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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

2012

Open to public inspection

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

Name of foundation MCMULLEN FAMILY FOUNDATION		A Employer identification number 13-3721747
Number and street (or P.O. box number if mail is not delivered to street address) 53 UNDERCLIFF RD		B Telephone number 973-744-4426
City or town, state, and ZIP code MONTCLAIR, NJ 07042		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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 ☒ 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) \$ 30,040,173.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		192,949.	192,949.		STATEMENT 1
4 Dividends and interest from securities		835,842.	835,842.		STATEMENT 2
5a Gross rents		<190.>			STATEMENT 3
b Net rental income or (loss)		<190.>			
6a Net gain or (loss) from sale of assets not on line 10		<78,587.>			
b Gross sales price for all assets on line 6a		2,186,374.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<4.>	<4.>		STATEMENT 4
12 Total. Add lines 1 through 11		950,010.	1,028,787.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		106,679.	53,340.		53,339.
15 Pension plans, employee benefits					
16a Legal fees STMT 5		5,100.	2,550.		2,550.
b Accounting fees STMT 6		9,700.	4,850.		4,850.
c Other professional fees STMT 7		146,148.	146,148.		0.
17 Interest					
18 Taxes		32,885.	15,634.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 9		5,011.	0.		5,011.
24 Total operating and administrative expenses. Add lines 13 through 23		305,523.	222,522.		65,750.
25 Contributions, gifts, grants paid		643,500.			643,500.
26 Total expenses and disbursements. Add lines 24 and 25		949,023.	222,522.		709,250.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		987.			
b Net investment income (if negative, enter -0-)			806,265.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	12,392.	16,083.	16,083.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ 200,000.			
	Less allowance for doubtful accounts ▶	200,000.	200,000.	200,000.
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 11	22,394,018.	22,393,522.	29,800,941.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 12	305,998.	306,385.	23,149.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	22,912,408.	22,915,990.	30,040,173.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	22,912,408.	22,915,990.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	22,912,408.	22,915,990.		
31 Total liabilities and net assets/fund balances	22,912,408.	22,915,990.		

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	22,912,408.
2 Enter amount from Part I, line 27a	2	987.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	2,652.
4 Add lines 1, 2, and 3	4	22,916,047.
5 Decreases not included in line 2 (itemize) ▶ INTEREST AND PENALTY	5	57.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,915,990.

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 LONG TERM CAPITAL GAIN DISTRIBUTION	P		
b SALE OF SECURITIES - SCHEDULE ATTACHED	P		
c SECURITY LITIGATION SETTLEMENT	P		
d K-1 WHITEHALL V	P		
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 5,653.			5,653.
b 2,180,422.		2,262,878.	<82,456.>
c 299.			299.
d		2,083.	<2,083.>
e			

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

(i) FMV 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			5,653.
b			<82,456.>
c			299.
d			<2,083.>
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 2	<78,587.>
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	If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	845,604.	26,142,796.	.032346
2010	587,428.	24,534,097.	.023943
2009	556,447.	22,422,695.	.024816
2008	921,765.	22,225,750.	.041473
2007	2,121,871.	29,420,674.	.072122

2 Total of line 1, column (d)	2	.194700
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	.038940
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	28,108,397.
5 Multiply line 4 by line 3	5	1,094,541.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,063.
7 Add lines 5 and 6	7	1,102,604.
8 Enter qualifying distributions from Part XII, line 4	8	709,250.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	16,125.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	16,125.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	16,125.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	15,120.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	15,120.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	6.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,011.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MCMULLEN FAMILY FOUNDATION Telephone no ► 973-744-4426 Located at ► 53 UNDERCLIFF RD, MONTCLAIR, NJ ZIP+4 ► 07042			
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	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
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)? Organizations relying on a current notice regarding disaster assistance check here ☐ N/A	1b	
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? ☐ Yes ☒ No	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) ☐ Yes ☒ No	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.) ☐ Yes ☒ No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ Yes ☒ No	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? ☐ Yes ☒ No	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

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

6b

X

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 13		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
NONE				

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

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	28,293,447.
b	Average of monthly cash balances	1b	19,726.
c	Fair market value of all other assets	1c	223,271.
d	Total (add lines 1a, b, and c)	1d	28,536,444.
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	28,536,444.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	428,047.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,108,397.
6	Minimum investment return. Enter 5% of line 5	6	1,405,420.

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	1,405,420.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	16,125.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	16,125.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,389,295.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,389,295.
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	1,389,295.

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	709,250.
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	709,250.
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	709,250.

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				1,389,295.
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	681,102.			
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	681,102.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	709,250.			
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				709,250.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	680,045.			680,045.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,057.			
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	1,057.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]Form **990-PF** (2012)

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				
THE LUSTGARTEN FOUNDATION			GENERAL PURPOSES	10,000.
DELBARTON SCHOOL			GENERAL PURPOSES	100,000.
MONTCLAIR KIMBERLY ACADEMY			GENERAL PURPOSES	10,000.
MONTCLAIR FUND FOR EDUCATIONAL EXCELLENCE			GENERAL PURPOSES	8,500.
COMMUNITY FOOD BANK OF NJ			GENERAL PURPOSES	15,000.
Total	SEE CONTINUATION SHEET(S)			643,500.
b Approved for future payment				
NONE				
Total				0.

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
SALVATION ARMY MONTCLAIR CITADEL			GENERAL PURPOSES	5,000.
ROTARY CLUB OF LIVINGSTON FOUNDATION			GENERAL PURPOSES	1,000.
THE INNOCENCE PROJECT			GENERAL PURPOSES	2,500.
THE VALERIE FUND			GENERAL PURPOSES	1,000.
FRIENDS OF TEAM			GENERAL PURPOSES	10,000.
MONTCLAIR GRIDIRON BOOST			GENERAL PURPOSES	1,000.
MEGHAN P. BIRDSALL SCHOLARSHIP FUND			GENERAL PURPOSES	1,000.
METRO YMCA OF THE ORANGES			GENERAL PURPOSES	5,000.
MONTCLAIR ART MUSEUM			GENERAL PURPOSES	200,000.
MONTCLAIR HIGH SCHOOL ALUMNI ASSOCIATION			GENERAL PURPOSES	60,000.
Total from continuation sheets				500,000.

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
MONTCLAIR STATE UNIVERSITY			GENERAL PURPOSES	100,000.
NAVAL AVIATION MUSEUM FOUNDATION, INC			GENERAL PURPOSES	50,000.
THE CRADLE			GENERAL PURPOSES	10,000.
RAY FESTA MELANOMA FOUNDATION			GENERAL PURPOSES	1,000.
SETON HALL PREP SCHOOL			GENERAL PURPOSES	5,000.
THE SEEING EYE			GENERAL PURPOSES	5,000.
THE TIMOTHY C MCWILLIAMS JR FOUNDATION			GENERAL PURPOSES	1,000.
TRI-COUNTY SCHOLARSHIP FUND			GENERAL PURPOSES	1,500.
WEBB INSTITUTE			GENERAL PURPOSES	10,000.
THE YOGI BERRA MUSEUM & LEARNING CENTER			GENERAL PURPOSES	25,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	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
Name and address (home or business)				
THE SMITH INFECTIOUS DISEASES FOUNDATION			GENERAL PURPOSES	5,000.
Total from continuation sheets				

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. | | |

[illegible]

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

- b If "Yes," complete the following schedule**

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

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

MICHAEL J MOSS

michael mao

11/25/13

P00184391

Firm's name ► **MBAF CPAS, LLC**

Firm's EIN ► 13-3842744

Firm's address ► 440 PARK AVE SOUTH, 5TH FL
NEW YORK, NY 10016

Phone no 212-576-1400

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

SOURCE	AMOUNT
GOLDMAN SACHS	148,153.
MERRILL LYNCH	44,780.
PRINCETON BANK	4.
WHITEHALL V 75-2540937	11.
WHITEHALL VI 75-2540943	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	192,949.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROKERAGE ACCOUNTS	790,099.	0.	790,099.
SHORT TERM CAP. DIVIDEND	45,743.	0.	45,743.
TOTAL TO FM 990-PF, PART I, LN 4	835,842.	0.	835,842.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
THRU WHITEHALL # 5	300	<190.>
TOTAL TO FORM 990-PF, PART I, LINE 5A		<190.>

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WHITEHALL V 75-2540937	<1.>	<1.>	
WHITEHALL VI 75-2540943	<3.>	<3.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<4.>	<4.>	

FORM 990-PF	LEGAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,100.	2,550.		2,550.
TO FM 990-PF, PG 1, LN 16A	5,100.	2,550.		2,550.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,700.	4,850.		4,850.
TO FORM 990-PF, PG 1, LN 16B	9,700.	4,850.		4,850.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	146,148.	146,148.		0.
TO FORM 990-PF, PG 1, LN 16C	146,148.	146,148.		0.

FORM 990-PF	TAXES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES - STOCKS	15,634.	15,634.		0.
STATE TAXES	270.	0.		0.
FEDERAL TAXES	16,981.	0.		0.
TO FORM 990-PF, PG 1, LN 18	32,885.	15,634.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
REPORTING FEES	780.	0.		780.	
MEMBERSHIP FEES	725.	0.		725.	
POSTAGE	804.	0.		804.	
TELEPHONE	2,425.	0.		2,425.	
OTHER DEDUCTIONS	277.	0.		277.	
TO FORM 990-PF, PG 1, LN 23	5,011.	0.		5,011.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
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DESCRIPTION	AMOUNT
DIFFERENCE BETWEEN BOOK & TAX PARTNERSHIPS	2,652.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,652.

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	22,393,522.	29,800,941.
TOTAL TO FORM 990-PF, PART II, LINE 10B	22,393,522.	29,800,941.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WHITEHALL # 5 75-2540937	COST	294,623.	22,260.
WHITEHALL # 6 75-2540943	COST	11,762.	889.
TOTAL TO FORM 990-PF, PART II, LINE 13		306,385.	23,149.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CATHERINE MCMULLEN BASKING RIDGE, NJ 07920	PRESIDENT 0.00	0.	0.	0.
PETER MCMULLEN ESSEX FALLS, NJ 07021	TREASURER 0.00	0.	0.	0.
JOHN J. MCMULLEN, JR. JUPITER, FL 33478	VICE PRESIDENT 0.00	0.	0.	0.
JACQUELINE MCMULLEN MONTCLAIR, NJ 07042	DIRECTOR 0.00	0.	0.	0.
PATRICK GILMARTIN IRVINGTON, NY 10533	DIRECTOR 0.00	0.	0.	0.
JAMES BLAKE BASKING RIDGE, NJ 07920	DIRECTOR 0.00	0.	0.	0.
ILIA SCRIVEN MONTCLAIR, NJ 07042	EXECUTIVE DIRECTOR 0.00	0.	0.	0.
LINDA DRASHEFF MONTCLAIR, NJ 07042	SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

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Security	Shares	Quote/Price	Cost Basis	Gain/Loss	Balance
ABB Ltd	320 000	21 790	7,229 20	-256.40	6,972.80
Abbott Labs	6,700 000	36 670	139,730 15	105,958 85	245,689 00
Abbvie Inc	6,700 000	42 690	151,307 56	134,715.44	286,023 00
Ace Limited	123 000	89 680	8,896 38	2,134 26	11,030 64
Adidas AG	213 000	54 820	5,385.90	6,290.76	11,676 66
ADT Corp	381 000	40 590	10,307.40	5,157.39	15,464.79
Aetna Inc 2.75% 11/15/2022	160 000	95 724	15,958 24	-642 40	15,315 84
Aflac Inc	154 000	55 690	8,021 85	554.41	8,576 26
Agrium Inc	47 000	92 380	2,232 02	2,109 84	4,341.86
Air Products & Chemical	600 000	94 410	52,287 96	4,358.04	56,646.00
Alliancebernstein High Income FD DL ADV	13,924 979	9 740	107,343.62	28,285 68	135,629 30
Allianz SE ADR	307 000	15 560	4,159 33	617.59	4,776 92
Altria Group Inc	19,700 000	36 100	313,159 66	398,010 34	711,170.00
Amadeus IT Holdings - UNSP	245 000	30 210	4,332 77	3,068.68	7,401 45
AMC Networks Inc	200,000	64 020	6,388.00	6,416.00	12,804 00
America Movil SAB DE	159 000	19 910	3,898.78	-733 09	3,165.69
American Express	2,841 000	75 710	129,444 37	85,647.74	215,092 11
American Express 7 0% 3/19/2019	1,000 000	122 999	116,840 00	6,159.00	122,999.00
American Express Credit 2 375% 3/24/2017	220,000	103 537	22,365 42	412.72	22,778 14
American Intl Group 3 8% 3/22/2017	180 000	106 866	18,340 29	895 59	19,235 88
Amenprize Financial Inc	90 000	81 520	5,027.71	2,309.09	7,336.80
Amerisourcebergen Corp	116 000	54.080	5,915 65	357 63	6,273 28
Amn Electric Power Co	151 000	45 820	5,704 03	1,214.79	6,918 82
Anadarko Pete Corp	709 000	87 470	46,007 45	16,008 78	62,016 23
Anheuser Busch Inbev 1 375 % 7/15/2017	230 000	99 797	23,186 07	-232.76	22 953 31
Apple Inc GLB 1 0% 5/3/2018	160 000	98 126	16,017.92	-317.76	15,700.16
Astrazeneca PLC	266 000	51 250	12,451 27	1,181 23	13,632 50
AT&T Corp	251,000	34 990	8,109.17	673 32	8,782 49
AT&T Corp 5 1% 9/15/2014	120 000	105 666	12,996 78	-316 86	12,679 92
Aust NW	316 000	26 190	5,321.00	2,955.04	8,276.04
Autodesk Inc Del	816 000	37 730	23,626 40	7,161 28	30,787 68
Automatic Data Processing Inc	3,000 000	68 720	127,521 56	78,638.44	206,160 00
Avago Technologies Ltd	210 000	37 730	7,102.25	821.05	7,923 30
Avalonbay CMMun Inc	55 000	132 660	6,051 21	1,245 09	7,296 30
Axis Capital Holdings	225 000	43 560	6,677 53	3,123 47	9,801 00
BAE Sys PLC	413 000	24 650	9,176 28	1,004 17	10,180 45
Baidu Inc	108 000	96 640	11,418 60	-981.48	10,437.12
Banco Bradesco SA	1,248 000	16 130	19,707 61	422 63	20,130.24
Barclays Plc ADR	288 000	19 190	4,067.63	1,459.09	5,526 72
Belle International	261 000	15 390	4,175 37	-158 58	4,016 79
BG Group PLC	401 000	18.290	7,475 96	-141 67	7,334 29
BHP Billiton Ltd	61 000	65 320	3,791 44	193 08	3,984 52
Biogen Idec	294 000	237.490	27,422 56	42,399.50	69,822.06
Blackrock Global	8,924 131	21 110	152,252 56	36,135.85	188,388 41
Blackrock Inc	525 000	279 200	83,048 75	63,531 25	146,580 00
Boeing Company	90 000	99 020	5,649 19	3,262 61	8,911 80
Boston Properties	84 000	106 580	6,549 75	2,402 97	8,952 72
BP Capital PLC 2 75% 5/10/2023	140,000	95.292	13,646 50	-305 62	13,340 88
Brambles Ltd	512 000	17 340	7,117 82	1,760 26	8,878 08
British American Tobacco	125 000	109.770	9,965 86	3,755 39	13,721.25
British Sky Broadcast	115 000	47 230	5,104 63	326 82	5,431 45
Broadcom Corp Cal	571 000	35 910	19,235 33	1,269 28	20,504 61
Bunzl PLC	99 000	98 190	4,734 18	4,986 63	9,720 81
Cablevision NY Grp	1,436 000	15 120	22,847 76	-1,135 44	21,712 32
Can Nat Rwy f/p	64 000	101 270	3,787 29	2,693 99	6,481.28
Cap Gemini	198 000	24 040	3,723.21	1,036 71	4,759 92
Capital One Financial 4.75% 7/15/201	220,000	111 598	23,648 92	902 64	24,551 56
Carlsberg AS	494 000	19 040	8,486 77	918 99	9,405.76

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Security	Shares	Quote/Price	Cost Basis	Gain/Loss	Balance
Caterpillar Inc(Sel)	2,496 000	85 800	174,547 29	39,609 51	214,156 80
Genovus Energy Inc	157 000	29.930	4,396 29	302 72	4,699 01
Centrica Plc Adr	291.000	23 170	5,010 02	1,732 45	6,742 47
CGI Group Inc	283 000	30.560	6,593 03	2 055 45	8,648 48
Cheung Kong Hldg	501.000	14 030	6,312 60	716 43	7,029 03
Chevron Corp	8,076 000	122.750	519,107 82	472,221.18	991,329.00
China Mobile Ltd	83.000	51 800	3,973 10	326 30	4,299 40
China Pete Chem	87 000	101 810	8,763 22	94 25	8,857 47
Cielo SA	170 000	25 280	2,722 51	1,575 09	4,297 60
Cigna Corp 4.0% 2/15/2022	1,750 000	106 488	186,950 75	-596 75	186,354 00
Cisco Systems 5 5% 2/22/2016	300.000	112 514	32,834.40	919 80	33,754.20
Cisco Systems Inc 5 5% 2/22/2016	1,500 000	112 514	156,960 00	11,811 00	168,771 00
Citigroup Inc	462.000	51 990	16,376 87	7,642 51	24,019 38
Citigroup Inc 1 75% 5/1/2018	230 000	98 578	23,054 74	-381 80	22,672 94
Citrix Systems	303 000	64 380	17,719 41	1,787 73	19,507 14
Cnooc Ltd	58 000	173 840	8,102.44	1,980 28	10,082 72
COACH INC CMN	116 000	58 260	6,127 70	630 46	6,758 16
Coca Cola Amatil Ltd Adr	192 000	24 610	3,447 69	1,277 43	4,725 12
Coca Cola Co	30,400 000	39 990	665,229 36	550,466 64	1,215,696 00
Columbia Acorn Select FD CL Z	8,591 065	29.340	174,999.99	77,061 86	252,061 85
Comcast Cl-A	371 000	40 165	11,790.28	3,110.93	14,901 21
Comcast Cl-A Special N Voting	1,885 000	38 830	39,938 44	33,256 11	73,194 55
Comcast Corp 6 5% 1/15/2017	1,500.000	118 066	165,525 00	11,574 00	177,099 00
Comcast Guarnt 5 85% 11/15/2015	130 000	112 200	14,007 63	578 37	14,586 00
Companhia De Snmto Bsco	1,014 000	12 720	5,872.18	7,025 90	12,898 08
Compass Group Plc	1,089.000	13 150	5,793 48	8,526 87	14,320 35
Conocophillips	6,719.000	61 340	306,652 59	105,490 87	412,143 46
Copel Parana	538.000	15 570	8,714 83	-338 17	8,376 66
Covidien PLC	413 000	63.600	18,109 37	8,157.43	26,266 80
Cree Inc	819.000	62 350	21,965 62	29,099 03	51,064 65
CVS Caremark Corp	249 000	57.580	8,957 49	5,379 93	14,337 42
CVS Caremark Corp 2.75% 12/1/2022	160 000	97 061	16,024 64	-494 88	15,529 76
CVS Caremark Corp 5.75% 6/1/2017	490 000	116.370	52,042 90	4,978 40	57,021 30
Deere Co	58 000	87 110	4,659 80	392 58	5,052 38
Denso CP	257 000	20.950	4,235 67	1,148 48	5,384.15
Deutsche Post AG	174 000	25.630	4,186 49	273 13	4,459 62
Deutsche Boerse AG	2,287.000	6 400	12,722 21	1,914.59	14,636 80
Diageo NV Adr	1,437 000	118.260	106,367 10	63,572 52	169,939 62
Directv	299.000	61 190	12,811 07	5,484 74	18,295 81
Directv Hldg 3 5% 3/1/2016	210 000	105.963	22,132 95	119 28	22,252.23
Discover Financial Services	238 000	47 410	10,705.16	578 42	11,283 58
Disney(Walt) Co	285 000	63.080	10,727 74	7,250 06	17,977.80
Dolby Laboratories	766 000	35.000	22,974 95	3,835 05	26,810 00
Du Pont E I & Co	114 000	55.790	5,503 75	856 31	6,360 06
Eaton Corp	71 000	66.060	3,201 47	1,488 79	4,690.26
Eaton Vance Floating Rate FD Class I	12,639 151	9 200	103,829 13	12,451 06	116,280 19
Edison Intl Calif	126 000	45 940	6,120 47	-332.03	5,788.44
EMC Corp	292 000	24 760	7,206 79	23 13	7,229.92
Ensc0 PLC CL A	41 000	60 170	2,484 98	-18 01	2,466 97
Enterprise Products 4 45% 2/15/2043	120 000	93.973	11,818 68	-541 92	11,276.76
EOG Resources	92 000	129 100	10,846 52	1,030 68	11,877 20
Ericsson(LM) Tel Adr	503 000	11 670	6,051 31	-181 30	5,870.01
Estee Lauder Cos Inc Class A	2,800 000	67 780	56,812 00	132,972 00	189,784 00
Exxon Mobil Corp	13,967 000	90 470	890,922 32	372,672.17	1,263,594 49
Fanuc Ltd - Unsp	300 000	24.710	6,820 05	592 95	7,413 00
Federal Nat Mtg Assoc 1 125% 4/27/2017	410.000	101 018	41,343 58	73 80	41,417 38
Federal Nat Mtg Assoc 1 25% 1/30/2017	510 000	101 676	51,700 74	154 02	51,854 76
Federal Nat Mtg Assoc 5.375% 7/15/2016	300 000	114 630	33,438 99	950 01	34,389 00
FHLB 5.5% 08/13/2014	2,500.000	106 371	265,624 50	303 00	265,927 50

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Security	Shares	Quote/Price	Cost Basis	Gain/Loss	Balance
FHLMC A(7040 4.0% 2041	760 000	65 147	45,178 04	4,333 60	49,511 64
FHLMC J1 9197 3 0% 2027	420.000	84 846	36,096.77	-461 26	35,635 51
Fluor Corp	403.000	63 210	19,096 16	6,377 47	25,473 63
FMNA 3 5% 2025	280.000	54 738	14,721 34	605 17	15,326 51
FMNA 4 5% 2041	270.000	61.424	16,720.04	-135.67	16,584 37
FNMA 3 5% 2041	390.000	68 550	27,186.35	-451 68	26,734.67
FNMA 4 00 2040	340.000	47 750	15,076.03	1,159 13	16,235 16
FNMA 4 50% 2027	120 000	68.755	8,638 71	-388 12	8,250 59
FNMA 4 50% 2039	1,150.000	40 414	45,596.24	880 22	46,476 46
FNMA 4 50% 2041	140 000	48.240	6,544 86	208.73	6,753 59
FNMA 5 0% 2033	1,750.000	15 140	27,262.54	-767 37	26,495.17
FNMA 5 50% 2036	2,040 000	16.756	41,028 39	-6,845.32	34,183 07
Fomento Economico Mexicano	41.000	108.590	2,831.39	1,620 80	4,452 19
Forest Labs	1,303 000	39 750	42,137 84	9,656 41	51,794 25
France Telecom SA ADR	663 000	10.100	10,378 44	-3,682 14	6,696 30
Freeport-McMoran Copper & Gold	5,532 000	31 050	295,197.69	-123,429.09	171,768 60
Fresenius Medical Care ADR	152 000	33 790	3,847.28	1,288 80	5,136 08
Galaxy Entertainment Group	121 000	51 650	3,707.31	2,542 34	6,249 65
General Electr Co	17,888 000	23.320	600,112 78	-182,964 62	417,148.16
General Electr Mtn 3 1% 01/09/2023	1,250.000	97 080	124,765.00	-3,415 00	121,350 00
General Electric 2 95% 5/9/2016	140 000	105.458	14,145 46	618 66	14,764.12
Georgia Power Company 4 3% 3/15/2042	150 000	98 147	15,282.60	-560.55	14,722 05
Gilead Sciences Inc	206 000	54 480	5,360.02	5,862 86	11,222 88
Golden Agri-Res Ltd	174 000	46 080	8,965 44	-947.52	8,017 92
Goldman Sachs Group 5 25% 7/27/2021	150 000	111.404	15,057 75	1,652 85	16,710.60
Goldman Sachs Group, Inc	811 000	162 080	83,876.34	47,570 54	131,446 88
Grupo Televisa SA	351.000	26 080	6,735.45	2,418.63	9,154.08
GS Bank Deposit	14,332 440	1.000	14,332 44	0 00	14,332.44
GS High Yield Instl Mutual Fund CL I	240,803.076	7 430	1,710,631 57	78,535 28	1,789,166 85
GS International Equity Div & Prem Inst Shares	34,011 298	7 350	238,477 71	11,505 33	249,983.04
GS Mtg Sec II CMO 2007	260 000	113 303	29,955 86	-497 08	29,458 78
GS Trust Fin Squ Treasury Instruments	96,059 050	1 000	96,059 05	0 00	96,059 05
Hang Seng BK	304 000	16 070	4,214 62	670 66	4,885 28
HCP Inc 2 625% 2/01/2020	190 000	95 531	18,923.81	-772 92	18,150 89
Heitman REIT FD CL Z	26,681 127	10 770	151,922 56	135,433 18	287,355 74
HEWLETT PACKARD CO 6 125% 3/1/2014	1,500 000	103 731	160,740 00	-5,143 50	155,596 50
Hitachi Ltd	159 000	68 250	8,934 52	1,917.23	10,851 75
Honeywell Intl Inc	105 000	78 460	5,993.93	2,244 37	8,238 30
HSBC Holdings PLC	3,550 000	54.860	208,074 58	-13,321.58	194,753 00
Hutchison Whampoa	294.000	21.090	4,379 42	1,821 04	6,200 46
IBM	1,767.000	208 020	226,951.70	140,619 64	367,571 34
Immunogen Inc	565 000	18 370	6,363 14	4,015 91	10,379 05
Imperial Tobacco Grp	293 000	72 210	18,707.20	2,450 33	21,157.53
Industrial and Commercial BNK	627 000	13 900	7,215 20	1,500 10	8,715.30
Intel Corp	34,400 000	24 280	853,464 00	-18,232 00	835,232.00
International Paper 4 75% 2/15/2022	140 000	110 455	15,168 44	295 26	15,463 70
Invesco Finance PLC 3 125% 11/30/2022	1,750 000	98 424	179,396 00	-7,154 00	172,242 00
Invesco Ltd	116.000	33 740	3,996.75	-82 91	3,913.84
Ishares Russell 1000 Growth Index Fund	2,225 000	74 290	99,922 08	65,373 17	165,295 25
Ishares Russell 1000 Value Index Fund	925.000	84 590	49,921 00	28,324.75	78,245 75
Ishares S & P 500 Index Fund	724 000	164 300	74,802 23	44,150 97	118,953 20
Isis Pharmaceuticals	701.000	21 690	4,814.39	10,390.30	15,204 69
Israel Chemicals	376 000	11 220	3,983 45	235 27	4,218 72
Ivy Asset Strategy Fund CL I	7,249.669	28 030	150,925.52	52,282 70	203,208 22
Jeffereies Group Inc 5 125% 4/13/2018	1,500 000	109.309	150,891 00	13,072 50	163,963 50
Johnson & Johnson	7,300 000	84.180	461,020 93	153,493 07	614,514.00
JP Morgan Chase & Co	3,853.000	54 590	160,477 61	49,857 66	210,335 27
JP Morgan Chase & Co 1 8% 1/25/2018	230 000	99 487	23,355.12	-473.11	22,882 01
Julius Baer Group	837 000	7 850	4,768 19	1,802 26	6,570 45

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Security	Shares	Quote/Price	Cost Basis	Gain/Loss	Balance
KDDI Corp	818 000	11.280	6,559 43	2,667 61	9,227 04
Keppel Ltd	432 000	17 200	4,248.33	3,182 07	7,430 40
Keycorp New	785 000	10 780	6,041 90	2,420 40	8,462 30
Kinder Morgan Energy Partners 3 5% 9/1/2023	150,000	97 803	15,133 20	-462 75	14,670 45
Kingfisher PLC	488 000	10.410	3,643 72	1,436 36	5,080.08
Koc Hltd AS	194 000	28 500	4,002.47	1,526 53	5,529 00
Kohls Corp 4 0% 11/1/2021	1,000,000	103.450	102,386 00	1,064 00	103,450 00
Komatsu New	360 000	25 610	7,793 93	1,425 67	9,219 60
Kraft Foods Group Inc	81,000	55 130	2,868 65	1,596 88	4,465 53
L-3 Communications	406 000	85.090	25,417 43	9,129 11	34,546 54
Landwirtschaftliche Rentenbank 1 875% 9/17/2018	1,500,000	102 380	155,982.00	-2,412 00	153,570 00
Liberty Interactive Series A	853 000	22.450	12,559 86	6,589 99	19,149 85
Liberty Spinco Inc CL A	192,000	124 860	1,538.56	22,434 56	23,973 12
Loomis Sayles Strategic CL Z	12,244 155	16.160	157,509 80	40,355 74	197,865.54
Lowe's Companies	127,000	42 110	3,536 24	1,811 73	5,347.97
Lyondellbasell Industries	176 000	66 650	7,925 50	3,804 90	11,730.40
Macy's Inc	191 000	48 340	6,673 88	2,559 06	9,232 94
Magna Int	95 000	66.620	3,678 79	2,650 11	6,328 90
Main Street Capital Corporation	25,309 000	29 000	232,854 89	501,106 11	733,961 00
Manulife Financial Corp	628 000	15 800	9,374 91	547.49	9,922.40
Marathon Oil Corp	388,000	34 390	13,315 71	27 61	13,343 32
Marks and Spencer	280 000	14 200	3,450 68	525.32	3,976 00
McDonalds Corp	5 200 000	96 570	298,022 40	204,141 60	502,164 00
McGraw-Hill	3,700 000	54.550	97,633 75	104,201 25	201,835 00
Merck & Co Inc	6,057 000	46 700	225,375.38	57,486.52	282,861 90
Microsoft Corp	411 000	34.900	10,511 57	3,832 33	14,343 90
Mitsui Co	36 000	255 510	9,583 93	-385 57	9,198 36
Mizuho Financial Group	2,001 000	3 890	6,740 16	1,043 73	7,783.89
Mondelez International	244 000	29 475	5,331 28	1,860 62	7,191 90
Morgan Stanley	380 000	25.900	9,348 76	493 24	9,842 00
Morgan Stanley 1 75% 2/25/2016	190 000	100.166	19,049 21	-17 67	19,031 54
National-Oilwell Varco	349 000	70 300	20,110 92	4,423 78	24,534 70
Nestle SA Sponsored ADR	7,963 000	66 121	183,481 37	343,040 15	526,521 52
Nextera Energy Inc	131 000	75 620	8,494 85	1,411 37	9,906 22
Nitto Denko Corp	287 000	29 770	5,940 64	2,603 35	8,543 99
Novartis AG ADR	94 000	71 760	4,531 41	2,214 03	6,745 44
Novartis Capital Corp 2 9% 4/24/2015	1 500 000	104 403	152,985 00	3,619 50	156,604.50
Novo Nordisk	33 000	161 100	2,021 22	3,295 08	5,316 30
Nucor Corp	595 000	44 510	19,144 66	7,338 79	26,483 45
OAQ Gazprom	420 000	7 570	5,013 30	-1,833 90	3,179.40
Occidental Petroleum Corp	211 000	92 070	17,677 38	1,749 39	19,426 77
Ontario (Province of) 3 15% 12/15/2017	2,250 000	108 129	237,847 50	5,442.75	243,290 25
Ontario (Province of) 4 4% 4/14/2020	1 500 000	114.580	171,390 00	480 00	171,870 00
Oracle Corp	330 000	33 780	10,365 62	781 78	11,147 40
Oracle Corp 5 25% 1/15/2016	120 000	111 511	12,966 84	414 48	13,381 32
Pall Corp	444 000	68.200	19,114 20	11,166 60	30,280 80
Pentair Ltd	183 000	58 240	5,668 19	4,989 73	10,657 92
Pepsico Inc	7,700 000	80 770	431,200 00	190,729 00	621,929 00
Petroleo Brasileiro VTG ADR	284 000	17 770	7,073 26	-2,026 58	5,046 68
Pfizer Inc	572 000	27 230	9,946 34	5,629 22	15,575 56
Pfizer Inc 5 35% 3/15/2015	1,700 000	108 107	181,602 00	2,179 90	183,781.90
Philip Morris International Inc	19,700 000	90 910	708,458.09	1,082,468 91	1,790,927 00
Phillips 66	3 483,000	66 570	86,255 28	145,608 03	231,863 31
Pimco Commodity Real Return FD CL P	21,387 547	6 070	162,620 04	-32,797 63	129,822 41
PNC Fincial	243 000	71 640	13,129 97	4,278 55	17,408 52
Posco Spn	133 000	70 650	11,243 87	-1,847 42	9,396 45
Potash Corp Saskatchewan	172 000	42 020	7,097 50	129 94	7,227 44
Praxair Inc	2,300 000	114 330	141,645.64	121,313 36	262,959 00
Procter & Gamble	11,200 000	76 760	608,583 00	251,129.00	859,712.00

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Security	Shares	Quote/Price	Cost Basis	Gain/Loss	Balance
Public Storage \$0 10	43 000	151 800	6,244 86	282.54	6,527.40
Publicis Groupe ADR	630 000	18 200	8,063 40	3,402.60	11,466 00
Qualcomm Inc	2,000 000	63 480	84,200.00	42,760.00	126,960.00
Reed Elsevier NV	328 000	32 800	8,821.58	1,936.82	10,758 40
Reed Elsevier PLC	309 000	45 040	9,377.22	4,540 14	13,917.36
Regions Financial Corp	1,293 000	9 130	8,052.93	3,752 16	11,805 09
Renaissance Re Hldgs Ltd	62 000	85 960	3,319 40	2,010.12	5,329.52
Rio Tinto Plc ADR	1,812 000	42 720	110,099 53	-32,690 89	77,408 64
Roche Holding AG ADR	2,937 000	62 292	129,861.45	53,090.15	182,951 60
Royal Dutch Shell Plc CL A	2,600 000	66 370	182,697 66	-10,135 66	172,562 00
Royal Dutch Shell Plc CL B	145 000	68.830	9,123.14	857.21	9,980 35
SabMiller Plc	2,775 000	50 486	116,816 66	23,281 99	140,098.65
Sage Group	233 000	22 330	3,504.85	1,698.04	5,202.89
Sandisk Corp	569 000	59 020	23,760 45	9,821.93	33,582.38
Sanofi Aventis ADR	468 000	53 090	20,478.19	4,367 93	24,846 12
Sap Aktiengesellschaft ADR	189 000	73.440	10,015.60	3,864.56	13,880 16
Sasol Ltd	270 000	44.380	10,161 83	1,820 77	11,982 60
Schlumberger Ltd	103 000	73 030	7,418 08	104 01	7,522 09
Schneider Electric	383 000	15 740	4,540.77	1,487.65	6,028.42
Seagate Technology	1,543 000	43 080	15,859.26	50,613 18	66,472 44
Sega Sammy Holdings	768 000	5 940	4,099 28	462.64	4,561.92
Sempra Energy	120 000	81 300	6,016 81	3,739 19	9,756 00
Shell International 4% 3/21/2014	100 000	102 876	10,487 00	-199 40	10,287.60
Shire PLC	51 000	98 470	2,547.43	2,474 54	5,021 97
Siemens AG ADR	96 000	105 100	7,960 93	2,128 67	10,089 60
SK Telecom Co Ltd	446 000	20 300	6,686 48	2,367 32	9,053 80
Smith & Nephew	90 000	58.340	4,598 84	651 76	5,250 60
Sodexo ADR	31 000	85 300	2,864 30	-220 00	2,644 30
Starz - Liberty Capital	192 000	23.080	11,277 25	-6,845 89	4,431 36
State Street Corp	117 000	66 180	4,959.65	2,783 41	7,743 06
Statoilhydro ASA	319 000	22.520	6,991 84	192 04	7,183 88
Stryker Corp	126 000	66 390	8,268 41	96 73	8,365.14
Suncor Energy Inc	289 000	30 310	10,125.55	-1,365 96	8,759 59
Svenska Cellulosa AB ADR	241 000	24.900	2,663 27	3,337 63	6,000 90
Swedbank A B	261 000	24 090	4,319.29	1,968.20	6,287 49
Syngenta AG	128 000	77 840	5,941.58	4,021 94	9,963 52
Taiwan S Manufacturing	789 000	18.660	8,597 46	6,125 28	14,722.74
Target Corporation	3,717 000	69 500	196,524 45	61,807 05	258,331 50
Tata Motors Ltd	183 000	27 430	3,616 09	1,403 60	5,019.69
TCW Total return Bond FD CL I	10,736.557	10 240	107,490 13	2,452.21	109,942 34
TE Connectivity Ltd	894 000	44 390	25,834 14	13,850 52	39,684 66
Telenor ASA	68 000	62 850	4,678 09	-404 29	4,273 80
Telstra Corp ADR	197 000	22 490	3,083 27	1,347 26	4,430 53
Tennessee Valley Auth 6 25% 12/15/2017	2,500 000	122 210	286,760 00	18,765 00	305,525 00
Tesco PLC	542 000	16 780	9,442 03	-347 27	9,094 76
Teva Pharmaceuticals Ind Ltd	503 000	38 200	23,453.85	-4,239 25	19,214.60
Thermo Fisher Scientific	102 000	88 300	5,385.20	3,621.40	9,006 60
Time Warner Cable Inc	1,150 000	95 510	80,822 55	29,013 95	109,836 50
Toronto Dominion Bank	105 000	80 850	6,572 67	1,916 58	8,489 25
Total SA	3,800 000	49 850	183,072 80	6,357 20	189,430 00
Toyota Motor Corporation	77 000	117 550	7,136 10	1,915 25	9,051.35
Transcanada Corp	168 000	45 850	4,944 10	2,758 70	7,702 80
Travelers Companies Inc	138 000	83.720	6,832 47	4,720 89	11,553 36
Tyco International Ltd.	763 000	33 810	15,870 03	9,927 00	25,797 03
UBS AG	163 000	17 530	2,742 48	114 91	2,857 39
Unilever NV	232 000	40.780	7,261 75	2,199.21	9,460 96
Union Pacific Corp	90 000	154.620	5,584 52	8,331 28	13,915 80
United Overseas Bank Ltd ADR	255 000	33 820	7,033 03	1,591 07	8,624 10
United Technologies	3,401 000	94.900	248,197 78	74,557.12	322,754 90

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Security	Shares	Quote/Price	Cost Basis	Gain/Loss	Balance
UnitedHealth Group Inc	826 000	62.630	38,644.74	13,087.64	51,732.38
UnitedHealth Group Inc 1 625% 3/15/2019	160.000	98.414	16,056.80	-310.56	15,746.24
US Bancorp(New)	183 000	35.060	4,064.54	2,351.44	6,415.98
US T Bond 3.00% 3/15/2042	140 000	94.609	14,997.56	-1,752.30	13,245.26
US T Bond 4 375% 5/15/2040	170 000	121.359	18,072.53	2,558.50	20,631.03
US T Inflation Note 2 375% 1/15/2025	100 000	155.429	11,803.11	3,739.81	15,542.92
US T Note 0 25% 05/31/2014	580 000	100.090	57,995.66	56.54	58,052.20
US T Note 0.875% 11/30/2016	290 000	100.711	28,918.53	287.66	29,206.19
US T Note 1 0% 03/31/2017	890 000	100.906	90,626.32	-819.98	89,806.34
US T Note 1 25% 04/15/2014	520 000	100.945	52,767.99	-276.59	52,491.40
US T Note 1 25% 08/31/2015	410.000	102.000	41,959.47	-139.47	41,820.00
US T Note 1.375% 02/28/2019	1,250 000	100.758	122,207.03	3,740.47	125,947.50
US T Note 1 75% 5/15/2023	200 000	96.344	19,560.24	-291.44	19,268.80
US T Note 2 375% 7/31/2017	2,250 000	106.305	238,025.39	1,160.86	239,186.25
US T Note 3 125% 5/15/2019	360 000	110.680	34,930.47	4,914.33	39,844.80
US T Note 3 5% 5/15/2020	470 000	113.188	51,268.47	1,929.89	53,198.36
Vale SA	480 000	14.400	11,915.28	-5,003.28	6,912.00
Ventas Realty 4 25% 3/1/2022	140 000	105.843	15,088.92	-270.90	14,818.02
Verizon Communications 4 6% 4/1/2021	260 000	111.225	28,870.92	47.58	28,918.50
Verizon Communications 5 5% 2/15/2018	1,500 000	116.161	144,595.50	29,646.00	174,241.50
Verizon Communications CMN	224 000	48.480	10,874.93	-15.41	10,859.52
Vertex Pharmaceuticals Inc	284 000	80.330	11,209.79	11,603.93	22,813.72
Volkswagen AG	362 000	43.720	13,392.29	2,434.35	15,826.64
Volvo Aktiebolaget ADR	377 000	14.730	6,247.30	-694.09	5,553.21
Wal Mart Stores	1,400 000	74.840	68,474.00	36,302.00	104,776.00
Wal Mart Stores 1.25% 4/11/2018	220 000	98.826	22,066.22	-324.50	21,741.72
Walgreen Co	8,800 000	47.760	397,496.00	22,792.00	420,288.00
Watson Pharmaceuticals 3 25% 10/01/2022	230 000	98.257	23,435.95	-836.84	22,599.11
Weatherford International Ltd	3,853.000	13.490	48,523.98	3,452.99	51,976.97
Wells Fargo & Co	573 000	40.550	16,295.86	6,939.29	23,235.15
Wells Fargo & Co 3 5% 3/08/2022	220 000	103.667	22,132.88	673.86	22,806.74
Wells Fargo Adv Asset Allocation FD	13,987 021	13.570	153,770.12	36,033.75	189,803.87
Wells Fargo Adv Emerging Mkts Equity Fund	7,444 474	21.980	125,000.01	38,629.53	163,629.54
Whole Foods Market Inc.	2,400 000	51.860	77,859.96	46,604.04	124,464.00
Woori Financial Hlds	99.000	31.370	3,728.42	-622.79	3,105.63
Worley Parsons Ltd	242 000	19.550	7,614.47	-2,883.37	4,731.10
WPP PLC New ADR	142 000	85.070	6,915.14	5,164.80	12,079.94
Yamana Gold Inc	640.000	11.540	7,459.39	-73.79	7,385.60
Yanzhou Coal Mng	367 000	10.060	6,121.29	-2,429.27	3,692.02
Zunch Insurance Group	510 000	26.570	9,778.59	3,772.11	13,550.70
-Cash-			481,314.74	0.00	481,314.74
TOTAL Investments			22,393,522.22	7,407,419.17	29,800,941.39

QUICKEN SYSTEM Capital Gains

6/1/2012 through 5/31/2013

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
GS Account #028-12442-8						
AT&T Corp 4 85% 2/15/2014	1,500 000	4/3/2009	9/14/2012	158,824.04	151,927.50	6,896.54
CVS Caremark Corp 5 75% 6/1/2017	510 000	12/15/2009	12/26/2012	60,275.88	54,167.10	6,108.78
Landwirtschaftliche Rentenbank 4 375 1/15/2013	2,000 000	2/23/2009	1/15/2013	200,000.00	209,460.00	(9,460.00)
Coca-Cola Ent. 4.25% 3/1/2015	1,500 000	12/1/2009	4/5/2013	160,227.00	161,820.00	(1,593.00)
				579,326.92	577,374.60	1,952.32
GSachs(Fayez - 001-167709)						
The Bank of NY Mellon Corp	2,956 000	1/10/2003	6/14/2012	60,776.05	84,287.05	(23,511.00)
Walgreen Co	1,200 000	9/16/2005	6/14/2012	37,799.62	54,204.00	(16,404.38)
Bank of America Corp (new)	814 750	3/12/1998	6/14/2012	6,037.16	35,589.03	(29,551.87)
Bank of America Corp (new)	859 500	2/26/2004	6/14/2012	6,368.75	60,990.00	(54,621.25)
Bank of America Corp. (new)	429 750	1/6/2004	6/14/2012	3,184.37	29,235.00	(26,050.63)
Bank of America Corp. (new)	2,400 000	9/16/2005	6/14/2012	17,783.59	89,627.92	(71,844.33)
General Electr Co	2,000 000	6/2/2004	8/16/2012	41,859.05	62,540.00	(20,680.95)
Microsoft Corp	2,200 000	10/26/1999	8/16/2012	67,472.48	104,156.25	(36,683.77)
Microsoft Corp	4,000 000	3/13/2006	8/16/2012	122,677.23	200,000.00	(77,322.77)
Becton Dickinson & Co	1,100 000	7/21/2009	10/17/2012	84,819.09	76,636.34	8,182.75
				448,777.39	797,265.59	(348,488.20)
MLynch ac#879-10752 Eaton Vance						
American Express	2 000	9/9/2009	10/26/2012	111.18	67.45	43.73
American Express	99 000	10/19/2009	10/26/2012	5,503.37	3,538.34	1,965.03
Ameriprise Financial Inc	40 000	1/19/2012	8/30/2012	2,167.51	2,060.35	107.16
Amerisourcebergen Corp	45 000	1/28/2013	5/21/2013	2,451.00	2,080.24	370.76
Amgen Inc	40 000	6/24/2010	7/5/2012	2,909.13	2,305.13	604.00
Amgen Inc	8 000	8/27/2010	7/5/2012	581.83	410.65	171.18
Amn Electric Power Co	50 000	8/26/2009	3/26/2013	2,387.21	1,573.98	813.23
Amn Electric Power Co	4 000	3/23/2010	3/26/2013	190.98	138.62	52.36
Apache Corp	14 000	10/1/2009	8/13/2012	1,239.23	1,262.88	(23.65)
Apache Corp	17 000	3/23/2010	8/13/2012	1,504.78	1,792.82	(288.04)
Apache Corp	5 000	8/12/2011	8/13/2012	442.58	500.56	(57.98)
Apple Inc	3 000	3/25/2011	1/28/2013	1,536.96	1,023.09	513.87
Apple Inc	12 000	6/23/2011	1/28/2013	6,147.85	3,789.57	2,358.28
Apple Inc	9 000	6/23/2011	2/4/2013	4,113.46	2,842.18	1,271.28
Apple Inc	2 000	12/19/2011	2/4/2013	914.10	773.40	140.70
Apple Inc	3 000	5/17/2012	2/4/2013	1,371.15	1,687.57	(316.42)
AT&T Corp	139 000	8/26/2009	6/26/2012	4,888.96	3,691.77	1,197.19
AT&T Corp	32 000	8/26/2009	7/5/2012	1,139.69	849.90	289.79
AT&T Corp	38 000	9/17/2009	7/5/2012	1,353.38	1,001.99	351.39
AT&T Corp	18 000	9/17/2009	8/13/2012	670.89	474.62	196.27
AT&T Corp	62 000	9/15/2011	8/13/2012	2,310.85	1,701.81	609.04
AT&T Corp	7 000	10/27/2011	8/13/2012	260.90	202.18	58.72
Bed Bath & Beyond Inc	33 000	3/26/2012	8/30/2012	2,199.68	2,183.43	16.25
Bed Bath & Beyond Inc	16 000	3/26/2012	8/31/2012	1,067.39	1,058.63	8.76
BHP Billiton Ltd	57 000	8/26/2009	10/26/2012	3,991.17	3,573.33	417.84
BHP Billiton Ltd	10 000	6/24/2010	10/26/2012	700.20	708.16	(7.96)
Capital One Financial	137 000	10/26/2012	3/26/2013	7,378.18	8,199.49	(821.31)
Celanese Corp Del Ser A	61 000	12/15/2011	6/26/2012	2,181.86	2,561.12	(379.26)
Celanese Corp Del Ser A	14 000	4/25/2012	6/26/2012	500.76	675.49	(174.73)
Celanese Corp Del Ser A	25 000	4/25/2012	6/27/2012	873.53	1,206.22	(332.69)
Cellegene Corp	30 000	7/5/2012	11/30/2012	2,363.66	1,915.67	447.99
Cellegene Corp	19 000	7/5/2012	1/28/2013	1,872.76	1,213.26	659.50
Cellegene Corp	47 000	7/17/2012	1/28/2013	4,632.62	2,961.86	1,670.76
Centurylink Inc	47 000	2/15/2012	8/30/2012	1,973.04	1,781.04	192.00
Centurylink Inc	55 000	2/15/2012	3/26/2013	1,881.12	2,094.19	(203.07)
Centurylink Inc	78 000	2/16/2012	3/26/2013	2,667.78	2,966.83	(299.05)
Chevron Corp	11 000	10/27/2011	7/17/2012	1,158.26	1,168.47	(10.21)
Chevron Corp	10 000	10/28/2011	7/17/2012	1,052.96	1,059.04	(6.08)
Conocophillips	2 000	4/26/2010	1/28/2013	119.22	90.25	28.97
Conocophillips	45 000	6/4/2010	1/28/2013	2,682.53	1,828.29	854.24
CVS Caremark Corp	63 000	6/16/2010	5/21/2013	3,751.73	2,014.53	1,737.20
Deutsche Tele AG	301 000	12/3/2012	3/26/2013	3,272.16	3,242.82	29.34
Disney(Walt) Co	40 000	3/10/2010	7/5/2012	1,934.86	1,323.26	611.60
Exxon Mobil Corp	25 000	8/26/2009	7/17/2012	2,105.53	1,784.24	321.29
Exxon Mobil Corp	54 000	8/26/2009	3/26/2013	4,756.18	3,853.95	902.23
Exxon Mobil Corp	27 000	8/26/2009	5/14/2013	2,455.14	1,926.98	528.16
Exxon Mobil Corp	3 000	3/3/2010	5/14/2013	272.79	195.91	76.88
Exxon Mobil Corp	41 000	3/3/2010	5/21/2013	3,733.05	2,677.40	1,055.65
Exxon Mobil Corp	19 000	6/24/2010	5/21/2013	1,729.95	1,219.21	510.74
Exxon Mobil Corp	14 000	6/26/2012	5/21/2013	1,274.70	1,156.05	118.65
Fedex Corp Del	34 000	6/6/2012	11/30/2012	3,031.13	2,909.68	121.45
Fifth Third Bancorp	260 000	8/26/2009	1/28/2013	4,253.19	2,789.77	1,463.42
Ford Motor Co.	298 000	2/1/2012	7/17/2012	2,726.28	3,679.70	(953.42)
Ford Motor Co.	139 000	3/5/2012	7/17/2012	1,271.66	1,721.89	(450.23)
General Dynamics Corp	42 000	10/19/2009	11/30/2012	2,729.66	2,885.90	(156.24)
General Electr Co	84 000	8/26/2009	7/17/2012	1,639.40	1,185.41	453.99
General Electr Co	88 000	8/26/2009	8/13/2012	1,846.73	1,241.86	604.87
Google Inc CL A	14 000	5/31/2012	3/26/2013	11,381.29	8,282.08	3,099.21
Hewlett Packard	58 000	1/18/2012	6/26/2012	1,193.39	1,563.86	(370.47)
Hewlett Packard	52 000	1/19/2012	6/26/2012	1,069.94	1,394.35	(324.41)
Hewlett Packard	116 000	2/28/2012	6/26/2012	2,386.79	3,184.81	(798.02)
Humana Inc	16 000	3/18/2011	8/30/2012	1,118.85	1,024.93	93.92
Humana Inc	47 000	3/21/2011	8/30/2012	3,286.63	2,991.10	295.53

QUICKEN SYSTEM Capital Gains						
6/1/2012 through 5/31/2013						
Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Humana Inc	43 000	1/28/2013	5/14/2013	3,325 12	3,113.38	211 74
Humana Inc	5 000	1/29/2013	5/14/2013	386 64	363.61	23 03
Johnson & Johnson	37,000	4/16/2010	6/26/2012	2,451 50	2,427.59	23 91
Johnson & Johnson	10 000	4/16/2010	3/26/2013	790 01	656 11	133 90
Johnson & Johnson	26 000	4/26/2010	3/26/2013	2,054 02	1,696 57	357 45
Johnson & Johnson	76 000	6/4/2010	3/26/2013	6,004 07	4,496.89	1,507 18
Johnson & Johnson	56 000	8/18/2010	3/26/2013	4,424 05	3,268 03	1,156 02
Johnson & Johnson	14 000	8/27/2010	3/26/2013	1,106 01	814 48	291 53
Johnson Controls Inc	86 000	1/19/2012	8/13/2012	2,204 84	3,004 26	(799 42)
JP Morgan Chase & Co	45 000	8/26/2009	3/26/2013	2,195 55	1,945 23	250 32
Marathon Oil Corp	109 000	2/28/2012	11/30/2012	3,375 46	3,788 07	(412 61)
Marathon Oil Corp	106 000	5/17/2012	11/30/2012	3,282 55	2,703 85	578 70
Merck & Co Inc	62 000	8/26/2009	5/21/2013	2,884 93	2,024 89	860 04
MetLife Inc	69 000	8/26/2009	10/26/2012	2,419 13	2,634 23	(215 10)
MetLife Inc	32 000	10/26/2009	10/26/2012	1,121 92	1,196 94	(75 02)
MetLife Inc	42 000	1/29/2010	10/26/2012	1,472 52	1,535 23	(62 71)
MetLife Inc	34 000	8/30/2011	10/26/2012	1,192 04	1,133 19	58 85
Microsoft Corp	61 000	8/26/2009	11/30/2012	1,661 01	1,494 39	166 62
National Grid PLC	40 000	9/16/2010	5/14/2013	2,535 16	1,748 30	786 86
National Grid PLC	38 000	9/16/2010	5/15/2013	2,396 42	1,660 89	735 53
National Grid PLC	13 000	2/1/2012	5/15/2013	819.83	628 54	191 29
National Grid PLC	31 000	2/1/2012	5/16/2013	1,975.72	1,498 84	476 88
National Grid PLC	8 000	2/2/2012	5/16/2013	509 86	386 41	123 45
National Grid PLC	23 000	2/2/2012	5/17/2013	1,476 84	1,110 91	365 93
National-Oilwell Varco	34 000	6/26/2012	5/14/2013	2,310 51	2,205 66	104 85
Occidental Petroleum Corp	45 000	8/26/2009	5/14/2013	3,966 88	3,339 87	627 01
Oracle Corp	51 000	8/26/2009	8/13/2012	1,588 76	1,132 62	456 14
Oracle Corp	17 000	3/25/2011	8/13/2012	529 59	532 10	(2 51)
Oracle Corp	10 000	3/25/2011	11/30/2012	314 95	313 00	1 95
Oracle Corp	62 000	3/30/2011	11/30/2012	1,952.69	2,060 59	(107 90)
Paccar Inc	28 000	2/15/2012	8/13/2012	1,129 98	1,208 73	(78 75)
Paccar Inc	16 000	2/16/2012	6/13/2012	645.71	696.34	(50 63)
Paccar Inc	40 000	2/16/2012	3/26/2013	1,968 54	1,740 85	227 69
Paccar Inc	39 000	2/28/2012	3/26/2013	1,919.33	1,794 98	124 35
Peabody Energy Corp	6 000	3/3/2010	6/6/2012	138 78	271.60	(132 82)
Peabody Energy Corp	18 000	3/17/2010	6/6/2012	416.35	870 91	(454 56)
Peabody Energy Corp	62 000	6/24/2010	6/6/2012	1,434.11	2,676 27	(1,242 16)
Peabody Energy Corp	46 000	8/12/2011	6/6/2012	1,064 01	2,016.75	(952 74)
Pfizer Inc	140 000	8/26/2009	5/14/2013	3,987 10	2,337 72	1,649 38
Pfizer Inc	88 000	8/26/2009	5/21/2013	2,587 93	1,469 42	1,118 51
PG&E	86 000	10/19/2009	10/26/2012	3,629.25	3,694 79	(65 54)
PG&E	6 000	10/27/2011	10/26/2012	253 20	255 32	(2 12)
PG&E	27 000	10/28/2011	10/26/2012	1,139 42	1,149 87	(10 45)
Philip Morris International Inc	23 000	5/17/2012	1/28/2013	2,039 99	1,966.29	73 70
Philip Morris International Inc	47 000	5/17/2012	5/21/2013	4,496 01	4,028.07	477 94
Philip Morris International Inc	24 000	5/18/2012	5/21/2013	2,295 84	2,047 94	247 90
Phillips 66	0 500	4/26/2010	11/30/2012	24 95	11 77	13 18
Phillips 66	29 500	6/4/2010	11/30/2012	1,472 03	625 10	846 93
Phillips 66	16 000	6/24/2010	11/30/2012	798.39	375.94	422 45
Phillips 66	26 000	5/17/2012	11/30/2012	1,297 39	816 20	481 19
Prudential Financial Inc Cmn	112 000	8/26/2009	11/30/2012	5,743.11	5,701 90	41 21
Rogers Communications B	22 000	8/13/2012	3/26/2013	1,071 24	879 51	191 73
Rogers Communications B	16 000	8/14/2012	3/26/2013	779 08	644.64	134 44
Rogers Communications B	19 000	8/15/2012	3/26/2013	925 16	768 73	156 43
Rogers Communications B	10 000	8/16/2012	3/26/2013	486 93	406.54	80 39
Rogers Communications B	12 000	8/17/2012	3/26/2013	584 31	488.44	95 87
Rogers Communications B	67 000	10/29/2012	3/26/2013	3,262 41	2,872 66	389 75
Rogers Communications B	14 000	10/30/2012	3/26/2013	681 70	608 86	72 84
Simon Property Group Del	12 000	2/22/2011	7/17/2012	1,889 75	1,291 89	597 86
Simon Property Group Del	8 000	8/30/2011	7/17/2012	1,259 83	935.06	324 77
Simon Property Group Del	4 000	8/30/2011	8/13/2012	632 52	467 53	164 99
Simon Property Group Del	15 000	12/19/2011	8/13/2012	2,371 95	1,816 48	555 47
Time Warner Inc	47 000	10/28/2011	8/30/2012	1,971 77	1,615 03	356 74
Time Warner Inc	27 000	10/28/2011	1/28/2013	1,372 35	927 79	444 56
Time Warner Inc	49 000	2/1/2012	1/28/2013	2,490 57	1,845.36	645 21
Tjx Companies Inc	139 000	8/26/2009	6/6/2012	5,696 03	2,549 23	3,146 80
Tjx Companies Inc	2 000	8/26/2009	6/26/2012	84 93	36 68	48 25
Tjx Companies Inc	92 000	3/25/2011	6/26/2012	3,906 70	2,264 41	1,642 29
Tjx Companies Inc	16 000	10/27/2011	6/26/2012	675 43	479 24	196 19
Tjx Companies Inc	36 000	10/28/2011	6/26/2012	1,528 71	1,074 19	454 52
Unilever N V	160 000	5/13/2011	3/26/2013	6,476 52	5,301.12	1,175 40
Union Pacific Corp	19 000	11/16/2009	6/6/2012	2,060 09	1,178 96	881 13
United Technologies	61 000	8/26/2009	6/6/2012	4,396.75	3,646 55	750 20
UnitedHealth Group Inc	44 000	8/26/2009	8/30/2012	2,411 07	1,276 81	1,134 26
UnitedHealth Group Inc	56 000	8/26/2009	1/28/2013	3,125 14	1,625 03	1,500 11
UnitedHealth Group Inc	15 000	8/27/2010	1/28/2013	837 09	466 50	370 59
UnitedHealth Group Inc	59 000	2/9/2011	1/28/2013	3,292 56	2,512 92	779 64
UnitedHealth Group Inc	19 000	3/25/2011	1/28/2013	1,060 32	816 89	243 43
UnitedHealth Group Inc	71 000	8/12/2011	1/28/2013	3,962 24	3,115 49	846 75
Vodafone Group PLC Spon ADR	19 000	11/5/2010	10/26/2012	530 85	530 83	0 02
Vodafone Group PLC Spon ADR	8 000	2/18/2011	10/26/2012	223 52	233 32	(9 80)
Vodafone Group PLC Spon ADR	95 000	2/22/2011	10/26/2012	2,654 25	2,797 05	(142 80)
Vodafone Group PLC Spon ADR	3 000	2/22/2011	11/30/2012	75 36	88 33	(12 97)
Vodafone Group PLC Spon ADR	7 000	3/25/2011	11/30/2012	175 83	201 15	(25 32)

QUICKEN SYSTEM Capital Gains						
6/1/2012 through 5/31/2013						
Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Vodafone Group PLC Spon ADR	107 000	4/11/2011	11/30/2012	2,687.67	3,128.25	(440.58)
				313,569.37	264,806.46	48,762.91
Mlynch ac#879-10753 -- Janus						
Biogen Idec	48 000	10/5/2011	6/11/2012	6,426.58	4,477.15	1,949.43
Comcast Cl-A Special N Voting	228 000	10/5/2011	6/11/2012	6,671.13	4,830.75	1,840.38
Human Genome	555 000	10/5/2011	6/11/2012	7,426.29	7,247.19	179.10
Seagate Technology	905 000	10/5/2011	6/11/2012	21,406.39	9,301.77	12,104.62
Human Genome	426 000	10/5/2011	7/19/2012	6,052.98	5,562.71	490.27
Human Genome	760 000	2/22/2012	7/19/2012	10,798.75	7,218.71	3,580.04
Engility Holdings Inc	67 000	7/23/2012	7/24/2012	1,172.45	0.00	1,172.45
Liberty Ventures	42 000	8/15/2011	8/22/2012	1,739.05	0.00	1,739.05
Liberty Interactive Series A	15 268	10/5/2011	9/21/2012	178.04	224.82	(46.78)
Isis Pharmaceuticals	230 000	10/5/2011	5/8/2013	5,220.24	1,579.62	3,640.62
Seagate Technology	35 000	10/5/2011	5/8/2013	1,434.44	359.74	1,074.70
				68,526.34	40,802.46	27,723.88
Mlynch ac#879-10754 - Aim Intl Growth						
Taiwan S Manufacturing	114 000	9/2/2009	6/8/2012	1,497.15	1,212.96	284.19
CGI Group Inc	18 000	5/6/2011	6/20/2012	405.69	386.19	19.50
CGI Group Inc	18 000	5/6/2011	6/21/2012	404.41	386.19	18.22
CGI Group Inc	5 000	5/6/2011	6/22/2012	138.45	128.73	9.72
CGI Group Inc	8 000	5/10/2011	6/22/2012	184.61	165.15	19.46
CGI Group Inc	19 000	5/10/2011	6/25/2012	433.61	392.22	41.39
BHP Billiton Ltd	16 000	8/27/2009	6/26/2012	1,032.89	994.48	38.41
Danone	157 000	8/27/2009	6/26/2012	1,880.58	1,675.19	205.39
CGI Group Inc	16 000	5/10/2011	6/26/2012	360.28	330.29	29.99
CGI Group Inc	9 000	5/10/2011	6/27/2012	201.20	185.79	15.41
Danone	67 000	8/27/2009	7/11/2012	821.81	714.89	106.92
Danone	69 000	9/14/2009	7/11/2012	846.35	816.44	29.91
Transcanada Corp	6 000	8/27/2009	7/18/2012	254.92	176.57	78.35
Bunzl PLC	11 000	8/27/2009	7/19/2012	924.49	526.02	398.47
Transcanada Corp	18 000	8/27/2009	7/19/2012	768.95	529.72	239.23
Bunzl PLC	10 000	8/27/2009	7/20/2012	839.43	478.20	361.23
Canon Inc ADR	28 000	8/17/2010	7/24/2012	1,041.37	1,159.90	(118.53)
Canon Inc ADR	13 000	8/17/2010	7/25/2012	473.52	538.53	(65.01)
Intl Power PLC	78 000	8/27/2009	7/25/2012	5,070.58	3,600.48	1,470.10
Glaxosmithkline Plc ADR	57 000	11/7/2011	8/1/2012	2,595.30	2,467.43	127.87
Glaxosmithkline Plc ADR	28 000	12/1/2011	8/1/2012	1,274.89	1,185.36	89.53
Coca Cola Amatil Ltd ADR	51 000	8/27/2009	8/2/2012	1,469.00	842.01	626.99
Total SA	84 000	8/27/2009	8/2/2012	3,833.36	4,787.86	(954.50)
America Movil SAB DE	59 000	8/27/2009	8/6/2012	1,554.17	1,364.91	189.26
Fomento Economico Mexicano	12 000	7/7/2010	8/9/2012	1,038.79	511.82	526.97
Tesco PLC	132 000	8/27/2009	8/10/2012	2,006.15	2,403.72	(397.57)
Taiwan S Manufacturing	86 000	9/2/2009	8/14/2012	1,237.72	915.04	322.68
Novo Nordisk	6 000	8/27/2009	8/15/2012	934.75	367.50	567.25
Novo Nordisk	3 000	8/27/2009	8/16/2012	464.62	183.75	280.87
Danone	2 000	9/14/2009	8/17/2012	23.94	23.66	0.28
Danone	153 000	2/24/2010	8/17/2012	1,831.69	1,812.58	19.11
Danone	162 000	2/24/2011	8/17/2012	1,939.44	2,041.99	(102.55)
Vimpelcom Ltd	241 000	8/27/2009	8/23/2012	2,506.68	3,549.50	(1,042.82)
Vimpelcom Ltd	3 000	8/27/2009	8/24/2012	31.68	44.18	(12.50)
Kingfisher PLC	268 000	6/17/2010	9/7/2012	2,298.05	1,793.81	504.24
Koninklijke Ahold NV	127 000	8/27/2009	9/7/2012	1,559.27	1,518.92	40.35
Koninklijke Ahold NV	5 000	12/3/2009	9/7/2012	61.39	67.76	(6.37)
Swedbank AB	67 000	3/9/2011	9/7/2012	1,130.51	1,169.86	(39.35)
Canon Inc ADR	2 000	8/17/2010	10/11/2012	62.55	82.85	(20.30)
Canon Inc ADR	15 000	8/27/2010	10/11/2012	469.09	620.18	(151.09)
Canon Inc ADR	7 000	8/27/2010	10/11/2012	219.78	289.42	(69.64)
Canon Inc ADR	21 000	8/27/2010	10/12/2012	644.39	868.25	(223.86)
Koninklijke Ahold NV	122 000	12/3/2009	10/12/2012	1,514.40	1,653.34	(138.94)
Fomento Economico Mexicano	3 000	7/7/2010	10/24/2012	286.89	127.96	158.93
Fomento Economico Mexicano	10 000	3/8/2011	10/24/2012	956.29	574.59	381.70
Fomento Economico Mexicano	3 000	3/8/2011	10/25/2012	286.83	172.38	114.45
Canon Inc ADR	8 000	8/27/2010	11/5/2012	257.62	330.76	(73.14)
Canon Inc ADR	22 000	8/27/2010	11/6/2012	712.35	909.59	(197.24)
Canon Inc ADR	9 000	3/18/2011	11/6/2012	291.42	412.62	(121.20)
Worley Parsons Ltd	34 000	5/24/2011	11/8/2012	863.62	1,073.99	(210.37)
Denso CP	83 000	8/27/2009	11/13/2012	1,273.87	1,264.51	9.36
Yamada Denki 9831	61 000	7/14/2011	12/4/2012	2,113.39	5,261.38	(3,147.99)
Nidec Corporation	197 000	8/27/2009	12/26/2012	2,839.89	3,556.23	(716.34)
Nidec Corporation	40 000	7/15/2010	12/26/2012	576.63	931.25	(354.62)
Nidec Corporation	65 000	8/16/2012	12/26/2012	937.02	1,358.87	(421.85)
Canon Inc ADR	15 000	3/18/2011	12/28/2012	594.49	687.70	(93.21)
Canon Inc ADR	6 000	3/18/2011	12/31/2012	235.10	275.08	(39.98)
Canon Inc ADR	25 000	5/2/2011	12/31/2012	979.56	1,137.53	(157.97)
Denso CP	82 000	8/27/2009	1/2/2013	1,403.69	1,249.27	154.42
WPP Group PLC	119 000	8/27/2009	1/2/2013	4,943.25	4,943.25	0.00
Cap Gemini	11 000	2/22/2011	1/10/2013	240.17	294.70	(54.53)
Cap Gemini	18 000	2/28/2011	1/10/2013	393.00	514.82	(121.82)
Cap Gemini	66 000	2/28/2011	1/11/2013	1,431.52	1,887.66	(456.14)
Cap Gemini	12 000	3/17/2011	1/11/2013	260.28	336.42	(76.14)
Volkswagen AG	51 000	7/18/2011	1/14/2013	2,283.15	2,117.95	165.20
Cap Gemini	59 000	3/17/2011	1/24/2013	1,367.52	1,654.04	(286.52)

QUICKEN SYSTEM Capital Gains						
6/1/2012 through 5/31/2013						
Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Cap Gemini	47 000	10/13/2011	1/24/2013	1,089 38	848 09	241 29
Fomento Economico Mexicano	11 000	3/8/2011	1/25/2013	1,186.44	632.05	554 39
Fomento Economico Mexicano	2 000	9/8/2011	1/25/2013	215 72	138.58	77 14
Canon Inc ADR	40 000	5/2/2011	2/6/2013	1,455.64	1,820.04	(364 40)
Canon Inc ADR	14 000	7/29/2011	2/6/2013	509.48	698 18	(188 70)
America Movil SAB DE	104 000	8/27/2009	2/25/2013	2,326 91	2,405.95	(79 04)
L.oreal Co ADR	68 000	8/29/2011	2/26/2013	1,969 12	1,542 56	426 56
Smith & Nephew	7 000	8/27/2009	2/26/2013	373.71	299.60	74 11
Smith & Nephew	17 000	8/27/2009	2/27/2013	912 09	727 60	184 49
Volkswagen AG	44 000	7/18/2011	3/5/2013	1,922 32	1,827 26	95 06
Volkswagen AG	5 000	10/13/2011	3/5/2013	218 45	135.81	82 64
Pearson	58 000	5/8/2012	3/11/2013	1,028.05	1,097 73	(69 68)
Pearson	28 000	5/11/2012	3/11/2013	496 30	530 22	(33 92)
Pearson	15 000	5/14/2012	3/11/2013	265 88	282.35	(16 47)
Grupo Televisa SA	67 000	8/27/2009	3/15/2013	1,812 64	1,183.05	629 59
Coca Cola Hellenic	109 000	8/27/2009	3/18/2013	2,999 74	2,329 70	670 04
America Movil SAB DE	65 000	8/27/2009	3/19/2013	1,280 12	1,503.72	(223 60)
Coca Cola Hellenic	25 000	8/27/2009	3/19/2013	694 85	534 34	160 51
Pearson	25 000	5/14/2012	3/19/2013	449 44	470.59	(21 15)
Pearson	32 000	5/15/2012	3/19/2013	575 29	605 22	(29 93)
Pearson	14 000	5/16/2012	3/19/2013	251 69	263.05	(11 36)
Pearson	23 000	5/17/2012	3/19/2013	413 49	428 96	(15 47)
Pearson	10 000	5/18/2012	3/19/2013	179 78	185.46	(5 68)
Coca Cola Hellenic	21 000	8/27/2009	3/20/2013	587 11	448 85	138 26
Coca Cola Hellenic	5 000	8/27/2009	3/22/2013	141 50	106 86	34 64
Coca Cola Hellenic	3 000	8/27/2009	3/25/2013	87 00	64.12	22 88
Coca Cola Hellenic	5 000	8/27/2009	3/25/2013	139 48	106 86	32 62
Swedbank A B	61 000	3/9/2011	4/9/2013	1,335 80	1,065.10	270.70
BHP Billiton Ltd	35 000	8/27/2009	4/12/2013	2,420 94	2,175.42	245.52
L.oreal Co ADR	38 000	8/29/2011	4/25/2013	1,238.50	862.02	376 48
L.oreal Co ADR	25 000	9/16/2011	4/25/2013	814 80	489.76	325 04
L.oreal Co ADR	50 000	9/16/2011	4/26/2013	1,664 20	979 53	684 67
Kingfisher PLC	119 000	6/17/2010	4/30/2013	1,144.35	796 50	347 85
Kingfisher PLC	122 000	7/8/2010	4/30/2013	1,173 20	770.64	402.56
BG Group PLC	26 000	8/27/2009	5/8/2013	462.93	438 20	24 73
BG Group PLC	41 000	8/27/2009	5/9/2013	731 72	691 01	40 71
BG Group PLC	42 000	8/27/2009	5/10/2013	746 97	707 87	39 10
Coca Cola Amatil Ltd ADR	54 000	8/27/2009	5/15/2013	1,413 31	891 54	521 77
Brambles Ltd	99 000	6/22/2011	5/29/2013	1,773 95	1,478 98	294 97
				112,311 74	108,599 56	3,712 18
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Agrium Inc	26 000	8/27/2009	6/11/2012	2,036 07	1,234 73	801 34
France Telecom SA ADR	36 000	8/27/2009	6/11/2012	427 91	922 58	(494 67)
Agrium Inc	24 000	8/27/2009	6/12/2012	1,908 55	1,139 75	768 80
France Telecom SA ADR	38 000	8/27/2009	6/12/2012	451 44	973 84	(522 40)
Delhaize Group	48 000	8/27/2009	6/13/2012	1,681 60	3,211 67	(1,530 07)
France Telecom SA ADR	97 000	8/27/2009	6/13/2012	1,179 72	2,485 85	(1,306 13)
Asml Holdings NV	40 000	7/28/2011	6/19/2012	1,972 74	1,497 35	475 39
Delhaize Group	59 000	8/27/2009	6/20/2012	1,970 50	3,947 67	(1,977 17)
Delhaize Group	1 000	2/8/2012	6/20/2012	33 40	55 59	(22 19)
Delhaize Group	2 000	2/9/2012	6/20/2012	66 80	111 45	(44 65)
Delhaize Group	4 000	2/10/2012	6/20/2012	133 59	226 49	(92 90)
Delhaize Group	19 000	2/13/2012	6/20/2012	634 57	1,090 49	(455 92)
Delhaize Group	17 000	2/13/2012	6/21/2012	566 89	975 70	(408 81)
Telstra Corp ADR	82 000	12/21/2009	7/16/2012	1,609 29	1,293 70	315 59
Telstra Corp ADR	28 000	12/22/2009	7/16/2012	549 51	442 78	106 73
Nexen Inc	181 000	8/27/2009	7/27/2012	4,708 52	3,561 83	1,146 69
Nexen Inc	98 000	4/23/2012	7/27/2012	2,549 37	1,862 06	687 31
Nexen Inc	46 000	4/23/2012	7/27/2012	1,188 22	874 03	314 19
Nexen Inc	47 000	4/24/2012	7/27/2012	1,214.05	896 61	317 44
Nexen Inc	62 000	4/25/2012	7/27/2012	1,601 52	1,201 03	400 49
Asml Holdings NV	14 000	7/28/2011	8/9/2012	792 29	524 07	268 22
Asml Holdings NV	23 000	8/1/2011	8/9/2012	1,301 61	852 75	448 86
Heineken NV ADR	66 000	8/23/2011	8/9/2012	1,852 03	1,776 04	75 99
Unilever PLC New	83 000	8/27/2009	8/9/2012	2,994 42	2,238 33	756 09
Asml Holdings NV	25 000	8/1/2011	8/10/2012	1,446 08	926.90	519 18
Asml Holdings NV	13 000	8/1/2011	8/13/2012	734 56	481 99	252 57
Unilever PLC New	19 000	8/27/2009	8/13/2012	678 94	512 39	166 55
Heineken NV ADR	1 000	8/23/2011	8/14/2012	26 97	26 91	0 06
Heineken NV ADR	37 000	8/23/2011	8/14/2012	997 94	978 45	19 49
Heineken NV ADR	37 000	8/24/2011	8/14/2012	997 94	962 16	35 78
Unilever PLC New	44 000	8/27/2009	8/14/2012	1,576 69	1,186 58	390 11
Companhia De Snnnto Beco	17 000	8/27/2009	8/20/2012	1,500 31	590 69	909 62
Companhia De Snnnto Beco	8 000	8/27/2009	8/21/2012	709 74	277 97	431 77
Asahi Glass Japan	87 000	11/9/2010	9/14/2012	523 59	851 18	(327 59)
Asahi Glass Japan	125 000	11/9/2010	9/18/2012	779 81	1,222 96	(443 15)
Asahi Glass Japan	183 000	11/12/2010	9/18/2012	1,141 64	1,937 15	(795 51)
Copel Parana	28 000	8/27/2009	9/18/2012	462 63	425 60	37 03
Copel Parana	26 000	8/27/2009	9/19/2012	431 47	395 20	36 27
Companhia De Snnnto Beco	22 000	8/27/2009	9/20/2012	1,657 22	764 42	892 80
Copel Parana	33 000	8/27/2009	9/21/2012	549 29	501 60	47 69
Copel Parana	33 000	8/27/2009	10/22/2012	519 46	501 60	17 86
Copel Parana	33 000	8/27/2009	10/23/2012	519 18	501 60	17 58

QUICKEN SYSTEM Capital Gains						
6/1/2012 through 5/31/2013						
Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Copel Parana	51 000	8/27/2009	10/24/2012	794.90	775.21	19.59
Copel Parana	2.000	8/27/2009	10/25/2012	31.31	30.40	0.91
Unilever PLC New	55 000	8/27/2009	10/31/2012	2,033.21	1,483.23	549.98
Unilever PLC New	49.000	8/27/2009	11/6/2012	1,831.73	1,321.42	510.31
Unilever PLC New	10 000	8/27/2009	11/7/2012	373.08	269.68	103.40
Fuji Heavy Inds Ltd	48 000	8/19/2010	11/21/2012	1,004.54	522.69	481.85
Fuji Heavy Inds Ltd	89 000	8/19/2010	11/23/2012	1,850.21	969.15	881.06
Mizuho Financial Group	224 000	5/3/2011	2/19/2013	1,007.95	713.37	294.58
Mizuho Financial Group	30 000	5/4/2011	2/19/2013	134.99	95.92	39.07
Diageo NV ADR	20 000	8/27/2009	2/20/2013	2,390.42	1,235.02	1,155.40
Mizuho Financial Group	31 000	5/4/2011	2/20/2013	136.07	99.12	36.95
Mizuho Financial Group	55 000	5/5/2011	2/20/2013	241.41	180.94	60.47
Mizuho Financial Group	97 000	5/6/2011	2/20/2013	425.75	323.89	101.86
Mizuho Financial Group	37 000	5/9/2011	2/20/2013	162.40	122.23	40.17
Mizuho Financial Group	50 000	5/10/2011	2/20/2013	219.46	164.26	55.20
Mizuho Financial Group	52 000	5/11/2011	2/20/2013	228.24	169.97	58.27
Mizuho Financial Group	44 000	5/12/2011	2/20/2013	193.12	146.05	47.07
Mizuho Financial Group	29 000	5/13/2011	2/20/2013	127.29	97.56	29.73
Mizuho Financial Group	16 000	5/16/2011	2/20/2013	70.23	52.90	17.33
Mizuho Financial Group	40 000	5/17/2011	2/20/2013	175.57	135.77	39.80
Diageo NV ADR	10 000	8/27/2009	2/21/2013	1,199.49	617.51	581.98
Diageo NV ADR	23 000	8/27/2009	2/27/2013	2,779.57	1,420.28	1,359.29
Aust NW	89 000	8/27/2009	3/22/2013	2,572.86	1,498.63	1,074.23
Fuji Heavy Inds Ltd	33 000	8/19/2010	3/26/2013	1,037.65	359.35	678.30
Fuji Heavy Inds Ltd	91 000	8/20/2010	3/26/2013	2,861.38	1,005.52	1,855.86
Fuji Heavy Inds Ltd	59 000	8/20/2010	4/10/2013	1,889.90	651.93	1,237.97
Fuji Heavy Inds Ltd	83 000	7/1/2011	4/10/2013	2,658.67	1,292.67	1,366.00
Fuji Heavy Inds Ltd	73 000	7/1/2011	4/11/2013	2,324.20	1,136.92	1,187.28
Fuji Heavy Inds Ltd	74 000	7/1/2011	4/16/2013	2,451.23	1,152.50	1,298.73
Seadrill Ltd	39 000	5/12/2011	5/8/2013	1,516.01	1,315.51	200.50
Seadrill Ltd	14 000	5/12/2011	5/9/2013	552.36	472.24	80.12
Seadrill Ltd	49 000	5/13/2011	5/9/2013	1,933.28	1,673.72	259.56
Seadrill Ltd	13 000	5/13/2011	5/9/2013	508.44	444.05	64.39
Seadrill Ltd	13 000	5/16/2011	5/9/2013	508.44	439.30	69.14
Aeon Co Ltd ADR	126 000	4/2/2012	5/10/2013	1,675.38	1,655.01	20.37
France Telecom SA ADR	40 000	8/27/2009	5/10/2013	426.77	1,025.09	(598.32)
France Telecom SA ADR	63 000	8/27/2009	5/13/2013	674.04	1,614.52	(940.48)
France Telecom SA ADR	32 000	8/27/2009	5/14/2013	340.19	820.07	(479.88)
France Telecom SA ADR	54 000	8/27/2009	5/15/2013	581.45	1,383.87	(802.42)
Aeon Co Ltd ADR	43 000	4/2/2012	5/16/2013	543.55	564.81	(21.26)
Aeon Co Ltd ADR	104 000	4/10/2012	5/16/2013	1,314.62	1,372.22	(57.60)
France Telecom SA ADR	31 000	8/27/2009	5/16/2013	333.07	794.45	(461.38)
SK Telecom Co Ltd	156 000	8/27/2009	5/20/2013	3,343.54	2,427.11	916.43
KDDI Corp	70 000	1/21/2011	5/2/2013	873.85	495.86	377.99
KDDI Corp	146 000	2/1/2011	5/21/2013	1,822.61	1,069.05	753.56
Nitto Denko Corp	75 000	10/5/2010	5/21/2013	2,531.68	1,480.55	1,051.13
Aeon Co Ltd ADR	43 000	4/10/2012	5/22/2013	540.73	567.36	(26.63)
Aeon Co Ltd ADR	136 000	6/13/2012	5/22/2013	1,710.20	1,627.25	82.95
Aeon Co Ltd ADR	21 000	6/13/2012	5/30/2013	253.20	251.27	1.93
Aeon Co Ltd ADR	166 000	6/19/2012	5/30/2013	2,001.48	1,980.73	20.75
				105,859.79	87,959.87	17,909.92
Mlynch ac#879-10756 - Blackrock Tax Fide						
Anheuser Busch Inbev 3 0% 10/15/2012	70 000	7/15/2010	6/11/2012	7,061.67	7,208.88	(147.21)
Export Finance A/S 3.0% 11/17/2014	130 000	1/11/2010	6/11/2012	12,325.30	12,876.24	(550.94)
Pepsi Inc 4 65% 2/15/2013	100 000	9/1/2009	6/11/2012	10,283.20	10,789.40	(506.20)
Federal Home LN Mtg 4 5% 7/15/2013	470 000	9/1/2009	6/11/2012	49,176.57	50,934.56	(1,757.99)
US T Note 2.625% 8/15/2020	310 000	11/2/2010	6/11/2012	34,270.62	30,841.49	3,429.13
FNMA 5.50% 2037	500 000	8/31/2009	6/21/2012	13,210.49	10,879.38	2,331.11
FNMA 5.50% 2037 #2	1,110 000	9/16/2010	6/21/2012	28,527.07	32,347.72	(3,820.65)
Conocophillips 4.6% 1/15/2015	150 000	9/1/2009	7/24/2012	16,476.90	15,949.50	527.40
JP Morgan Chase & Co 4.625% 5/10/2021	140 000	2/6/2012	7/24/2012	15,492.12	14,663.18	828.94
USD Barrick Gold 5/30/2016	140 000	12/9/2011	8/2/2012	14,718.76	14,333.62	385.14
US T Note 0 125% 09/30/2013	330 000	6/11/2012	8/2/2012	32,970.24	32,943.39	26.85
Dow Chemical 4 125% 11/15/2021	140 000	2/6/2012	8/16/2012	15,318.10	14,756.84	561.26
FNMA 5.50% 2024	350 000	8/31/2009	8/23/2012	8,909.72	9,969.19	(1,059.47)
Target Corp 2.9% 1/15/2022	150 000	1/18/2012	10/19/2012	16,063.95	14,998.65	1,065.30
US T Note 0 25% 03/31/2014	280 000	4/10/2012	10/30/2012	27,994.44	27,946.50	47.94
Citigroup Inc 4.5% 1/14/2022	150 000	12/9/2011	11/13/2012	16,594.95	14,606.40	1,988.55
Macy's Retail Holdings 3.875% 1/15/2022	140 000	2/6/2012	11/21/2012	15,052.88	14,385.14	667.74
US T Note 3.125% 5/15/2019	110 000	9/2/2009	11/21/2012	12,556.28	10,683.79	1,872.49
Time Warner Cable Inc 4 125% 2/15/2021	160 000	9/9/2011	2/27/2013	17,064.96	16,441.44	623.52
Bristol-Meyers Squibb Co 2.0% 8/1/2022	160 000	8/2/2012	3/7/2013	15,217.92	15,789.44	(571.52)
US T Note 0 25% 03/31/2014	10 000	4/10/2012	3/7/2013	1,000.70	998.09	2.61
US T Note 0 25% 03/31/2014	510 000	4/25/2012	3/7/2013	51,035.69	50,982.24	53.45
US T Note 0 25% 03/31/2014	230 000	4/25/2012	4/10/2013	23,019.69	22,991.99	27.70
US T Bond 4.75% 2/15/2037	150 000	9/1/2009	4/10/2013	20,541.74	16,282.09	4,259.65
Citigroup Inc 3.95% 6/15/2016	140 000	9/9/2011	5/6/2013	15,151.78	14,294.14	857.64
Goldman Sachs Group 5 15% 1/15/2014	130 000	9/1/2009	5/6/2013	13,411.06	13,550.16	(139.10)
JP Morgan Chase 5.125% 9/15/2014	230 000	9/1/2009	5/6/2013	24,339.75	23,952.43	387.32
Time Warner Cable Inc 4.125% 2/15/2021	140 000	9/9/2011	5/6/2013	15,233.82	14,386.26	847.56
US T Note 0.25% 05/31/2014	90 000	6/11/2012	5/28/2013	9,010.52	8,999.33	11.19
				552,040.89	539,781.48	12,259.41

QUICKEN SYSTEM Capital Gains						
6/1/2012 through 5/31/2013						
Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Multiple Prior Period Basis Adjustments				0.00	(153,711.71)	153,711.71
TOTAL ALL				2,180,422.44	2,262,878.31	(82,455.87)