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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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning JUL 1, 2012, and ending JUN 30, 2013

Name of foundation

Carey Family Foundation

Number and street (or P.O. box number if mail is not delivered to street address)

c/o Vogel & Co. 685 Post Road

Room/suite

City or town, state, and ZIP code

Darien, CT 06820

G Check all that apply

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 10,222,757.

J Accounting method

☒

Cash

☐

Accrual

Other (specify)

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

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

(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

1,500,048.

N/A

2 Check ☐ if the foundation is not required to attach Sch. B3 Interest on savings and temporary
cash investments

1,615.

1,615.

Statement 1

4 Dividends and interest from securities

325,354.

325,354.

Statement 2

5a Gross rents

b Net rental income or (loss)

889,699.

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a 4,698,098.

7 Capital gain net income (from Part IV, line 2)

889,699.

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

12 Total. Add lines 1 through 11

2,716,716.

1,216,668.

13 Compensation of officers, directors, trustees, etc.

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees Stmt 3

14,000.

14,000.

0.

c Other professional fees Stmt 4

55,701.

55,711.

0.

17 Interest

18 Taxes Stmt 5

5,645.

1,165.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses Stmt 6

80.

80.

0.

24 Total operating and administrative

expenses. Add lines 13 through 23

75,426.

70,956.

0.

25 Contributions, gifts, grants paid

68,000.

68,000.

26 Total expenses and disbursements.

Add lines 24 and 25

143,426.

70,956.

68,000.

27 Subtract line 26 from line 12

2,573,290.

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

1,145,712.

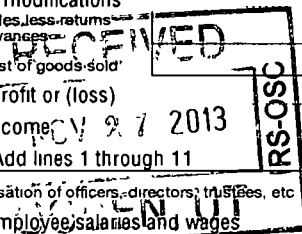
c Adjusted net income (if negative, enter -0-)

N/A

SCANNED DEC 10 2013

Revenue

Operating and Administrative Expenses



Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	295,368.	428,339.	428,339.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 8	7,642,307.	9,794,418.	9,794,418.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	7,937,675.	10,222,757.	10,222,757.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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.	
	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	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	7,937,675.	10,222,757.	
	30 Total net assets or fund balances	7,937,675.	10,222,757.	
	31 Total liabilities and net assets/fund balances	7,937,675.	10,222,757.	

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	7,937,675.
2	Enter amount from Part I, line 27a	2	2,573,290.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	10,510,965.
5	Decreases not included in line 2 (itemize) ▶ See Statement 7	5	288,208.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,222,757.

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 4,698,098.		3,808,399.	889,699.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			889,699.

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	889,699.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	51,000.	7,310,271.	.006976
2010	146,025.	6,924,777.	.021087
2009	862,064.	6,095,558.	.141425
2008	435,702.	2,673,901.	.162946
2007	53,683.	1,479,843.	.036276

2 Total of line 1, column (d)	2	.368710
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	.073742
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,105,900.
5 Multiply line 4 by line 3	5	671,487.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,457.
7 Add lines 5 and 6	7	682,944.
8 Enter qualifying distributions from Part XII, line 4	8	68,000.

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	22,914.
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	22,914.
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	22,914.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 4,480.		
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	4,480.
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	18,434.
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	Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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
1c 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) CT		
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

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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 ► <u>Vogel & Co</u> Telephone no ► <u>(203) 655-2200</u> Located at ► <u>685 Post Road, Darien, CT</u> ZIP+4 ► <u>06820</u>			
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	
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?		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		
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

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
Charles G. Carey 61 Summersweet Lane New Canaan, CT 06840	Trustee 0.00	0.	0.	0.
Wendy G. Carey 61 Summersweet Lane New Canaan, CT 06840	Trustee 0.00	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

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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
NONE		

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.

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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	8,954,244.
b	Average of monthly cash balances	1b	290,325.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,244,569.
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	9,244,569.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	138,669.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,105,900.
6	Minimum investment return. Enter 5% of line 5	6	455,295.

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	455,295.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	22,914.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	22,914.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	432,381.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	432,381.
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	432,381.

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	68,000.
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	68,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	68,000.

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

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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				432,381.
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				
b From 2008				
c From 2009	316,721.			
d From 2010				
e From 2011				
f Total of lines 3a through e	316,721.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 68,000.				
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				68,000.
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))	316,721.			316,721.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				47,660.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

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)				
a Paid during the year				
Miss Kate Foundation 10 Woodland Drive Darien, CT 06820	None	Exempt Under IRC 170(c)	General Use	5,000.
Domus 83 Lockwood Avenue Stamford, CT 06902	None	Exempt Under IRC 170(c)	General Use	5,000.
Yale New Haven Hospital 20 York Street New Haven, CT 06510	None	Exempt Under IRC 170(c)	General Use	10,000.
Open Door Shelter 4 Merritt Street Norwalk, CT 06854	None	Exempt Under IRC 170(c)	General Use	1,000.
Carver Center of Norwalk 7 Academy Street Norwalk, CT 06850	None	Exempt Under IRC 170(c)	General Use	5,000.
Total			See continuation sheet(s) ▶ 3a	68,000.
b Approved for future payment				
None				
Total			▶ 3b	0.

Carey Family Foundation

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	Merrill Lynch 861-07083	P		
b	Merrill Lynch 861-07026	P		
c	Merrill Lynch 861-07084	P		
d	Cash In Lieu	P		
e	OakTree Capital K-1	P		
f	OakTree Capital K-1	P		
g				
h				
i				
j				
k				
l				
m				
n				
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	1,106,238.	1,066,742.	39,496.
b	1,935,803.	1,093,916.	841,887.
c	1,652,207.	1,647,741.	4,466.
d	7.		7.
e	177.		177.
f	3,666.		3,666.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			39,496.
b			841,887.
c			4,466.
d			7.
e			177.
f			3,666.
g			
h			
i			
j			
k			
l			
m			
n			
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	889,699.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part 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
Congregational Church of New Canaan 23 Park Street New Canaan, CT 06840	None	Exempt Under IRC 170(c)	General Use	5,000.
Lake Sunapee Protective Association 72 Main Street Sunapee, NH 03782	None	Exempt Under IRC 170(c)	General Use	10,000.
Stamford Hospital Foundation 1351 Washington Blvd. Stamford, CT 06902	None	Exempt Under IRC 170(c)	General Use	1,000.
Skidmore College 815 North Broadway Saratoga Springs, NY 12866	None	Exempt Under IRC 170(c)	General Use	10,000.
The Bob Woodruff Foundation 100 Wall Street, 2nd Floor New York, NY 10005	None	Exempt Under IRC 170(c)	General Use	5,000.
The Painted Turtle 1300 4th Street, Suite 300 Santa Monica, CA 90401	None	Exempt Under IRC 170(c)	General Use	10,000.
Special Olympics Connecticut 2666 State Street, Suite 1 Hamden, CT 06517	None	Exempt Under IRC 170(c)	General Use	1,000.
Total from continuation sheets				42,000.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

Carey Family Foundation

Employer identification number

20-1970720

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization	Employer identification number
Carey Family Foundation	20-1970720

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Charles & Wendy Carey 61 Summersweet Lane New Canaan, CT 06840	\$ 1,500,048.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number

20-1970720

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	29,754 Shares DirecTV Group	\$ 1,500,048.	12/21/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

Employer identification number

Carey Family Foundation

20-1970720

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of **exclusively** religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Carey Family Foundation EIN: 20-1970720
Balance Sheet (as of 6/30/2013)
Form 990-PF

Part II, Line 10

	<u>Cash & Money</u>		
	<u>Funds</u>	<u>Equities/Funds</u>	<u>Total</u>
Merrill Lynch Acct # 861-07026	\$ 57,690	\$ 3,440,088	\$ 3,497,778
Merrill Lynch Acct # 861-07039	302,227	459	302,686
Merrill Lynch Acct # 861-07083	1,060	2,322,634	2,323,694
Merrill Lynch Acct # 861-07084	67,362	4,031,237	4,098,599
Total	<u><u>\$ 428,339</u></u>	<u><u>\$ 9,794,418</u></u>	<u><u>\$ 10,222,757</u></u>



MR GEORGE VOGEL



Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Cash and Money Funds							
	CASH		774.72	774.72			
56,915	ML BANK DEPOSIT PROGRAM	03/07/13	56,915.00	56,915.00			39.84
	Total Cash and Money Funds		57,689.72	57,689.72			39.84

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
828	AMERICAN INTERNATIONAL GROUP INC	12/18/12	29,114.47	37,011.60	7,897.13	
611	AMERICAN INTERNATIONAL GROUP INC	02/05/13	23,775.42	27,311.70	3,536.28	
1,617	AMERICAN INTERNATIONAL GROUP INC	04/25/13	68,568.56	72,279.90	3,711.34	
148	ANHEUSER-BUSCH INBEV ADR	08/17/10	7,916.83	13,358.48	5,441.65	274.00
500	ANHEUSER-BUSCH INBEV ADR	09/03/10	27,539.95	45,130.00	17,590.05	924.00
106	ANHEUSER-BUSCH INBEV ADR	09/07/10	5,786.70	9,567.56	3,780.86	196.00
1,519	APOLLO GLOBAL MGMT LLC CL A SHARES	04/25/13	39,349.24	36,607.90	(2,741.34)	3,433.00

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MR GEORGE VOGEL



Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
1,169	APOLLO GLOBAL MGMT LLC CL A SHARES	04/26/13	30,475.48	28,172.90	(2,302.58)	2,642.00
32	APPLE INC	03/06/08	4,046.79	12,688.96	8,642.17	391.00
32	APPLE INC	10/03/08	3,112.00	12,688.96	9,576.96	391.00
70	APPLE INC	12/23/08	6,089.30	27,757.10	21,667.80	854.00
99	APPLE INC	01/15/09	8,139.14	39,256.47	31,117.33	1,208.00
64	APPLE INC	01/15/09	5,261.66	25,377.92	20,116.26	781.00
700	APPLE INC	02/22/10	140,418.73	277,571.00	137,152.27	8,541.00
2,615	AVON PROD INC	09/14/12	43,051.79	54,993.45	11,941.66	628.00
120	BERKSHIRE HATHAWAYINC DEL CL B NEW	01/04/05	6,885.60	13,430.40	6,544.80	
600	BERKSHIRE HATHAWAYINC DEL CL B NEW	12/23/08	37,980.00	67,152.00	29,172.00	
150	BERKSHIRE HATHAWAYINC DEL CL B NEW	01/15/09	9,032.49	16,788.00	7,755.51	
200	BERKSHIRE HATHAWAYINC DEL CL B NEW	11/16/09	13,708.00	22,384.00	8,676.00	
1,000	BERKSHIRE HATHAWAYINC DEL CL B NEW	11/16/09	68,538.00	111,920.00	43,382.00	
2,802	CSX CORP	04/25/13	68,091.40	64,978.38	(3,113.02)	1,682.00

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MR GEORGE VOGEL



Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
43	COSTCO WHOLESALE CRP DEL	06/10/04	1,770.31	4,754.51	2,984.20	54.00
100	COSTCO WHOLESALE CRP DEL	06/10/04	4,115.00	11,057.00	6,942.00	124.00
132	COSTCO WHOLESALE CRP DEL	01/04/05	6,277.69	14,595.24	8,317.55	164.00
261	COSTCO WHOLESALE CRP DEL	11/16/09	15,934.02	28,858.77	12,924.75	324.00
664	CIT GROUP INC NEW	11/02/12	25,482.06	30,962.32	5,480.26	
1	CRIMSON WINE GROUP LTD SHS	12/23/08	5.64	8.52	2.88	
40	CRIMSON WINE GROUP LTD SHS	11/16/09	263.12	340.60	77.48	
18	CRIMSON WINE GROUP LTD SHS	11/16/09	118.45	153.27	34.82	
90	CRIMSON WINE GROUP LTD SHS	11/16/09	592.25	766.35	174.10	
30	CRIMSON WINE GROUP LTD SHS	07/25/12	180.99	255.45	74.46	
200	COCA COLA COM	01/04/05	4,115.00	8,022.00	3,907.00	224.00
360	COCA COLA COM	12/23/08	8,098.20	14,439.60	6,341.40	404.00
36	COCA COLA COM	09/23/09	952.02	1,443.96	491.94	41.00
560	COCA COLA COM	11/16/09	15,942.81	22,461.60	6,518.79	628.00

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MR GEORGE VOGEL



Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
11,297	DIRECTV SHS	02/08/08	261,299.61	696,347.08	435,047.47	
4	DIRECTV SHS	02/08/08	92.51	246.56	154.05	
103	DEERE CO	10/15/08	3,942.91	8,368.75	4,425.84	211.00
65	DEERE CO	09/23/09	2,967.25	5,281.25	2,314.00	133.00
442	DEERE CO	11/16/09	21,984.86	35,912.50	13,927.64	902.00
227	DEERE CO	11/03/11	16,932.82	18,443.75	1,510.93	464.00
519	DISNEY (WALT) CO COM STK	11/16/09	16,005.70	32,774.85	16,769.15	390.00
417	ENSCO PLC SHS CL A	09/07/10	18,080.04	24,236.04	6,156.00	730.00
337	ENSCO PLC SHS CL A	11/04/10	16,845.25	19,586.44	2,741.19	590.00
327	ENSCO PLC SHS CL A	01/18/11	17,631.19	19,005.24	1,374.05	577.00
1,020	EMERSON ELEC CO	04/03/12	52,915.36	55,630.80	2,715.44	1,673.00
109	JOHNSON AND JOHNSON COM	02/02/06	6,279.50	9,358.74	3,079.24	288.00
50	JOHNSON AND JOHNSON COM	06/08/07	3,096.50	4,293.00	1,196.50	132.00
153	JOHNSON AND JOHNSON COM	12/23/08	9,101.97	13,136.58	4,034.61	404.00
181	LIBERTY INTERACTIVE CORP SERIES A	01/04/05	3,382.64	4,164.81	782.17	
9	LIBERTY INTERACTIVE SRS A LIBERTY VENTURES SRS A	01/04/05	444.24	765.09	320.85	

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Merrill Lynch

MR GEORGE VOGEL



Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
36	LIBERTY SPINCO INC SHS CL A	01/04/05	375.64	4,563.36	4,187.72	
12	LIBERTY SPINCO INC SHS CL A	01/04/05	205.21	1,521.12	1,315.91	
169	LIBERTY GLOBAL PLC CL C	01/04/05	3,647.35	11,473.41	7,826.06	
16	LEUCADIA NATL CORP	12/23/08	306.65	419.52	112.87	4.00
400	LEUCADIA NATL CORP	11/16/09	8,936.88	10,488.00	1,551.12	100.00
180	LEUCADIA NATL CORP	11/16/09	4,023.34	4,719.60	696.26	45.00
900	LEUCADIA NATL CORP	11/16/09	20,115.84	23,598.00	3,482.16	226.00
300	LEUCADIA NATL CORP	07/25/12	6,147.50	7,866.00	1,718.50	75.00
492	LOWE'S COMPANIES INC	06/17/11	11,278.06	20,122.80	8,844.74	569.00
789	LOWE'S COMPANIES INC	07/22/11	17,826.03	32,270.10	14,444.07	556.00
772	LOWE'S COMPANIES INC	11/02/11	16,479.65	31,574.80	15,095.15	138.00
202	MARATHON OIL CORP	11/16/09	4,235.33	6,985.16	2,749.83	253.00
372	MARATHON OIL CORP	01/20/11	9,296.30	12,863.76	3,567.46	233.00
342	MARATHON OIL CORP	06/27/11	10,042.96	11,826.36	1,783.40	367.00
539	MARATHON OIL CORP	07/26/11	17,451.10	18,638.62	1,187.52	72.00
51	MARATHON PETROLEUM CORP	10/15/08	1,082.15	3,624.06	2,541.91	

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MR GEORGE VOGEL



Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
60	MARATHON PETROLEUM CORP	10/15/08	1,273.12	4,263.60	2,990.48	84.00
121	MARATHON PETROLEUM CORP	12/23/08	2,466.00	8,598.26	6,132.26	170.00
227	MARATHON PETROLEUM CORP	11/16/09	6,439.09	16,130.62	9,691.53	318.00
186	MARATHON PETROLEUM CORP	01/20/11	6,288.44	13,217.16	6,928.72	261.00
171	MARATHON PETROLEUM CORP	06/27/11	6,793.52	12,151.26	5,357.74	240.00
173	MCDONALDS CORP COM	11/16/09	11,187.44	17,127.00	5,939.56	533.00
465	MCDONALDS CORP COM	08/23/12	41,032.16	46,035.00	5,002.84	1,433.00
723	MICROSOFT CORP	04/14/09	13,805.47	24,976.04	11,170.57	666.00
193	MICROSOFT CORP	09/23/09	4,992.49	6,667.19	1,674.70	178.00
100	MICROSOFT CORP	11/16/09	2,960.00	3,454.50	494.50	0
1,014	MICROSOFT CORP	11/16/09	30,012.98	35,028.63	5,015.65	933.00
684	MICROSOFT CORP	11/04/11	17,909.92	23,628.78	5,718.86	630.00
399	NESTLE S A REP RG SH ADR	12/10/09	19,401.22	26,246.22	6,845.00	725.00
431	NESTLE S A REP RG SH ADR	05/25/10	19,059.38	28,351.18	9,291.80	783.00
584	NIKE INC CL B	12/17/12	28,634.98	37,189.12	8,554.14	491.00
584	NIKE INC CL B	12/18/12	28,816.55	37,189.12	8,372.57	491.00

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MR GEORGE VOGEL



Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
414	OAKTREE CAP GROUP LLC CLASS A UNITS	06/12/12	14,836.73	21,755.70	6,918.97	2,335.00
465	OAKTREE CAP GROUP LLC CLASS A UNITS	06/13/12	16,632.63	24,435.75	7,803.12	2,623.00
802	OAKTREE CAP GROUP LLC CLASS A UNITS	08/22/12	30,802.73	42,145.10	11,342.37	4,524.00
200	OAKTREE CAP GROUP LLC CLASS A UNITS	11/08/12	8,501.52	10,510.00	2,008.48	1,128.00
1,804	ORACLE CORP \$0.01 DEL	08/28/12	57,213.14	55,400.84	(1,812.30)	866.00
909	ORACLE CORP \$0.01 DEL	12/18/12	29,533.41	27,915.39	(1,618.02)	437.00
2,500	ORACLE CORP \$0.01 DEL	12/28/12	83,116.75	76,775.00	(6,341.75)	1,200.00
1,571	OWENS ILL INC COM NEW	11/02/11	31,260.23	43,658.09	12,397.86	-
335	J C PENNEY CO COM	06/21/12	7,654.92	5,721.80	(1,933.12)	1,045.00
460	PEPSICO INC	02/03/12	30,729.29	37,623.40	6,894.11	250.00
110	PEPSICO INC	06/21/12	7,540.65	8,996.90	1,456.25	193.00
201	PFIZER INC	08/31/09	3,330.99	5,630.01	2,299.02	1,603.00
1,669	PFIZER INC	11/16/09	30,024.48	46,748.69	16,724.21	793.00
826	PFIZER INC	06/27/11	16,633.33	23,136.26	6,502.93	832.00
866	PFIZER INC	11/03/11	17,099.52	24,256.66	7,157.14	-

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MR GEORGE VOGEL



Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
306	QUALCOMM INC	11/05/12	18,369.76	18,693.54	323.78	429.00
711	QUALCOMM INC	11/27/12	44,100.20	43,434.99	(665.21)	996.00
392	QUALCOMM INC	12/17/12	24,276.17	23,947.28	(328.89)	549.00
710	QUALCOMM INC	12/28/12	43,441.71	43,373.90	(67.81)	994.00
281	QUALCOMM INC	01/03/13	18,255.19	17,166.29	(1,088.90)	394.00
448	QUALCOMM INC	01/08/13	28,594.72	27,368.32	(1,226.40)	628.00
36	STARZ SERIES A	01/04/05	51.25	795.60	744.35	
12	STARZ SERIES A	01/04/05	27.99	265.20	237.21	
360	TRANSOCEAN LTD	06/10/10	16,121.70	17,262.00	1,140.30	807.00
3	UNILEVER NV NY REG SHS	02/05/09	63.07	117.93	54.86	0
70	UNILEVER NV NY REG SHS	09/23/09	1,997.10	2,751.70	754.60	77.00
438	UNILEVER NV NY REG SHS	11/16/09	13,993.71	17,217.78	3,224.07	478.00
403	WESTERN UN CO	04/17/09	5,992.89	6,895.33	902.44	202.00
2,301	WESTERN UN CO	11/01/12	28,297.70	39,370.11	11,072.41	1,151.00
309	ACE LIMITED	05/17/10	16,314.98	27,649.32	11,334.34	631.00

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MR GEORGE VOGEL

EMASM Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
100	ACE LIMITED	07/25/12	7,210.50	8,948.00	1,737.50	204.00
275	WAL-MART STORES INC	01/08/07	12,941.51	20,484.75	7,543.24	517.00
50	WAL-MART STORES INC	06/08/07	2,498.00	3,724.50	1,226.50	94.00
282	WAL-MART STORES INC	11/16/09	14,979.08	21,006.18	6,027.10	531.00
Total Equities			2,236,691.76	3,440,088.01	1,203,396.25	67,934.00

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MR GEORGE VOGEL

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Cash and Money Funds							
	CASH		0.89				
302,226	ML BANK DEPOSIT PROGRAM	12/27/12	302,226.00	302,226.00			211.56
	Total Cash and Money Funds		302,226.89	302,226.89			211.56

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
85,063	HIBU PLC GBP PAR ORDINARY	06/16/04		459.34		
	Total Equities		0.00	459.34		

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MR GEORGE VOGEL



Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
1,059	CASH ML BANK DEPOSIT PROGRAM	04/24/13	1.01 1,059.00	1,059.00			.. / 4
	Total Cash and Money Funds		1,060.01	1,060.01			0.74

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
14,713	PIMCO HIGH YIELD FD CL P .3020 Fractional Share	10/14/11 05/31/13	134,801.44 2.93	138,596.46 2.84	3,795.02 (0.09)	8,327.00 1.00
28,370	FIDELITY ADV FLOATING RATE HIGH INC FD CL I .0020 Fractional Share	10/14/11 05/31/13	272,293.27 0.02	280,579.30 0.02	8,286.03	8,822.00
65,049	THIRD AVENUE FOCUSED CREDIT FUND CL INSTL .2740 Fractional Share	01/06/10 08/19/13	699,544.09 3.00	704,480.67 2.97	4,936.58 (0.03)	50,152.00 1.00
24,949	DOUBLELINE TOTAL RETURN BOND FUND CL I .0890 Fractional Share	10/13/11 05/31/13	280,371.23 1.00	275,187.47 0.98	(5,183.76) (0.02)	14,745.00 1.00
	PUTNAM DIVERSIFIED INCOME TRUST FUND CL Y .5550 Fractional Share	06/19/13	4.32	4.30	(0.02)	1.00

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Fiscal Statement
CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
	PRUDENTIAL ABSOLUTE RETURN BOND FUND CL Z .9470 Fractional Share	06/19/13	9.36	0.00	(0.09)	1.00
37,985	PRINCIPAL PREFERRED SECURITIES FUND CL P .8800 Fractional Share	10/22/10	390,597.56	392,385.05	1,787.49	21,762.00
		10/22/10	8.86	9.09	0.23	1.00
33,854	FIDELITY ADVISOR REAL ESTATE INCOME FUND CL I .6910 Fractional Share	01/24/13	395,123.24	393,044.94	(2,078.30)	18,890.00
		01/24/13	8.02	8.02		1.00
	PIMCO FLOATING INCOME FD CL P .6280 Fractional Share	06/19/13	5.51	5.47	(0.04)	1.00
17,333	BLACKROCK HI YLD BD PORTFOLIO INST CL .0080 Fractional Share	03/03/11	138,772.87	138,317.34	(455.53)	8,736.00
		05/31/13	0.07	0.06	(0.01)	
	FPA NEW INCOME INC .0190 Fractional Share	06/19/13	0.20	0.00		1.00
			0.20	0.20		
Total Mutual Funds/Closed End Funds/UIT			2,311,546.99	2,322,634.45	11,087.46	131,443.00





MR GEORGE VOGEL

EMASM Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
67,361	CASH		0.89				
	ML BANK DEPOSIT PROGRAM	04/23/13	67,361.00	67,361.00			47.15
	Total Cash and Money Funds		67,361.89	67,361.89			47.15

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
7,695	THE OAKMARK INTL FUND .4410 Fractional Share	03/17/11 12/14/12	147,145.56 8.44	176,061.60 10.09	28,916.04 1.65	3,377.00 1.00
17,674	NEUBERGER BERMAN LRG CAP DISC GROWTH FD CL INSTL .6090 Fractional Share	08/02/10 12/17/12	117,517.02 4.35	143,336.14 4.94	25,819.12 0.59	1,525.90 1.00
5,104	BARON SMALL CAP FD CL INST .4170 Fractional Share	11/16/09 11/30/12	101,437.89 10.51	154,804.32 12.65	53,366.43 2.14	
8,244	PRUDENTIAL JENNISON EQUITY OPPORTUNITY FD Z .6110 Fractional Share	08/02/10 11/30/12	103,722.33 9.62	153,008.64 11.34	49,286.31 1.72	848.00 1.00
2,805	THIRD AVENUE VALUE FD .4910 Fractional Share	11/16/09 12/18/12	128,853.82 24.19	149,618.70 26.19	20,764.88 2.00	3,683.00 1.00

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MR GEORGE VOGEL



Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
3,293	NEUBERGER BERMAN EMERG MARKETS EQUITY FUND INST	03/01/13	55,618.77	51,535.45	(4,083.32)	224.00
75,492	PUTNAM DIVERSIFIED INCOME TRUST FUND CL Y	06/19/13	588,082.68	584,308.08	(3,774.60)	35,328.00
6,885	TWEEDY BROWNE GLOBAL VALUE FUND	12/09/10	161,663.57	171,711.90	10,048.33	2,410.00
5,165	JOHN HANCOCK EMERGING MARKETS FD CL I	03/01/13	55,627.05	50,307.10	(5,319.95)	672.00
59,522	PRUDENTIAL ABSOLUTE RETURN BOND FUND CL Z	06/14/13	589,114.74	582,720.38	(6,394.36)	17,972.00
9,627	WINTERGREEN FUND INSTL CL	04/20/11	141,260.17	155,090.97	13,830.80	838.00
	.2412 Fractional Share	12/20/12	3.67	3.89	0.22	1.00
	.0038 Fractional Share	05/07/13		0.06		
67,056	PIMCO FLOATING INCOME FD CL P	06/14/13	589,253.50	584,057.76	(5,195.74)	25,477.00
4,256	ARTISAN EMERGING MARKETS FUND CL ADV	03/01/13	55,625.92	49,241.92	(6,384.00)	694.00
9,521	IVA INTERNATIONAL FUND CL I	11/16/09	142,630.01	156,715.66	14,085.65	4,522.00
	.0800 Fractional Share	12/13/12	1.24	1.32	0.08	1.00
	.5750 Fractional Share	12/24/12		9.46		1.00
4,569	UAM FPA CRESCENT PORT	03/22/11	126,599.36	141,958.83	15,359.47	777.00

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MR GEORGE VOGEL



Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
	.6600 Fractional Share	01/03/13	18.87	20.51	1.64	1.00
55,486	FPA NEW INCOME INC	04/08/11	596,751.63	584,267.58	(12,484.05)	17,201.00
4,833	AMERICAN CENTURY GROWTH FD INVESTOR CLASS	11/16/09	106,882.84	142,380.18	35,497.34	1,194.00
	.3880 Fractional Share	12/27/12	10.50	11.43	0.93	1.00
Total Mutual Funds/Closed End Funds/UIT			3,807,878.25	4,031,237.09	223,349.32	116,763.00

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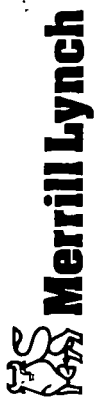
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MR GEORGE VOGEL

EMASM Fiscal Statement

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
02/01/13	Journal Entry		PIA ADVISORY FEE		2,898.09	
04/09/13	Journal Entry		PIA ADVISORY FEE		101.00	
04/18/13	Journal Entry		TR FROM 86107026			2,889.00
04/19/13	Journal Entry		PIA ADVISORY FEE		2,889.35	
04/22/13	Journal Entry		TR FROM 86107026			138,977.00
04/23/13	Journal Entry		TR FROM 86107026			50.00
04/23/13	Journal Entry		TR FROM 86107084			10.00
	Net Total				11,454.73	150,299.29

Other Activity

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
1,653.0000	THIRD AVENUE FOC CR INST	01/06/10	04/18/13	18,331.77	17,604.45	727.32 LT
0.0770	THIRD AVENUE FOCUSED	01/06/10	04/18/13	0.85	0.82	0.03 LT
0.5750	THIRD AVENUE FOC CR INST	03/19/13	04/18/13	6.37	6.04	0.33 ST
18,796.0000	PIMCO HIGH YIELD FD CL P	10/14/11	06/19/13	179,877.72	164,652.96	15,224.76 LT
0.3430	PIMCO HIGH YIELD FD CL P	05/31/13	06/19/13	3.28	3.33	(0.05) ST
14,979.0000	FID ADV FLT RAT HI INC I	10/14/11	06/19/13	149,041.05	143,049.44	5,991.61 LT
0.0240	FID ADV FLT RAT HI INC I	10/04/12	06/19/13	0.23	N/A	N/
0.7750	FID ADV FLT RAT HI INC I	05/31/13	06/19/13	7.72	7.76	(0.04) ST
20,453.0000	DOUBLELINE TOT RTRN BD I	08/16/10	06/19/13	229,073.59	223,551.29	5,522.30 LT
1.0000	DOUBLELINE TOT RTRN BD I	08/17/10	06/19/13	11.19	10.94	0.25 LT
5,301.0000	DOUBLELINE TOT RTRN BD I	08/17/10	06/19/13	59,371.20	57,992.94	1,378.26 LT
1.0000	DOUBLELINE TOT RTRN BD I	08/31/10	06/19/13	11.20	10.93	0.27 LT
201.0000	DOUBLELINE TOT RTRN BD I	08/31/10	06/19/13	2,251.20	2,194.92	56.28 LT
196.0000	DOUBLELINE TOT RTRN BD I	09/30/10	06/19/13	2,195.20	2,161.88	33.32 LT
1.0000	DOUBLELINE TOT RTRN BD I	10/29/10	06/19/13	11.19	11.04	0.15 LT
174.0000	DOUBLELINE TOT RTRN BD I	10/29/10	06/19/13	1,948.80	1,943.57	5.23 LT
209.0000	DOUBLELINE TOT RTRN BD I	11/30/10	06/19/13	2,340.80	2,324.07	16.73 LT
1.0000	DOUBLELINE TOT RTRN BD I	12/31/10	06/19/13	11.20	11.15	0.05 LT
272.0000	DOUBLELINE TOT RTRN BD I	12/31/10	06/19/13	3,046.40	2,972.95	73.45 LT
1.0000	DOUBLELINE TOT RTRN BD I	01/31/11	06/19/13	11.19	10.95	0.24 LT





MR GEORGE VOGEL

EMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
174.0000	DOUBLELINE TOT RTRN BD I	01/31/11	06/19/13	1,948.80	1,912.25	36.55 LT
1.0000	DOUBLELINE TOT RTRN BD I	02/28/11	06/19/13	11.20	11.00	0.20 LT
181.0000	DOUBLELINE TOT RTRN BD I	02/28/11	06/19/13	2,027.20	1,992.80	34.40 LT
1.0000	DOUBLELINE TOT RTRN BD I	03/31/11	06/19/13	11.20	10.98	0.22 LT
191.0000	DOUBLELINE TOT RTRN BD I	03/31/11	06/19/13	2,139.20	2,093.36	45.84 LT
183.0000	DOUBLELINE TOT RTRN BD I	04/29/11	06/19/13	2,049.60	2,014.82	34 LT
173.0000	DOUBLELINE TOT RTRN BD I	05/31/11	06/19/13	1,937.60	1,923.75	13.85 LT
1.0000	DOUBLELINE TOT RTRN BD I	06/30/11	06/19/13	11.20	11.04	0.16 LT
185.0000	DOUBLELINE TOT RTRN BD I	06/30/11	06/19/13	2,072.00	2,035.00	37.00 LT
1.0000	DOUBLELINE TOT RTRN BD I	07/29/11	06/19/13	11.20	11.04	0.16 LT
189.0000	DOUBLELINE TOT RTRN BD I	07/29/11	06/19/13	2,116.80	2,096.00	20.80 LT
1.0000	DOUBLELINE TOT RTRN BD I	08/31/11	06/19/13	11.20	11.16	0.04 LT
187.0000	DOUBLELINE TOT RTRN BD I	08/31/11	06/19/13	2,094.40	2,092.52	1.88 LT
199.0000	DOUBLELINE TOT RTRN BD I	09/30/11	06/19/13	2,228.80	2,228.80	0.00
1.0000	DOUBLELINE TOT RTRN BD I	10/13/11	06/19/13	11.19	11.20	N/C
3,622.0000	DOUBLELINE TOT RTRN BD I	10/13/11	06/19/13	40,566.45	40,566.40	0.05 LT
0.1610	DOUBLELINE TOT RTRN BD I	05/31/13	06/19/13	1.80	1.82	(0.02) ST
10,675.0000	PRIN PRFD SEC FD CL P	10/22/10	06/19/13	111,553.75	107,501.98	4,051.77 LT
0.1200	PRINCIPAL PREFERRED	10/22/10	06/19/13	1.24	1.20	0.04 LT
9,090.0000	FIDELITY ADV RE INC CL I	01/24/13	06/19/13	105,989.40	105,625.80	363.60 ST
0.3090	FIDELITY ADVISOR REAL	01/24/13	06/19/13	3.59	3.59	0.00
22,400.0000	BLACKROCK HIGH YLD INST	03/03/11	06/19/13	181,888.00	176,064.00	5,824.00 LT

1,064,741.94

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FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
Other Activity						
03/11/13	Cash in Lieu		CRIMSON WINE GROUP LTD			4.00
03/13/13	Fgn Div Tax		UNILEVER NV NY REG SHS		49.62	
03/22/13	Journal Entry		NEUBERGER BERMAN EMERG			14.20
03/22/13	Journal Entry		JOHN HANCOCK EMERGING			6.17
03/22/13	Journal Entry		ARTISAN EMERGING MARKETS			7.20
04/09/13	Journal Entry		PIA ADVISORY FEE			
04/18/13	Journal Entry		TR TO 86107083		5,697.90	
04/22/13	Journal Entry		TR TO 86107084		2,889.00	
04/22/13	Journal Entry		TR TO 86107083		138,977.00	
04/23/13	Journal Entry		TR TO 86107083		138,977.00	
05/13/13	Fgn Div Tax		ANHEUSER-BUSCH INBEV ADR		50.00	
05/13/13	CertIF fee		ANHEUSER-BUSCH INBEV ADR		418.31	
05/24/13	CertIF fee		NESTLE S A REP RG SH ADR		22.62	
05/24/13	Fgn Div Tax		NESTLE S A REP RG SH ADR		2.91	
05/24/13	CertIF fee		NESTLE S A REP RG SH ADR		269.36	
06/12/13	Fgn Div Tax		UNILEVER NV NY REG SHS		16.60	
					26.78	
	Net Total				1,242,830.43	364,480.35

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
451.0000	KRAFT FOODS INC VA CL A	02/05/09	08/22/12	18,420.64	11,773.04	6,647.60 LT
292.0000	LOWE'S COMPANIES INC	06/17/11	08/28/12	8,154.97	6,693.49	1,461.48 LT
182.0000	GENESEE & WYOM CL A	10/04/11	09/14/12	11,915.10	8,403.07	3,512.03 ST
152.0000	GENESEE & WYOM CL A	10/17/11	09/14/12	9,951.09	7,960.03	1,991.06 ST
3.0000	LIBERTY INTERACTIVE RTS	01/04/05	10/25/12	N/A	42.45	(42.45) LT
1.0000	LIBERTY INTERACTIVE RTS	09/14/12	10/25/12	N/A	N/C	N/C
13.0000	DR PEPPER SNAPPLE GROUP	12/23/08	11/02/12	559.25	216.97	342.28 LT
574.0000	DR PEPPER SNAPPLE GROUP	11/16/09	11/02/12	24,693.45	16,008.29	8,685.16 LT
603.0000	GENERAL ELECTRIC	03/03/09	11/05/12	12,875.63	4,231.07	8,644.56 LT
259.0000	GENERAL ELECTRIC	11/16/09	11/05/12	5,530.33	4,164.72	1,365.61 LT
40.0000	RALCORP HLDGS INC NEW	12/23/10	11/27/12	3,548.76	2,215.11	1,333.65 LT

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REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
103.0000	RALCORP HLDGS INC NEW	01/18/11	11/27/12	9,138.05	5,400.18	3,737.87 LT
181.0000	RALCORP HLDGS INC NEW	01/19/11	11/27/12	16,058.14	9,569.42	6,488.72 LT
175.0000	RALCORP HLDGS INC NEW	07/25/12	11/27/12	15,525.84	10,429.13	5,096.71 ST
512.0000	VODAFONE GROU PLC SP ADR	11/05/10	11/01/12	14,543.82	14,543.82	(489.23) LT
602.0000	VODAFONE GROU PLC SP ADR	01/18/11	11/01/12	16,525.13	17,358.01	(832.88) LT
589.0000	VODAFONE GROU PLC SP ADR	11/02/11	11/01/12	16,168.28	16,379.03	(210.75) ST
143.0000	DIRECTV SHS	01/04/05	12/24/12	7,171.28	2,158.08	5,013.20 LT
1,852.0000	DIRECTV SHS	02/08/08	12/24/12	92,875.73	42,836.76	50,038.97 LT
972.0000	AVON PROD INC	11/04/11	12/27/12	13,679.42	17,786.82	(4,107.40) LT
4,148.0000	DIRECTV SHS	02/08/08	01/02/13	213,617.21	95,943.24	117,673.97 LT
12,803.0000	DIRECTV SHS	02/08/08	01/02/13	659,339.74	296,133.39	363,206.35 LT
1,010.0000	R R DONNELLEY SONS	01/20/11	12/27/12	8,740.34	17,966.18	(9,225.84) LT
753.0000	R R DONNELLEY SONS	01/21/11	12/27/12	6,516.32	13,545.94	(7,029.62) LT
362.0000	GENERAL ELECTRIC	11/16/09	01/03/13	7,676.03	5,820.96	1,855.07 LT
500.0000	GENERAL ELECTRIC	07/25/12	01/03/13	10,602.27	10,074.28	527.99 ST
498.0000	J C PENNEY CO COM	11/02/11	12/27/12	9,568.51	16,132.76	(6,564.25) LT
404.0000	WESTERN UN CO	09/23/09	12/27/12	5,463.77	7,986.88	(2,523.11) LT
805.0000	WESTERN UN CO	11/16/09	12/27/12	10,886.98	15,986.90	(5,099.92) LT
19.0000	FAIRFAX FINL HLDGS LTD	09/02/08	02/05/13	6,849.90	4,137.12	2,712.78 LT
9.0000	FAIRFAX FINL HLDGS LTD	10/14/08	02/05/13	3,244.69	2,563.46	681.23 LT
33.0000	FAIRFAX FINL HLDGS LTD	12/23/08	02/05/13	11,897.20	10,048.50	1,848.70 LT
6.0000	FAIRFAX FINL HLDGS LTD	11/16/09	02/05/13	2,163.13	2,121.60	41.53 LT
230.0000	BERKSHIRE HATHAWAY INC	01/04/05	03/01/13	23,457.93	13,197.40	10,260.53 LT
360.0000	ENSCO PLC SHS CL A	09/07/10	03/01/13	21,478.34	15,608.66	5,869.68 LT
24.0000	FAIRFAX FINL HLDGS LTD	11/16/09	03/01/13	9,145.96	8,486.40	659.56 LT
44.0000	FAIRFAX FINL HLDGS LTD	11/16/09	03/01/13	16,719.63	15,558.40	1,161.23 LT
1,124.0000	INTEL CORP	07/30/10	03/01/13	23,592.34	23,305.02	287.32 LT
440.0000	INTEL CORP	08/18/10	03/01/13	9,235.44	8,608.42	627.02 LT
103.0000	MARATHON OIL CORP	10/15/08	03/01/13	3,387.98	1,615.44	1,772.54 LT
120.0000	MARATHON OIL CORP	10/15/08	03/01/13	3,947.16	1,882.07	2,065.09 LT
241.0000	MARATHON OIL CORP	12/23/08	03/01/13	7,927.23	3,629.85	4,297.38 LT
253.0000	MARATHON OIL CORP	11/16/09	03/01/13	8,321.95	5,304.64	3,017.31 LT
221.0000	MICROSOFT CORP	01/04/05	03/01/13	6,166.00	5,940.48	225.52 LT
417.0000	MICROSOFT CORP	12/23/08	03/01/13	11,634.50	8,060.61	3,573.89 LT
40.0000	MICROSOFT CORP	04/14/09	03/01/13	1,116.03	763.79	352.24 LT
281.0000	PEPSICO INC	02/03/12	03/01/13	21,298.87	18,771.58	2,527.29 LT
0.8660	NB EMERG MKTS EQTY FD I	03/01/13	03/22/13	14.27	14.63	(0.36) ST
0.5890	J HANCOCK EMERG MKT FD I	03/01/13	03/22/13	6.17	6.34	(0.17) ST
0.5720	ARTISAN EMERG MKT FD ADV	03/01/13	03/22/13	7.20	7.48	(0.28) ST
189.0000	AUTOMATIC DATA PROC	10/29/09	04/25/13	12,599.44	7,590.15	5,009.29 LT

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190.0000	AUTOMATIC DATA PROC	11/03/09	04/25/13	12,666.10	7,664.68	5,001.42 LT
363.0000	AUTOMATIC DATA PROC	11/16/09	04/25/13	24,198.93	15,949.24	8,249.69 LT
544.0000	COMPUTER SCIENCE CRP	11/03/11	04/25/13	24,995.96	17,418.99	7,576.97 LT
450.0000	COMPUTER SCIENCE CRP	07/25/12	04/25/13	20,676.82	10,262.25	10,414.57 ST
5,650.0000	DIRECTV SHS	02/08/08	04/17/13	307,353.69	130,684.50	176,669.19 LT
2,058.0000	R R DONNELLEY SONS	01/26/12	04/25/13	24,881.48	24,043.41	838 .T
2,855.0000	R R DONNELLEY SONS	11/02/12	04/25/13	34,517.33	28,794.10	5,723.23 ST
240.0000	MCDONALDS CORP COM	02/23/06	04/25/13	24,361.73	8,589.60	15,772.13 LT
74.0000	MCDONALDS CORP COM	11/16/09	04/25/13	7,511.54	4,785.38	2,726.16 LT
511.0000	UNILEVER NV NY REG SHS	02/05/09	04/25/13	21,170.98	10,742.14	10,428.84 LT

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1,297.0000	PRDNTL SHT TRM CORP BD Z	11/12/09	07/25/12	14,993.32	14,863.62	129.70 LT
0.1540	PRUDENTIAL SHORT TERM	11/12/09	07/25/12	1.77	1.76	0.01 LT
0.4240	PRDNTL SHT TRM CORP BD Z	06/29/12	07/25/12	4.90	4.87	0.03 ST
1,476.0000	PRIN PRFD SEC FD CL P	10/21/10	07/25/12	14,996.16	14,834.60	161.56 LT
0.1270	PRINCIPAL PREFERRED	10/21/10	07/25/12	1.29	1.27	0.02 LT
0.0109	PRIN PRFD SEC FD CL P	06/21/11	07/25/12	0.11	N/A	N/C
0.2401	PRIN PRFD SEC FD CL P	06/29/12	07/25/12	2.43	2.40	0.03 ST
0.5780	LORD ABBETT SHORT	08/02/10	07/25/12	2.65	2.67	(0.02) LT
1.0000	LORD ABB SHRT DUR INC F	08/02/10	07/25/12	4.60	4.63	N/C
357.0000	LORD ABB SHRT DUR INC F	08/02/10	07/25/12	1,642.20	1,652.91	N/C
2,902.0000	LORD ABB SHRT DUR INC F	08/02/10	07/25/12	13,349.20	13,436.26	(87.06) LT
0.2920	LORD ABB SHRT DUR INC F	06/29/12	07/25/12	1.34	1.34	0.00
0.5180	UAM FPA CRESCENT PORT	03/22/11	07/25/12	14.00	14.31	(0.31) LT
1.0000	UAM FPA CRESCENT PORT	03/22/11	07/25/12	27.03	27.64	N/C
19.0000	UAM FPA CRESCENT PORT	03/22/11	07/25/12	513.57	525.16	N/C
14.0000	UAM FPA CRESCENT PORT	03/22/11	07/25/12	378.42	386.96	N/C
1.0000	UAM FPA CRESCENT PORT	03/22/11	07/25/12	27.03	27.64	N/C
4.0000	UAM FPA CRESCENT PORT	03/22/11	07/25/12	108.12	110.56	N/C
71.0000	UAM FPA CRESCENT PORT	03/22/11	07/25/12	1,919.13	1,962.44	(43.31) LT
0.4700	UAM FPA CRESCENT PORT	07/03/12	07/25/12	12.70	12.95	(0.25) ST
337.0000	FPA NEW INCOME INC	04/08/11	07/25/12	3,582.31	3,656.45	N/C
1,074.0000	FPA NEW INCOME INC	04/08/11	07/25/12	11,416.62	11,652.90	(236.28) LT
0.1010	FPA NEW INCOME INC	07/03/12	07/25/12	1.07	1.07	0.00
2,902.0000	LORD ABB SHRT DUR INC F CXL	08/02/10	07/25/12	13,349.20	13,436.26	87.06 LT
347.0000	LORD ABB SHRT DUR INC F	08/02/10	07/25/12	1,596.20	1,606.61	N/C
2,555.0000	LORD ABB SHRT DUR INC F	08/02/10	07/25/12	11,753.00	11,829.65	(76) LT
4,761.0000	PRIN PRFD SEC FD CL P	10/21/10	12/24/12	49,990.50	47,850.63	2,139.87 LT
0.5620	PRINCIPAL PREFERRED	10/21/10	12/24/12	5.89	5.64	0.25 LT
0.3430	PRIN PRFD SEC FD CL P	12/19/12	12/24/12	3.60	3.60	0.00
5,198.0000	PRDNTL SHT TRM CORP BD Z	11/12/09	01/24/13	60,192.84	59,569.08	623.76 LT
0.0320	PRUDENTIAL SHORT TERM	11/12/09	01/24/13	0.38	0.36	0.02 LT
5,146.0000	PRDNTL SHT TRM CORP BD Z	11/12/09	01/29/13	59,487.76	58,973.16	514.60 LT
0.7860	PRDNTL SHT TRM CORP BD Z	11/12/09	01/29/13	9.09	9.00	0.09 LT
0.7420	PRDNTL SHT TRM CORP BD Z	01/09/13	01/24/13	8.58	8.60	(0.02) ST
2,398.0000	PRIN PRFD SEC FD CL P	10/21/10	01/24/13	25,538.69	24,101.20	1,437.49 LT
1.0000	PRIN PRFD SEC FD CL P	10/22/10	01/24/13	10.64	10.06	0.58 LT
3,289.0000	PRIN PRFD SEC FD CL P	10/22/10	01/24/13	35,027.87	33,121.69	1,906.18 LT
0.1440	PRINCIPAL PREFERRED	10/22/10	01/24/13	1.53	1.45	0.08 LT
5,631.0000	PRIN PRFD SEC FD CL P	10/22/10	01/29/13	59,857.53	56,706.66	3,150.87 LT

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0.5440	PRIN PRFD SEC FD CL P	10/22/10	01/29/13	5.78	5.48	0.30 LT
0.2840	PRIN PRFD SEC FD CL P	01/09/13	01/24/13	3.02	3.02	0.00
12,933.0000	LORD ABB SHRT DUR INC F	08/02/10	01/24/13	60,138.45	59,879.79	258.66 LT
0.4890	LORD ABBETT SHORT	08/02/10	01/24/13	2.27	2.26	0.01 LT
1.0000	LORD ABB SHRT DUR INC F	08/02/10	01/29/13	4.64	4.61	0.03 LT
357.0000	LORD ABB SHRT DUR INC F	08/02/10	01/29/13	1,660.05	1,645.76	14.29 LT
12,446.0000	LORD ABB SHRT DUR INC F	08/02/10	01/29/13	57,873.91	57,624.98	248.93 LT
0.1660	LORD ABB SHRT DUR INC F	08/02/10	01/29/13	0.77	0.77	0.00
0.0120	LORD ABB SHRT DUR INC F	01/09/13	01/24/13	0.05	0.06	(0.01) ST
0.1240	FPA NEW INCOME INC	04/08/11	01/24/13	1.31	1.34	(0.03) LT
1.0000	FPA NEW INCOME INC	04/08/11	01/24/13	10.58	10.85	N/C
291.0000	FPA NEW INCOME INC	04/08/11	01/24/13	3,078.78	3,157.35	N/C
1.0000	FPA NEW INCOME INC	04/08/11	01/24/13	10.58	10.85	N/C
5,390.0000	FPA NEW INCOME INC	04/08/11	01/24/13	57,026.20	58,481.50	N/C
0.0840	FPA NEW INCOME INC	01/09/13	01/24/13	0.88	0.89	(0.01) ST
337.0000	FPA NEW INCOME INC	04/08/11	01/29/13	3,568.82	3,649.70	N/C
5,289.0000	FPA NEW INCOME INC	04/08/11	01/29/13	56,010.52	57,385.65	N/C
0.3760	FPA NEW INCOME INC	04/08/11	01/29/13	3.98	4.08	(0.10) LT
4,573.0000	PRDNTL SHT TRM CORP BD Z	11/12/09	06/14/13	52,360.85	52,406.58	(45.73) LT
4,703.0000	PRDNTL SHT TRM CORP BD Z	11/17/09	06/14/13	53,849.35	53,990.43	(141.08) LT
1.0000	PRDNTL SHT TRM CORP BD Z	12/21/09	06/14/13	11.44	11.48	(0.04) LT
80.0000	PRDNTL SHT TRM CORP BD Z	11/20/09	06/14/13	915.99	919.20	(3.21) LT
147.0000	PRDNTL SHT TRM CORP BD Z	12/18/09	06/14/13	1,683.14	1,689.03	(5.89) LT
1.0000	PRDNTL SHT TRM CORP BD Z	12/21/09	06/14/13	11.44	11.47	(0.03) LT
58.0000	PRDNTL SHT TRM CORP BD Z	12/31/09	06/14/13	664.10	662.36	1.74 LT
109.0000	PRDNTL SHT TRM CORP BD Z	01/20/10	06/14/13	1,248.05	1,254.59	(6.54) LT
1.0000	PRDNTL SHT TRM CORP BD Z	01/21/10	06/14/13	11.45	11.53	(0.08) LT
176.0000	PRDNTL SHT TRM CORP BD Z	02/19/10	06/14/13	2,015.19	2,016.96	(1.77) LT
1.0000	PRDNTL SHT TRM CORP BD Z	02/22/10	06/14/13	11.45	11.47	(0.02) LT
156.0000	PRDNTL SHT TRM CORP BD Z	03/19/10	06/14/13	1,786.20	1,794.00	(7.80) LT
107.0000	PRDNTL SHT TRM CORP BD Z	04/20/10	06/14/13	1,225.15	1,232.64	(7.49) LT
1.0000	PRDNTL SHT TRM CORP BD Z	04/21/10	06/14/13	11.44	11.53	(0.09) LT
105.0000	PRDNTL SHT TRM CORP BD Z	05/20/10	06/14/13	1,202.24	1,206.45	(4.21) LT
1.0000	PRDNTL SHT TRM CORP BD Z	06/18/10	06/14/13	11.44	11.45	(0.01) LT
107.0000	PRDNTL SHT TRM CORP BD Z	06/18/10	06/14/13	1,225.15	1,225.15	0.00
105.0000	PRDNTL SHT TRM CORP BD Z	07/20/10	06/14/13	1,202.25	1,213.79	(11.54) LT
7,586.0000	PRDNTL SHT TRM CORP BD Z	08/02/10	06/14/13	86,859.72	87,997.60	(1,137.88) LT
1.0000	PRDNTL SHT TRM CORP BD Z	08/20/10	06/14/13	11.44	11.53	(0.09) LT
76.0000	PRDNTL SHT TRM CORP BD Z	08/20/10	06/14/13	870.19	883.88	(13.69) LT
1.0000	PRDNTL SHT TRM CORP BD Z	09/20/10	06/14/13	11.44	11.63	(0.19) LT

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122.0000	PRDNTL SHT TRM CORP BD Z	09/20/10	06/14/13	1,396.90	1,421.29	(24.39) LT
1.0000	PRDNTL SHT TRM CORP BD Z	10/20/10	06/14/13	11.44	11.67	(0.23) LT
126.0000	PRDNTL SHT TRM CORP BD Z	10/20/10	06/14/13	1,442.69	1,476.72	(34.03) LT
114.0000	PRDNTL SHT TRM CORP BD Z	11/19/10	06/14/13	1,305.30	1,323.53	(18.23) LT
101.0000	PRDNTL SHT TRM CORP BD Z	12/20/10	06/14/13	1,156.44	1,161.49	(5.05) LT
1.0000	PRDNTL SHT TRM CORP BD Z	12/31/10	06/14/13	11.45	11.57	(0.12) LT
37.0000	PRDNTL SHT TRM CORP BD Z	12/31/10	06/14/13	423.65	425.50	(1.85) LT
70.0000	PRDNTL SHT TRM CORP BD Z	01/20/11	06/14/13	801.50	804.99	(3.49) LT
115.0000	PRDNTL SHT TRM CORP BD Z	02/18/11	06/14/13	1,316.75	1,320.19	(3.44) LT
1.0000	PRDNTL SHT TRM CORP BD Z	03/18/11	06/14/13	11.44	11.51	(0.07) LT
96.0000	PRDNTL SHT TRM CORP BD Z	03/18/11	06/14/13	1,099.20	1,106.88	(7.68) LT
1.0000	PRDNTL SHT TRM CORP BD Z	04/20/11	06/14/13	11.44	11.52	(0.08) LT
109.0000	PRDNTL SHT TRM CORP BD Z	04/20/11	06/14/13	1,248.04	1,254.59	(6.55) LT
112.0000	PRDNTL SHT TRM CORP BD Z	05/20/11	06/14/13	1,282.40	1,295.84	(13.44) LT
99.0000	PRDNTL SHT TRM CORP BD Z	06/20/11	06/14/13	1,133.54	1,144.43	(10.89) LT
1.0000	PRDNTL SHT TRM CORP BD Z	07/29/11	06/14/13	11.44	11.56	(0.12) LT
138.0000	PRDNTL SHT TRM CORP BD Z	07/29/11	06/14/13	1,580.10	1,598.04	(17.94) LT
103.0000	PRDNTL SHT TRM CORP BD Z	08/31/11	06/14/13	1,179.35	1,182.43	(3.08) LT
104.0000	PRDNTL SHT TRM CORP BD Z	09/30/11	06/14/13	1,190.80	1,181.44	9.36 LT
1.0000	PRDNTL SHT TRM CORP BD Z	10/14/11	06/14/13	11.44	11.45	(0.01) LT
3,116.0000	PRDNTL SHT TRM CORP BD Z	10/14/11	06/14/13	35,678.22	35,335.44	342.78 LT
99.0000	PRDNTL SHT TRM CORP BD Z	10/31/11	06/14/13	1,133.55	1,133.54	0.01 LT
107.0000	PRDNTL SHT TRM CORP BD Z	11/30/11	06/14/13	1,225.15	1,212.31	12.84 LT
7.0000	PRDNTL SHT TRM CORP BD Z	12/23/11	06/14/13	80.14	79.38	0.76 LT
1.0000	PRDNTL SHT TRM CORP BD Z	12/30/11	06/14/13	11.44	11.34	0.10 LT
107.0000	PRDNTL SHT TRM CORP BD Z	12/30/11	06/14/13	1,225.15	1,216.58	8.57 LT
1.0000	PRDNTL SHT TRM CORP BD Z	01/31/12	06/14/13	11.45	11.39	0.06 LT
106.0000	PRDNTL SHT TRM CORP BD Z	01/31/12	06/14/13	1,213.70	1,220.05	(6.35) LT
1.0000	PRDNTL SHT TRM CORP BD Z	02/09/12	06/14/13	11.44	11.52	(0.08) LT
6,480.0000	PRDNTL SHT TRM CORP BD Z	02/09/12	06/14/13	74,196.05	74,649.60	(453.55) LT
113.0000	PRDNTL SHT TRM CORP BD Z	02/29/12	06/14/13	1,293.85	1,304.01	(10.16) LT
1.0000	PRDNTL SHT TRM CORP BD Z	03/30/12	06/14/13	11.45	11.53	(0.08) LT
133.0000	PRDNTL SHT TRM CORP BD Z	03/30/12	06/14/13	1,522.85	1,530.82	(7.97) LT
1.0000	PRDNTL SHT TRM CORP BD Z	04/30/12	06/14/13	11.45	11.52	(0.07) LT
120.0000	PRDNTL SHT TRM CORP BD Z	04/30/12	06/14/13	1,374.00	1,383.60	(9.60) LT
130.0000	PRDNTL SHT TRM CORP BD Z	05/31/12	06/14/13	1,488.50	1,491.10	(2.60) LT
1.0000	PRDNTL SHT TRM CORP BD Z	06/29/12	06/14/13	11.45	11.50	(0.05) ST
127.0000	PRDNTL SHT TRM CORP BD Z	06/29/12	06/14/13	1,454.15	1,457.95	(3.80) ST
1.0000	PRDNTL SHT TRM CORP BD Z	07/31/12	06/14/13	11.44	11.47	(0.03) ST
120.0000	PRDNTL SHT TRM CORP BD Z	07/31/12	06/14/13	1,374.00	1,388.39	(14.39) ST

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130.0000	PRDNTL SHT TRM CORP BD Z	08/31/12	06/14/13	1,488.50	1,508.00	(19.50) ST
1.0000	PRDNTL SHT TRM CORP BD Z	09/28/12	06/14/13	11.45	11.59	(0.14) ST
102.0000	PRDNTL SHT TRM CORP BD Z	09/28/12	06/14/13	1,167.90	1,186.25	(18.35) ST
115.0000	PRDNTL SHT TRM CORP BD Z	11/02/12	06/14/13	1,316.75	1,337.44	(20.69) ST
1.0000	PRDNTL SHT TRM CORP BD Z	11/30/12	06/14/13	11.45	11.64	(0.19) ST
115.0000	PRDNTL SHT TRM CORP BD Z	11/30/12	06/14/13	1,316.75	1,336.29	(19.54) ST
1.0000	PRDNTL SHT TRM CORP BD Z	12/21/12	06/14/13	11.44	11.61	(0.17) ST
5.0000	PRDNTL SHT TRM CORP BD Z	12/21/12	06/14/13	57.24	57.95	(0.71) ST
99.0000	PRDNTL SHT TRM CORP BD Z	12/31/12	06/14/13	1,133.55	1,147.41	(13.86) ST
1.0000	PRDNTL SHT TRM CORP BD Z	01/09/13	06/14/13	11.44	11.59	(0.15) ST
10,752.0000	PRDNTL SHT TRM CORP BD Z	01/09/13	06/14/13	123,110.54	124,723.20	(1,612.66) ST
128.0000	PRDNTL SHT TRM CORP BD Z	01/31/13	06/14/13	1,465.60	1,480.95	(15.35) ST
101.0000	PRDNTL SHT TRM CORP BD Z	02/28/13	06/14/13	1,156.45	1,168.56	(12.11) ST
1.0000	PRDNTL SHT TRM CORP BD Z	03/28/13	06/14/13	11.44	11.55	(0.11) ST
111.0000	PRDNTL SHT TRM CORP BD Z	03/28/13	06/14/13	1,270.95	1,283.16	(12.21) ST
2,707.0000	PRDNTL SHT TRM CORP BD Z	04/18/13	06/14/13	30,995.20	31,292.92	(297.72) ST
1.0000	PRDNTL SHT TRM CORP BD Z	04/30/13	06/14/13	11.45	11.56	(0.11) ST
109.0000	PRDNTL SHT TRM CORP BD Z	04/30/13	06/14/13	1,248.05	1,261.13	(13.08) ST
1.0000	PRDNTL SHT TRM CORP BD Z	05/31/13	06/14/13	11.45	11.56	(0.11) ST
0.6660	PRDNTL SHT TRM CORP BD Z	05/31/13	06/14/13	7.62	7.85	(0.23) ST
125.0000	PRDNTL SHT TRM CORP BD Z	05/31/13	06/14/13	1,431.26	1,434.99	(3.73) ST
0.8780	PRDNTL SHT TRM CORP BD Z	06/14/13	06/21/13	8.62	8.69	(0.07) ST
0.2440	PRDNTL SHT TRM CORP BD Z	05/31/13	06/21/13	2.52	2.60	(0.08) ST
0.0030	FIDELITY ADV RE INC CL I	04/18/13	06/21/13	0.03	0.04	(0.01) ST
45,270.0000	LORD ABB SHRT DUR INC F	08/02/10	06/14/13	208,242.00	209,600.10	(1,358.10) LT
347.0000	LORD ABB SHRT DUR INC F	08/08/10	06/14/13	1,596.20	1,610.08	(13.88) LT
1.0000	LORD ABB SHRT DUR INC F	08/31/10	06/14/13	4.59	4.61	(0.02) LT
306.0000	LORD ABB SHRT DUR INC F	08/31/10	06/14/13	1,407.59	1,419.84	(12.25) LT
335.0000	LORD ABB SHRT DUR INC F	09/30/10	06/14/13	1,540.99	1,557.75	(16.76) LT
1.0000	LORD ABB SHRT DUR INC F	10/29/10	06/14/13	4.60	4.65	(0.05) LT
323.0000	LORD ABB SHRT DUR INC F	10/29/10	06/14/13	1,485.79	1,508.41	(22.62) LT
1.0000	LORD ABB SHRT DUR INC F	11/30/10	06/14/13	4.59	4.65	(0.06) LT
272.0000	LORD ABB SHRT DUR INC F	11/30/10	06/14/13	1,251.20	1,262.07	(10.87) LT
396.0000	LORD ABB SHRT DUR INC F	12/17/10	06/14/13	1,821.60	1,817.64	3.96 LT
18.0000	LORD ABB SHRT DUR INC F	12/17/10	06/14/13	82.80	82.62	0.18 LT
277.0000	LORD ABB SHRT DUR INC F	12/31/10	06/14/13	1,274.19	1,274.20	(0.01) LT
274.0000	LORD ABB SHRT DUR INC F	01/31/11	06/14/13	1,260.39	1,263.13	(2.74) LT
281.0000	LORD ABB SHRT DUR INC F	02/28/11	06/14/13	1,292.59	1,295.41	(2.82) LT
1.0000	LORD ABB SHRT DUR INC F	03/31/11	06/14/13	4.60	4.60	0.00
278.0000	LORD ABB SHRT DUR INC F	03/31/11	06/14/13	1,278.80	1,276.02	2.78 LT

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MR GEORGE VOGEL



Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
1.0000	LORD ABB SHRT DUR INC F	04/29/11	06/14/13	4.60	4.60	0.00
278.0000	LORD ABB SHRT DUR INC F	04/29/11	06/14/13	1,278.80	1,284.36	(5.56) LT
1.0000	LORD ABB SHRT DUR INC F	05/31/11	06/14/13	4.59	4.61	(0.02) LT
279.0000	LORD ABB SHRT DUR INC F	05/31/11	06/14/13	1,283.40	1,288.98	(5.58) LT
295.0000	LORD ABB SHRT DUR INC F	06/30/11	06/14/13	1,357.00	1,354.05	2.95 LT
293.0000	LORD ABB SHRT DUR INC F	07/29/11	06/14/13	1,347.80	1,347.80	0
1.0000	LORD ABB SHRT DUR INC F	08/31/11	06/14/13	4.59	4.61	(0.02) LT
300.0000	LORD ABB SHRT DUR INC F	08/31/11	06/14/13	1,380.00	1,364.99	15.01 LT
305.0000	LORD ABB SHRT DUR INC F	09/30/11	06/14/13	1,403.00	1,375.55	27.45 LT
1.0000	LORD ABB SHRT DUR INC F	10/14/11	06/14/13	4.59	4.51	0.08 LT
7,842.0000	LORD ABB SHRT DUR INC F	10/14/11	06/14/13	36,073.21	35,289.00	784.21 LT
315.0000	LORD ABB SHRT DUR INC F	10/31/11	06/14/13	1,449.00	1,433.24	15.76 LT
1.0000	LORD ABB SHRT DUR INC F	11/30/11	06/14/13	4.59	4.55	0.04 LT
339.0000	LORD ABB SHRT DUR INC F	11/30/11	06/14/13	1,559.40	1,532.27	27.13 LT
334.0000	LORD ABB SHRT DUR INC F	12/30/11	06/14/13	1,536.40	1,516.35	20.05 LT
1.0000	LORD ABB SHRT DUR INC F	01/31/12	06/14/13	4.59	4.54	0.05 LT
328.0000	LORD ABB SHRT DUR INC F	01/31/12	06/14/13	1,508.80	1,502.23	6.57 LT
1.0000	LORD ABB SHRT DUR INC F	02/09/12	06/14/13	4.60	4.58	0.02 LT
15,930.0000	LORD ABB SHRT DUR INC F	02/09/12	06/14/13	73,278.03	73,118.70	159.33 LT
367.0000	LORD ABB SHRT DUR INC F	02/29/12	06/14/13	1,688.20	1,688.19	0.01 LT
374.0000	LORD ABB SHRT DUR INC F	03/30/12	06/14/13	1,720.40	1,720.40	0.00
1.0000	LORD ABB SHRT DUR INC F	04/30/12	06/14/13	4.59	4.60	(0.01) LT
366.0000	LORD ABB SHRT DUR INC F	04/30/12	06/14/13	1,683.60	1,683.59	0.01 LT
358.0000	LORD ABB SHRT DUR INC F	05/31/12	06/14/13	1,646.80	1,636.06	10.74 LT
345.0000	LORD ABB SHRT DUR INC F	08/31/12	06/14/13	1,587.00	1,593.89	(6.89) ST
1.0000	LORD ABB SHRT DUR INC F	09/28/12	06/14/13	4.59	4.62	(0.03) ST
337.0000	LORD ABB SHRT DUR INC F	09/28/12	06/14/13	1,550.20	1,563.68	(13.48) ST
1.0000	LORD ABB SHRT DUR INC F	10/31/12	06/14/13	4.59	4.64	(0.05) ST
338.0000	LORD ABB SHRT DUR INC F	10/31/12	06/14/13	1,554.80	1,571.70	(16.90) ST
325.0000	LORD ABB SHRT DUR INC F	11/30/12	06/14/13	1,495.00	1,508.00	(13.00) ST
31.0000	LORD ABB SHRT DUR INC F	12/18/12	06/14/13	142.59	143.84	(1.25) ST
1.0000	LORD ABB SHRT DUR INC F	12/31/12	06/14/13	4.59	4.64	(0.05) ST
332.0000	LORD ABB SHRT DUR INC F	12/31/12	06/14/13	1,527.20	1,540.47	(13.27) ST
1.0000	LORD ABB SHRT DUR INC F	01/09/13	06/14/13	4.59	4.64	(0.05) ST
25,193.0000	LORD ABB SHRT DUR INC F	01/09/13	06/14/13	115,887.91	117,147.45	(1,259.54) ST
1.0000	LORD ABB SHRT DUR INC F	01/31/13	06/14/13	4.59	4.63	(0.04) ST
362.0000	LORD ABB SHRT DUR INC F	01/31/13	06/14/13	1,665.20	1,679.67	(14.47) ST
330.0000	LORD ABB SHRT DUR INC F	02/28/13	06/14/13	1,518.00	1,531.19	(13.19) ST
1.0000	LORD ABB SHRT DUR INC F	03/28/13	06/14/13	4.59	4.64	(0.05) ST
319.0000	LORD ABB SHRT DUR INC F	03/28/13	06/14/13	1,467.40	1,480.16	(12.76) ST

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861-07084

X 00482184

00-17-6060B-IPSS000 05-2011



Fiscal Statement
REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
1.0000	LORD ABB SHRT DUR INC F	04/18/13	06/14/13	4.59	4.64	(0.05) ST
6,731.0000	LORD ABB SHRT DUR INC F	04/18/13	06/14/13	30,962.66	31,231.84	(269.18) ST
1.0000	LORD ABB SHRT DUR INC F	04/30/13	06/14/13	4.60	4.64	(0.04) ST
328.0000	LORD ABB SHRT DUR INC F	04/30/13	06/14/13	1,508.80	1,525.20	(16.40) ST
0.4080	LORD ABB SHRT DUR INC F	05/31/13	06/14/13	1.88	1.89	(0.01) ST
342.0000	LORD ABB SHRT DUR INC F	05/31/13	06/14/13	1,573.21	1,580.04	(6.83) ST
0.0760	PIMCO FLOAT INCOME CL P	06/14/13	06/21/13	0.66	0.67	(0.01) ST
0.5580	FPA NEW INCOME INC	04/18/13	06/25/13	5.90	5.89	0.01 ST

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Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Merrill Lynch	325.
OakTree Capital K-1	1,290.
Total to Form 990-PF, Part I, line 3, Column A	1,615.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Merrill Lynch--Dividends	323,469.	0.	323,469.
OakTree Capital K-1	1,885.	0.	1,885.
Total to Fm 990-PF, Part I, ln 4	325,354.	0.	325,354.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Return Preparation Fees	14,000.	14,000.		0.
To Form 990-PF, Pg 1, ln 16b	14,000.	14,000.		0.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Merrill Lynch Fees/ Bank Fees	55,701.	55,711.		0.
To Form 990-PF, Pg 1, ln 16c	55,701.	55,711.		0.

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign Tax on Dividends	1,165.	1,165.		0.	
Federal Taxes	4,480.	0.		0.	
To Form 990-PF, Pg 1, ln 18	5,645.	1,165.		0.	

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
OakTree Capital - Net Other	80.	80.		0.	
To Form 990-PF, Pg 1, ln 23	80.	80.		0.	

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	7
Description		Amount	
Fair Market Value Adjustment to Securities		288,208.	
Total to Form 990-PF, Part III, line 5		288,208.	

Form 990-PF	Other Investments		Statement	8
Description	Valuation Method	Book Value	Fair Market Value	
See Stmt Attached	COST	9,794,418.	9,794,418.	
Total to Form 990-PF, Part II, line 13		9,794,418.	9,794,418.	

Form 990-PF

Part XV - Line 1a
List of Foundation Managers

Statement 9

Name of Manager

Charles G. Carey
Wendy G. Carey