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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

For calendar year 2012 or tax year beginning

7/1/2012

, and ending

6/30/2013

Name of foundation <b>THE BLUEYES FOUNDATION</b>		A Employer identification number <b>22-3771326</b>			
Number and street (or P O box number if mail is not delivered to street address) <b>8597 SE COCONUT STREET</b>		Room/suite	B Telephone number (see instructions)		
City or town, state, and ZIP code <b>HOBE SOUND FL 33455</b>		C If exemption application is pending, check here ► <input type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ <b>2,203,968</b> (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		<b>99,824</b>			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		<b>54,077</b>	<b>54,077</b>	<b>54,077</b>	
5 a Gross rents					
b Net rental income or (loss)					
6 a Net gain or (loss) from sale of assets not on line 10		<b>25,845</b>			
b Gross sales price for all assets on line 6a <b>1,190,074</b>					
7 Capital gain net income (from Part IV, line 2)			<b>25,845</b>		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances <b>4,460</b>					
b Less Cost of goods sold <b>3,550</b>					
c Gross profit or (loss) (attach schedule)		<b>910</b>		<b>910</b>	
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		<b>180,656</b>	<b>79,922</b>	<b>54,987</b>	
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		<b>21,000</b>	<b>21,000</b>	<b>21,000</b>	<b>21,000</b>
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)		<b>678</b>	<b>678</b>	<b>678</b>	<b>678</b>
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses.		<b>21,678</b>	<b>21,678</b>	<b>21,678</b>	<b>21,678</b>
Add lines 13 through 23					
25 Contributions, gifts, grants paid		<b>102,850</b>			<b>102,850</b>
26 Total expenses and disbursements. Add lines 24 and 25		<b>124,528</b>	<b>21,678</b>	<b>21,678</b>	<b>124,528</b>
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		<b>56,128</b>			
b Net investment income (if negative, enter -0-)			<b>58,244</b>		
c Adjusted net income (if negative, enter -0-)				<b>33,309</b>	

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash—non-interest-bearing		4,036	2,445	2,445
	2 Savings and temporary cash investments		370,918	60,907	60,907
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
Assets	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)		1,723,958	2,091,687	2,140,616
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ► )				
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		2,098,912	2,155,039	2,203,968
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ► )		0	0	
	23 Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	24 Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	25 Unrestricted		2,098,912	2,155,039	
	26 Temporarily restricted				
	27 Permanently restricted				
	28 Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
	29 Capital stock, trust principal, or current funds				
	30 Paid-in or capital surplus, or land, bldg., and equipment fund				
	31 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		2,098,912	2,155,039	
	31 Total liabilities and net assets/fund balances (see instructions)		2,098,912	2,155,039	

## Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,098,912
2 Enter amount from Part I, line 27a	2	56,128
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	2,155,040
5 Decreases not included in line 2 (itemize) ► ROUNDED	5	1
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,155,039

**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.)
<b>1a</b> See Attached Statement				
<b>b</b> See Attached Statement				
<b>c</b> See Attached Statement				
<b>d</b> See Attached Statement				
<b>e</b> See Attached Statement				
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>	
<b>a</b>			0	
<b>b</b>			0	
<b>c</b>			0	
<b>d</b>			0	
<b>e</b>			0	
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))
<b>(i) FMV as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col. (i) over col. (j), if any</b>		
<b>a</b>			0	
<b>b</b>			0	
<b>c</b>			0	
<b>d</b>			0	
<b>e</b>			0	
<b>2 Capital gain net income or (net capital loss)</b>	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b>	25,845
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		<b>3</b>	-34,140

**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	132,042	2,141,052	0.061672
2010	91,577	2,151,182	0.042571
2009	61,039	1,680,142	0.036330
2008	109,855	1,531,483	0.071731
2007	96,456	1,825,452	0.052840

- 2 Total of line 1, column (d) **2** 0.265144
- 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years **3** 0.053029
- 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 **4** 2,214,254
- 5 Multiply line 4 by line 3 **5** 117,420
- 6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 582
- 7 Add lines 5 and 6 **7** 118,002
- 8 Enter qualifying distributions from Part XII, line 4 **8** 124,528

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)												
1 a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary—see instructions)	<table border="1" style="margin-left: auto; margin-right: auto;"> <tr><td>1</td><td>582</td></tr> <tr><td>2</td><td>0</td></tr> <tr><td>3</td><td>582</td></tr> <tr><td>4</td><td></td></tr> <tr><td>5</td><td>582</td></tr> </table>	1	582	2	0	3	582	4		5	582
1	582											
2	0											
3	582											
4												
5	582											
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b											
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-)											
3	Add lines 1 and 2											
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)											
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-											
6	<b>Credits/Payments</b>											
a	2012 estimated tax payments and 2011 overpayment credited to 2012	<table border="1" style="margin-left: auto; margin-right: auto;"> <tr><td>6a</td><td></td></tr> <tr><td>6b</td><td></td></tr> <tr><td>6c</td><td></td></tr> <tr><td>6d</td><td></td></tr> </table>	6a		6b		6c		6d			
6a												
6b												
6c												
6d												
b	Exempt foreign organizations—tax withheld at source											
c	Tax paid with application for extension of time to file (Form 8868)											
d	Backup withholding erroneously withheld											
7	Total credits and payments Add lines 6a through 6d	7 0										
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8 3										
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 585										
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 0										
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	Refunded ► 11 0										

#### Part VII-A Statements Regarding Activities

- |   | Yes   | No |
|---|---|----|
| 1 a   | 1a X  |    |
| b   | 1b X  |    |
| <i>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</i> |   |    |
| c   | 1c X  |    |
| d   | (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____  |    |
| e   | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____  |    |
| 2   | 2 X   |    |
| <i>If "Yes," attach a detailed description of the activities</i>  |   |    |
| 3   | 3 X   |    |
| 4 a   | 4a X  |    |
| b   | 4b N/A  |    |
| 5   | 5 X   |    |
| 6   | 6 X   |    |
| 7   | 7 X   |    |
| 8 a   | Enter the states to which the foundation reports or with which it is registered (see instructions) ►  |    |
| b   | <i>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</i>  |    |
| 9   | <i>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</i> |    |
| 10  | <i>Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses</i>   |    |

**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 ► DAVID AND KAREN TOWNSEND Located at ► 8597 SE COCONUT STREET HOBE SOUND FL	Telephone no ►	
		ZIP+4 ►	33455
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	
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 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	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?	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 6 and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
	If "Yes," list the years ► 20 _____, 20 _____, 20 _____, 20 _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 _____, 20 _____, 20 _____, 20 _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a	During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			5b	N/A
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes," file Form 8870</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	N/A
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KAREN TOWNSEND 8597 SE COCONUT STREET HOBE SOUND, F	TRUSTEE	0		
DAVID TOWNSEND 8597 SE COCONUT STREET HOBE SOUND, F	TRUSTEE	0		
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**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
-----				
-----				
-----				
-----				
-----				
<b>Total number of other employees paid over \$50,000</b>				►

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services ►		

### 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 (see instructions)

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

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		1a	1,983,176
a	Average monthly fair market value of securities		1b	264,798
b	Average of monthly cash balances		1c	
c	Fair market value of all other assets (see instructions)		1d	2,247,974
d	Total (add lines 1a, b, and c)			
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	2,247,974
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)		4	33,720
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,214,254
6	Minimum investment return. Enter 5% of line 5		6	110,713

**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	110,713
2a	Tax on investment income for 2012 from Part VI, line 5	2a	582	
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	582
3	Distributable amount before adjustments Subtract line 2c from line 1		3	110,131
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	110,131
6	Deduction from distributable amount (see instructions)		6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	110,131

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		1a	124,528
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26		1b	
b	Program-related investments—total from Part IX-B		2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes		3a	
3	Amounts set aside for specific charitable projects that satisfy the		3b	
a	Suitability test (prior IRS approval required)		4	124,528
b	Cash distribution test (attach the required schedule)		5	582
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4		6	123,946
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)			
6	Adjusted qualifying distributions. Subtract line 5 from line 4			

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				110,131
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			0	
b Total for prior years 20 ____, 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010	2,992			
e From 2011	26,345			
f Total of lines 3a through e	29,337			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 124,528				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				110,131
e Remaining amount distributed out of corpus	14,397			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	43,734			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0	
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			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) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	43,734			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	2,992			
d Excess from 2011	26,345			
e Excess from 2012	14,397			

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

NA



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

---

**1 Information Regarding Foundation Managers:**

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

KAREN AND DAVID TOWNSEND

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

**NONE**

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

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

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

DAVID TOWNSEND 8597 SE COCONUT STREET HOBE SOUND, FL 33455

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

**c Any submission deadlines**

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

## Part XV Supplementary Information (continued)

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

Recipient	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
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
AMERICAN CANCER SOCIETY 1851 OLD CUTHBERT ROAD CHERRY HILL, NJ 08034		PUBLIC CHARITY	UNRESTRICTED USE	500
BOWLING FOR BEARS PARNEL DRIVE CHERRY HILL, NJ 08003				500
BRINTON ASSOCIATION OF AMERICA 21 OAKLAND ROAD WEST CHESTER, PA 19382				500
FIDELITY CHARITABLE GIFT FUND 200 SEAPORT BOULEVARD BOSTON, MA 02210				55,000
FOOD BANK OF SOUTH JERSEY 1501 JOHN TIPTON BOULEVARD PENNSAUKEN, NJ 08110				10,000
HEART OF CAMDEN 1840 BROADWAY CAMDEN, NJ 08104				1,000
HOT STOVERS SCHOLARSHIP FUND 172 WILLIAM FEATHER DRIVE VOORHEES, NJ 08043				100
NATIONAL MULTIPLE SCLEROSIS SOCIETY 30 SOUTH 17TH STREET, SUITE 800 PHILADELPHIA, PA 100				2,000
PENNSVILLE EDUCATION FOUNDATION 254 SOUTH BROADWAY PENNSVILLE, NJ 08070				5,000
PENNSVILLE HIGH SCHOOL 110 SOUTH BROADWAY PENNSVILLE, NJ 08070				500
PENN STATE UNIVERSITY ONE OLD MAIN UNIVERSITY CITY, PA 16802				1,000
<b>Total . . . See Attached Statement . . .</b>			► 3a	102,850
<b>b Approved for future payment</b>				
<b>Total . . .</b>			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property	523920	54,077			
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	523920	25,845			
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory	511190	910			
11 Other revenue	a				
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		80,832		0	0
13 Total Add line 12, columns (b), (d), and (e)				13	80,832
(See worksheet in line 13 instructions to verify calculations )					

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- |   |   | Yes | No |
|---|---|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?   |     |    |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of   |     |    |
|   | (1) Cash  | X   |    |
|   | (2) Other assets  | X   |    |
| b | Other transactions  |     |    |
|   | (1) Sales of assets to a noncharitable exempt organization  | X   |    |
|   | (2) Purchases of assets from a noncharitable exempt organization  | X   |    |
|   | (3) Rental of facilities, equipment, or other assets  | X   |    |
|   | (4) Reimbursement arrangements  | X   |    |
|   | (5) Loans or loan guarantees  | X   |    |
|   | (6) Performance of services or membership or fundraising solicitations  | X   |    |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees  |     |    |
| 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 |     |    |
|   | 1a(1)   | X   |    |
|   | 1a(2)   | X   |    |
|   | 1b(1)   | X   |    |
|   | 1b(2)   | X   |    |
|   | 1b(3)   | X   |    |
|   | 1b(4)   | X   |    |
|   | 1b(5)   | X   |    |
|   | 1b(6)   | X   |    |
|   | 1c  | X   |    |

- 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

**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

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

**Paid  
Preparer  
Use Only**

~~Signature of officer or trustee~~

Date / /

TRUSTEE

## Title

**Signature of officer or trustee**

Date

Title

Check  if

PTIN

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	HARRY SCHEYER, CPA		7/30/2013		P00129148
	Firm's name ► PINNACLE FINANCIAL ADVISORS LLC		Firm's EIN ► 22-3724697		
	Firm's address ► 11000 LINCOLN DR W STE 8, MARLTON, NJ 08053		Phone no 856-797-8082		

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

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

**2012**

Name of the organization

THE BLUEYES FOUNDATION

Employer identification number

22-3771326

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- 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).

Name of organization

THE BLUEYES FOUNDATION

Employer identification number

22-3771326

**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	DAVID AND KAREN TOWNSEND 8597 SE COCONUT STREET HOBE SOUND FL 33455 Foreign State or Province _____ Foreign Country _____	\$ 99,824	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution )
	Foreign State or Province _____ Foreign Country _____	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
	Foreign State or Province _____ Foreign Country _____	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
	Foreign State or Province _____ Foreign Country _____	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
	Foreign State or Province _____ Foreign Country _____	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
	Foreign State or Province _____ Foreign Country _____	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
	Foreign State or Province _____ Foreign Country _____	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
	Foreign State or Province _____ Foreign Country _____	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

Name of organization THE BLUEYES FOUNDATION	Employer identification number 22-3771326
--	--

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	583 SH VANGUARD CAPITAL OPPORTUNITY FD 2000 SH SCHWAB 100 FUND	\$ 99,824	11/29/2012
(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**

## THE BLUEYES FOUNDATION

**Employer identification number**

22-3771326

**Part III** *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations 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. See instructions.)

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

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

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

PSU NITTANY LION CLUB

**Street**

ONE OLD MAIN

**City**

UNIVERSITY CITY

**State**

PA

**Zip Code**

16802

**Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

1,000

**Name**

SUSAN G KOMEN FOR THE CURE

**Street**

5005 LBJ FREEWAY, SUITE 250

**City**

DALLAS

**State**

TX

**Zip Code**

75244

**Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

2,000

**Name**

CONSERVE WILDLIFE FOUNDATION

**Street**

501 E STATE STREET

**City**

TRENTON

**State**

NJ

**Zip Code**

08609

**Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

200

**Name**

STRATHMERE UNITED METHODIST CHURCH

**Street**

109 S COMMONWEALTH AVENUE

**City**

STRATHMERE

**State**

NJ

**Zip Code**

08248

**Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

10,450

**Name**

CHILDRENS HOSPITAL OF PHILADELPHIA

**Street**

34TH STREET &amp; CIVIC CENTER BLVD

**City**

PHILADELPHIA

**State**

PA

**Zip Code**

19104

**Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

1,000

**Name**

COMMUNITY FOOD BANK OF NJ

**Street**

6735 BLACK HORSE PIKE

**City**

EGG HARBOR TWP

**State**

NJ

**Zip Code**

08234

**Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

5,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

NJ ACADEMY OF AQUATIC SCIENCES

Street

1 RIVER DRIVE

City CAMDEN	State NJ	Zip Code 08103	Foreign Country
----------------	-------------	-------------------	-----------------

Relationship

Foundation Status

Purpose of grant/contribution

Amount

500

Name

TRINITY PRESBYTERIAN CHURCH

Street

499 MARLTON PIKE EAST

City CHERRY HILL	State NJ	Zip Code 08034	Foreign Country
---------------------	-------------	-------------------	-----------------

Relationship

Foundation Status

Purpose of grant/contribution

Amount

6,000

Name

WATER FOR WASLALA

Street

2000 FRIEDENBURG ROAD

City READING	State PA	Zip Code 19606	Foreign Country
-----------------	-------------	-------------------	-----------------

Relationship

Foundation Status

Purpose of grant/contribution

Amount

500

Name

PENN STATE SOUTHERN NJ CHAPTER

Street

704 SWEETWATER DR

City CINNAMINSON	State NJ	Zip Code 08077	Foreign Country
---------------------	-------------	-------------------	-----------------

Relationship

Foundation Status

Purpose of grant/contribution

Amount

100

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship

Foundation Status

Purpose of grant/contribution

Amount

**Part I, Line 10 (990-PF) - Gross Profit**

Inventory Type	Gross Sales Less Returns and Allowances	Cost of Goods Sold	Gross Profit or Loss
1 PHOTOGRAPHS	4,460	3,550	910

**Part I, Line 16c (990-PF) - Other Professional Fees**

		21,000	21,000	21,000	21,000
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	PINNACLE FINANCIAL ADVISORS, LLC	21,000	21,000	21,000	21,000

**Part I, Line 18 (990-PF) - Taxes**

		678	678	678	678
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Income Tax	678	678	678	678

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
<b>1</b> ARBITRAGE FUND		101,084		101,075	
<b>2</b> ABERDEEN EMERGING MARKETS		0	227,940	0	215,284
<b>3</b> BBH CORE SELECT		0	169,753	0	191,710
<b>4</b> DOUBLELINE TOTAL RETURN BOND		107,840	117,219	107,253	114,832
<b>5</b> IPATH S&P 500		112,823		92,581	
<b>6</b> ISHARES DJ US OIL EQUIP		42,886		34,911	
<b>7</b> ISHARES MSCI CANADA INDEX		58,093		59,096	
<b>8</b> LEUTHOLD GLOBAL		84,960		87,448	
<b>9</b> LONGLEAF PARTNERS FUND		47,078		62,046	
<b>10</b> LOOMIS SAYLES BOND		62,382	46,773	86,311	66,546
<b>11</b> MATTHEWS ASIA PACIFIC EQUITY		80,480	251,714	82,718	265,644
<b>12</b> MORGAN STANLEY FRONTIER EMERGING		126,425		118,356	
<b>13</b> PIMCO ALL ASSET ALL AUTHORITY		42,621		40,436	
<b>14</b> PIMCO EMERGING LOCAL MARKETS		141,636	99,414	144,866	94,910
<b>15</b> PIMCO GLOBAL ADVANTAGE STRATEGY		105,484	127,458	107,532	124,570
<b>16</b> PIMCO SENIOR FLOATING RATE		148,897	122,544	149,893	126,070
<b>17</b> PIMCO UNCONSTRAINED BOND FUND		101,906	160,606	110,816	166,175
<b>18</b> SPDR GOLD SHARES		104,205	104,408	101,650	78,374
<b>19</b> THORNBURG INTERNATIONAL VALUE		102,348	245,187	102,097	252,053
<b>20</b> VANGUARD ENERGY		134,075		118,216	
<b>21</b> VANGUARD S&P 500 INDEX		2,780		3,541	
<b>22</b> WESTPORT SELECT		15,955	53,496	20,564	58,452
<b>23</b> SCHWAB FUNDAMENTAL EM LARGE			69,000		71,496
<b>24</b> STRALEM EQUITY			166,125		183,645
<b>25</b> WELLS FARGO ADVANTAGE			130,050		130,855

**Part III (990-PF) - Changes in Net Assets or Fund Balances****Line 5 - Decreases not included in Part III, Line 2**

1	ROUNDING	1	1
2	Total . . .	2	1

## Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		27,843		1,164,229		-6,852		0		0		0		
Short Term CG Distributions		4,854		1,157,377		0		0		0		0		
Description of Property Sold		CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost of Other Basis Plus	Expense of Sale	FMV as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adjusted Basis	Gains/Mloss Excess of FMV Over Adjusted Basis or Losses
1				4/22/2010	1/30/2013	7,153			80,091		-2,638	0	0	-2,638
2	ARBITRAGE INSTL	P		7/19/2010	1/30/2013	9,902			10,120		-118	0	0	-118
3	ARBITRAGE INSTL	P		2/4/2011	1/30/2013	10,818			10,973		-155	0	0	-155
4	ARBITRAGE INSTL	P		11/15/2012	1/30/2013	7,473			7,520		-47	0	0	-47
5	DOUBLELINE TOTAL RETURN	P		8/10/2011	8/30/2012	5,000			4,961		39	0	0	39
6	IPATH S&P 500	P		2/10/2012	7/12/2012	26,467			30,060		-7,533	0	0	-7,533
7	IPATH S&P 500	P		2/10/2012	7/20/2012	18,046			23,744		-5,698	0	0	-5,698
8	IPATH S&P 500	P		2/10/2012	7/23/2012	22,228			22,74		-6,046	0	0	-6,046
9	IPATH S&P 500	P		2/10/2012	9/19/2012	16,525			26,746		-10,221	0	0	-10,221
10	ISHARES DJUS OIL	P		2/10/2012	1/15/2012	35,922			42,888		-6,964	0	0	-6,964
11	ISHARES MSCI CANADA	P		1/22/2010	1/15/2012	50,054			52,015		3,039	0	0	3,039
12	ISHARES MSCI CANADA	P		7/19/2010	1/15/2012	6,385			6,078		287	0	0	287
13	LEUTHOLD GLOBAL	P		2/16/2010	1/31/2012	1,881			1,654		237	0	0	237
14	LEUTHOLD GLOBAL	P		3/11/2010	1/31/2013	19,706			18,030		1,676	0	0	1,676
15	LEUTHOLD GLOBAL	P		3/25/2010	1/31/2013	123			112		11	0	0	11
16	LEUTHOLD GLOBAL	P		11/24/2010	1/31/2013	1,975			873		102	0	0	102
17	LEUTHOLD GLOBAL	P		11/24/2010	1/31/2013	2,327			2,207		120	0	0	120
18	LEUTHOLD GLOBAL	P		12/31/2010	1/31/2013	251			244		7	0	0	7
19	LEUTHOLD GLOBAL	P		6/23/2011	1/31/2013	392			387		5	0	0	5
20	LEUTHOLD GLOBAL	P		9/22/2011	1/31/2013	160			142		18	0	0	18
21	LEUTHOLD GLOBAL	P		11/29/2011	1/31/2013	971			850		121	0	0	121
22	LEUTHOLD GLOBAL	P		12/29/2011	1/31/2013	683			602		81	0	0	81
23	LEUTHOLD GLOBAL	P		3/22/2012	1/31/2013	150			142		8	0	0	8
24	LEUTHOLD GLOBAL	P		1/31/2013	1/31/2013	5,137			5,020		117	0	0	117
25	LEUTHOLD GLOBAL	P		2/16/2010	6/21/2013	50,734			44,220		6,532	0	0	6,532
26	LEUTHOLD GLOBAL	P		7/20/2010	6/21/2013	16,929			14,515		2,414	0	0	2,414
27	LONGLEAF PARTNERS	P		7/28/2010	1/15/2012	41,310			32,039		8,101	0	0	8,101
28	LONGLEAF PARTNERS	P		12/16/2009	1/15/2012	17			16		1	0	0	1
29	LONGLEAF PARTNERS	P		3/11/2010	1/15/2012	11,789			11,824		35	0	0	35
30	LONGLEAF PARTNERS	P		12/29/2010	1/15/2012	262			294		32	0	0	32
31	LONGLEAF PARTNERS	P		11/8/2012	1/15/2012	1,350			1,457		-107	0	0	-107
32	LONGLEAF PARTNERS	P		1/29/2011	1/15/2012	262			277		-15	0	0	-15
33	LOOMIS SAYLES BOND	P		1/30/2009	8/30/2012	5,000			5,574		1,426	0	0	1,426
34	LOOMIS SAYLES BOND	P		1/30/2013	1/30/2013	12,031			11,992		39	0	0	39
35	LOOMIS SAYLES BOND	P		1/30/2008	6/21/2013	17,140			12,035		5,05	0	0	5,05
36	LOOMIS SAYLES BOND	P		1/1/2012	6/21/2013	17,886			11,938		-72	0	0	-72
37	LOOMIS SAYLES BOND	P		1/3/2013	6/21/2013	1,993			2,036		-43	0	0	-43
38	MORGAN STANLEY FRONTIER	P		2/4/2011	8/30/2012	5,827			6,616		-789	0	0	-789
39	MORGAN STANLEY FRONTIER	P		4/27/2010	1/15/2012	11,955			10,801		1,154	0	0	1,154
40	MORGAN STANLEY FRONTIER	P		4/28/2010	1/15/2012	15,374			13,781		1,593	0	0	1,593
41	MORGAN STANLEY FRONTIER	P		4/29/2010	1/15/2012	8,045			7,210		835	0	0	835
42	MORGAN STANLEY FRONTIER	P		5/7/2010	1/15/2012	4,497			3,267		7230	0	0	7230
43	MORGAN STANLEY FRONTIER	P		7/19/2010	1/15/2012	6,126			5,110		916	0	0	916
44	MORGAN STANLEY FRONTIER	P		2/4/2011	1/15/2012	6,876			6,876		0	0	0	0

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost of Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj Basis	Excess of FMV Over Adj Basis	Gains Minus Losses of FMV Over Adjusted Basis
46 MORGAN STANLEY FRONTIER		P	10/28/2011	11/15/2012	28,081			24,765	4,316	0	0	0	0	4,316
46 PIMCO ALL ASSET		P	9/29/2005	8/30/2012	7,000			7,155	-155	0	0	0	0	-155
47 PIMCO ALL ASSET		P	9/29/2005	11/15/2012	21,000			20,920	80	0	0	0	0	80
48 PIMCO ALL ASSET		P	9/29/2005	11/30/2013	11,888			11,925	-57	0	0	0	0	-57
49 PIMCO ALL ASSET		P	12/14/2005	11/30/2013	63			62	1	0	0	0	0	1
50 PIMCO ALL ASSET		P	12/29/2005	11/30/2013	1,552			1,505	47	0	0	0	0	47
51 PIMCO ALL ASSET		P	3/23/2006	11/30/2013	103			98	5	0	0	0	0	5
52 PIMCO ALL ASSET		P	6/22/2006	11/30/2013	343			317	26	0	0	0	0	26
53 PIMCO ALL ASSET		P	12/13/2006	11/30/2013	2			2	0	0	0	0	0	0
54 PIMCO ALL ASSET		P	12/13/2006	11/30/2013	71			70	1	0	0	0	0	1
55 PIMCO ALL ASSET		P	12/1/2008	11/30/2013	582			458	114	0	0	0	0	104
56 PIMCO ALL ASSET		P	12/28/2010	11/30/2013	111			108	3	0	0	0	0	3
57 PIMCO EMERGING LOCAL BD		P	3/11/2010	11/15/2012	19,661			18,710	941	0	0	0	0	941
58 PIMCO EMERGING LOCAL BD		P	4/22/2010	11/15/2012	19,084			18,586	478	0	0	0	0	478
59 PIMCO EMERGING LOCAL BD		P	3/11/2010	11/30/2013	5,274			4,925	349	0	0	0	0	349
60 PIMCO EMERGING LOCAL BD		P	13/20/2013	11/30/2013	5,983			6,020	-27	0	0	0	0	-27
61 PIMCO GLOBAL ADVANTAGE		P	11/15/2012	11/30/2013	20,058			20,069	-11	0	0	0	0	-11
62 PIMCO GLOBAL ADVANTAGE		P	11/15/2012	6/21/2013	35,000			37,197	-2,197	0	0	0	0	-2,197
63 PIMCO INVESTMENT GRADE CORP		P	11/15/2012	11/30/2013	65,055			66,800	-1,745	0	0	0	0	-1,745
64 PIMCO SENIOR FLOATING RATE		P	12/20/2012	11/15/2012	19,000			18,607	393	0	0	0	0	393
65 PIMCO SENIOR FLOATING RATE		P	12/20/2012	11/30/2013	8,009			7,746	263	0	0	0	0	263
66 PIMCO SENIOR FLOATING RATE		P	13/20/2013	11/30/2013	8,534			8,520	14	0	0	0	0	14
67 PIMCO UNCONSTRAINED BOND		P	7/19/2010	8/30/2012	7,000			6,770	230	0	0	0	0	230
68 PIMCO UNCONSTRAINED BOND		P	11/15/2012	11/30/2013	1,862			1,689	37	0	0	0	0	37
69 PIMCO UNCONSTRAINED BOND		P	11/15/2012	11/30/2013	17,538			17,538	0	0	0	0	0	0
70 SCHWAB 1000 FUND		P	11/28/2012	1/3/2013	78,760			80,000	-1,240	0	0	0	0	-1,240
71 SPDR GOLD TRUST		P	8/11/2011	11/15/2012	5,799			5,986	-167	0	0	0	0	-167
72 SPDR GOLD TRUST		P	12/14/2011	11/15/2012	1,988			1,901	87	0	0	0	0	87
73 VANGUARD CAPITAL OPPORTUNITY		P	11/29/2012	1/3/2013	20,010			19,824	186	0	0	0	0	186
74 VANGUARD ENERGY		P	4/17/2006	11/15/2012	30,731			35,000	-4,269	0	0	0	0	-4,269
75 VANGUARD ENERGY		P	11/11/2006	11/15/2012	6,533			7,343	-810	0	0	0	0	-810
76 VANGUARD ENERGY		P	12/19/2006	11/15/2012	937			1,067	-130	0	0	0	0	-130
77 VANGUARD ENERGY		P	5/16/2007	11/15/2012	13,570			16,769	-3,199	0	0	0	0	-3,199
78 VANGUARD ENERGY		P	12/17/2007	11/15/2012	286			388	-102	0	0	0	0	-102
79 VANGUARD ENERGY		P	12/17/2007	11/15/2012	3,759			4,410	-1,151	0	0	0	0	-1,151
80 VANGUARD ENERGY		P	3/27/2008	11/15/2012	2,184			2,864	-680	0	0	0	0	-680
81 VANGUARD ENERGY		P	11/11/2006	6/21/2013	7,640			8,119	-479	0	0	0	0	-479
82 VANGUARD ENERGY		P	2/16/2007	6/21/2013	28,548			30,000	-1,452	0	0	0	0	-1,452
83 VANGUARD ENERGY		P	3/21/2007	6/21/2013	161			168	-7	0	0	0	0	-7
84 VANGUARD ENERGY		P	3/21/2007	6/21/2013	12,111			1264	53	0	0	0	0	53
85 VANGUARD ENERGY		P	12/16/2008	6/21/2013	1,398			1,052	346	0	0	0	0	346
86 VANGUARD ENERGY		P	3/22/2010	6/21/2013	132			128	4	0	0	0	0	4
87 VANGUARD ENERGY		P	3/22/2010	6/21/2013	548			530	18	0	0	0	0	18
88 VANGUARD ENERGY		P	7/20/2010	6/21/2013	4,888			4,430	458	0	0	0	0	458
89 VANGUARD ENERGY		P	12/16/2011	6/21/2013	309			292	17	0	0	0	0	17
90 VANGUARD ENERGY		P	12/16/2011	6/21/2013	3,564			3,568	196	0	0	0	0	196
91 VANGUARD ENERGY		P	3/21/2012	6/21/2013	1,786			1,853	67	0	0	0	0	67
92 VANGUARD ENERGY		P	6/27/2012	6/21/2013	6,682	CCH Small Firm Services All rights reserved	15,030	1,933	0	0	0	0	0	1,933
93 VANGUARD ENERGY		P	13/20/13	6/21/2013	5,541		5,251	280	0	0	0	0	0	280

Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	FMV as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adjusted Basis or Losses	Gains Minus Losses
94 VANGUARD S&P 500		P	7/16/2010	11/15/2012	3,427			2,702	725	0	0	0
95 VANGUARD S&P 500		P	3/24/2011	11/15/2012	14			14	0	0	0	0
96 VANGUARD S&P 500		P	6/23/2011	11/15/2012	16			15	1	0	0	1
97 VANGUARD S&P 500		P	9/22/2011	11/15/2012	18			15	3	0	0	3
98 VANGUARD S&P 500		P	12/22/2011	11/15/2012	20			18	2	0	0	2
99 VANGUARD S&P 500		P	3/23/2012	11/15/2012	15			15	0	0	0	0