,092,686.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DETROIT INSTITUTE OF ARTS 5200 WOODWARD AVENUE DETROIT, MI 48202	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	15,000.
DIA ART FOUNDATION 535 WEST 22ND STREET NEW YORK, NY 10011	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	1,500.
HENRY STREET SETTLEMENT 265 HENRY STREET NEW YORK, NY 10002-4808	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	700.
HIGH MUSEUM OF ART 1280 PEACHTREE STREET, N.E. ATLANTA, GA 30309	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	10,000.
HOUSE RESEARCH INSTITUTE 2100 WEST THIRD STREET LOS ANGELES, CA 90057	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	25,000.
INTERNATIONAL CENTER OF PHOTOGRAPHY 1114 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	26,000.
LAMBDA LEGAL 120 WALL STREET, 19TH FLOOR NEW YORK, NY 10005	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	2,000.
MARY & LEIGH BLOCK MUSEUM OF ART 40 ARTS CIRCLE DRIVE EVANSTON, IL 60208-2410	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	5,000.
MUSEUM OF FINE ARTS BOSTON 465 HUNTINGTON AVENUE BOSTON, MA 02115	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	10,000.
MUSEUM OF FINE ARTS HOUSTON 1001 BISSONNET HOUSTON, TX 77005	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	50,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL GALLERIES OF SCOTLAND 75 BEDFORD ROAD EDINBURGH, SCOTLAND, UNITED KINGDOM EH4 3DS	NONE	FOREIGN TAX EXEMPT ORGANIZATIO	FOR DONEE'S EXEMPT PURPOSE	100,000.
NATIONAL GALLERY OF ART 2000B SOUTH CLUB DRIVE LANDOVER, MD 20785	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	10,000.
NEVADA MUSEUM OF ART 160 WEST LIBERTY STREET RENO, NV 89501	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	10,000.
NEW MUSEUM OF CONTEMPORARY ART 235 BOWERY STREET NEW YORK, NY 10002	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	7,500.
ROCKEFELLER UNIVERSITY 1230 YORK AVENUE NEW YORK, NY 10065	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	49,079.
SAN FRANCISCO MUSEUM OF MODERN ART 151 THIRD STREET SAN FRANCISCO, CA 94103	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	15,000.
SOLOMON R GUGGENHEIM MUSEUM 1071 FIFTH AVENUE NEW YORK, NY 10128	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	17,640.
THE ALDRICH CONTEMPORARY ART MUSEUM 258 MAIN STREET RIDGEFIELD, CT 06877	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	5,000.
THE BRONX MUSEUM OF THE ARTS 1040 GRAND CONCOURSE BRONX, NY 10456	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE - ARTWORK CONTRIBUTION	15,000.
THE GORDON PARKS FOUNDATION 48 WHEELER AVENUE PLEASANTVILLE, NY 10570	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	2,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE HENRY M JACKSON FOUNDATION 503 ROBERT GRANT AVENUE SILVER SPRING, MD 20910	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	48,666.
THE J. PAUL GETTY MUSEUM RESEARCH INSTITUTE 1200 GETTY CENTER DRIVE, SUITE 1000 LOS ANGELES, CA 90049	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	180,000.
THE KEITH HARING FOUNDATION 676 BROADWAY NEW YORK, NY 10012	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE - ARTWORK CONTRIBUTION	11,789.
THE NEW YORK PUBLIC LIBRARY FIFTH AVENUE AND 42ND STREET NEW YORK, NY 10018	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	5,000.
THE STUDIO MUSEUM IN HARLEM 144 WEST 125TH STREET NEW YORK, NY 10027	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	1,000.
VISUAL ARTS FOUNDATION 15 GRAMERCY PARK SOUTH NEW YORK, NY 10003	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	2,000.
WHITNEY MUSEUM OF AMERICAN ART 945 MADISON AVENUE NEW YORK, NY 10021	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	277,500.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE J. PAUL GETTY TRUST 1200 GETTY CENTER DRIVE, SUITE 1000 LOS ANGELES, CA 90049	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE - ARTWORK CONTRIBUTION	8,933,000.
Total from continuation sheets				8,933,000.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	190.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	190.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND & INTEREST INCOME	162,203.	0.	162,203.
L-T CAPITAL GAIN DISTRIBUTION	11,466.	11,466.	0.
TAX EXEMPT DIVIDEND INCOME	442.	0.	442.
TOTAL TO FM 990-PF, PART I, LN 4	174,111.	11,466.	162,645.

FORM 990-PF — INCOME AND COST OF GOODS SOLD INCLUDED ON PART I, LINE 10 — STATEMENT 3

INCOME		
1. GROSS RECEIPTS	3,762,750	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		3,762,750
4. COST OF GOODS SOLD (LINE 15)	3,460,550	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		302,200
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		302,200
COST OF GOODS SOLD		
8. INVENTORY AT BEGINNING OF YEAR	5,901,000	
9. MERCHANDISE PURCHASED	2,676,100	
10. COST OF LABOR		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS	1,431,550	
13. ADD LINES 8 THROUGH 12		10,008,650
14. INVENTORY AT END OF YEAR	6,548,100	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14)		3,460,550

FORM 990-PF COST OF GOODS SOLD - OTHER COSTS STATEMENT 4

DESCRIPTION	AMOUNT
COMMISSIONS - GALLERIES	1,431,550.
TOTAL OTHER COSTS	1,431,550.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
THRU ENDOWMENT TEI FUND K-1	5,085.	5,085.	5,085.
EXHIBITION/LOAN FEE	145,378.	0.	145,378.
LICENSING & ROYALITIES	83,140.	83,140.	83,140.
OTHER INCOME	20,319.	20,319.	20,319.
TOTAL TO FORM 990-PF, PART I, LINE 11	253,922.	108,544.	253,922.

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	778,941.	0.	0.	146,473.
TO FM 990-PF, PG 1, LN 16A	778,941.	0.	0.	146,473.

FORM 990-PF ACCOUNTING FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	25,500.	10,200.	0.	12,750.
TO FORM 990-PF, PG 1, LN 16B	25,500.	10,200.	0.	12,750.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	42,254.	0.	0.	42,254.
TO FORM 990-PF, PG 1, LN 16C	42,254.	0.	0.	42,254.

FORM 990-PF TAXES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	503.	503.	0.	0.
NYS CORPORATION TAX	250.	0.	0.	0.
PAYROLL TAXES	35,592.	0.	0.	16,372.
TO FORM 990-PF, PG 1, LN 18	36,345.	503.	0.	16,372.

FORM 990-PF OTHER EXPENSES STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADP FEE	3,436.	0.	0.	1,581.
BANK CHARGES	1,399.	1,399.	0.	0.
CERTIFIED AND ADR FEES	28.	28.	0.	0.
COMPUTER EXPENSES	4,951.	0.	0.	0.
FILM & PROCESSING	2,482.	0.	0.	0.
FRAMING, STORAGE & INSURANCE	86,985.	0.	0.	0.
INSURANCE	5,531.	0.	0.	4,833.
INVESTMENT ADVISORY FEES	36,243.	36,243.	0.	0.
LIBRARY	3,942.	0.	0.	0.
MISCELLANEOUS	1,766.	0.	0.	0.
NY FILING FEE	1,500.	0.	0.	1,500.
OFFICE EXPENSE, SUPPLIES & MAINTENANCE	10,543.	0.	0.	5,272.
POSTAGE, DELIVERY & SHIPPING	5,209.	0.	0.	0.
PROMOTION	2,333.	0.	0.	0.
TELEPHONE & UTILITIES	13,142.	0.	0.	0.
WEBSITE & WEB HOSTING	3,990.	0.	0.	0.
WORKER'S COMP & DISABILITY	1,926.	0.	0.	886.
TO FORM 990-PF, PG 1, LN 23	185,406.	37,670.	0.	14,072.

FOOTNOTES STATEMENT 11

ACCOUNTING METHOD
THE CASH BASIS WHERE CERTAIN REVENUE ARE RECOGNIZED WHEN RECEIVED RATHER THAN WHEN EARNED AND CERTAIN EXPENSES ARE RECOGNIZED WHEN PAID RATHER THAN WHEN THE OBLIGATION IS INCURRED. THE "STUDIO" HOLDS THE WORKS OF ART (PHOTOGRAPHS) HELD FOR SALE. AS A RESULT, THE "STUDIO" MAINTAINS ITS ACCOUNTING POLICY ON THE ACCRUAL METHOD, WHERE CERTAIN REVENUE ARE RECOGNIZED WHEN EARNED, RATHER THAN RECEIVED, AND CERTAIN EXPENSES ARE RECOGNIZED WHEN THE OBLIGATION IS INCURRED RATHER THAN WHEN PAID.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 12

DESCRIPTION	AMOUNT
EXCESS OF BV OVER FMV OF DONATED ARTWORK	4,711.
ADJUSTMENT ON ARTWORK FOR CHARITABLE USE	84,900.
ADJUSTMENT ON SECURITIES BASIS	6,174.
TOTAL TO FORM 990-PF, PART III, LINE 5	95,785.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	280,199.	273,862.
	280,199.	273,862.
	280,199.	273,862.

FORM 990-PF CORPORATE STOCK STATEMENT 14

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
THRU MERRILL LYNCH ACCOUNT 32S-04001	220,636.	229,159.
THRU MERRILL LYNCH ACCOUNT 32S-04002	195,000.	199,970.
THRU MERRILL LYNCH ACCOUNT 32S-02097	384,954.	440,284.
THRU MERRILL LYNCH ACCOUNT 32S-04024	761,766.	797,922.
THRU MERRILL LYNCH ACCOUNT 32S-04025	304,657.	393,137.
THRU MERRILL LYNCH ACCOUNT 32S-04027	2,478,580.	2,623,628.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,345,593.	4,684,100.

FORM 990-PF CORPORATE BONDS STATEMENT 15

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
THRU MERRILL LYNCH ACCOUNT 32S-04002	25,000.	28,195.
TOTAL TO FORM 990-PF, PART II, LINE 10C	25,000.	28,195.

FORM 990-PF OTHER INVESTMENTS STATEMENT 16

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
THE ENDOWMENT TEI FUND LP - EIN: 20-2472055	FMV	177,284.	172,252.
TOTAL TO FORM 990-PF, PART II, LINE 13		177,284.	172,252.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 17

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTERS	4,113.	4,113.	0.
COPIER	3,433.	3,433.	0.
COMPUTERS	1,577.	1,577.	0.
FURNITURE & FIXTURES	1,001.	477.	524.
TOTAL TO FM 990-PF, PART II, LN 14	10,124.	9,600.	524.

FORM 990-PF OTHER ASSETS STATEMENT 18

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ASSETS HELD FOR CHARITABLE USE	220,309,950.	217,443,950.	217,443,950.
INTEREST RECEIVABLE	0.	73.	73.
TO FORM 990-PF, PART II, LINE 15	220,309,950.	217,444,023.	217,444,023.

MERRILL LYNCH CONSULTS SERVICE

May 01, 2013 - May 31, 2013

YOUR INVESTMENT MANAGER - PIMCO/ALZ MLTI TX TR

YOUR EMA ASSETS

GOVERNMENT AND AGENCY SECURITIES [1] Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ U.S. TREASURY NOTE *0.750% OCT 31 2017* *MOODY'S: AAA S&P: *** CUSIP: 912828TW0* *ORIGINAL UNIT/TOTAL COST: 100.3984/33,131.49*	12/13/12	33,000	33,119.13	99.2660	**32,757.78**	(361.35)	20.85	**248**	.75
U.S. TREASURY NOTE *1.375% FEB 28 2019* *MOODY'S: AAA S&P: *** CUSIP: 912828SH4*	03/01/12	13,000	12,949.22	100.7580	13,098.54	149.32	44 69	179	1 36

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

GOVERNMENT AND AGENCY SECURITIES [1] (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ U.S. TREASURY NOTE	06/04/12	2,000	2,046.42	100.7580	2,015.16	(31.26)	6.88	28	1.36
ORIGINAL UNIT/TOTAL COST: 102.7070/2,054.14									
Subtotal		*15,000*	*14,995.64*		**15,113.70**	*118.06*	*51.57*	**207**	*1.36*
U.S. TREASURY NOTE	01/11/13	21,000	20,803.13	97.9450	**20,568.45**	(234.68)	98.55	**237**	1.14
1.125% DEC 31 2019									
*MOODY'S: AAA S&P: *** CUSIP: 912828UF5*									
Δ U.S. TREASURY NOTE	05/07/13	15,000	15,553.78	100.8830	**15,132.45**	(421.33)	13.04	**300**	1.98
2.000% NOV 15 2021 02.000% NOV 15 2021									
*MOODY'S: AAA S&P: *** CUSIP: 912828RR3*									
ORIGINAL UNIT/TOTAL COST: 103.7187/15,557.81									
Δ U.S. TRSY INFLATION NTE	07/24/12	11,000	11,991.70	103.0080	11,468.32	(523.38)	5.17	14	.12
0.125% JUL 15 2022 INFL ADJ PRIN 11,133									
*MOODY'S: AAA S&P: *** CUSIP: 912828TE0*									
ORIGINAL UNIT/TOTAL COST: 108.4650/11,931.16									
Δ U.S. TRSY INFLATION NTE	11/28/12	14,000	15,421.36	103.0080	14,596.05	(825.31)	6 57	18	.12
INFL ADJ PRIN 14,169									
ORIGINAL UNIT/TOTAL COST: 110.0432/15,406.06									
Subtotal		*25,000*	*27,413.06*		**26,064.37**	*(1,348.69)*	*11.74*	**32**	*.12*
Δ U.S. TREASURY NOTE	03/01/13	1,000	1,012.99	98.9380	989.38	(23.61)	5.80	20	2.02
2.000% FEB 15 2023 023									
*MOODY'S: AAA S&P: *** CUSIP: 912828UN8*									
ORIGINAL UNIT/TOTAL COST: 101.3290/1,013.29									
Δ U.S. TREASURY NOTE	03/06/13	10,000	10,069.97	98.9380	9,893.80	(176.17)	58.01	200	2.02
ORIGINAL UNIT/TOTAL COST: 100.7152/10,071.52									
Δ U.S. TREASURY NOTE	04/02/13	15,000	15,189.28	98.9380	14,840.70	(348.58)	87.02	300	2.02
ORIGINAL UNIT/TOTAL COST: 101.2812/15,192.19									
Subtotal		*26,000*	*26,272.24*		**25,723.88**	*(548.36)*	*150.83*	**520**	*2.02*

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Account Number: 32S-04001

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

GOVERNMENT AND AGENCY SECURITIES [1] (continued)

Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ U.S. TRSY INFLATION BOND 2.375% JAN 15 2025 INFL ADJ PRIN 7,408 MOODY'S: AAA S&P: *** CUSIP: 912810FR4 ORIGINAL UNIT/TOTAL COST: 168.8595/10,131.57	12/07/12	6,000	10,063.11	125.8750	**9,325.75**	(737.36)	53.54	**176**	1 88
Δ U.S. TRSRY INFLATION BON 2.500% JAN 15 2029 INFL ADJ PRIN 14,093 MOODY'S: AAA S&P: *** CUSIP: 912810PZ5 ORIGINAL UNIT/TOTAL COST: 157.8830/20,524.80	12/07/12	13,000	20,411.64	130.7190	**18,422.45**	(1,989.19)	122.10	**353**	1.91
FNMA P995737 05%2038 AMORTIZED FACTOR 0.237558150 AMORTIZED VALUE 20,430 MOODY'S: *** S&P: *** CUSIP: 31416CEJ1	03/18/13	86,000	22,166.55	108.2649	**22,118.52**	(48.03)	134.65	**1,022**	4.61
FNMA P889579 06%2038 AMORTIZED FACTOR 0.140507810 AMORTIZED VALUE 1,264 MOODY'S: *** S&P: *** CUSIP: 31410KJY1	10/14/08	9,000	1,268.42	108.9492	1,377.74	109.32	10.59	76	5 50
FNMA P889579 06%2038 AMORTIZED VALUE 1,686	10/20/08	12,000	1,710.26	108.9492	1,836.99	126.73	14.12	102	5 50
Subtotal		21,000	2,978.68		**3,214.73**	236.05	24.71	**178**	5.50
FNMA P992033 06%2038 AMORTIZED FACTOR 0.043910120 AMORTIZED VALUE 439 MOODY'S: *** S&P: *** CUSIP: 31415XBA8	12/08/08	10,000	449.43	108.9642	**478.46**	29.03		**27**	5.50
FNMA PAA4463 04 50%2039 AMORTIZED FACTOR 0.149558150 AMORTIZED VALUE 66 MOODY'S: *** S&P: *** CUSIP: 31416M5Z3	08/03/11	446	70.22	106.8770	**71.29**	1.07	1.08	**3**	4.21
FNMA P995672 04 50%2039 AMORTIZED FACTOR 0.235825140 AMORTIZED VALUE 2,122 MOODY'S: *** S&P: *** CUSIP: 31416CCH7	10/11/11	9,000	2,238.50	106.8770	2,268.39	29.89	22.25	96	4.21

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

GOVERNMENT AND AGENCY SECURITIES [1] (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
FNMA P995672 04 50%2039	06/04/12	18,000	4,559.23	106.8770	4,536.77	(22.46)	44.51	192	4.21
AMORTIZED VALUE 4,244									
Subtotal		27,000	6,797.73		**6,805.16**	7.43	66.76	**288**	4.21
FNMA PAA7681 04 50%2039	04/02/12	19,000	6,852.47	106.8770	**6,855.10**	2.63	55.15	**289**	4.21
AMORTIZED FACTOR 0.337579560 AMORTIZED VALUE 6,414									
MOODY'S: *** S&P: *** CUSIP: 31416RRB1									
FHLMC A9 6409 03 50%2041	06/07/12	24,000	17,641.36	103.3810	**17,399.12**	(242.24)	66.15	**590**	3.38
AMORTIZED FACTOR 0.701253980 AMORTIZED VALUE 16,830									
MOODY'S: *** S&P: *** CUSIP: 312945DN5									
FNMA PAH2683 04%2041	04/19/12	21,000	12,267.97	105.4629	**12,223.82**	(44.15)	58.67	**464**	3.79
AMORTIZED FACTOR 0.551935200 AMORTIZED VALUE 11,590									
MOODY'S: *** S&P: *** CUSIP: 3138A36V4									
FHLMC A9 6807 04%2041	08/14/12	28,000	17,160.03	105.1693	**16,893.57**	(266.46)	65.86	**643**	3.80
AMORTIZED FACTOR 0.573686060 AMORTIZED VALUE 16,063									
MOODY'S: *** S&P: *** CUSIP: 312945R42									
FNMA PAB2527 04%2041	06/27/12	3,000	1,884.12	105.4629	**1,861.67**	(22.45)	9.41	**71**	3.79
AMORTIZED FACTOR 0.588411870 AMORTIZED VALUE 1,765									
MOODY'S: *** S&P: *** CUSIP: 31416XYZ7									
FNMA PAL0065 04 50%2041	03/17/11	5,000	3,103.76	106.9860	**3,291.02**	187.26		**139**	4.20
AMORTIZED FACTOR 0.615224270 AMORTIZED VALUE 3,076									
MOODY'S: *** S&P: *** CUSIP: 3138EGCB8									
FNMA PAB4102 03 50%2041	01/11/12	7,120	4,997.65	103.6394	**5,032.11**	34.46	19.75	**170**	3.37
AMORTIZED FACTOR 0.681938290 AMORTIZED VALUE 4,855									
MOODY'S: *** S&P: *** CUSIP: 31417ARY7									

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

GOVERNMENT AND AGENCY SECURITIES[1] (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
FNMA PAP7553 03%2042 *AMORTIZED FACTOR 0.962151300 AMORTIZED VALUE 14,432* *MOODY'S: *** S&P: *** CUSIP: 3138MBMB9*	11/07/12	15,000	15,196.73	100.5301	**14,508.77**	(687.96)	37.14	**433**	2.98
TOTAL		420,566	280,198.43		**273,862.17**	(6,336 26)	1,061.55	**6,390**	2.33

PLEASE REFER TO NOTES BELOW FOR INFORMATION REGARDING CREDIT RATINGS.

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
FIXED INCOME SHARES *SERIES C F CL INSTL* *SYMBOL: FXICX Initial Purchase:07/24/08* *Fixed Income 100%*	8,560	111,948.25	13.3900	**114,618.40**	2,670.15	111,948	**2,670**	**5,589**	4.87
FIXED INCOME SHARES *SERIES M F CL INSTL* *SYMBOL: FXIMX Initial Purchase:07/24/08* *Fixed Income 100%*	10,319	108,687.95	11.1000	**114,540.90**	5,852.95	108,687	**5,852**	**4,200**	3.66
Subtotal (Fixed Income)				*229,159.30*					
TOTAL		220,636.20		**229,159.30**	8,523.10		**8,522**	**9,789**	4.27

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.
Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.
Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

YOUR EMA BANK DEPOSIT INTEREST SUMMARY

YOUR EMA ASSETS

CORPORATE BONDS Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
GENERAL ELEC CAP CORP SER NOTZ 05.750% AUG 15 2016 MOODY'S: A1 S&P: AA+ CUSIP: 36966R2B1	08/11/08	25,000	25,000.00	112.7810	**28,195.25**	3,195 25	423.26	**1,438**	5.09
TOTAL		25,000	25,000.00		**28,195.25**	3,195.25	423.26	**1,438**	5.10

PREFERRED STOCKS Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
BB & T CORPORATION NON-CUM PFD STK 5.20% SERIES F PERPETUAL MOODY'S: BAA2 S&P: BBB CUSIP: 054937602	10/24/12	1,000	25,000.00	24.8000	**24,800.00**	(200.00)		**1,300**	5.24
GOLDMAN SACHS GROUP INC $25 PAR SENIOR NOTES 6.125% NOV 01 2060 MOODY'S: A3 S&P: A- CUSIP: 38145X111	10/26/10	400	10,000.00	25.7100	**10,284.00**	284.00		**613**	5.95

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

PREFERRED STOCKS (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
PPL CAPITAL FUNDING INC SER B JUNIOR SUB NOTES 5.9% DUE 4/30/2073 MOODY'S: BA1 S&P: BB+ CUSIP: 69352P202	03/12/13	1,000	25,000.00	25.5100	**25,510.00**	510.00			
QWEST CORP PFD STK 7.375% NOTES DUE JUNE 1, 2051 MOODY'S: BAA3 S&P: BBB- CUSIP: 74913G204	06/01/11	1,000	25,000.00	26.9000	**26,900.00**	1,900.00		**1,843**	6.85
QWEST CORPORATION SENIOR NOTES 6.125% DUE 6/1/2053 MOODY'S: BAA3 S&P: BBB- CUSIP: 74913G600	05/14/13	1,000	25,000.00	25.1500	**25,150.00**	150.00		**1,532**	6.08
THE CHARLES SCHWAB CORP NON-CUM SER B 6.00% PERPETUAL PFD STK MOODY'S: BAA2 S&P: BBB+ CUSIP: 808513204	05/30/12	600	15,000.00	25.6600	**15,396.00**	396 00		**900**	5.84
THE GOLDMAN SACHS GROUP FIXED TO FLTG NON CUM 5.50% SERIES J PERPETUAL MOODY'S: BA2 S&P: BB+ CUSIP: 38145G308	04/18/13	1,000	25,000.00	25.6600	**25,660.00**	660.00			
W.R.BERKLEY CORPORATION SUBORDINATED DEBENTURES 5.625% DUE 4/30/2053 MOODY'S: BAA3 S&P: BBB- CUSIP: 084423409	04/26/13	1,000	25,000.00	25.1500	**25,150.00**	150.00			
TOTAL		7,000	175,000.00		**178,850.00**	3,850.00		**6,188**	3.46

PLEASE REFER TO NOTES BELOW FOR INFORMATION REGARDING CREDIT RATINGS.

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
F STEPS ISSUER BARC CPN 8.00% SV 13.44 DUE 05/23/14	MLAYC	04/11/13	2,000	10.0000	20,000.00	10.5600	**21,120.00**	1,120.00	**1,598**	7.56
TOTAL					20,000.00		**21,120.00**	1,120.00	**1,598**	7.57

Total Stocks 195,000.00 199,970.00

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
ABBVIE INC SHS	ABBV	02/15/13	280	37.5552	10,515.46	42.6900	**11,953.20**	1,437.74	**449**	3.74
ALTRIA GROUP INC	MO	04/25/11	154	26.0581	4,012.95	36.1000	5,559.40	1,546.45	272	4.87
		04/27/11	48	26 6364	1,278.55	36.1000	1,732.80	454.25	85	4.87
		07/25/11	41	26.2224	1,075 12	36.1000	1,480.10	404.98	73	4.87
		08/16/11	13	25.5700	332.41	36.1000	469.30	136.89	23	4.87
		10/12/11	46	28.0000	1,288.00	36.1000	1,660.60	372.60	81	4.87
		11/09/11	66	27.1953	1,794.89	36.1000	2,382.60	587.71	117	4.87
		05/09/12	37	31.9054	1,180.50	36.1000	1,335.70	155.20	66	4.87
		06/04/12	62	31.7754	1,970.08	36.1000	2,238.20	268.12	110	4 87
		01/04/13	12	32.5950	391.14	36.1000	433.20	42.06	22	4.87
		05/06/13	72	36.1122	2,600.08	36.1000	2,599.20	(0.88)	127	4.87
Subtotal			*551*		*15,923.72*		***19,891.10***	*3,967.38*	***976***	*4.87*
AMN ELEC POWER CO	AEP	05/18/12	87	37.7248	3,282.06	45.8200	3,986.34	704.28	171	4.27
		06/04/12	14	38.3050	536.27	45.8200	641.48	105.21	28	4.27
		01/04/13	2	43.5350	87.07	45.8200	91.64	4.57	4	4.27
Subtotal			*103*		*3,905.40*		***4,719.46***	*814.06*	***203***	*4.27*
ASTRAZENECA PLC SPND ADR	AZN	04/25/11	91	49.8000	4,531.80	51.2500	4,663.75	131.95	255	5.46
		04/27/11	28	51.5100	1,442.28	51.2500	1,435.00	(7.28)	79	5.46
		05/09/11	25	50.9148	1,272.87	51.2500	1,281.25	8.38	70	5.46
		05/10/11	3	51.1900	153.57	51.2500	153.75	.18	9	5.46
		07/25/11	30	49.7746	1,493.24	51.2500	1,537.50	44.26	84	5.46
		10/12/11	35	47.2328	1,653.15	51.2500	1,793.75	140.60	98	5.46
		05/09/12	22	43.4518	955.94	51.2500	1,127.50	171.56	62	5.46
		06/04/12	35	39.9560	1,398.46	51.2500	1,793.75	395.29	98	5.46
		07/19/12	48	47.3375	2,272.20	51.2500	2,460.00	187.80	135	5.46
		07/20/12	35	46.8242	1,638.85	51.2500	1,793.75	154.90	98	5.46
		01/04/13	11	48.1363	529.50	51.2500	563.75	34.25	31	5.46
Subtotal			*363*		*17,341.86*		***18,603.75***	*1,261.89*	***1,019***	*5.46*

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
AT&T INC	T	04/25/11	113	30.4553	3,441.45	34.9900	3,953.87	512.42	204	5.14
		04/27/11	65	31.4264	2,042.72	34.9900	2,274.35	231.63	117	5 14
		07/25/11	54	29.9324	1,616.35	34.9900	1,889.46	273.11	98	5.14
		08/16/11	21	28.6800	602.28	34.9900	734.79	132.51	38	5.14
		11/09/11	54	29.0096	1,566.52	34.9900	1,889.46	322.94	98	5.14
		05/09/12	36	32.9200	1,185.12	34.9900	1,259.64	74.52	65	5.14
		06/04/12	74	34.1668	2,528.35	34.9900	2,589.26	60.91	134	5.14
		02/15/13	58	35.3900	2,052.62	34.9900	2,029.42	(23.20)	105	5.14
Subtotal			*475*		*15,035.41*		***16,620.25***	*1,584.84*	***859***	*5.14*
BCE INC	BCE	04/27/11	4	37.0300	148.12	44.6800	178.72	30.60	10	5.19
		07/25/11	39	39.8561	1,554.39	44.6800	1,742.52	188.13	91	5.19
		08/16/11	12	38.6083	463.30	44.6800	536.16	72.86	28	5.19
		05/09/12	28	40.4296	1,132.03	44 6800	1,251 04	119.01	66	5.19
		06/04/12	40	39.2515	1,570.06	44.6800	1,787.20	217.14	93	5.19
		08/08/12	33	44.6845	1,474.59	44.6800	1,474.44	(0.15)	77	5.19
		08/09/12	3	44.7066	134.12	44.6800	134.04	(0.08)	7	5.19
		01/04/13	16	43 6975	699.16	44.6800	714.88	15.72	38	5.19
Subtotal			*175*		*7,175.77*		***7,819.00***	*643.23*	***410***	*5.19*
BP PLC SPON ADR	BP	01/09/13	139	44.2063	6,144.68	42.9100	5,964.49	(180.19)	301	5.03
		01/10/13	47	44.5357	2,093.18	42.9100	2,016.77	(76.41)	102	5.03
		02/15/13	72	41.9247	3,018.58	42.9100	3,089.52	70.94	156	5 03
		04/18/13	109	40.9790	4,466.72	42.9100	4,677.19	210.47	236	5.03
Subtotal			*367*		*15,723.16*		***15,747.97***	*24.81*	***795***	*5.03*

Merrill Lynch
Wealth Management.
Bank of America Corporation

RMF - Dividend Stock

Account Number: 32S-02097

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
BRISTOL-MYERS SQUIBB CO	BMY	04/25/11	162	27.7224	4,491.03	46.0100	7,453.62	2,962.59	227	3.04
		04/27/11	76	28.1900	2,142.44	46.0100	3,496.76	1,354.32	107	3.04
		07/25/11	64	29 2962	1,874.96	46.0100	2,944.64	1,069.68	90	3.04
		08/16/11	17	28.2341	479.98	46.0100	782.17	302.19	24	3.04
		05/09/12	37	33.0200	1,221.74	46.0100	1,702.37	480.63	52	3.04
		06/04/12	53	33.3873	1,769.53	46.0100	2,438.53	669.00	75	3.04
		01/04/13	7	33.3057	233.14	46.0100	322.07	88.93	10	3.04
Subtotal			*416*		*12,212.82*		***19,140.16***	*6,927.34*	***585***	*3.04*
CHEVRON CORP	CVX	04/25/11	9	107.0844	963.76	122.7500	1,104.75	140 99	36	3.25
		04/25/11	14	111.0257	1,554.36✦	122.7500	1,718.50	164.14	56	3.25
		07/25/11	4	108.9450	435.78	122.7500	491.00	55.22	16	3.25
		05/09/12	4	102.1300	408.52	122.7500	491.00	82.48	16	3 25
		06/04/12	5	96.4460	482.23	122.7500	613.75	131.52	20	3.25
Subtotal			*36*		*3,844.65*		***4,419.00***	*574.35*	***144***	*3.25*
COCA COLA COM	KO	04/25/11	38	33.7950	1,284.21	39.9900	1,519.62	235.41	43	2.80
		04/27/11	32	33.4250	1,079.55	39.9900	1,279.68	210.08	36	2.80
		07/25/11	14	34.7278	486.19	39.9900	559.86	73.67	16	2.80
		05/09/12	10	38.4630	384.63	39.9900	399.90	15.27	12	2.80
		06/04/12	14	36.6314	512.84	39.9900	559.86	47.02	16	2.80
		01/04/13	3	37.6066	112.82	39.9900	119.97	7.15	4	2.80
Subtotal			*111*		3,860.24		***4,438.89***	*588.60*	***127***	*2.80*
CONOCOPHILLIPS	COP	04/25/11	70	61.6407	4,314.85	61.3400	4,293.80	(21.05)	185	4.30
		04/27/11	21	61.1819	1,284.82	61 3400	1,288.14	3.32	56	4.30
		07/25/11	18	57.9844	1,043.72	61.3400	1,104.12	60.40	48	4.30
		08/16/11	6	51.2866	307.72	61.3400	368.04	60.32	16	4.30
		05/03/12	37	54.2078	2,005.69	61.3400	2,269.58	263.89	98	4.30
		05/09/12	12	53.5950	643.14	61.3400	736.08	92.94	32	4.30
		05/18/12	38	50.8539	1,932.45	61.3400	2,330.92	398.47	101	4.30
		06/04/12	33	50.9554	1,681.53	61.3400	2,024.22	342 69	88	4.30
Subtotal			*235*		*13,213.92*		***14,414.90***	*1,200.98*	***624***	*4.30*

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
DOMINION RES INC NEW VA	D	04/27/11	18	45.7700	823.86	56.5500	1,017.90	194.04	41	3.97
		07/25/11	33	49.7700	1,642.41	56.5500	1,866.15	223.74	75	3.97
		08/16/11	13	49.5253	643.83	56.5500	735.15	91.32	30	3.97
		05/09/12	6	51.8616	311.17	56.5500	339.30	28.13	14	3 97
		06/04/12	11	51.5400	566.94	56.5500	622.05	55.11	25	3.97
		01/04/13	1	53.1300	53.13	56.5500	56.55	3.42	3	3.97
		02/15/13	77	54.9001	4,227.31	56.5500	4,354.35	127.04	174	3.97
Subtotal			*159*		8,268.65		***8,991.45***	*722.80*	***362***	3.97
DUKE ENERGY CORP NEW	DUK	04/25/11	90	55.2822	4975.40	66.9300	5,956.77	1,036.65	273	4.57
		04/27/11	28	55.4632	1553.16	66.9300	1,874.04	321.07	86	4.57
		07/25/11	23.667	56.9654	1349.71	66.9300	1,606 32	239.15	74	4.57
		08/16/11	7	54.7285	381.41	66.9300	468 51	85.41	22	4.57
		05/09/12	12.333	64.8300	799.57	66.9300	803.16	25.20	37	4.57
		06/04/12	27	66.9011	1815.63	66.9300	1,807.11	.78	83	4.57
		N/A				66.9300	66.93	N/A	4	4 57
		10/22/12	41	65.2600	2,675.66	66.9300	2,744.13	68.47	126	4.57
		01/04/13	2	64.9950	129.99	66.9300	133.86	3.87	7	4.57
Subtotal			*231*		13,680.53		***15,460.83***	*1,780.60*	***712***	4.57
ELI LILLY & CO	LLY	02/02/12	9	39.5566	356.01	53.1600	478.44	122.43	18	3.68
		05/09/12	24	41.2183	989.24	53.1600	1,275.84	286.60	48	3.68
		06/04/12	51	39.9700	2,038.47	53.1600	2,711.16	672.69	100	3.68
Subtotal			*84*		*3,383.72*		***4,465.44***	*1,081.72*	***166***	3.68
FRAC KINDER MORGAN MGMT	XFMKF	05/20/09	24,182	0.0003	8 65	0.0008	N/A	N/A		
		08/14/09	535	0.0004	0.22	0.0008	N/A	N/A		
		08/19/09	9,517	0.0004	3.83	0.0008	N/A	N/A		
		11/13/09	728	0.0003	0.26	0.0008	N/A	N/A		
		02/12/10	645	0.0004	0.31	0.0008	N/A	N/A		
		05/14/10	637	0.0004	0.31	0.0008	N/A	N/A		
		08/13/10	664	0.0004	0.29	0.0008	N/A	N/A		
		11/12/10	657	0.0005	0.37	0.0008	N/A	N/A		

RMF - Dividend Stock

Account Number: 32S-02097

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
FRAC KINDER MORGAN MGMT	XFMKF	05/13/11	643	0.0005	0.35	0.0008	N/A	N/A		
		08/12/11	682	0.0005	0.37	0.0008	N/A	N/A		
		05/15/12	623	0.0006	0.41	0.0008	N/A	N/A		
Subtotal			*39,513*		*15.37*			*(15.37)*		
GLAXOSMITHKLINE PLC ADR	GSK	04/25/11	70	41.2864	2,890.05	51.7700	3,623.90	733.85	165	4.53
		04/27/11	48	42.9125	2,059.80	51.7700	2,484.96	425.16	113	4.53
		07/25/11	40	44.2660	1,770.64	51.7700	2,070.80	300.16	94	4.53
		08/16/11	14	42.0985	589.38	51.7700	724.78	135.40	33	4.53
		05/09/12	34	45.5467	1,548.59	51.7700	1,760.18	211 59	80	4.53
		06/04/12	38	43.4771	1,652.13	51.7700	1,967.26	315.13	90	4.53
		07/19/12	40	46.7175	1,868.70	51.7700	2,070.80	202.10	94	4.53
		01/04/13	9	44.2211	397.99	51.7700	465.93	67.94	22	4.53
Subtotal			*293*		*12,777.28*		***15,168.61***	*2,391.33*	**691**	*4.53*
HCP INC	HCP	11/09/11	98	37.1334	3,639.08	47.3800	4,643.24	1,004.16	206	4.43
		05/09/12	9	40.9155	368.24	47.3800	426 42	58.18	19	4.43
		06/04/12	19	38.9831	740.68	47.3800	900.22	159.54	40	4.43
Subtotal			*126*		*4,748.00*		***5,969.88***	*1,221.88*	**265**	*4.43*
HEALTH CARE REIT INC COM *REIT*	HCN	04/25/11	55	52.0769	2,864.23	68.0300	3,741.65	877.42	169	4.49
		04/27/11	16	53.1325	850.12	68.0300	1,088.48	238.36	49	4.49
		07/25/11	14	52.8485	739.88	68.0300	952.42	212 54	43	4.49
		08/16/11	5	46.2680	231.34	68.0300	340.15	108.81	16	4.49
		05/09/12	10	55.4570	554.57	68.0300	680.30	125.73	31	4.49
		06/04/12	15	52.9693	794.54	68.0300	1,020.45	225.91	46	4.49
		01/04/13	2	61.5550	123.11	68.0300	136.06	12.95	7	4.49
		02/15/13	33	62.8054	2,072.58	68.0300	2,244.99	172.41	101	4.49
Subtotal			*150*		*8,230.37*		***10,204.50***	*1,974.13*	**462**	*4.49*

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
JOHNSON AND JOHNSON COM	JNJ	04/25/11	73	63 9753	4,670.20	84.1800	6,145.14	1,474.94	193	3.13
		04/27/11	23	65.2426	1,500.58	84.1800	1,936.14	435.56	61	3.13
		07/25/11	19	66.2300	1,258.37	84.1800	1,599.42	341.05	51	3 13
		08/16/11	6	64.4600	386.76	84.1800	505.08	118.32	16	3.13
		05/09/12	11	64.4400	708.84	84.1800	925.98	217.14	30	3.13
		06/04/12	22	62.0950	1,366.09	84.1800	1,851.96	485.87	59	3.13
		01/04/13	2	71.5450	143.09	84.1800	168.36	25.27	6	3 13
Subtotal			*156*		*10,033.93*		***13,132.08***	*3,098.15*	***416***	*3.13*
KIMBERLY CLARK	KMB	04/25/11	2	64.0250	128.05	96.8300	193.66	65.61	7	3 34
		04/27/11	28	64.9300	1,818.04	96.8300	2,711 24	893.20	91	3.34
		07/25/11	25	66.6756	1,666.89	96.8300	2,420.75	753.86	81	3.34
		08/16/11	9	66.1044	594.94	96.8300	871.47	276.53	30	3.34
		05/09/12	15	79.3053	1,189.58	96.8300	1,452.45	262.87	49	3.34
		06/04/12	30	78 5300	2,355.90	96.8300	2,904.90	549.00	98	3.34
		01/04/13	2	85.9750	171.95	96.8300	193.66	21.71	7	3.34
Subtotal			*111*		*7,925.35*		***10,748.13***	*2,822.78*	***363***	*3.34*
KRAFT FOODS GROUP INC SHS	KRFT	10/11/12	187	46.5817	8,710.78	55.1300	10,309.31	1,598.53	374	3.62
		12/03/12	81	45.7304	3,704.17	55.1300	4,465.53	761.36	162	3.62
		01/04/13	2	45.6550	91.31	55.1300	110.26	18.95	4	3.62
		05/06/13	87	53 4516	4,650.29	55.1300	4,796.31	146.02	174	3.62
Subtotal			*357*		*17,156.55*		***19,681.41***	*2,524.86*	***714***	*3.62*
LORILLARD INC	LO	04/25/11	54	33.0770	1,786.16	42.4400	2,291.76	505.60	119	5.18
		04/27/11	15	34.6666	520.00	42.4400	636 60	116.60	33	5.18
		07/25/11	15	36.0000	540.00	42.4400	636.60	96.60	33	5.18
		05/09/12	15	42.8933	643.40	42.4400	636.60	(6.80)	33	5.18
		06/04/12	15	39.9073	598.61	42.4400	636.60	37.99	33	5.18
		02/15/13	50	41.2176	2,060.88	42.4400	2,122.00	61.12	110	5.18
Subtotal			*164*		*6,149.05*		***6,960.16***	*811.11*	***361***	*5.18*

Merrill Lynch Wealth Management.
Bank of America Corporation

RMF - Dividend Stock

Account Number: 32S-02097

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
MCDONALDS CORP COM	MCD	04/25/11	9	76.8355	691.52	96.5700	869.13	177.61	28	3.18
		04/27/11	14	77.6900	1,087.66	96.5700	1,351.98	264.32	44	3.18
		07/25/11	11	88.4054	972.46	96 5700	1,062.27	89.81	34	3.18
		05/09/12	4	92.3750	369.50	96.5700	386.28	16.78	13	3.18
		06/04/12	5	86.2860	431.43	96.5700	482.85	51.42	16	3.18
		12/03/12	76	87.2167	6,628.47	96.5700	7,339.32	710.85	235	3.18
		01/04/13	1	89.9100	89.91	96.5700	96.57	6.66	4	3.18
Subtotal			*120*		*10,270.95*		***11,588.40***	*1,317.45*	***374***	*3.18*
MERCK AND CO INC SHS	MRK	01/04/12	13	38.3100	498.03	46.7000	607.10	109.07	23	3.68
		01/05/12	244	38.4909	9,391.78	46.7000	11,394.80	2,003.02	420	3.68
		05/09/12	23	38.1865	878.29	46.7000	1,074.10	195.81	40	3 68
		06/04/12	43	37.2772	1,602.92	46.7000	2,008.10	405.18	74	3.68
		01/04/13	8	42.0675	336.54	46.7000	373.60	37.06	14	3.68
		02/15/13	75	41.4200	3,106.50	46.7000	3,502.50	396.00	129	3.68
Subtotal			*406*		*15,814.06*		***18,960.20***	*3,146.14*	***700***	*3.68*
NATIONAL GRID PLC SP ADR	NGG	04/25/11	55	49.6500	2,730.75	59.5600	3,275.80	545.05	173	5.26
		04/27/11	18	50.5127	909.23	59.5600	1,072.08	162.85	57	5.26
		05/09/11	8	50.6887	405.51	59 5600	476.48	70.97	26	5.26
		05/10/11	41	51.5160	2,112.16	59.5600	2,441.96	329.80	129	5.26
		06/09/11	29	49.2362	1,427.85	59.5600	1,727.24	299.39	91	5.26
		07/25/11	30	49.7100	1,491.30	59.5600	1,786.80	295.50	95	5.26
		01/05/12	62	47.8141	2,964.48	59.5600	3,692.72	728 24	195	5.26
		05/09/12	22	54.3322	1,195.31	59.5600	1,310.32	115.01	70	5.26
		06/04/12	42	50.2938	2,112.34	59.5600	2,501.52	389.18	132	5 26
		01/04/13	8	57.0000	456.00	59.5600	476.48	20.48	26	5.26
Subtotal			*315*		*15,804.93*		***18,761.40***	*2,956.47*	***994***	*5.26*

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
PEPSICO INC	PEP	10/12/11	47	62.6580	2,944.93	80.7700	3,796.19	851.26	107	2.81
		05/09/12	4	66.1600	264.64	80.7700	323.08	58.44	10	2.81
		06/04/12	8	67.3475	538.78	80.7700	646.16	107.38	19	2.81
		01/04/13	2	69.1600	138.32	80.7700	161.54	23.22	5	2.81
Subtotal			*61*		*3,886.67*		***4,926.97***	*1,040.30*	***141***	*2.81*
PHILIP MORRIS INTL INC	PM	04/27/11	7	67.3957	471.77	90.9100	636.37	164.60	24	3.74
		07/25/11	23	72.1400	1,659.22	90.9100	2,090.93	431.71	79	3.74
		08/16/11	7	68.1900	477.33	90.9100	636.37	159.04	24	3.74
		05/09/12	12	86.1466	1,033.76	90.9100	1,090.92	57.16	41	3.74
		06/04/12	23	81.5073	1,874.67	90.9100	2,090.93	216.26	79	3.74
		01/04/13	1	86.2100	86.21	90.9100	90.91	4.70	4	3.74
		05/06/13	25	93.1388	2,328.47	90.9100	2,272.75	(55.72)	85	3.74
Subtotal			*98*		*7,931.43*		***8,909.18***	*977.75*	***336***	*3.74*
PPL CORPORATION	PPL	05/09/11	121	27.3771	3,312.64	29.7000	3,593.70	281.06	178	4.94
		06/02/11	67	27.8644	1,866.92	29.7000	1,989.90	122.98	99	4.94
		07/25/11	38	28.4500	1,081.10	29.7000	1,128.60	47.50	56	4.94
		05/09/12	25	27.4760	686.90	29.7000	742.50	55.60	37	4.94
		06/04/12	41	27.4573	1,125.75	29.7000	1,217.70	91.95	61	4.94
		01/04/13	6	29.1583	174.95	29.7000	178.20	3.25	9	4.94
		02/15/13	59	30.5250	1,800.98	29.7000	1,752.30	(48.68)	87	4.94
Subtotal			*357*		*10,049.24*		***10,602.90***	*553.66*	***527***	*4.94*
PROCTER & GAMBLE CO	PG	04/25/11	22	63.0640	1,387.41	76.7600	1,688.72	301.31	53	3.13
		04/27/11	14	63.9500	895.30	76.7600	1,074.64	179.34	34	3.13
		07/25/11	11	63.4954	698.45	76.7600	844.36	145.91	27	3.13
		08/16/11	3	61.6366	184.91	76.7600	230.28	45.37	8	3.13
		05/09/12	3	63.8466	191.54	76.7600	230.28	38.74	8	3.13
		06/04/12	10	61.3250	613.25	76.7600	767.60	154.35	25	3.13
		01/04/13	1	68.9200	68.92	76.7600	76.76	7.84	3	3.13
Subtotal			*64*		*4,039.78*		***4,912.64***	*872.86*	***158***	*3.13*

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
REYNOLDS AMERICAN INC	RAI	04/25/11	124	36.1719	4,485.32	48.1100	5,965.64	1,480.32	313	5.23
		04/27/11	38	36.7273	1,395.64	48.1100	1,828.18	432.54	96	5.23
		07/25/11	32	35.8556	1,147.38	48.1100	1,539.52	392.14	81	5.23
		08/16/11	15	34.8553	522.83	48.1100	721.65	198.82	38	5.23
		05/09/12	20	40.2070	804.14	48.1100	962.20	158.06	51	5.23
		06/04/12	39	40.7076	1,587.60	48.1100	1,876.29	288.69	99	5.23
		10/22/12	64	42.2640	2,704.90	48.1100	3,079.04	374.14	162	5.23
		01/04/13	4	42.8875	171.55	48.1100	192.44	20.89	11	5.23
Subtotal			*336*		*12,819.36*		***16,164.96***	*3,345.60*	***851***	*5.23*
ROYAL DUTCH SHEL PLC *SPONS ADR B*	RDSB	04/25/11	100	75.3900	7,539.00	68.8300	6,883.00	(656.00)	360	5.23
		04/27/11	31	77.0874	2,389.71	68.8300	2,133.73	(255.98)	112	5.23
		07/25/11	26	75.2000	1,955.20	68.8300	1,789.58	(165.62)	94	5.23
		08/16/11	10	65.8850	658.85	68.8300	688.30	29.45	36	5.23
		05/09/12	25	68.6900	1,717.25	68.8300	1,720.75	3.50	90	5.23
		06/04/12	19	63.4500	1,205.55	68.8300	1,307.77	102.22	69	5.23
		10/22/12	30	70.6280	2,118.84	68.8300	2,064.90	(53.94)	108	5.23
		01/04/13	4	71.0600	284.24	68.8300	275.32	(8.92)	15	5.23
Subtotal			*245*		*17,868.64*		***16,863.35***	*(1,005.29)*	***884***	*5.23*
SENIOR HSG PPTYS TRSBI	SNH	02/15/13	169	24.8598	4,201.32	25.8500	**4,368.65**	167.33	**264**	6.03
SOUTHERN COMPANY	SO	04/25/11	162	38.5564	6,246.14	43.9000	7,111.80	865 66	329	4.62
		04/27/11	51	38.9800	1,987.98	43.9000	2,238.90	250.92	104	4 62
		07/25/11	42	40.4345	1,698.25	43.9000	1,843.80	145.55	86	4.62
		08/16/11	18	39.8766	717.78	43.9000	790.20	72.42	37	4.62
		05/09/12	21	45.4761	955.00	43.9000	921.90	(33.10)	43	4.62
		06/04/12	50	45.9252	2,296.26	43.9000	2,195.00	(101.26)	102	4.62
		01/04/13	6	44.0916	264.55	43.9000	263.40	(1.15)	13	4.62
Subtotal			*350*		*14,165.96*		***15,365.00***	*1,199.04*	***714***	*4.62*

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

EQUITIES (continued)

Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
TOTAL S.A. SP ADR	TOT	04/25/11	71	61.4374	4,362.06	49 8500	3,539.35	(822.71)	183	5.15
		04/27/11	22	62.9031	1,383 87	49.8500	1,096.70	(287.17)	57	5.15
		07/25/11	19	56.6700	1,076.73	49.8500	947 15	(129 58)	49	5 15
		08/16/11	7	47.9171	335.42	49.8500	348.95	13.53	18	5.15
		10/12/11	55	49.8252	2,740.39	49.8500	2,741.75	1.36	142	5.15
		05/09/12	28	44.7878	1,254 06	49.8500	1,395.80	141.74	73	5.15
		06/04/12	19	42.5152	807.79	49.8500	947 15	139.36	49	5.15
		08/08/12	50	49.4876	2,474.38	49.8500	2,492.50	18.12	129	5.15
		08/09/12	16	48.7700	780.32	49.8500	797.60	17.28	42	5.15
		10/22/12	42	51.4097	2,159 21	49.8500	2,093.70	(65.51)	109	5.15
		01/04/13	4	52.1100	208.44	49.8500	199.40	(9.04)	11	5.15
Subtotal			*333*		*17,582.67*		***16,600.05***	*(982.62)*	***862***	*5.15*
UNILEVER PLC NEW ADR	UL	04/27/11	35	32.9200	1,152.20	42.0100	1,470.35	318.15	45	3 05
		07/25/11	31	32.7264	1,014.52	42.0100	1,302 31	287.79	40	3.05
		05/09/12	19	33.6352	639.07	42.0100	798.19	159.12	25	3.05
		06/04/12	27	31.0977	839.64	42.0100	1,134.27	294.63	35	3.05
		01/04/13	1	38.6300	38.63	42.0100	42.01	3.38	2	3.05
Subtotal			*113*		*3,684.06*		***4,747.13***	*1,063.07*	***147***	*3.05*
VERIZON COMMUNICATNS COM	VZ	04/25/11	174	36.9698	6,432.76	48.4800	8,435.52	2,002.76	359	4.24
		04/27/11	55	38.2452	2,103.49	48.4800	2,666.40	562.91	114	4.24
		07/25/11	46	36.2463	1,667.33	48 4800	2,230.08	562.75	95	4.24
		08/16/11	20	34.7440	694.88	48.4800	969.60	274.72	42	4.24
		05/09/12	28	40.3650	1,130.22	48.4800	1,357.44	227.22	58	4.24
		06/04/12	51	41.2454	2,103.52	48.4800	2,472.48	368.96	106	4.24
		01/04/13	11	43.7809	481.59	48.4800	533.28	51.69	23	4.24
Subtotal			*385*		*14,613.79*		***18,664.80***	*4,051.01*	***797***	*4.24*

Merrill Lynch Wealth Management
Bank of America Corporation

RMF - Dividend Stock

Account Number: 32S-02097

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
VODAFONE GROP PLC SP ADR	VOD	04/25/11	224	28.3933	6,360.12	28.9600	6,487.04	126.92	345	5.30
		04/27/11	71	28.9498	2,055.44	28 9600	2,056.16	72	110	5.30
		07/25/11	58	26.4581	1,534.57	28.9600	1,679.68	145.11	90	5.30
		08/16/11	9	27.6600	248.94	28.9600	260.64	11.70	14	5.30
		05/09/12	40	27.6580	1,106.32	28.9600	1,158.40	52.08	62	5 30
		06/04/12	62	26.7654	1,659.46	28.9600	1,795.52	136.06	96	5.30
		08/08/12	85	30.0209	2,551.78	28.9600	2,461.60	(90.18)	131	5.30
		10/22/12	63	28.4336	1,791.32	28.9600	1,824.48	33.16	97	5.30
		01/04/13	1	25.6600	25.66	28.9600	28.96	3.30	2	5.30
Subtotal			613		17,333.61		**17,752.48**	418.87	**947**	5.30
WINDSTREAM CORP	WIN	04/25/11	149	12.5150	1,864.74	8.0300	1,196.47	(668.27)	149	12.45
		04/27/11	44	12.7700	561.88	8.0300	353.32	(208.56)	44	12 45
		07/25/11	38	12.5500	476.90	8 0300	305.14	(171.76)	38	12.45
		05/09/12	39	11.2458	438.59	8.0300	313.17	(125.42)	39	12.45
		06/04/12	47	9.0251	424.18	8.0300	377.41	(46.77)	47	12.45
Subtotal			*317*		*3,766.29*		**2,545.51**	*(1,220.78)*	**317**	*12.45*
TOTAL					384,953.97		**440,283.79**	55,340.07	**19,716**	4.48

Total values exclude N/A items

✦Cost basis has been adjusted by the deferred loss amount from a previous "Wash Sale" and the acquisition date has been adjusted to include the holding period of the lot closed by that previous "Wash Sale".

YOUR EMA BANK DEPOSIT INTEREST SUMMARY

YOUR EMA ASSETS

MUTUAL FUNDS/CLOSED END FUNDS/UIT *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Total Client Investment*	*Cumulative Investment Return ($)*	*Estimated Annual Income*	*Current Yield%*
EATON VANCE DIVERSIFIED CURRENCY INCOME FUND I *SYMBOL: EIIMX Initial Purchase:06/01/12* *Alternative Investments 100%*	6,749	73,527.67	10 8600	**73,294.14**	(233.53)	70,937	**2,356**	**3,699**	5.04
.8640 Fractional Share		9.66	10.8600	**9.38**	(0.28)			**1**	5.04
ISHARES MSCI EAFE INDEX *FUND* *SYMBOL: EFA Initial Purchase:07/22/11* *Equity 100%*	400	23,061.45	60.0700	**24,028.00**	966.55	23,061	**966**	**704**	2.92
ISHARES MSCI EMERGING *MKTS INDEX FD* *SYMBOL: EEM Initial Purchase:04/27/11*	800	37,977 83	41.1950	**32,956.00**	(5,021.83)	37,977	**(5,021)**	**596**	1.80

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
Equity 100%									
ISHARES SILVER TR *SYMBOL: SLV Initial Purchase:05/03/11* *Alternative Investments 100%*	900	31,458.07	21.4350	**19,291.50**	(12,166 57)	31,458	**(12,166)**		
ISHARES RUSSELL 3000 *GROWTH INDEX FUND* *SYMBOL: IWZ Initial Purchase:04/27/11* *Equity 100%*	1,000	49,848.73	60.7000	**60,700.00**	10,851.27	49,848	**10,851**	**875**	1.44
ISHARES RUSSELL 3000 *VALUE INDEX FUND* *SYMBOL: IWW Initial Purchase:04/27/11* *Equity 100%*	700	62,216.47	110.5700	**77,399.00**	15,182.53	62,216	**15,182**	**1,521**	1.96
LOOMIS SAYLES STRATEGIC *INC FD CL Y* *SYMBOL: NEZYX Initial Purchase:04/27/11* *Fixed Income 100%*	11,896	182,293.79	16.1600	**192,239.36**	9,945.57	163,775	**28,464**	**9,720**	5.05
.8640 Fractional Share		*14.06*	*16.1600*	**13.96**	*(0.10)*			***1***	*5.05*
LORD ABBETT SHORT *DURATION INCOME FD CL F* *SYMBOL: LDLFX Initial Purchase:05/16/13* *Fixed Income 100%*	21,551	99,996.64	4.6200	**99,565.62**	(431.02)	99,996	**(431)**	**3,858**	3.87
.7240 Fractional Share		*3.36*	*4.6200*	**3.34**	*(0.02)*			***1***	*3.87*
PRINCIPAL GLOBAL DIVERSI *INCOME FUND CL P* *SYMBOL: PGDPX Initial Purchase:07/22/11*	7,007	97,276.48	14.1700	**99,289.19**	2,012.71	80,624	**18,664**	**5,332**	5.37

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
Fixed Income 70% Equity 30%									
.6150 Fractional Share		*8.94*	*14.1700*	***8.71***	*(0.23)*			***1***	5.37
VIRTUS DYNAMIC *ALPHASECTOR FUND CL I*	3,463	37,989.11	11.4500	**39,651.35**	1,662.24	37,989	**1,662**	**381**	.96
SYMBOL: VIMNX Initial Purchase:03/27/13									
Alternative Investments 100%									
.9930 Fractional Share		*10.89*	*11.4500*	***11.37***	*.48*			***1***	.96
VIRTUS PREMIUM ALPHA *SECTOR FUND CL I*	5,265	66,062.99	15.0900	**79,448.85**	13,385.86	64,990	**14,458**	**763**	96
SYMBOL: VAPIX Initial Purchase:07/22/11									
Equity 100%									
.8010 Fractional Share		*10.15*	*15.0900*	***12.09***	*1.94*			***1***	.96
Subtotal (Fixed Income)				*361,330.81*					
Subtotal (Equities)				*304,333.31*					
Subtotal (Alternative Investments)				*132,257.74*					
TOTAL		761,766.29		**797,921.86**	36,155.57		**74,985**	**27,455**	3.44

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.
Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.
Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

RMF - Growth Stocks

Account Number: 32S-04025

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
ADT.CORP SHS	ADT	04/28/11	48	31.3206	1,503 39	40.5900	1,948.32	444.93	24	1.23
		07/25/11	11	30.7927	338.72	40.5900	446.49	107.77	6	1.23
Subtotal			59		*1,842.11*		***2,394.81***	*552.70*	**30**	*1.23*
AKAMAI TECHNOLOGIES INC	AKAM	04/28/11	71	35.0069	2,485.49	46.1200	3,274.52	789 03		
		07/25/11	24	30.2600	726.24	46.1200	1,106.88	380.64		
		05/17/12	31	29.4561	913.14	46.1200	1,429.72	516 58		
		02/07/13	23	35.2726	811.27	46.1200	1,060.76	249.49		
Subtotal			*149*		*4,936.14*		***6,871.88***	*1,935.74*		
AMAZON COM INC COM	AMZN	04/28/11	20	192.8540	3,857.08	269.2000	5,384.00	1,526.92		
		07/25/11	6	214.6900	1,288.14	269.2000	1,615.20	327.06		
		05/10/12	5	222.8700	1,114.35	269.2000	1,346.00	231.65		
Subtotal			*31*		*6,259.57*		***8,345.20***	*2,085.63*		
AMC NETWORKS INC SHS *CL A*	AMCX	04/28/11	27	38.3777	1,036.20	64.0200	1,728.54	692.34		
		07/25/11	3	37.8100	113.43	64.0200	192.06	78.63		
Subtotal			*30*		*1,149.63*		***1,920.60***	*770.97*		
AMGEN INC COM PV $0.0001	AMGN	04/28/11	15	56.9880	854.82	100 5300	1,507.95	653.13	29	1.87
		05/09/11	13	55.8353	725.86✦	100.5300	1,306.89	581.03	25	1.87
Subtotal			*28*		*1,580.68*		***2,814.84***	*1,234.16*	**54**	*1.87*
ANADARKO PETE CORP	APC	04/28/11	60	78.2400	4,694.40	87.4700	5,248.20	553.80	22	.41
		07/25/11	8	83.0600	664.48	87.4700	699.76	35.28	3	.41
		05/10/12	17	69.5100	1,181.67	87.4700	1,486.99	305.32	7	.41
		06/01/12	15	59.0800	886 20	87.4700	1,312.05	425.85	6	.41
Subtotal			*100*		*7,426.75*		***8,747.00***	*1,320 25*	**38**	*.41*
ANHEUSER-BUSCH INBEV ADR	BUD	04/28/11	40	63.5300	2,541.20	91.9200	3,676.80	1,135.60	74	2.01
		07/25/11	13	59.3300	771.29	91.9200	1,194.96	423.67	25	2.01
Subtotal			*53*		*3,312.49*		***4,871.76***	*1,559.27*	**99**	*2.01*

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
APPLE INC	AAPL	08/05/11	2	375.6600	751.32	449.7350	899.47	148.15	25	2.71
		08/08/11	2	365.1950	730.39	449.7350	899.47	169.08	25	2.71
		08/23/11	2	363.4850	726.97	449.7350	899.47	172.50	25	2.71
		01/30/13	3	460.8233	1,382.47	449.7350	1,349.21	(33.26)	37	2.71
Subtotal			*9*		*3,591.15*		***4,047.62***	*456.47*	***112***	*2.71*
AUTODESK INC DEL PV$0.01	ADSK	04/28/11	62	45.0900	2,795.58	37.7300	2,339.26	(456.32)		
		07/25/11	29	36.7748	1,066.47	37.7300	1,094.17	27.70		
		08/10/11	7	28.6342	200 44	37.7300	264.11	63.67		
		08/28/12	32	30.6234	979.95	37.7300	1,207.36	227.41		
Subtotal			*130*		*5,042.44*		***4,904.90***	*(137 54)*		
BED BATH & BEYOND INC	BBBY	04/28/11	47	57.0400	2,680.88	68.2500	3,207.75	526.87		
		07/25/11	9	59.4900	535 41	68.2500	614.25	78.84		
Subtotal			*56*		*3,216 29*		***3,822.00***	*605.71*		
BIOGEN IDEC INC	BIIB	04/28/11	84	99 0800	8,322.72	237.4900	19,949.16	11,626.44		
		07/25/11	11	106 5200	1,171.72	237 4900	2,612.39	1,440.67		
Subtotal			*95*		*9,494.44*		***22,561.55***	*13,067.11*		
BLACKROCK INC	BLK	05/14/12	8	177.2937	1,418.35	279.2000	2,233.60	815.25	54	2.40
		05/23/12	11	166.1727	1,827.90	279.2000	3,071.20	1,243.30	74	2.40
Subtotal			*19*		*3,246.25*		***5,304.80***	*2,058.55*	***128***	*2.40*
BROADCOM CORP CALIF CL A	BRCM	04/28/11	81	34.6500	2,806.65	35.9100	2,908.71	102.06	36	1.22
		05/10/11	4	33.6225	134.49	35.9100	143.64	9.15	2	1.22
		05/17/11	29	33.5706	973.55	35.9100	1,041.39	67.84	13	1.22
		06/08/11	15	33.9993	509.99	35.9100	538.65	28.66	7	1.22
		07/25/11	26	34.8400	905.84	35.9100	933.66	27.82	12	1.22
		10/04/11	14	31.6078	442.51	35.9100	502.74	60.23	7	1 22
		12/09/11	41	29.5870	1,213.07	35.9100	1,472.31	259.24	19	1.22
		05/10/12	5	33.1300	165.65	35.9100	179.55	13.90	3	1.22
Subtotal			*215*		*7,151.75*		***7,720.65***	*568.90*	***99***	*1.22*

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
CABLEVISION NY GRP CL A	CVC	04/28/11	108	25.3454	2,737.31	15.1200	1,632.96	(1,104 35)	65	3.96
		07/25/11	22	25.6900	565.18	15.1200	332.64	(232 54)	14	3 96
		05/10/12	152	12.5198	1,903.02	15.1200	2,298.24	395.22	92	3.96
Subtotal			*282*		*5,205.51*		***4,263.84***	*(941.67)*	***171***	*3.96*
CAMERON INTL CORP	CAM	06/23/11	22	45.3672	998.08	60.8700	1,339.14	341.06		
		07/14/11	6	50.2433	301.46	60.8700	365.22	63.76		
		07/25/11	4	52.8500	211.40	60.8700	243.48	32.08		
		08/05/11	14	48.7442	682.42	60.8700	852.18	169.76		
		11/08/11	16	51.6143	825.83	60.8700	973.92	148 09		
		05/10/12	12	48.0200	576.24	60.8700	730.44	154.20		
Subtotal			*74*		*3,595.43*		***4,504.38***	*908.95*		
CATERPILLAR INC DEL	CAT	04/22/13	28	79.8067	2,234.59	85 8000	2,402.40	167.81	59	2.42
		05/17/13	14	87.6878	1,227.63	85.8000	1,201.20	(26.43)	30	2.42
Subtotal			*42*		*3,462.22*		***3,603.60***	*141.38*	***89***	*2.42*
CELGENE CORP COM	CELG	04/28/11	62	58.6400	3,635.68	123.6500	7,666.30	4,030.62		
		07/25/11	11	61.0463	671.51	123.6500	1,360.15	688.64		
Subtotal			*73*		*4,307.19*		***9,026.45***	*4,719.26*		
CITRIX SYSTEMS INC COM	CTXS	04/28/11	22	84.4877	1,858.73	64.3800	1,416.36	(442.37)		
		06/17/11	2	74.1150	148.23	64.3800	128.76	(19.47)		
		07/25/11	6	74.7250	448.35	64.3800	386.28	(62.07)		
		10/19/12	12	65.0341	780.41	64.3800	772.56	(7.85)		
		10/26/12	14	63.2828	885.96	64.3800	901.32	15.36		
		12/04/12	20	60.9800	1,219.60	64.3800	1,287.60	68.00		
		04/05/13	14	67 9400	951.16	64.3800	901.32	(49.84)		
		04/25/13	8	64.1987	513.59	64.3800	515.04	1.45		
		04/30/13	3	62.7766	188.33	64.3800	193.14	4.81		
		05/17/13	11	66.8409	735.25	64.3800	708.18	(27.07)		
		05/28/13	15	64.9580	974.37	64.3800	965.70	(8.67)		
Subtotal			*127*		*8,703.98*		***8,176.26***	*(527.72)*		

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
CME GROUP INC	CME	04/28/11	35	60.6220	2,121.77	67.9300	2,377 55	255.78	63	2.64
		07/25/11	10	57.2460	572.46	67.9300	679.30	106.84	18	2.64
		05/10/12	5	52.5220	262.61	67.9300	339.65	77.04	9	2.64
Subtotal			50		2,956.84		**3,396.50**	439.66	**90**	2.64
COCA COLA COM	KO	04/28/11	92	33.6581	3,096.55	39.9900	3,679.08	582.53	104	2.80
		07/25/11	26	34.7280	902.93	39.9900	1,039.74	136.81	30	2.80
Subtotal			*118*		*3,999.48*		***4,718.82***	*719.34*	***134***	*2.80*
COMCAST CRP NEW CL A SPL	CMCSK	04/28/11	194	24.2424	4,703.03	38.8300	7,533.02	2,829.99	152	2.00
		05/26/11	66	23.1336	1,526.82	38.8300	2,562.78	1,035.96	52	2.00
		06/17/11	56	22.3421	1,251.16	38.8300	2,174.48	923.32	44	2.00
		07/14/11	21	23.9990	503.98	38.8300	815.43	311.45	17	2.00
		07/25/11	91	24.2161	2,203.67	38 8300	3,533.53	1,329.86	71	2.00
		08/17/11	7	21.0557	147.39	38.8300	271.81	124.42	6	2.00
Subtotal			*435*		*10,336.05*		***16,891.05***	*6,555.00*	***342***	*2.00*
COVIDIEN PLC SHS NEW	COV	04/28/11	33	56.2845	1,857.39	63.6000	2,098.80	241.41	35	1.63
		07/25/11	10	50.5160	505.16	63.6000	636.00	130.84	11	1.63
Subtotal			*43*		*2,362.55*		***2,734.80***	*372.25*	***46***	*1.63*
CREE INC	CREE	04/28/11	70	40.3297	2,823.08	62 3500	4,364.50	1,541.42		
		07/25/11	30	33.2300	996.90	62.3500	1,870.50	873.60		
		04/18/12	19	29.4510	559.57	62.3500	1,184.65	625.08		
Subtotal			*119*		*4,379.55*		***7,419.65***	*3,040.10*		
CVS CAREMARK CORP	CVS	04/28/11	82	36.2100	2,969.22	57.5800	4,721.56	1,752.34	74	1.56
		04/28/11	4	39.1325	156.53✦	57.5800	230.32	73.79	4	1.56
		07/25/11	27	37.1800	1,003.86	57.5800	1,554.66	550.80	25	1.56
		05/10/12	4	45.6200	182.48	57.5800	230.32	47.84	4	1.56
Subtotal			*117*		*4,312.09*		***6,736.86***	*2,424.77*	***107***	*1.56*

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
DEERE CO	DE	06/10/11	3	81.5133	244.54	87.1100	261.33	16.79	7	2.34
		06/29/11	8	82.6912	661.53	87.1100	696.88	35.35	17	2.34
		07/25/11	5	82.3600	411.80	87.1100	435.55	23.75	11	2.34
		09/14/12	11	81.9654	901.62	87.1100	958.21	56.59	23	2.34
Subtotal			*27*		*2,219.49*		**2,351.97**	*132.48*	**58**	*2.34*
DIRECTV SHS	DTV	04/28/11	39	47.9000	1,868.10	61.1900	2,386.41	518.31		
		07/25/11	4	51.7500	207.00	61.1900	244.76	37.76		
		05/10/12	6	47.9200	287.52	61.1900	367.14	79.62		
Subtotal			*49*		*2,362.62*		**2,998.31**	*635.69*		
DISNEY (WALT) CO COM STK	DIS	04/28/11	66	42.9825	2,836.85	63.0800	4,163.28	1,326.43	50	1.18
		04/28/11	31	51.6222	1,600.29✦	63.0800	1,955.48	355.19	24	1.18
Subtotal			*97*		*4,437.14*		**6,118.76**	*1,681.62*	**74**	*1.18*
DOLBY LABORATORIES INC CL A	DLB	04/28/11	38	49.7700	1,891.26	35.0000	1,330.00	(561.26)		
		07/25/11	12	44.5200	534.24	35.0000	420.00	(114.24)		
		08/05/11	15	31.5320	472.98	35.0000	525.00	52.02		
		08/07/12	56	32.8723	1,840.85	35.0000	1,960.00	119.15		
Subtotal			*121*		*4,739.33*		**4,235.00**	*(504.33)*		
E M C CORPORATION MASS	EMC	10/18/11	67	23.4856	1,573.54	24.7600	1,658.92	85.38	27	1.61
		11/08/11	46	24.7897	1,140.33	24.7600	1,138.96	(1.37)	19	1.61
		01/29/13	49	23.7038	1,161.49	24.7600	1,213.24	51.75	20	1.61
		04/30/13	18	22.3844	402.92	24.7600	445.68	42.76	8	1.61
Subtotal			*180*		*4,278.28*		**4,456.80**	*178.52*	**74**	*1.61*
EATON CORP PLC	ETN	12/04/12	79	51.9055	4,100.54	66.0600	**5,218.74**	1,118.20	**133**	2.54
EBAY INC COM	EBAY	04/28/11	113	33.8662	3,826.89	54.1000	6,113.30	2,286.41		
		07/25/11	31	33.8964	1,050.79	54.1000	1,677.10	626.31		
Subtotal			*144*		*4,877.68*		**7,790.40**	*2,912.72*		

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
EXPRESS SCRIPTS HLDG CO	ESRX	01/04/12	34	47.1714	1,603.83	62.1200	2,112.08	508.25		
		02/03/12	7	52.1342	364.94	62.1200	434.84	69.90		
		07/10/12	17	55 0941	936.60	62.1200	1,056.04	119.44		
Subtotal			58		*2,905.37*		**3,602.96**	697.59		
FACEBOOK INC	FB	04/10/13	42	27.3542	1,148.88	24.3480	1,022.62	(126.26)		
CLASS A COMMON STOCK		04/23/13	23	26.2186	603.03	24.3480	560.00	(43.03)		
Subtotal			65		*1,751.91*		**1,582.62**	*(169.29)*		
FLUOR CORP NEW DEL COM	FLR	04/28/11	42	67.4600	2,833.32	63.2100	2,654.82	(178.50)	27	1.01
		07/25/11	8	67.8800	543.04	63.2100	505.68	(37.36)	6	1.01
		05/10/12	14	55.5900	778.26	63.2100	884.94	106.68	9	1.01
Subtotal			*64*		*4,154.62*		***4,045.44***	*(109.18)*	***42***	*1.01*
FOREST LABS INC	FRX	04/28/11	141	33.4026	4,709.77	39.7500	5,604.75	894.98		
		07/25/11	5	38.4500	192.25	39.7500	198.75	6.50		
		05/10/12	27	34.1900	923.13	39.7500	1,073.25	150.12		
		02/15/13	33	36.0339	1,189.12	39.7500	1,311.75	122.63		
Subtotal			*206*		*7,014.27*		***8,188.50***	*1,174.23*		
FREEPRT-MCMRAN CPR & GLD	FCX	04/28/11	25	55.3100	1,382.75	31.0500	776.25	(606.50)	32	4.02
		07/25/11	5	55.6340	278.17	31.0500	155.25	(122.92)	7	4.02
		05/10/12	19	35 9100	682.29	31.0500	589.95	(92 34)	24	4.02
Subtotal			*49*		*2,343.21*		***1,521.45***	*(821.76)*	***63***	*4.02*
GENERAL ELECTRIC	GE	04/28/11	85	20.5900	1,750.15	23.3200	1,982.20	232.05	65	3.25
		07/25/11	61	19.0654	1,162.99	23.3200	1,422.52	259.53	47	3.25
Subtotal			*146*		*2,913.14*		***3,404.72***	*491.58*	***112***	*3.25*
GOOGLE INC CL A	GOOG	04/28/11	8	538.0600	4,304.48	871.2180	6,969.74	2,665.26		
		05/10/12	1	612.4400	612.44	871.2180	871.22	258.78		
Subtotal			9		*4,916.92*		***7,840.96***	*2,924.04*		

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
HOME DEPOT INC	HD	04/28/11	82	37.5950	3,082.79	78.6600	6,450.12	3,367.33	128	1.98
		07/25/11	26	36.8000	956.80	78.6600	2,045.16	1,088.36	41	1.98
Subtotal			*108*		*4,039.59*		***8,495.28***	*4,455.69*	***169***	*1.98*
IMMUNOGEN INC	IMGN	04/28/11	72	13.1500	946.80	18.3700	1,322.64	375 84		
		07/25/11	2	14.7700	29.54	18.3700	36.74	7.20		
		08/04/11	18	11.2277	202.10	18.3700	330.66	128.56		
Subtotal			*92*		*1,178.44*		***1,690.04***	*511.60*		
INTUIT INC COM	INTU	08/19/11	53	44.8186	2,375.39	58.4400	**3,097.32**	721.93	**37**	1.16
ISIS PHARMACEUTICALS INC	ISIS	04/28/11	102	9.2076	939.18	21.6900	2,212.38	1,273.20		
		07/25/11	26	8.7400	227.24	21.6900	563.94	336.70		
Subtotal			*128*		*1,166.42*		***2,776.32***	*1,609.90*		
JOHNSON AND JOHNSON COM	JNJ	04/28/11	57	65.0652	3,708.72	84.1800	4,798.26	1,089.54	151	3.13
		07/25/11	11	66.2300	728.53	84.1800	925.98	197.45	30	3.13
		05/10/12	14	64.7500	906.50	84.1800	1,178.52	272.02	37	3.13
Subtotal			*82*		*5,343.75*		***6,902.76***	*1,559.01*	***218***	*3.13*
JUNIPER NETWORKS INC	JNPR	04/28/11	110	38.3743	4,221 18	17.7300	1,950.30	(2,270.88)		
		07/25/11	52	30.9498	1,609.39	17.7300	921.96	(687.43)		
		09/09/11	9	21.1833	190.65	17.7300	159.57	(31.08)		
		12/09/11	24	19.9375	478.50	17.7300	425.52	(52.98)		
		05/09/12	56	18.9030	1,058.57	17.7300	992.88	(65.69)		
Subtotal			*251*		*7,558.29*		***4,450.23***	*(3,108.06)*		
L-3 COMMNCTNS HLDGS	LLL	04/28/11	47	77.2480	3,630.66	85.0900	3,999 23	368.57	104	2.58
		07/25/11	7	79.4071	555.85	85.0900	595.63	39.78	16	2.58
		05/10/12	13	68.1884	886.45	85.0900	1,106.17	219.72	29	2.58
Subtotal			*67*		*5,072.96*		***5,701.03***	*628.07*	***149***	*2.58*
LIBERTY INTERACTIVE CORP SERIES A	LINTA	04/28/11	112	14.6995	1,646.35	22.4500	2,514.40	868.05		
		07/25/11	21	14.7723	310.22	22 4500	471.45	161.23		
Subtotal			*133*		*1,956.57*		***2,985.85***	*1,029 28*		

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
LIBERTY SPINCO INC SHS	LMCA	04/28/11	23	70.4130	1,619.50	124.8600	2,871.78	1,252.28		
CL A		07/25/11	3	75.5233	226.57	124.8600	374.58	148.01		
Subtotal			*26*		*1,846.07*		***3,246.36***	*1,400.29*		
MICROSOFT CORP	MSFT	04/28/11	160	26.6700	4,267.20	34.9000	5,584.00	1,316.80	148	2.63
		07/25/11	24	27 8962	669.51	34 9000	837.60	168.09	23	2.63
Subtotal			*184*		*4,936.71*		***6,421.60***	*1,484.89*	***171***	*2.63*
MONSANTO CO NEW DEL COM	MON	04/28/11	31	67.6900	2,098.39	100.6400	3,119.84	1,021.45	47	1.49
		07/25/11	3	76.8300	230.49	100.6400	301.92	71.43	5	1.49
		05/10/12	3	72.0700	216.21	100.6400	301.92	85.71	5	1.49
Subtotal			*37*		*2,545.09*		***3,723.68***	*1,178.59*	***57***	*1.49*
NASDAQ OMX GRP INC	NDAQ	04/28/11	40	27.2400	1,089.60	31.4600	1,258.40	168.80	21	1.65
		07/25/11	21	24 2100	508.41	31 4600	660.66	152.25	11	1.65
		05/10/12	13	23.8300	309.79	31.4600	408.98	99.19	7	1.65
Subtotal			*74*		*1,907.80*		***2,328.04***	*420.24*	***39***	*1.65*
NATIONAL-OILWELL VARCO	NOV	04/28/11	24	76.5783	1,837.88	70.3000	1,687.20	(150.68)	25	1.47
INC		07/25/11	3	82.8966	248.69	70.3000	210.90	(37.79)	4	1.47
		05/10/12	7	68.3500	478.45	70.3000	492.10	13.65	8	1.47
Subtotal			*34*		*2,565.02*		***2,390.20***	*(174.82)*	***37***	*1.47*
NETAPP INC	NTAP	04/28/11	41	51.8800	2,127.08	37.5300	1,538.73	(588.35)	25	1.59
		07/25/11	9	50.2900	452.61	37.5300	337.77	(114.84)	6	1.59
		08/23/11	7	36.8200	257.74	37.5300	262.71	4.97	5	1.59
		09/07/11	5	35.8380	179.19	37.5300	187.65	8.46	3	1.59
		05/10/12	11	35.8600	394.46	37.5300	412.83	18.37	7	1.59
		06/15/12	18	30.6427	551.57	37.5300	675.54	123.97	11	1.59
		05/28/13	41	37.5041	1,537.67	37.5300	1,538.73	1.06	25	1.59
Subtotal			*132*		*5,500.32*		***4,953.96***	*(546.36)*	***82***	*1.59*

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May 01, 2013 - May 31, 2013

EQUITIES (continued)

Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
NIKE INC CL B	NKE	06/07/11	34	40.6052	1,380.58	61.6600	2,096.44	715.86	29	1.36
		07/25/11	2	45 6300	91.26	61.6600	123.32	32.06	2	1.36
		08/05/11	18	42.0422	756.76	61.6600	1,109.88	353.12	16	1.36
Subtotal			*54*		*2,228.60*		***3,329.64***	*1,101.04*	***47***	*1.36*
NUCOR CORPORATION	NUE	04/28/11	60	46.6000	2,796.00	44.5100	2,670.60	(125.40)	89	3.30
		07/25/11	22	40.7500	896.50	44.5100	979.22	82.72	33	3.30
		05/10/12	13	37.4184	486.44	44.5100	578.63	92.19	20	3.30
Subtotal			*95*		*4,178.94*		***4,228.45***	*49.51*	***142***	*3.30*
ORACLE CORP $0.01 DEL	ORCL	04/28/11	7	35.2000	246.40	33.7800	236.46	(9.94)	2	.71
		07/25/11	18	32.3577	582.44	33.7800	608.04	25.60	5	.71
		11/08/11	42	33.2230	1,395.37	33.7800	1,418.76	23.39	11	.71
Subtotal			*67*		*2,224.21*		***2,263.26***	*39.05*	***18***	*.71*
PALL CORP PV $0.10	PLL	04/28/11	48	58.2300	2,795.04	68.2000	3,273.60	478.56	48	1.46
		07/25/11	13	55.1800	717.34	68.2000	886.60	169.26	13	1.46
		09/08/11	6	44.6383	267.83	68.2000	409.20	141.37	6	1.46
Subtotal			*67*		*3,780.21*		***4,569.40***	*789.19*	***67***	*1.46*
PENTAIR LTD	PNR	04/28/11	23	35.9795	827.53	58.2400	1,339.52	511.99	22	1.57
LTD. NAM		07/25/11	5	35.3780	176.89	58.2400	291.20	114.31	5	1.57
Subtotal			*28*		*1,004.42*		***1,630.72***	*626.30*	***27***	*1.57*
PEPSICO INC	PEP	04/28/11	42	69.0900	2,901.78	80.7700	3,392.34	490.56	96	2.81
		04/28/11	16	68.6525	1,098.44✦	80.7700	1,292.32	193.88	37	2.81
		05/10/12	9	66.8000	601.20	80.7700	726.93	125.73	21	2.81
Subtotal			*67*		*4,601.42*		***5,411.59***	*810.17*	***154***	*2.81*
PROCTER & GAMBLE CO	PG	04/28/11	14	64.4700	902.58	76.7600	1,074.64	172.06	34	3.13
		04/28/11	15	66.8326	1,002.49✦	76.7600	1,151.40	148.91	37	3.13
Subtotal			*29*		*1,905.07*		***2,226.04***	*320.97*	***71***	*3.13*

YOUR EMA ASSETS

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EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
QUALCOMM INC	QCOM	07/29/11	15	55.1840	827.76	63.4800	952.20	124.44	21	2.20
		08/05/11	7	51.2657	358.86	63.4800	444.36	85.50	10	2.20
		08/12/11	15	49.9806	749.71	63.4800	952.20	202.49	21	2.20
		08/23/11	8	46.7787	374.23	63.4800	507.84	133.61	12	2.20
Subtotal			*45*		*2,310.56*		***2,856.60***	*546.04*	**64**	*2.20*
SANDISK CORP INC	SNDK	04/28/11	57	49.4868	2,820.75	59.0200	3,364.14	543.39		
		07/25/11	17	44.5200	756.84	59.0200	1,003.34	246.50		
		04/13/12	9	41.9266	377.34	59.0200	531.18	153.84		
		05/10/12	16	35.6600	570.56	59.0200	944.32	373.76		
Subtotal			*99*		*4,525.49*		***5,842.98***	*1,317.49*		
SCHLUMBERGER LTD	SLB	04/28/11	32	88.9100	2,845.12	73.0300	2,336.96	(508.16)	40	1.71
		07/25/11	4	95.2750	381.10	73.0300	292.12	(88.98)	5	1.71
		11/08/11	27	75.6433	2,042.37	73.0300	1,971.81	(70.56)	34	1.71
		05/10/12	13	70.0300	910.39	73.0300	949.39	39.00	17	1.71
		04/30/13	10	74.0780	740.78	73.0300	730.30	(10.48)	13	1.71
Subtotal			*86*		*6,919.76*		***6,280.58***	*(639.18)*	**109**	*1.71*
SCHWAB CHARLES CORP NEW	SCHW	04/28/11	107	18.4955	1,979.02	19.8600	2,125.02	146.00	26	1.20
		04/28/11	55	20.1027	1,105.65✦	19.8600	1,092.30	(13.35)	14	1.20
		07/25/11	29	15.3655	445.60	19.8600	575.94	130.34	7	1.20
Subtotal			*191*		*3,530.27*		***3,793.26***	*262.99*	**47**	*1.20*
SEAGATE TECH PLC SHS	STX	04/28/11	117	17.5932	2,058.41	43.0800	5,040.36	2,981.95	178	3.52
		07/25/11	95	14.8000	1,406.00	43.0800	4,092.60	2,686.60	145	3.52
Subtotal			*212*		*3,464.41*		***9,132.96***	*5,668.55*	**323**	*3.52*
STARZ SERIES A LIBERTY CAPITAL COMMON STOCK	STRZA	04/28/11	23	9.6065	220.95	23.0800	530.84	309.89		
		07/25/11	3	10.3033	30.91	23.0800	69.24	38.33		
Subtotal			*26*		*251.86*		***600.08***	*348.22*		

YOUR EMA ASSETS

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EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
TE CONNECTIVITY LTD	TEL	04/28/11	105	35.7563	3,754.42	44.3900	4,660.95	906 53	105	2.25
REG.SHS		07/25/11	19	36.6200	695.78	44.3900	843.41	147.63	19	2.25
		05/10/12	16	33.7050	539.28	44.3900	710.24	170.96	16	2.25
Subtotal			*140*		*4,989.48*		***6,214.60***	*1,225.12*	***140***	*2.25*
TEXAS INSTRUMENTS	TXN	04/28/11	46	35.5943	1,637.34	35.9100	1,651.86	14 52	52	3.11
		04/28/11	24	37.3320	895.97✦	35.9100	861.84	(34.13)	27	3.11
		04/28/11	9	38.7966	349.17✦	35.9100	323.19	(25.98)	11	3.11
		07/25/11	17	31.6141	537.44	35.9100	610.47	73.03	20	3.11
Subtotal			*96*		*3,419.92*		***3,447.36***	*27.44*	***110***	*3.11*
THERMO FISHER SCIENTIFIC	TMO	04/28/11	47	59.7600	2,808.72	88.3000	4,150.10	1,341.38	29	.67
INC		07/25/11	5	64.4200	322 10	88 3000	441.50	119.40	3	.67
		05/10/12	14	53.4600	748.44	88.3000	1,236.20	487.76	9	.67
Subtotal			*66*		*3,879.26*		***5,827.80***	*1,948.54*	***41***	*.67*
TYCO INTL LTD NAMEN-AKT	TYC	04/28/11	97	24.1369	2,341.28	33.8100	3,279.57	938.29	63	1.89
		07/25/11	22	23.7331	522.13	33.8100	743.82	221.69	15	1.89
Subtotal			*119*		*2,863.41*		***4,023.39***	*1,159.98*	***78***	*1.89*
UNITED PARCEL SVC CL B	UPS	04/28/11	28	74.9000	2,097.20	85.9000	2,405 20	308.00	70	2.88
		05/17/11	9	73.5011	661.51	85.9000	773.10	111.59	23	2.88
		07/25/11	9	74.0000	666.00	85.9000	773.10	107.10	23	2.88
Subtotal			*46*		*3,424.71*		***3,951.40***	526.69	***116***	2.88
UNITEDHEALTH GROUP INC	UNH	04/28/11	116	48.6900	5,648.04	62.6300	7,265.08	1,617.04	99	1.35
		07/25/11	12	52.0200	624.24	62.6300	751.56	127.32	11	1.35
		05/09/12	43	55.6018	2,390.88	62.6300	2,693.09	302.21	37	1.35
		07/10/12	10	55.5540	555.54	62.6300	626.30	70 76	9	1.35
		04/18/13	36	60.2922	2,170.52	62.6300	2,254.68	84.16	31	1.35
Subtotal			*217*		*11,389.22*		***13,590.71***	*2,201.49*	***187***	*1.35*

YOUR EMA ASSETS

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EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
VERTEX PHARMCTLS INC	VRTX	06/09/11	37	48.8251	1,806 53	80.3300	2,972.21	1,165.68		
		07/25/11	7	50.2600	351.82	80.3300	562.31	210.49		
Subtotal			*44*		*2,158.35*		**3,534.52**	*1,376.17*		
VISA INC CL A SHRS	V	04/28/11	44	78.3954	3,449.40	178 1400	7,838.16	4,388.76	59	.74
		07/25/11	3	89.8900	269.67	178.1400	534.42	264.75	4	.74
Subtotal			*47*		*3,719.07*		**8,372.58**	*4,653.51*	**63**	*.74*
WEATHERFORD INTL LTD. *REG.*	WFT	04/28/11	223	21.0364	4,691.12	13.4900	3,008.27	(1,682.85)		
		07/25/11	61	20.1200	1,227.32	13.4900	822.89	(404.43)		
		05/10/12	153	13.4254	2,054.10	13.4900	2,063.97	9.87		
		05/03/13	162	13.3877	2,168 81	13.4900	2,185.38	16.57		
Subtotal			599		*10,141.35*		**8,080.51**	*(2,060.84)*		
XILINX INC	XLNX	06/05/12	56	31.3766	1,757.09	40.6500	2,276.40	519.31	56	2.46
		09/14/12	17	35.4758	603.09	40.6500	691.05	87.96	17	2.46
Subtotal			*73*		*2,360.18*		**2,967.45**	*607.27*	**73**	*2.46*
YUM BRANDS INC	YUM	12/21/12	24	63.6725	1,528.14	67.7500	1,626.00	97.86	33	1.97
		02/07/13	10	63.5690	635.69	67.7500	677.50	41.81	14	1.97
		03/13/13	5	69.1480	345.74	67.7500	338.75	(6.99)	7	1.97
Subtotal			39		*2,509.57*		**2,642.25**	*132.68*	**54**	*1.97*
TOTAL					304,657.26		**393,137.25**	88,479.99	**4,985**	1.27

LONG PORTFOLIO

✦Cost basis has been adjusted by the deferred loss amount from a previous "Wash Sale" and the acquisition date has been adjusted to include the holding period of the lot closed by that previous "Wash Sale".

ACCOUNT INVESTMENT OBJECTIVE

TOTAL RETURN: Objective is to strike a balance between current income and growth. Despite the relatively balanced nature of the portfolio, the investor should be willing to assume the risk of price volatility and principal loss.

If you have changes to your investment objective, please contact your Financial Advisor(s).

YOUR EMA BANK DEPOSIT INTEREST SUMMARY

YOUR EMA ASSETS

146,125.56

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
ALLIANCEBERNSTEIN HIGH INCOME FD CL ADV	10,992	100,669.26✦	9.7400	**107,062.08**	6,392.82	84,270	**22,791**	**7,332**	6.84
SYMBOL: AGDYX Initial Purchase: 04/27/11									
Fixed Income 100%									
.1500 Fractional Share		1.47	9.7400	**1.46**	(0.01)			**1**	6.84
ASG MANAGED FUTURES STR FD CL Y	11,444	118,089.53	9.6500	**110,434.60**	(7,654.93)	117,520	**(7,085)**	**629**	.56

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MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
SYMBOL: ASFYX Initial Purchase:12/28/11									
Alternative Investments 100%									
.4570 Fractional Share		4.13	9.6500	**4.41**	.28			**1**	.56
EATON VANCE DIVERSIFIED	6,897	77,659 53	10.8600	**74,901.42**	(2,758.11)	77,659	**(2,758)**	**3,780**	5.04
CURRENCY INCOME FUND I									
SYMBOL: EIIMX Initial Purchase:01/15/13									
Alternative Investments 100%									
.5010 Fractional Share		5.66	10.8600	**5.44**	(0.22)			**1**	5.04
FIDELITY ADV FLOATING	31	310.31	9.9900	**309.69**	(0.62)		**309**	**10**	3 13
RATE HIGH INC FD CL I									
SYMBOL: FFRIX Initial Purchase:REINV									
Fixed Income 100%									
.2630 Fractional Share		2.63	9.9900	**2.63**				**1**	3.13
GABELLI ABC FUND ADV CL	10,428	104,613.32✦	10 1700	**106,052.76**	1,439.44	98,958	**7,094**	**115**	.10
SYMBOL: GADVX Initial Purchase:04/27/11									
Alternative Investments 100%									
.6410 Fractional Share		6.37	10.1700	**6.52**	.15			**1**	.10
GOLDMAN SACHS EMERGING	5,746	76,139.90	13.0200	**74,812.92**	(1,326.98)	68,285	**6,527**	**3,965**	5.29
MARKETS DEBT FD INSTL CL									
SYMBOL: GSDIX Initial Purchase:12/28/11									
Fixed Income 100%									
.3210 Fractional Share		4.35	13.0200	**4.18**	(0.17)			**1**	5.29
ISHARES RUSSELL 1000	1,925	116,867.61	74.2900	**143,008.25**	26,140.64	116,867	**26,140**	**2,156**	1.50
GROWTH INDEX FUND									
SYMBOL: IWF Initial Purchase:04/27/11									
Equity 100%									

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
ISHARES RUSSELL MIDCAP INDEX FUND	883	103,708.70	131.7500	**116,335.25**	12,626.55	103,708	**12,626**	**1,850**	1.58
SYMBOL: IWR Initial Purchase:01/15/13									
Equity 100%									
ISHARES GOLD TR	6,341	96,651.55	13 4600	**85,349.86**	(11,301.69)	96,651	**(11,301)**		
SYMBOL: IAU Initial Purchase:04/27/11									
Alternative Investments 100%									
ISHARES TR RUSSELL 2000 INDEX FD	1,482	119,429.60	97.8000	**144,939.60**	25,510.00	119,429	**25,510**	**2,518**	1.73
SYMBOL: IWM Initial Purchase:04/27/11									
Equity 100%									
LORD ABBETT SHORT DURATION INCOME FD CL F	28,184	129,290 04✦	4.6200	**130,210.08**	920.04	120,514	**9,695**	**5,045**	3 87
SYMBOL: LDLFX Initial Purchase:04/27/11									
Fixed Income 100%									
.1850 Fractional Share		*0.86*	*4.6200*	***.85***	*(0.01)*			***1***	*3.87*
LORD ABBETT FLOATING RATE FUND CL F	13,727	131,092.85	9.5300	**130,818.31**	(274.54)	131,092	**(274)**	**6,795**	5.19
SYMBOL: LFRFX Initial Purchase:05/01/13									
Fixed Income 100%									
.0860 Fractional Share		*0.82*	*9.5300*	***.82***				***1***	*5.19*
MAINSTAY MARKETFIELD FUND CL I	9,581	147,044.73	17.0100	**162,972.81**	15,928.08	146,470	**16,501**		
SYMBOL: MFLDX Initial Purchase:07/20/12									
Alternative Investments 100%									

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
.9460 Fractional Share		15.20	17.0100	**16.09**	.89				
OPPENHEIMER DEVELOPING *MARKETS FD CL Y* *SYMBOL: ODVYX Initial Purchase:01/15/13* *Equity 100%*	3,631	129,408 85	35.2100	**127,847.51**	(1,561.34)	129,408	**(1,561)**	**904**	.70
.9300 Fractional Share		33.14	35.2100	**32.75**	(0.39)			**1**	.70
PERMANENT PORTFOLIO FUND *SYMBOL: PRPFX Initial Purchase:04/27/11* *Alternative Investments 100%*	2,105	102,304.48✦	47.0600	**99,061.30**	(3,243.18)	100,708	**(1,646)**	**569**	.57
.7340 Fractional Share		36.03	47.0600	**34.54**	(1.49)			**1**	.57
PIMCO COMMODITY REAL *RETURN STRATEGY FD CL P* *SYMBOL: PCRPX Initial Purchase:01/15/13* *Alternative Investments 100%*	15,478	103,547.82	6.0700	**93,951.46**	(9,596.36)	103,547	**(9,596)**	**2,198**	2.33
.8610 Fractional Share		5.76	6.0700	**5.23**	(0.53)			**1**	2.33
PIMCO TOTAL RETURN FUND *CL P* *SYMBOL: PTTPX Initial Purchase:06/15/11* *Fixed Income 100%*	6,972	76,501.18	11.0700	**77,180.04**	678.86	66,053	**11,127**	**2,245**	2.90
.8000 Fractional Share		9.01	11.0700	**8.86**	(0.15)			**1**	2.90
PRINCIPAL PREFERRED *SECURITIES FUND CL P* *SYMBOL: PPSPX Initial Purchase:05/03/11* *Fixed Income 100%*	7,425	73,903.74✦	10.6700	**79,224.75**	5,321.01	61,357	**17,867**	**4,299**	5.42
.4860 Fractional Share		5.20	10.6700	**5.19**	(0.01)			**1**	5.42

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
TEMPLETON GLBL BOND FD ADV CL SYMBOL: TGBAX Initial Purchase:04/27/11 Fixed Income 100%	5,867	79,553.48✦	13.2700	**77,855.09**	(1,698.39)	66,075	**11,779**	**4,442**	5.70
.2450 Fractional Share		3.34	13.2700	**3.25**	(0.09)			**1**	5.70
THE OAKMARK INTL FUND SYMBOL: OAKIX Initial Purchase:04/27/11 Equity 100%	5,940	112,434.20	23.8000	**141,372.00**	28,937.80	108,694	**32,677**	**2,607**	1.84
.7970 Fractional Share		16.48	23.8000	**18.97**	2.49			**1**	1.84
VANGUARD DIVIDEND APPRECIATION ETF SYMBOL: VIG Initial Purchase:01/15/13 Equity 100%	2,518	155,738.30	67.5700	**170,141.26**	14,402.96	155,738	**14,402**	**3,591**	2.11
VANGUARD FTSE ALL WORLD EX US SYMBOL: VEU Initial Purchase:04/27/11 Equity 100%	1,675	78,201.09	46.5100	**77,904.25**	(296.84)	78,201	**(296)**	**2,483**	3.18
VIRTUS DYNAMIC ALPHASECTOR FUND CL I SYMBOL: VIMNX Initial Purchase:01/15/13 Alternative Investments 100%	12,790	129,434.81	11.4500	**146,445.50**	17,010.69	129,434	**17,010**	**1,406**	.96
.7090 Fractional Share		7.17	11.4500	**8.12**	.95			**1**	.96
YACKTMAN FOCUSED FUND CL INSTL SYMBOL: YAFIX Initial Purchase:04/27/11 Equity 100%	6,086	115,822.82	23.8700	**145,272.82**	29,450.00	113,090	**32,182**	**646**	44

YOUR EMA ASSETS

May 01, 2013 - May 31, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
.2160 Fractional Share		4.49	23.8700	**5.16**	.67			**1**	.44
Subtotal (Fixed Income)				677,500.20					
Subtotal (Equities)				1,066,877.82					
Subtotal (Alternative Investments)				879,250.06					
TOTAL		2,478,579.81		**2,623,628.08**	145,048.27		**229,720**	**59,602**	2.27

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.
Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.
Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

LONG PORTFOLIO

✦Cost basis has been adjusted by the deferred loss amount from a previous "Wash Sale" and the acquisition date has been adjusted to include the holding period of the lot closed by that previous "Wash Sale".

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 19

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MICHAEL W. STOUT 477 MADISON AVENUE, 15TH FLOOR NEW YORK, NY 10022	PRESIDENT 5.00	0.	0.	0.
BURTON G. LIPSKY 254 EAST 68TH STREET, SUITE 27B NEW YORK, NY 10065	TREASURER 1.00	0.	0.	0.
STEWART SHINING 421 WEST 14TH STREET, SUITE 3F NEW YORK, NY 10014	VICE PRESIDENT 1.00	0.	0.	0.
DIMITRI LEVAS 108 WEST HOUSTON STREET NEW YORK, NY 10012	VICE PRESIDENT 1.00	0.	0.	0.
ERIC JOHNSON 477 MADISON AVENUE, 15TH FLOOR NEW YORK, NY 10022	SECRETARY 3.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 20
PART VII-B, LINE 5C

GRANTEE'S NAME

CASEY HOUSE FOUNDATION

GRANTEE'S ADDRESS

2 HUNTLEY STREET
, TORONTO ONTARIO, CANADA, M4Y 2K8

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
8,500.	04/15/13	8,500.

PURPOSE OF GRANT

TO SUPPORT CASEY HOUSE'S ART WITH HEART FUNDRAISER, TAKING PLACE ON 10/8/2013.

ANY DIVERSION BY GRANTEE

NO PART OF THE GRANT WAS USED FOR OTHER THAN CHARITABLE PURPOSES.

GRANTEE'S NAME

THE KEITH HARING FOUNDATION

GRANTEE'S ADDRESS

676 BROADWAY
NEW YORK, NY 10012

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
12,500.	07/26/12	11,789.	04/30/13

PURPOSE OF GRANT

TO SUPPORT AN AUCTION TO RAISE FUNDS FOR THE PRESERVATION OF A HARING MURAL AT THE NECKER CHILDREN'S HOSPITAL IN PARIS.

ANY DIVERSION BY GRANTEE

NO PART OF THE GRANT WAS USED FOR OTHER THAN CHARITABLE PURPOSES.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 21
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JOREE ADILMAN
477 MADISON AVENUE 15TH FLOOR
NEW YORK, NY 10022

TELEPHONE NUMBER

212-755-3025

FORM AND CONTENT OF APPLICATIONS

APPLICANTS ARE INSTRUCTED TO SUBMIT A DESCRIPTION OF THE INSTITUTION AND SPECIFIC PROJECT FOR WHICH FUNDS ARE REQUESTED, A BUDGET, A SELECTION OF IMAGES (IF FOR A PHOTOGRAPHY EXHIBITION) AND ANY OTHER RELEVANT INFORMATION. APPLICATIONS ARE ACCEPTED ELECTRONICALLY OR BY POST.

ANY SUBMISSION DEADLINES

THERE ARE NO SUBMISSION DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE ONLY AWARDED WITHIN THE UNITED STATES AND ACCORDING TO GUIDELINES OF THE FOUNDER OF THE ORGANIZATION: PHOTOGRAPHY AT THE INSTITUTIONAL LEVEL EMBRACING EXHIBITIONS AND PUBLICATIONS AND MEDICAL RESEARCH DIRECTED TOWARD THE TREATMENT OR CURE FOR HIV/AIDS.

Depreciation and Amortization Detail FORM 990-PF PAGE 1

990-PF

Asset Number	Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
1	COMPUTERS							
	053107	SL	3.00	16	4,113.		4,113.	0.
2	COPIER							
	053104	SL	10.00	16	3,433.		3,433.	0.
3	COMPUTERS							
	120309	SL	3.00	16	1,577.		1,315.	262.
4	FURNITURE & FIXTURES							
	020410	SL	7.00	16	1,001.		334.	143.
	* TOTAL 990-PF PG 1 DEPR							
					10,124.	0.	9,195.	405.

216261
05-01-12

- Current year section 179 (D) - Asset disposed