Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

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

Name of foundation
NIMICK FORBESWAY FOUNDATION
C/O J.J. KESSLER

A Employer identification number
25-1597437

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
ONE OXFORD CENTRE, 20TH FLOOR

B Telephone number
(412) 562-8879

City or town, state, and ZIP code
PITTSBURGH, PA 15219

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 23,549,125.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	36,080.	36,080.		STATEMENT 1
	4	Dividends and interest from securities	551,696.	551,696.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	883,920.			
	b	Gross sales price for all assets on line 6a 5,857,014.				
	7	Capital gain net income (from Part IV, line 2)		883,920.		
	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	167.	167.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	1,471,863.	1,471,863.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 4	35,472.	31,924.		3,547.
	b	Accounting fees				
	c	Other professional fees STMT 5	139,176.	125,257.		13,918.
	17	Interest				
	18	Taxes STMT 6	7,500.	7,500.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	5,624.	5,624.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	187,772.	170,305.		17,465.
	25	Contributions, gifts, grants paid	1,132,500.			1,132,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,320,272.	170,305.		1,149,965.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	151,591.			
	b	**Net investment income** (if negative, enter -0-)		1,301,558.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	207,881.	463,473.	463,473.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	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 STMT 8	763,321.	1,530,430.	1,855,465.
	b Investments - corporate stock STMT 9	17,544,866.	16,673,756.	21,230,187.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	18,516,068.	18,667,659.	23,549,125.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	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	14,554,273.	14,554,273.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,961,795.	4,113,386.	
	30 **Total net assets or fund balances**	18,516,068.	18,667,659.	
	31 **Total liabilities and net assets/fund balances**	18,516,068.	18,667,659.	

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	18,516,068.
2	Enter amount from Part I, line 27a	2	151,591.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	18,667,659.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,667,659.

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	BNY MELLON - SEE ATTACHED STATEMENT	P		
b	PNC - SEE ATTACHED STATEMENT	P		
c	CAPITAL GAINS DIVIDENDS			
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	2,964,359.		2,622,369.	341,990.
b	2,847,905.		2,350,725.	497,180.
c	44,750.			44,750.
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				341,990.
b				497,180.
c				44,750.
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	883,920.
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	1,325,051.	22,120,010.	.059903
2010	841,612.	21,830,202.	.038553
2009	613,390.	16,590,474.	.036972
2008	99,803.	11,956,221.	.008347
2007	84,683.	2,870,348.	.029503

2 **Total** of line 1, column (d)	2	.173278
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	.034656
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	23,399,904.
5 Multiply line 4 by line 3	5	810,947.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,016.
7 Add lines 5 and 6	7	823,963.
8 Enter qualifying distributions from Part XII, line 4	8	1,149,965.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	13,016.
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	13,016.
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	13,016.
6	Credits/Payments.			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 6,000.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 8,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	14,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	31.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** STATEMENT 12 ▶		10	953.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 743. **Refunded** ▶		11	0.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

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

Website address ▶ N/A

14 The books are in care of ▶ JACK J. KESSLER, ESQ Telephone no ▶ (412) 562-8879
Located at ▶ 301 GRANT STREET, 20TH FLOOR, PITTSBURGH, PA ZIP+4 ▶ 15219-1408

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

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

		Line	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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHARLES L.H. NIMICK 1107 SAVILLE LANE MCLEAN, VA 22101	DIRECTOR/CHAIRMAN 5.00	0.	0.	0.
VICTORIA NIMICK ENRIGHT 605 SOUTH SHORE DRIVE MADISON, WI 53715	DIRECTOR/VICE-CHAIRMAN 0.50	0.	0.	0.
CATHLEEN LOCKHART NIMICK 311 EASTERN AVENUE PITTSBURGH, PA 15215	DIRECTOR/VICE-CHAIRMAN 0.50	0.	0.	0.
JACK J. KESSLER 401 EAST LAS OLAS BLVD, STE. 2250 FORT LAUDERDALE, FL 33301	DIRECTOR/SECY/TREAS 1.00	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

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.

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	23,355,595.
b	Average of monthly cash balances		1b	400,653.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	23,756,248.
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	23,756,248.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	356,344.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	23,399,904.
6	**Minimum investment return.** Enter 5% of line 5		6	1,169,995.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6		1	1,169,995.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 13,016.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	13,016.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,156,979.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,156,979.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	1,156,979.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,149,965.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,149,965.
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	13,016.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,136,949.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,156,979.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			814,744.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,149,965.				
a Applied to 2011, but not more than line 2a			814,744.	
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				335,221.
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))	0.			0.
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				821,758.
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

JACK J. KESSLER, ESQUIRE, (412) 562-8879
301 GRANT STREET, 20TH FLOOR, PITTSBURGH, PA 15219

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

LETTER OF APPLICATION

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN PSYCHOLOGICAL ASSOCIATION 750 FIRST STREET, NE WASHINGTON, DC 20002	NONE	PUBLIC	TASK FORCE ON TRAFFICKING OF WOMEN AND GIRLS	15,000.
CALVARY EPISCOPAL CHURCH 315 SHADY AVENUE PITTSBURGH, PA 15206	NONE	PUBLIC	GENERAL OPERATING FUND	15,000.
DUQUESNE UNIVERSITY 600 FORBES AVENUE PITTSBURGH, PA 15206	NONE	PUBLIC	TEACHING ASSISTANCESHIP	100,000.
DUQUESNE UNIVERSITY 600 FORBES AVENUE PITTSBURGH, PA 15282	NONE	PUBLIC	DR. ALBERT C. LABRIOLA MEMORIAL LIBRARY	35,000.
EAST LIBERTY FAMILY HEALTH 7171 CHURCHLAND STREET PITTSBURGH, PA 15206	NONE	PUBLIC	HOMEBOUND ELDERLY OUTREACH PROGRAM	50,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,132,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	36,080.	
4 Dividends and interest from securities			14	551,696.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	167.	
8 Gain or (loss) from sales of assets other than inventory			18	883,920.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		1,471,863.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,471,863.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ [signature] 5/14/14 ▶ Treasurer

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LAUREN SWEENEY	Lauren Sweeney	5/14/14		P01388520
Firm's name ▶ BUCHANAN INGERSOLL & ROONEY, PC			Firm's EIN ▶ 25-1381032	
Firm's address ▶ ONE OXFORD CENTRE, 20TH FLOOR PITTSBURGH, PA 15219-1410			Phone no (412) 562-1530	

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
FOUNDATION FOR MADISON PUBLIC SCHOOLS 455 SCIENCE DRIVE SUITE 130 MADISON, WI 53711	NONE	PUBLIC	ADOPT A SCHOOL PROGRAM	30,000.
FOX CHAPEL AREA SCHOOL DISTRICT 611 FIELD CLUB ROAD PITTSBURGH, PA 15238	NONE	PUBLIC	THANKSGIVING OUTREACH	7,000.
FRANKLIN & MARSHALL COLLEGE P.O. BOX 3003 LANCASTER, PA 17604	NONE	PUBLIC	CLASS OF 2010 SCHOLARSHIP FUND	10,000.
GREATER PITTSBURGH LITERARCY COUNCIL 100 SHERIDAN SQUARE PITTSBURGH, PA 15206	NONE	PUBLIC	TUTOR TRAINING AND SUPPORT PROGRAM	20,000.
INTERNATIONAL STUDENT CONFERENCES, INC. 1150 18TH STREET, NW SUITE LL2 WASHINGTON, DC 20036	NONE	PUBLIC	JASC AND KASC PROGRAMS	30,000.
JEWISH FEDERATION OF MADISON 6434 ENTERPRISE LANE MADISON, WI 53719	NONE	PUBLIC	CAMP SHALOM SCHOLARSHIPS	10,000.
MADISON MUSEUM OF CONTEMPORARY ART 227 STATE STREET MADISON, WI 53703	NONE	PUBLIC	GENERAL OPERATING EXPENSES	25,000.
MADISON PUBLIC LIBRARY FOUNDATION 201 W. MIFFLIN STREET MADISON, WI 53703	NONE	PUBLIC	NEW CENTRAL LIBRARY	35,000.
MOUNT VERNON LADIES' ASSOCIATION OF THE UNION P.O. BOX 110 MOUNT VERNON, VA 22121	NONE	PUBLIC	GARDENS & GROVES: GEORGE WASHINGTON'S LANDSCAPE AT MOUNT VERNON	50,000.
PIEDMONT ENVIRONMENTAL COUNCIL P.O. BOX 460 WARRENTON, VA 20188	NONE	PUBLIC	LAND CONSERVATION PROGRAM	15,000.
Total from continuation sheets				917,500.

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
PIEDMONT ENVIRONMENTAL COUNCIL P.O. BOX 460 WARRENTON, VA 20188	NONE	PUBLIC	HABITAT RESTORATION PROGRAM	2,500.
PIEDMONT ENVIRONMENTAL COUNCIL P.O. BOX 460 WARRENTON, VA 20188	NONE	PUBLIC	RURAL AGRICULTRAL ECONOMY PROGRAM	2,500.
PORCHLIGHT, INC 306 NORTH BROOKS STREET MADISON, WI 53715	NONE	PUBLIC	ANNUAL FUND	13,000.
SECOND HARVEST FOODBANK S. WISCONSIN 2802 DAIRY DRIVE MADISON, WI 53718	NONE	PUBLIC	SEMI-TRUCK	35,000.
SIBLEY MEMORIAL HOSPITAL FOUNDATION 5255 LOUGHBORO ROAD, NW WASHINGTON, DC 20016	NONE	PUBLIC	MAGNET NURSING	40,000.
SIMPSON STREET FREE PRESS, INC P.O. BOX 6307 MONONA, WI 53716	NONE	PUBLIC	PROMOTE ACADEMIC ACHIEVEMENT	25,000.
ST. MICHAEL'S OF THE VALLEY EPISCOPAL CHURCH P.O. BOX 336 LIGONIER, PA 15658	NONE	PUBLIC	GENERAL OPERATING SUPPORT	25,000.
THE CHILDREN'S INSTITUTE 1405 SHADY AVENUE PITTSBURGH, PA 15214	NONE	PUBLIC	THE CAMPAIGN FOR AN AMAZING FUTURE	200,000.
PITTSBURGH PENGUINS FOUNDATION ONE CHATHAM CENTER, SUITE 480 PITTSBURGH, PA 15219	NONE	PUBLIC	AMERICAN RED CROSS OKLAHOMA TORNADO	10,000.
THE SAMBURU PROJECT 209 GARDEN LANE GLENSHAW, VA 15116	NONE	PUBLIC	SAMBURU WELL DRILLING PROJECT	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE TRUSTEES OF PRINCETON UNIVERSITY 330 ALEXANDER STREET PRINCETON, NJ 08540	NONE	PUBLIC	THOMAS H. NIMICK, JR. 1945 BRIDGE YEAR SCHOLAR FUND	100,000.
US HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PLACE, SW WASHINGTON, DC 20004	NONE	PUBLIC	GENERAL OPERATING SUPPORT	20,000.
WASHINGTON NATIONAL CATHEDRAL 3101 WISCONSIN AVENUE, NW WASHINGTON, DC 20016	NONE	PUBLIC	GENERAL OPERATING SUPPORT	50,000.
WASHINGTON UNIVERSITY SCHOOL OF LAW ANHEUSER-BUSCH HALL, CAMPUS BOX 1120 ONE BROOKINGS DRIVE ST. LOUIS, MO 63130	NONE	PUBLIC	OPENING DOORS TO THE FUTURE: SCHOLARSHIP INITIATIVE PROGRAM	50,000.
WESTERN PA CONSERVANCY 800 WATERFRONT DRIVE PITTSBURGH, PA 15222	NONE	PUBLIC	TO ASSIST WITH THE ACQUISITION OF FORESTLAND	87,500.
SECOND HARVEST FOODBANK S. WISCONSIN 2802 DAIRY DRIVE MADISON, WI 53718	NONE	PUBLIC	ALL CITY FOOD/FUND DRIVE	15,000.
Total from continuation sheets				

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05-01-12

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

SOURCE	AMOUNT
CHECKING	5.
IRS INTEREST	28.
MELLON 034-302	64.
PNC 061632	35,983.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	36,080.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MELLON 034-302	352,535.	37,990.	314,545.
PNC 01632	243,911.	6,760.	237,151.
TOTAL TO FM 990-PF, PART I, LN 4	596,446.	44,750.	551,696.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION SETTLEMENT PROCEEDS	167.	167.	
TOTAL TO FORM 990-PF, PART I, LINE 11	167.	167.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BUCHANAN INGERSOLL & ROONEY	35,472.	31,924.		3,547.
TO FM 990-PF, PG 1, LN 16A	35,472.	31,924.		3,547.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BNY MELLON MANAGEMENT FEES	38,876.	34,988.		3,888.
PNC BANK MANAGEMENT FEES	66,178.	59,560.		6,618.
PNC FOUNDATION MANAGEMENT FEE	16,872.	15,184.		1,687.
CONSULTING FEES	17,250.	15,525.		1,725.
TO FORM 990-PF, PG 1, LN 16C	139,176.	125,257.		13,918.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	7,500.	7,500.		0.
TO FORM 990-PF, PG 1, LN 18	7,500.	7,500.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PENNSYLVANIA FILING FEES	15.	15.		0.
OTHER EXPENSES	5,609.	5,609.		0.
TO FORM 990-PF, PG 1, LN 23	5,624.	5,624.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		1,530,430.	1,855,465.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,530,430.	1,855,465.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,530,430.	1,855,465.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	16,673,756.	21,230,187.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,673,756.	21,230,187.

FORM 990-PF LATE PAYMENT PENALTY STATEMENT 10

DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	11/15/13	7,016.	7,016.	4	140.
DATE FILED	03/15/14		7,016.		
TOTAL LATE PAYMENT PENALTY					140.

FORM 990-PF LATE PAYMENT INTEREST STATEMENT 11

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	11/15/13	7,016.	7,016.	.0300	120	70.
DATE FILED	03/15/14		7,086.			
TOTAL LATE PAYMENT INTEREST						70.

Asset detail

Cash and cash equivalents

	Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
292,129.86	CRA 12 (BNY Mellon, Na, Member FDIC) (Principal Holding)	$ 292,129.86	$ 292,129.86		$ 0.00	0.0%	2.6%
	Principal Cash	-31,040.63					
	Income Cash	31,040.63					
Total cash and cash equivalents		**$ 292,129.86**	**$ 292,129.86**	**$ 0.00**	**$ 0.00**		**2.6%**

Fixed income

Taxable

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
35,750.47	Dreyfus Intermediate Term Income Fund	$ 13.5800	$ 485,491.38	$ 501,579.10	$ -16,087.72	$ 12,655.67	2.6%	4.3%
29,448.367	Dreyfus Inflation Adjusted Securities Fund	12.7500	375,466.68	402,271.54	-26,804.86	8,952.30	2.4	3.4
1,750	ISHARES Iboxx $ Investment Grade Corporate Bond Fund	113.6500	198,887.50	191,607.50	7,280.00	7,854.00	4.0	1.8
45,994.803	T Rowe Price High Yield FD Inc Com	6.9400	319,203.93	303,099.00	16,104.93	21,019.62	6.6	2.9
Total taxable pooled vehicle			$ 1,379,049.49	$ 1,398,557.14	$ -19,507.65	$ 50,481.59		12.3%
Total taxable fixed income			**$ 1,379,049.49**	**$ 1,398,557.14**	**$ -19,507.65**	**$ 50,481.59**		**12.3%**

Developed international

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
14,799.567	Loomis Sayles Global Bond Fund	$ 16.3100	$ 241,380.94	$ 210,000.00	$ 31,380.94	$ 6,053.02	2.5%	2.2%
Total developed international pooled vehicle			$ 241,380.94	$ 210,000.00	$ 31,380.94	$ 6,053.02		2.2%
Total developed international fixed income			**$ 241,380.94**	**$ 210,000.00**	**$ 31,380.94**	**$ 6,053.02**		**2.2%**

Other

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
24,903.482	Vanguard Intermediate-Term Investment Grade Fund	$ 9.7800	$ 243,556.05	$ 223,928.64	$ 19,627.41	$ 8,616.60	3.5%	2.2%
Total other fixed income			**$ 243,556.05**	**$ 223,928.64**	**$ 19,627.41**	**$ 8,616.60**		**2.2%**
Total fixed income			**$ 1,863,986.48**	**$ 1,832,485.78**	**$ 31,500.70**	**$ 65,151.21**		**16.6%**

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,500	Accenture PLC (ACN)	$ 71.9600	$ 107,940.00	$ 91,197.50	$ 16,742.50	$ 2,430.00	2.3%	1.0%
3,000	AT&T Inc (T)	35.4000	106,200.00	92,286.90	13,913.10	5,400.00	5.1	1.0
3,000	Abbott Laboratories (ABT)	34.8800	104,640.00	74,692.01	29,947.99	1,680.00	1.6	0.9
400	Apple Inc (AAPL)	396.5300	158,612.00	153,739.50	4,872.50	4,880.00	3.1	1.4
2,000	B B & T Corporation (BBT)	33.8800	67,760.00	60,639.80	7,120.20	1,840.00	2.7	0.6
2,000	Broadcom Corp Cl A (BRCM)	33.7950	67,590.00	66,599.80	990.20	880.00	1.3	0.6
2,000	CVS Caremark Corporation (CVS)	57.1800	114,360.00	63,597.48	50,762.52	1,800.00	1.6	1.0
1,500	Chevron Corporation (CVX)	118.3400	177,510.00	55,243.27	122,266.73	6,000.00	3.4	1.6
2,000	Chubb Corp (CB)	84.6500	169,300.00	100,740.00	68,560.00	3,520.00	2.1	1.5
2,000	Coca - Cola Co (KO)	40.1100	80,220.00	69,497.09	10,722.91	2,240.00	2.8	0.7
2,133	Conocophillips (COP)	60.5000	129,046.50	45,763.31	83,283.19	5,631.12	4.4	1.2

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
4,000	DU Pont (E I) De Nemours And (DD) Company	52.5000	210,000.00	160,896.45	49,103.55	7,200.00	3.4	1.9
1,750	Express Scripts Holdings, Inc. (ESRX)	61.7400	108,045.00	75,210.71	32,834.29	0.00	0.0	1.0
2,500	Exxon Mobil Corp (XOM)	90.3500	225,875.00	140,451.75	85,423.25	6,300.00	2.8	2.0
9,000	General Electric Company (GE)	23.1900	208,710.00	311,900.00	-103,190.00	6,840.00	3.3	1.9
3,000	Halliburton Co (HAL)	41.7200	125,160.00	69,436.49	55,723.51	1,500.00	1.2	1.1
2,000	Honeywell Intl Inc (HON)	79.3400	158,680.00	72,768.00	85,912.00	3,280.00	2.1	1.4
5,000	Intel Corp (INTC)	24.2300	121,150.00	109,207.00	11,943.00	4,500.00	3.7	1.1
966	International Business Machines (IBM) Corporation	191.1100	184,612.26	99,496.78	85,115.48	3,670.80	2.0	1.7
2,500	JP Morgan Chase & Co (JPM)	52.7900	131,975.00	112,171.35	19,803.65	3,800.00	2.9	1.2
2,500	Johnson & Johnson (JNJ)	85.8600	214,650.00	82,853.00	131,797.00	6,600.00	3.1	1.9
3,000	Johnson Controls Inc (JCI)	35.7900	107,370.00	89,534.25	17,835.75	2,280.00	2.1	1.0
2,130	Lowe's Companies Inc (LOW)	40.9000	87,117.00	51,929.40	35,187.60	1,533.60	1.8	0.8
1,000	Mc Donald's Corporation (MCD)	99.0000	99,000.00	58,492.91	40,507.09	3,080.00	3.1	0.9
2,000	Nextera Energy Inc (NEE)	81.4800	162,960.00	81,802.68	81,157.32	5,280.00	3.2	1.5
2,200	PNC Financial Services Group (PNC)	72.9200	160,424.00	125,016.50	35,407.50	3,872.00	2.4	1.4
900	Pepsico Inc (PEP)	81.7900	73,611.00	46,537.20	27,073.80	2,043.00	2.8	0.7
1,780	The Procter & Gamble Company (PG)	76.9900	137,042.20	103,178.30	33,863.90	4,282.68	3.1	1.2
4,500	T J X Companies Inc (TJX)	50.0600	225,270.00	3,524.06	221,745.94	2,610.00	1.2	2.0
1,500	Union Pac Corp (UNP)	154.2800	231,420.00	43,964.01	187,455.99	4,140.00	1.8	2.1
2,000	United Technologies Corp (UTX)	92.9400	185,880.00	98,086.47	87,793.53	4,280.00	2.3	1.7
3,000	Verizon Communications Inc (VZ)	50.3400	151,020.00	106,560.10	44,459.90	6,180.00	4.1	1.4
1,850	Wal Mart Stores Inc (WMT)	74.4900	137,806.50	97,475.63	40,330.87	3,478.00	2.5	1.2
3,638	Wells Fargo & Company (WFC)	41.2700	150,140.26	159,779.00	-9,638.74	4,365.60	2.9	1.3
Total U.S. large cap			**$ 4,881,096.72**	**$ 3,174,268.70**	**$ 1,706,828.02**	**$ 127,416.80**		**43.6%**

U.S. mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
2,000	Microchip Technology Inc (MCHP)	$ 37.2500	$ 74,500.00	$ 64,184.80	$ 10,315.20	$ 2,828.00	3.8%	0.7%
7,000	ISHARES TR (IJH) S & P Midcap 400 Index FD	115.5000	808,500.00	562,955.25	245,544.75	11,865.00	1.5	7.2
Total U.S. mid cap			**$ 883,000.00**	**$ 627,140.05**	**$ 255,859.95**	**$ 14,693.00**		**7.9%**

U.S. small cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
15,936.076	Dreyfus Small Cap Stock Index Fund (DISSX)	$ 25.4400	$ 405,413.77	$ 349,318.76	$ 56,095.01	$ 5,019.86	1.2%	3.6%
1,250	ISHARES Russell 2000 Index Fund (IWM)	97.0000	121,250.00	97,898.63	23,351.37	2,123.75	1.8	1.1
Total U.S. small cap			**$ 526,663.77**	**$ 447,217.39**	**$ 79,446.38**	**$ 7,143.61**		**4.7%**

Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
35,590.844	Strategic International Stock Fund (DISRX)	$ 14.4100	$ 512,864.06	$ 517,500.00	$ -4,635.94	$ 8,506.21	1.7%	4.6%
2,000	Vanguard Europe Pacific ETF (VEA)	35.6000	71,200.00	99,299.40	-28,099.40	3,482.00	4.9	0.6
Total developed international			**$ 584,064.06**	**$ 616,799.40**	**$ -32,735.34**	**$ 11,988.21**		**5.2%**

Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
6,500	ISHARES MSCI Emerging Markets Index (EEM) Fund	$ 38.5000	$ 250,250.00	$ 286,659.95	$ -36,409.95	$ 4,998.50	2.0%	2.2%
12,000	Vanguard Emerging Markets ETF (VWO)	38.7950	465,540.00	585,455.10	-119,915.10	18,468.00	4.0	4.2
Total emerging markets			**$ 715,790.00**	**$ 872,115.05**	**$ -156,325.05**	**$ 23,466.50**		**6.4%**

Equity reits

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
32,281.448	Dreyfus Global Real Estate (DRLIX) Securities Fund	$ 8.1800	$ 264,062.24	$ 264,222.51	$ -160.27	$ 14,978.59	5.7%	2.4%
4,000	Vanguard Reit Vipers (VNQ)	68.7200	274,880.00	257,734.00	17,146.00	9,948.00	3.6	2.5
Total equity reits			**$ 538,942.24**	**$ 521,956.51**	**$ 16,985.73**	**$ 24,926.59**		**4.8%**

Other equity

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
34	W M I Hldgs Corpcontra	$ 0.8010	$ 27.23	$ 10,820.00	$ -10,792.77	$ 0.00	0.0%	0.0%
1,000	WA Funding TR III D05/24/07 Escrow	0.0001	0.10		0.10	0.00	0.0	0.0
Total other equity			**$ 27.33**	**$ 10,820.00**	**$ -10,792.67**	**$ 0.00**		**0.0%**
Total equities			**$ 8,129,584.12**	**$ 6,270,317.10**	**$ 1,859,267.02**	**$ 209,634.71**		**72.6%**

Alternative investments

Absolute return

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
24,156.054	ASG Global Alternatives Fund-Y	$ 11.2700	$ 272,238.73	$ 256,963.79	$ 15,274.94	$ 0.00	0.0%	2.4%
Total absolute return			**$ 272,238.73**	**$ 256,963.79**	**$ 15,274.94**	**$ 0.00**		**2.4%**

Managed futures

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
19,587.79	Advantage Global Alpha Fund	$ 13.4000	$ 262,476.39	$ 250,137.04	$ 12,339.35	$ 137.11	0.1%	2.3%
Total managed futures			**$ 262,476.39**	**$ 250,137.04**	**$ 12,339.35**	**$ 137.11**		**2.3%**

Commodities

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
16,000	ISHARES Comex Gold Trust	$ 11.9900	$ 191,840.00	$ 253,936.22	$ -62,096.22	$ 0.00	0.0%	1.7%
1,600	SPDR Gold Trust	119.1100	190,576.00	252,869.67	-62,293.67	0.00	0.0	1.7
Total commodities			**$ 382,416.00**	**$ 506,805.89**	**$ -124,389.89**	**$ 0.00**		**3.4%**
Total alternative investments			**$ 917,131.12**	**$ 1,013,906.72**	**$ -96,775.60**	**$ 137.11**		**8.2%**
Total assets			**$ 11,202,831.58**	**$ 9,408,839.46**	**$ 1,793,992.12**	**$ 274,923.03**		**100.0%**

Detail

Portfolio - income

Cash and cash equivalents
Mutual funds - money market

Description	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
BLACKROCK LIQUIDITY FUNDS TEMPFUND ADMINISTRATION SHARES #H1	$28,359 69 47,332 880	$47,332 88 $1 0000	0 39 %	$47,332 88 $1 00		0 01 %	$4.73

Portfolio - principal

Cash and cash equivalents
Mutual funds - money market

Description	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
BLACKROCK LIQUIDITY FUNDS TEMPFUND ADMINISTRATION SHARES #H1	$119,460 93 119,460 930	$119,460 93 $1 0000	0 97 %	$119,460 93 $1 00		0 02 %	$11 95

Fixed income
Treasury bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
USA TREASURY NOTES TREASURY INFLATION PROTECTN SECS 02 500% DUE 01/15/2029 RATING AAA (912810PZ5)	$1,032,960 93 725,000	$967,349 67 $133 4275	7 84 %	$763,320 61 $105 29	$204,029 06	2 02 %	$19,486 01

Detail

Fixed income
Treasury bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
USA TREASURY NOTES TREASURY INFLATION PROTECTN SECS 02 125% DUE 01/15/2019 RATING AAA (912828JX9)	918,535 49 725,000	888,115 07 122 4986	7.20 %	767,109 81 105.81	121,005.26	1.87 %	16,563.11
Total treasury bonds		**$1,855,464.74**	**15.03 %**	**$1,530,430.42**	**$325,034.32**	**1.94 %**	**$36,049.12**

Mutual funds - fixed income

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
PIMCO UNCONSTRAINED BOND FUND (PFIUX) INSTITUTIONAL CLASS FD #1863	$494,688 50 42,941.710	$484,811 91 $11 2900	3 93 %	$479,658 90 $11 17	$5,153.01	1 06 %	$5,110 06
Total fixed income		**$2,340,276.65**	**18.96 %**	**$2,010,089.32**	**$330,187.33**	**1.76 %**	**$41,159.18**

Equities
Stocks
Consumer discretionary

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
D R HORTON INC (DHI)	$58,464.00 2,400	$51,072 00 $21 2800	0 42 %	$50,207 76 $20 92	$864.24	0 71 %	$360.00
DISNEY WALT CO (DIS)	56,772 00 900	56,835 00 63 1500	0 47 %	48,932 55 54 37	7,902 45	1 19 %	675 00
MCDONALD'S CORP (MCD)	91,741 50 950	94,050 00 99.0000	0 77 %	93,184 97 98 09	865 03	3 12 %	2,926 00

Detail

Equities

Stocks

Consumer discretionary

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
O REILLY AUTOMOTIVE INC (ORLY)	87,080 00 800	90,096 00 112 6200	0 74 %	49,272 00 61 59	40,824 00		
ROSS STORES INC (ROST)	109,340 60 1,700	110,177 00 64 8100	0 90 %	42,066 50 24 75	68,110 50	1 05 %	1,156 00
WYNDHAM WORLDWIDE CORP (WYN)	87,180 00 1,500	85,845 00 57 2300	0 70 %	47,989 05 31 99	37,855 95	2 03 %	1,740 00
Total consumer discretionary		**$488,075.00**	**3.96 %**	**$331,652.83**	**$156,422.17**	**1.41 %**	**$6,857.00**

Consumer staples

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
ANHEUSER BUSCH INBEV (BUD) SPONSORED ADR	$55,152 00 600	$54,156 00 $90 2600	0 44 %	$50,946 00 $84 91	$3,210 00	2 05 %	$1,109 40
CVS CAREMARK CORPORATION (CVS)	152,356 68 2,646	151,298 28 57 1800	1 23 %	50,484 88 19 08	100,813 40	1 58 %	2,381 40
COCA COLA CO (KO)	135,966 00 3,400	136,374 00 40 1100	1 11 %	88,449 00 26 01	47,925 00	2 80 %	3,808 00
THE HERSHEY COMPANY (HSY)	169,309 00 1,900	169,632 00 89 2800	1 38 %	107,655 49 56 66	61,976 51	1 89 %	3,192 00
KRAFT FOODS GROUP INC (KRFT)	9,151 58 166	9,274 42 55 8700	0 08 %	6,672.38 40 20	2,602 04	3 58 %	332 00
LAUDER ESTEE COS INC (EL) CL A	67,780 00 1,000	65,770 00 65 7700	0 54 %	49,617 00 49 62	16,153 00	1 10 %	720 00
MONDELEZ INTERNATIONAL (MDLZ)	14,737 50 500	14,265 00 28 5300	0 12 %	12,480 85 24 96	1,784 15	1 83 %	260 00
PEPSICO INC (PEP)	121,155 00 1,500	122,685 00 81 7900	1 00 %	82,518 00 55 01	40,167 00	2 78 %	3,405 00

Detail

Consumer staples

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
JM SMUCKER CO/THE-NEW COM WI (SJM)	70,672 00 700	72,205 00 103 1500	0.59 %	52,619 00 75.17	19,586 00	2 02 %	1,456 00
WAL-MART STORES INC (WMT)	67,356 00 900	67,041.00 74 4900	0.55 %	47,346.03 52.61	19,694 97	2.53 %	1,692.00
Total consumer staples		**$862,700.70**	**6.99 %**	**$548,788.63**	**$313,912.07**	**2.13 %**	**$18,355.80**

Energy

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
CHEVRON CORPORATION (CVX)	$94,517 50 770	$91,121.80 $118.3400	0 74 %	$13,704 63 $17 80	$77,417 17	3 39 %	$3,080 00
EXXON MOBIL CORP (XOM)	289,051 65 3,195	288,668 25 90.3500	2.34 %	119,665 30 37.45	169,002 95	2 79 %	8,051 40
MARATHON PETROLEUM CORP (MPC)	74,250.00 900	63,954 00 71 0600	0.52 %	49,558 50 55 07	14,395 50	1 98 %	1,260 00
Total energy		**$443,744.05**	**3.60 %**	**$182,928.43**	**$260,815.62**	**2.79 %**	**$12,391.40**

Financial

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
AMERICAN EXPRESS CO (AXP)	$75,710 00 1,000	$74,760 00 $74 7600	0 61 %	$49,090 00 $49 09	$25,670.00	1.24 %	$920 00
BERKSHIRE HATHAWAY INC DEL (BRKA) CL A	171,300.00 1	168,600 00 168,600 0000	1 37 %	65,010 00 65,010 00	103,590 00		
CHUBB CORP (CB)	139,360 00 1,600	135,440 00 84 6500	1.10 %	82,064 00 51 29	53,376 00	2 08 %	2,816 00
DISCOVER FINANCIAL W/I (DFS)	203,863 00 4,300	204,852.00 47 6400	1 66 %	104,799 07 24 37	100,052 93	1.68 %	3,440 00
GOLDMAN SACHS GROUP INC (GS)	56,728 00 350	52,937 50 151.2500	0 43 %	51,481 47 147 09	1,456 03	1 33 %	700 00

Detail

Financial

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
MASTERCARD INC CL A (MA)	205,290 00 360	206,820 00 574 5000	1 68 %	82,814 40 230 04	124,005 60	0 42 %	864 00
SIMON PROPERTY GROUP INC (SPG)	58,254 00 350	55,272 00 157 9200	0 45 %	52,577 00 150 22	2,695 00	2.92 %	1,610 00
THE TRAVELERS COS INC (TRV)	87,906 00 1,050	83,916 00 79 9200	0 68 %	48,752 50 46 43	35,163 50	2 51 %	2,100 00
VISA INC (V) CLASS A SHARES	80,163 00 450	82,237 50 182 7500	0 67 %	53,082 00 117 96	29,155 50	0 73 %	594 00
Total financial		**$1,064,835.00**	**8.63 %**	**$589,670.44**	**$475,164.56**	**1.23 %**	**$13,044.00**

Health care

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
AMERISOURCEBERGEN CORP (ABC)	$140,608 00 2,600	$145,158 00 $55 8300	1 18 %	$88,285 52 $33 96	$56,872 48	1 51 %	$2,184 00
BRISTOL MYERS SQUIBB CO (BMY)	105,823 00 2,300	102,787.00 44 6900	0 84 %	47,321 35 20 58	55,465 65	3 14 %	3,220 00
GILEAD SCIENCES INC (GILD)	359,568 00 6,600	338,382 00 51 2700	2 75 %	143,808 65 21 79	194,573 35		
PFIZER INC (PFE)	159,731 18 5,866	164,306 66 28 0100	1 34 %	140,823 87 24 01	23,482 79	3 43 %	5,631 36
RESMED INC (RMD)	62,400 00 1,300	58,669 00 45 1300	0 48 %	52,485 94 40 37	6,183 06	1 51 %	884 00
UNITEDHEALTH GROUP INC (UNH)	112,734 00 1,800	117,864 00 65 4800	0 96 %	70,673 28 39 26	47,190 72	1 72 %	2,016 00
Total health care		**$927,166.66**	**7.51 %**	**$543,398.61**	**$383,768.05**	**1.50 %**	**$13,935.36**

Detail

Industrials

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
EATON CORP PLC (ETN) SEDOL B8KQN82 ISIN IE00B8KQN827	$51,130 44 774	$50,936 94 $65 8100	0 42 %	$39,980 97 $51 66	$10,955 97	2 56 %	$1,300.32
GENERAL ELECTRIC CO (GE)	120,098.00 5,150	119,428 50 23.1900	0.97 %	116,809.70 22 68	2,618 80	3.28 %	3,914 00
PALL CORP (PLL)	57,970 00 850	56,465 50 66 4300	0 46 %	49,797 51 58 59	6,667 99	1 51 %	850 00
3M COMPANY (MMM)	95,934 90 870	95,134.50 109 3500	0 78 %	72,447.36 83 27	22,687 14	2 33 %	2,209 80
UNION PACIFIC CORP (UNP)	77,310 00 500	77,140.00 154 2800	0 63 %	55,980.00 111 96	21,160.00	1.79 %	1,380 00
Total industrials		**$399,105.44**	**3.23 %**	**$335,015.54**	**$64,089.90**	**2.42 %**	**$9,654.12**

Information technology

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
ACCENTURE PLC CLASS A (ACN) ISIN IE00B4BNMY34 SEDOL B4BNMY3	$82,110 00 1,000	$71,960 00 $71 9600	0 59 %	$77,360 00 $77 36	- $5,400 00	2.26 %	$1,620 00
AMPHENOL CORP NEW (APH) CL A	77,900 00 1,000	77,940 00 77 9400	0.64 %	74,668.40 74 67	3,271.60	0 54 %	420 00
EBAY INC (EBAY)	140,660.00 2,600	134,472.00 51.7200	1 09 %	129,085.97 49 65	5,386 03		
GOOGLE INC-CL A (GOOG)	87,121.80 100	88,037 00 880 3700	0.72 %	78,622.25 786.22	9,414.75		
INTERNATIONAL BUSINESS MACHS (IBM) CORP	187,218.00 900	171,999 00 191 1100	1.40 %	109,006 02 121.12	62,992.98	1 99 %	3,420 00
ORACLE CORP (ORCL)	74,316 00 2,200	67,562 00 30 7100	0 55 %	78,034 00 35 47	- 10,472.00	1 57 %	1,056.00
QUALCOMM (QCOM)	139,656 00 2,200	134,398.00 61 0900	1 09 %	123,410 74 56 10	10,987 26	2 30 %	3,080 00
Total information technology		**$746,368.00**	**6.05 %**	**$670,187.38**	**$76,180.62**	**1.29 %**	**$9,596.00**

Detail

Materials

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
INTERNATIONAL PAPER CO (IP)	$64,610 00 1,400	$62,034 00 $44 3100	0 51 %	$49,811 30 $35 58	$12,222 70	2 71 %	$1,680 00

Telecommunication services

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
AT&T INC (T)	$73,479 00 2,100	$74,340 00 $35 4000	0 61 %	$65,971.98 $31 42	$8,368 02	5 09 %	$3,780 00
VERIZON COMMUNICATIONS INC (VZ)	67,872 00 1,400	70,476 00 50 3400	0 58 %	41,684 28 29 77	28,791 72	4 10 %	2,884 00
Total telecommunication services		**$144,816.00**	**1.17 %**	**$107,656.26**	**$37,159.74**	**4.60 %**	**$6,664.00**

Utilities

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
AMERICAN WATER WORKS CO INC (AWK)	$95,856 00 2,400	$98,952 00 $41 2300	0 81 %	$70,127 64 $29 22	$28,824 36	2 72 %	$2,688 00
WILLIAMS COMPANIES INC (WMB)	49,252 00 1,400	45,458 00 32 4700	0 37 %	25,449 08 18 18	20,008 92	4 35 %	1,974 00
Total utilities		**$144,410.00**	**1.17 %**	**$95,576.72**	**$48,833.28**	**3.23 %**	**$4,662.00**
Total stocks		**$5,283,254.85**	**42.81 %**	**$3,454,686.14**	**$1,828,568.71**	**1.83 %**	**$96,839.68**

Etf - equity

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
ISHARES SELECT DIVIDEND (DVY) ETF	$253,672 75 3,925	$251,239 25 $64 0100	2 04 %	$276,398 50 $70 42	- $25,159 25	3 41 %	$8,552 58
ISHARES MSCI EMERGING MARKETS (EEM) ETF	74,151 00 1,800	69,300 00 38 5000	0 57 %	46,729 00 25 96	22,571 00	2 00 %	1,384 20

Detail

Etf - equity

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
ISHARES RUSSELL MID-CAP VALUE (IWS) ETF	469,920 00 8,000	463,360 00 57 9200	3 76 %	240,716 00 30 09	222,644 00	1 95 %	9,000 00
ISHARES RUSSELL MID-CAP GROWTH (IWP) ETF	526,565 20 7,240	519,470 00 71.7500	4 21 %	265,780 14 36 71	253,689 86	1.20 %	6,226 40
ISHARES S&P SMALL CAP (IJS) 600 VALUE INDEX FD ETF	282,639.00 3,010	281,254 40 93 4400	2 28 %	127,197 00 42 26	154,057.40	1 54 %	4,322 36
ISHARES S&P SMALL CAP (IJT) 600 GROWTH INDEX FD ETF	342,330 30 3,510	339,943.50 96.8500	2 76 %	146,817 60 41.83	193,125.90	1.16 %	3,938 22
SPDR S&P 500 ETF TRUST (SPY)	65,378 00 400	64,168 00 160 4200	0 52 %	63,820 00 159 55	348 00	2 08 %	1,333 60
VANGUARD FTSE ALL WORLD EX-US (VEU) INDEX FUND ETF	762,764 00 16,400	725,208 00 44 2200	5 88 %	696,752 36 42 49	28,455 64	4 72 %	34,226 80
VANGUARD FTSE EMERGING MARKETS (VWO) ETF	137,078 70 3,300	128,023 50 38 7950	1.04 %	145,892 67 44 21	- 17,869 17	3 97 %	5,078 70
Total etf - equity		**$2,841,966.65**	**23.03 %**	**$2,010,103.27**	**$831,863.38**	**2.61 %**	**$74,062.86**

Mutual funds - equity

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
DWS RREEF GLOBAL REAL ESTATE (RRGTX) SECURIRIES FUND CLASS FUND #2365	$206,364 75 24,479 804	$200,979 19 $8 2100	1.63 %	$200,000.00 $8 17	$979.19	6 13 %	$12,313 34
HARBOR INTERNATIONAL FUND (HAINX) CLASS INS FD # 2011	379,016 03 5,802 450	361,782 76 62 3500	2 94 %	306,427 37 52 81	55,355 39	2.02 %	7,287 88
HARDING LOEVNER (HLEMX) EMERGING MARKETS PORTOFLIO FUND ADVISOR CLASS	100,571.08 2,088 270	95,078 93 45 5300	0 78 %	106,170 31 50 84	- 11,091.38	0 80 %	751 78

Detail

Mutual funds - equity

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
T ROWE PRICE REAL ESTATE FUND (TRREX) FD #122	219,421 29 9,808 730	214,222 66 21 8400	1 74 %	200,000 00 20 39	14,222 66	2 07 %	4,413 93
Total mutual funds - equity		**$872,063.54**	**7.07 %**	**$812,597.68**	**$59,465.86**	**2.84 %**	**$24,766.93**
Total equities		**$8,997,285.04**	**72.90 %**	**$6,277,387.09**	**$2,719,897.95**	**2.18 %**	**$195,669.47**

Alternative investments

Mutual funds - alternative invest

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
DIAMOND HILL LONG-SHORT FUND (DHLSX) CL I	$228,178 32 11,007 155	$227,187 68 $20 6400	1 85 %	$200,000 00 $18 17	$27,187 68	0 32 %	$704 46
DRIEHAUS ACTIVE INCOME FUND (LCMAX) FUND # 640	205,871 21 18,939 394	202,651 52 10 7000	1 65 %	200,000 00 10 56	2,651 52	1 71 %	3,446 97
EATON VANCE GLOBAL MACRO (EIGMX) ABSOLUTE RETURN FUND CLASS I #88	201,230 77 20,512 821	198,153 85 9 6600	1 61 %	200,000 00 9 75	- 1,846 15	4 02 %	7,958 97
JPMORGAN RESEARCH (JLSSX) LONG/SHORT FUND	211,325 61 12,870 013	209,395 11 16 2700	1 70 %	200,000 00 15 54	9,395 11		
Total mutual funds - alternative invest		**$837,388.16**	**6.79 %**	**$800,000.00**	**$37,388.16**	**1.45 %**	**$12,110.40**
Total alternative investments		**$837,388.16**	**6.79 %**	**$800,000.00**	**$37,388.16**	**1.45 %**	**$12,110.40**
Total portfolio		**$12,341,743.66**	**100.00 %**	**$9,254,270.22**	**$3,087,473.44**	**2.02 %**	**$248,955.73**

Date	Transaction description	Principal cash	Income cash	Tax cost	Gain/loss
11/29/2012	Sold 500 Shares Of Union Pac Corp Trade Date 11/26/12 Theor. Settlement Date 11/29/12 Sold Through Sei Financial Services Co Paid $20.00 Brokerage Paid $1.36 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 500 Shares At $121.8001	60,878.69		-33,176.25	27,702.44
11/29/2012	Sold 998 Shares Of Vanguard MSCI Eafe ETF Trade Date 11/26/12 Theor. Settlement Date 11/29/12 Sold Through Sei Financial Services Co Paid $39.92 Brokerage Paid $0.75 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 998 Shares At $33.5901	33,482.25		-49,840.12	-16,357.87
11/29/2012	Sold 2,000 Shares Of Vanguard MSCI Emerging Markets ETF Trade Date 11/26/12 Theor. Settlement Date 11/29/12 Sold Through Sei Financial Services Co Paid $80.00 Brokerage Paid $1.87 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 2,000 Shares At $41.7501	83,418.33		-107,707.44	-24,289.11
11/29/2012	Sold 2,000 Shares Of Abbott Laboratories Trade Date 11/26/12 Theor. Settlement Date 11/29/12 Sold Through Sei Financial Services Co Paid $80.00 Brokerage Paid $2.87 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 2,000 Shares At $63.9762	127,869.53		-109,330.00	18,539.53
11/29/2012	Sold 850 Shares Of Chubb Corp Trade Date 11/26/12 Theor. Settlement Date 11/29/12 Sold Through Sei Financial Services Co Paid $34.00 Brokerage Paid $1.46 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 850 Shares At $76.77	65,219.04		-42,814.50	22,404.54
11/29/2012	Sold 1,000 Shares Of DU Pont (E I) De Nemours Trade Date 11/26/12 Theor. Settlement Date 11/29/12 Sold Through Sei Financial Services Co Paid $40.00 Brokerage Paid $0.96 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 1,000 Shares At $42.983	42,942.04		-49,450.00	-6,507.96

Receipts
continued

Date	Transaction description	Principal cash	Income cash	Tax cost	Gain/loss
11/29/2012	Sold 1,800 Shares Of Exelon Corp Trade Date 11/26/12 Theor. Settlement Date 11/29/12 Sold Through Sei Financial Services Co Paid $72.00 Brokerage Paid $1.18 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 1,800 Shares At $29.3604	52,775.54		-110,875.85	-58,100.31
11/29/2012	Sold 2,000 Shares Of Exxon Mobil Corp Trade Date 11/26/12 Theor. Settlement Date 11/29/12 Sold Through Sei Financial Services Co Paid $80.00 Brokerage Paid $3.95 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 2,000 Shares At $88.1901	176,296.25		-177,810.00	-1,513.75
11/29/2012	Sold 2,500 Shares Of General Electric Company Trade Date 11/26/12 Theor. Settlement Date 11/29/12 Sold Through Sei Financial Services Co Paid $100.00 Brokerage Paid $1.17 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 2,500 Shares At $20.905	52,161.33		-94,000.00	-41,838.67
11/29/2012	Sold 600 Shares Of ISHARES Core S&P Mid-Cap ETF Trade Date 11/26/12 Theor. Settlement Date 11/29/12 Sold Through Sei Financial Services Co Paid $24.00 Brokerage Paid $1.33 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 600 Shares At $98.9801	59,362.73		-56,261.10	3,101.63
11/29/2012	Sold 850 Shares Of Johnson & Johnson Trade Date 11/26/12 Theor. Settlement Date 11/29/12 Sold Through Sei Financial Services Co Paid $34.00 Brokerage Paid $1.32 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 850 Shares At $69.31	58,878.18		-55,666.50	3,211.68
11/29/2012	Sold 1,000 Shares Of Philip Morris Internat-W/I Trade Date 11/26/12 Theor. Settlement Date 11/29/12 Sold Through Sei Financial Services Co Paid $40.00 Brokerage Paid $2.01 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 1,000 Shares At $89.575	89,532.99		-15,266.86	74,266.13

Receipts
continued

Date	Transaction description	Principal cash	Income cash	Tax cost	Gain/loss
11/29/2012	Sold 2,000 Shares Of T J X Companies Inc Trade Date 11/26/12 Theor. Settlement Date 11/29/12 Sold Through Sei Financial Services Co Paid $80.00 Brokerage Paid $1.96 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 2,000 Shares At $43.6586	87,235.24		-1,566.25	85,668.99
11/29/2012	Sold 800 Shares Of United Technologies Corp Trade Date 11/26/12 Theor. Settlement Date 11/29/12 Sold Through Sei Financial Services Co Paid $32.00 Brokerage Paid $1.40 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 800 Shares At $78.3688	62,661.64		-57,240.00	5,421.64

02/05/2013	Sold 4,000 Shares Of Abbvie Inc. Trade Date 1/31/13 Theor. Settlement Date 2/5/13 Sold Through Sei Financial Services Co Paid $160.00 Brokerage Paid $3.28 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 4,000 Shares At $36.60	146,236.72	-109,436.53	36,800.19

Receipts
continued

Date	Transaction description	Principal cash	Income cash	Tax cost	Gain/loss
02/05/2013	Sold 1,134 Shares Of Monsanto Co New Trade Date 1/31/13 Theor. Settlement Date 2/5/13 Sold Through Sei Financial Services Co Paid $45.36 Brokerage Paid $2.59 Sec Fee Sold On The Otc Bulletin Board, Taxable To Federal And State 1,134 Shares At $102.04	115,665.41		-46,597.56	69,067.85
02/05/2013	Sold 250 Shares Of Union Pac Corp Trade Date 1/31/13 Theor. Settlement Date 2/5/13 Sold Through Sei Financial Services Co Paid $10.00 Brokerage Paid $0.74 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 250 Shares At $131.9701	32,981.79		-7,327.33	25,654.46
02/05/2013	Sold 3,500 Shares Of Vanguard MSCI Eafe ETF Trade Date 1/31/13 Theor. Settlement Date 2/5/13 Sold Through Sei Financial Services Co Paid $140.00 Brokerage Paid $2.87 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 3,500 Shares At $36.6501	128,132.48		-174,790.00	-46,657.52
02/05/2013	Sold 1,000 Shares Of Exxon Mobil Corp Trade Date 1/31/13 Theor. Settlement Date 2/5/13 Sold Through Sei Financial Services Co Paid $40.00 Brokerage Paid $2.02 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 1,000 Shares At $90.1701	90,128.08		-88,905.00	1,223.08
02/05/2013	Sold 1,000 Shares Of General Electric Company Trade Date 1/31/13 Theor. Settlement Date 2/5/13 Sold Through Sei Financial Services Co Paid $40.00 Brokerage Paid $0.50 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 1,000 Shares At $22.3116	22,271.10		-37,600.00	-15,328.90
02/05/2013	Sold 2,000 Shares Of Hospira Inc Trade Date 1/31/13 Theor. Settlement Date 2/5/13 Sold Through Sei Financial Services Co Paid $80.00 Brokerage Paid $1.53 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 2,000 Shares At $34.1801	68,278.67		-67,163.07	1,115.60

Receipts
continued

Date	Transaction description	Principal cash	Income cash	Tax cost	Gain/loss
02/05/2013	Sold 500 Shares Of Johnson & Johnson Trade Date 1/31/13 Theor. Settlement Date 2/5/13 Sold Through Sei Financial Services Co Paid $20.00 Brokerage Paid $0.83 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 500 Shares At $74.0301	36,994.22		-32,745.00	4,249.22
02/05/2013	Sold 663 Shares Of Nextera Energy Inc Trade Date 1/31/13 Theor. Settlement Date 2/5/13 Sold Through Sei Financial Services Co Paid $26.52 Brokerage Paid $1.07 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 663 Shares At $71.9901	47,701.85		-43,930.38	3,771.47
02/05/2013	Sold 1,333 Shares Of Raytheon Co Trade Date 1/31/13 Theor. Settlement Date 2/5/13 Sold Through Sei Financial Services Co Paid $53.32 Brokerage Paid $1.59 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 1,333 Shares At $53.2001	70,860.82		-31,808.71	39,052.11
02/05/2013	Sold 500 Shares Of T J X Companies Inc Trade Date 1/31/13 Theor. Settlement Date 2/5/13 Sold Through Sei Financial Services Co Paid $20.00 Brokerage Paid $0.51 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 500 Shares At $45.4401	22,699.54		-391.56	22,307.98
02/05/2013	Sold 450 Shares Of United Technologies Corp Trade Date 1/31/13 Theor. Settlement Date 2/5/13 Sold Through Sei Financial Services Co Paid $18.00 Brokerage Paid $0.89 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 450 Shares At $88.5101	39,810.66		-32,197.50	7,613.16

03/21/2013	Sold 14,025.245 Units Of T Rowe Price High Yield FD Inc Trade Date 3/20/13 Theor. Settlement Date 3/21/13 Taxable To Federal And State 14,025.245 Units At $7.13	100,000.00	-97,194.95	2,805.05
03/22/2013	Sold 38,204.778 Units Of BNY Mellon Intermediate Bd-M Trade Date 3/21/13 Theor. Settlement Date 3/22/13 Taxable To Federal And State 38,204.778 Units At $13.17	503,156.92	-474,121.30	29,035.62
03/25/2013	Sold 1,000 Shares Of Abbott Laboratories Trade Date 3/20/13 Theor. Settlement Date 3/25/13 Sold Through Sei Financial Services Co Paid $40.00 Brokerage Paid $0.75 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 1,000 Shares At $33.5901	33,549.35	-26,225.59	7,323.76

Receipts
continued

Date	Transaction description	Principal cash	Income cash	Tax cost	Gain/loss
03/25/2013	Sold 500 Shares Of Exxon Mobil Corp Trade Date 3/20/13 Theor. Settlement Date 3/25/13 Sold Through Sei Financial Services Co Paid $20.00 Brokerage Paid $0.99 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 500 Shares At $88.4801	44,219.06		-44,452.50	-233.44
03/25/2013	Sold 250 Shares Of United Technologies Corp Trade Date 3/20/13 Theor. Settlement Date 3/25/13 Sold Through Sei Financial Services Co Paid $10.00 Brokerage Paid $0.52 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 250 Shares At $93.4401	23,349.51		-17,887.50	5,462.01
03/25/2013	Sold 250 Shares Of Union Pac Corp Trade Date 3/20/13 Theor. Settlement Date 3/25/13 Sold Through Sei Financial Services Co Paid $10.00 Brokerage Paid $0.78 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 250 Shares At $138.9601	34,729.25		-7,327.33	27,401.92
03/25/2013	Sold 1,500 Shares Of Vanguard MSCI Eafe ETF Trade Date 3/20/13 Theor. Settlement Date 3/25/13 Sold Through Sei Financial Services Co Paid $60.00 Brokerage Paid $1.24 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 1,500 Shares At $36.8301	55,183.91		-74,852.23	-19,668.32

05/30/2013	Sold 3,567.889 Units Of Vanguard Intm Term Inv G-Adm Trade Date 5/29/13 Theor. Settlement Date 5/30/13 Taxable To Federal And State 3,567.889 Units At $10.09	36,000.00	-36,071.36	-71.36
05/30/2013	Sold 7,015.032 Units Of Dreyfus Intmed Term Inc-I Trade Date 5/29/13 Theor. Settlement Date 5/30/13 Taxable To Federal And State 7,015.032 Units At $13.97	98,000.00	-98,420.90	-420.90

Activity detail

Date	Transaction description	Principal cash	Income cash	Tax cost
06/01/2013	**Beginning balances**	**$ 99,393.80**	**$ 0.00**	**$ 9,328,021.07**

Receipts

Date	Transaction description	Principal cash	Income cash	Tax cost	Gain/loss
06/03/2013	Sold 550 Shares Of ISHARES Iboxx Inv Gr Corp Bd Trade Date 5/29/13 Theor. Settlement Date 6/3/13 Sold Through Sei Financial Services Co Paid $22.00 Brokerage Paid $1.13 Sec Fee Sold On The Otc Bulletin Board Taxable To Federal And State 550 Shares At $118.3201	$ 65,052.93		$ -60,219.50	$ 4,833.43

06/10/2013	Cash Merger 1,333 Shares Of Heinz H J Co Exchanged At $72.50 Per Share Cash Received $96,642.50 Taxable To Federal And State Corporate Action ID: 238150 Delivered Shares As A Result Of A Cash Merger	96,642.50	-51,698.17	44,944.33

Detail

Realized gain/loss detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
KRAFT FOODS GROUP INC	0.666	$40.19520	- $26.77	10/25/12	$46.06	$30.68	$3.91
Total			- $26.77			$30.68	$3.91

Realized gain/loss detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
APPLE INC	100	$115 73000	- $11,573 00	11/26/12	$584 38	$58,433 54	$46,860 54
DUPONT E I DE NEMOURS & CO	1,200	22 00225	- 26,402 70	10/31/12	45 07	54,046 90	27,644 20
EMC CORP	6,900	16 87913	- 116,466 00	11/26/12	24 51	168,923 39	52,457 39
EQUITY RESIDENTIAL SH BEN INT REIT	850	58 63060	- 49,836 01	10/31/12	56 53	48,024 35	- 1,811 66
EXXON MOBIL CORP	1,200	84 52073	- 101,424 87	11/26/12	88 14	105,731 31	4,306.44
FACTSET RESH SYS INC	800	46 50450	- 37,203 60	10/31/12	90 52	72,390 37	35,186 77
FEDEX CORPORATION	600	88 14000	- 52,884 00	11/26/12	87 98	52,769 41	- 114 59
FREEPORT MCMORAN COPPER & GOLD INC	1,500	38 72663	- 58,089 95	11/26/12	38.55	57,779.45	- 310 50
HARBOR INTERNATIONAL FUND CLASS INS	825 083	52 81000	- 43,572 63	11/26/12	60.60	50,000 00	6,427 37
HAWAIIAN ELECTRIC INDUSTRIES INC	1,333	19 27450	- 25,692 91	10/31/12	25 86	34,430 74	8,737.83
INFORMATICA CORP	2,200	55 82325	- 122,811 16	10/31/12	27 10	59,562 78	- 63,248 38
ISHARES TR DJ SELECT DIV INDEX ETF	1,800	70 42000	- 126,756 00	11/26/12	56 82	102,219 88	- 24,536 12
ISHARES TR RUSSELL MIDCAP VALUE INDEX FD ETF	1,000	38 52200	- 38,522 00	11/26/12	48 76	48,729.40	10,207 40

Detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
ISHARES RUSSELL MIDCAP GROWTH INDEX FUND ETF	760	46.75550	- 35,534 18	11/26/12	61 37	46,618 11	11,083 93
ISHARES TR S&P SMALL CAP 600 VALUE INDEX FD ETF	340	61 50000	- 20,910 00	11/26/12	77 06	26,190.29	5,280 29
ISHARES TR & S&P SMALL CAP 600 GROWTH INDEX FD ETF	330	55 65000	- 18,364 50	11/26/12	80 69	26,617 53	8,253 03
MCDONALD'S CORP	450	57 78889	- 26,005 00	11/26/12	86 04	38,701 38	12,696 38
ORACLE CORP	4,200	20 44071	- 85,851.00	11/26/12	30 75	129,021 52	43,170 52
PIMCO UNCONSTRAINED BOND FUND INSTITUTIONAL CLASS FD #1863	4,280 822	11 17000	- 47,816 78	11/26/12	11 68	50,000 00	2,183 22
PUBLIC STORAGE REITS	400	137 59000	- 55,036 00	10/31/12	136 87	54,734 77	- 301 23
ROSS STORES INC	500	24 74500	- 12,372 50	11/26/12	56 10	28,036 37	15,663 87
SCHLUMBERGER LTD SEDOL 2779201 ISIN AN8068571086	600	43 31000	- 25,986 00	11/26/12	70.33	42,179 11	16,193 11
SOUTHERN CO	800	31.20000	- 24,960.00	11/26/12	42 46	33,944 67	8,984 67
UNITEDHEALTH GROUP INC	500	49 36880	- 24,684 40	11/26/12	52 97	26,469.45	1,785 05
VANGUARD FTSE ALL WORLD EX-US INDEX FUND ETF	3,600	42 48490	- 152,945 64	11/26/12	43 60	156,848 48	3,902 84
Total			**- $1,341,700.83**			**$1,572,403.20**	**$230,702.37**

Realized gain/loss detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
COOPER INDUSTRIES PLC MERGED 11/30/2012 @ $39.15 P/S SEE G29183103	1,000	$57.03000	- $57,030.00	12/03/12	$39.15	$39,150.00	- $17,880.00
EATON CORP PLC SEDOL B8KQN82 ISIN IE00B8KQN827	0.790	51.65823	- 40.81	12/06/12	51.37	40.58	- 0.23
Total			- $57,070.81			$39,190.58	- $17,880.23

Realized gain/loss detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
APPLE INC	300	$115 73000	- $34,719 00	01/14/13	$505 37	$151,598 60	$116,879 60
RS EMERGING MARKETS FUND CLASS Y	4,520 119	22 12331	- 100,000 00	01/28/13	23 76	107,398 03	7,398 03
YUM! BRANDS INC	1,600	29 01000	- 46,416 00	01/28/13	64.50	103,149 68	56,733 68
Total			**- $181,135.00**			**$362,146.31**	**$181,011.31**

Realized gain/loss detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
BARD C R INC	900	$78 06000	- $70,254 00	04/11/13	$103 03	$92,697 11	$22,443 11
DOLLAR TREE INC	3,300	14 76910	- 48,738 03	04/11/13	47 29	155,955 16	107,217 13
ISHARES GOLD TRUST ETF	32,000	15 92250	- 509,520 00	04/15/13	13 66	436,044 61	- 73,475 39
ISHARES TR MSCI EMERGING MKTS INDEX FD ETF	1,500	26 68000	- 40,020 00	04/11/13	42 63	63,898 71	23,878 71
L BRANDS INC	1,500	30 82000	- 46,230 00	04/11/13	50 49	75,681 40	29,451 40
RED HAT INC	1,000	56 03000	- 56,030 00	04/11/13	49 89	49,857 58	- 6,172 42
Total			**- $770,792.03**			**$874,134.57**	**$103,342.54**

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions.	Name of exempt organization or other filer, see instructions NIMICK FORBESWAY FOUNDATION C/O J.J. KESSLER	Employer identification number (EIN) or 25-1597437
	Number, street, and room or suite no. If a P.O. box, see instructions. ONE OXFORD CENTRE, 20TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PITTSBURGH, PA 15219	

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

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

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

● The books are in the care of ▶ JACK J. KESSLER, ESQ 301 GRANT STREET, 20TH FLOOR - PITTSBURGH, PA 15219-1408

Telephone No. ▶ (412) 562-8879 FAX No. ▶

● If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

● If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

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

5 For calendar year ______ , or other tax year beginning JUL 1, 2012 , and ending JUN 30, 2013 .

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

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$	14,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$	14,000.
c **Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$	0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Lauren Sweeney Title ▶ Tax Preparer Date ▶ 2-6-14

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