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 07/01 **, 2012, and ending** 06/30, **20** 13

Name of foundation: WILLMAS CHARITABLE TRUST (PWS)

A Employer identification number: 32-6042143

Number and street (or P.O. box number if mail is not delivered to street address): P.O. BOX 75000

Room/suite:

B Telephone number (see instructions): 714- 435-3937

City or town, state, and ZIP code: DETROIT, MI 48275-3302

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 11,292,871.

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

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

		(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 (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	265,291.	265,291.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	323,890.			
	b Gross sales price for all assets on line 6a 7,083,345.				
	7 Capital gain net income (from Part IV, line 2)		323,890.		
	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) (attach schedule)				
	11 Other income (attach schedule)	19,368.			
	12 **Total.** Add lines 1 through 11	608,549.	589,181.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	76,312.	76,312.		76,312.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	160.	80.		80.
	c Other professional fees (attach schedule)	107,168.	107,168.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	10,135.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	193,775.	183,560.	NONE	76,392.
	25 Contributions, gifts, grants paid	566,459.			566,459.
	26 Total expenses and disbursements Add lines 24 and 25	760,234.	183,560.	NONE	642,851.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-151,685.			
	b **Net investment income** (if negative, enter -0-)		405,621.		
	c **Adjusted net income** (if negative, enter -0-)				

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
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,148,222.	1,045,774.	1,045,774.
	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 ▶ NONE			
	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)	5,093,316.	4,930,643.	5,716,158.
	c	Investments - corporate bonds (attach schedule)	4,439,877.	4,553,313.	4,530,939.
	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)	10,681,415.	10,529,730.	11,292,871.
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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
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	10,681,415.	10,529,730.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	10,681,415.	10,529,730.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	10,681,415.	10,529,730.	

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	10,681,415.
2	Enter amount from Part I, line 27a	2	-151,685.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,529,730.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,529,730.

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	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	7,083,345.		6,759,455.	323,890.
b				
c				
d				
e				

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

	(i) F.M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				323,890.
b				
c				
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 } 2 323,890.

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) (see instructions). If (loss), enter -0- in Part I, line 8 3

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	615,175.	10,727,271.	0.057347
2010	563,392.	11,250,826.	0.050076
2009	519,771.	10,670,230.	0.048712
2008	730,815.	10,585,338.	0.069040
2007	892,541.	718,213.	1.242725

2	**Total** of line 1, column (d)	2	1.467900
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	0.293580
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,797,575.
5	Multiply line 4 by line 3	5	3,169,952.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,056.
7	Add lines 5 and 6	7	3,174,008.
8	Enter qualifying distributions from Part XII, line 4	8	642,851.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	8,112.
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	
3	Add lines 1 and 2			3	8,112.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	8,112.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,561.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	22,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	24,561.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . . ▶			10	16,449.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 8,112. **Refunded** ▶			11	8,337.

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 the 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. ▶ $ ______________ **(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	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T			
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) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ Comerica Bank Telephone no. ▶ (877)405-1091

Located at ▶ 101 N MAIN, STE 100, ANN ARBOR, MI ZIP+4 ▶ 48124

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

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
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.)*	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)? (see instructions) . . . . ☐ Yes ☒ No

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

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

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? . . . . ☐ 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? **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 (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
Comerica Bank PO Box 75000 MC 3302, Detroit, MI 48275-3302	Co-trustee 2	49,312.	-0-	-0-
Donald Schultz 7577 Svl Box, Victorville, CA 92395	Co-trustee 2	27,000.		
Msgr Royale Vadakin 3424 Wilshire Blvd, Los Angeles, CA 90010	Co-trustee 2			

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		NONE	NONE	NONE

Total number of other employees paid over $50,000 . . . . ▶ NONE

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

3 Five highest-paid independent contractors for professional services (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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	10,962,005.
b	Average of monthly cash balances			1b	NONE
c	Fair market value of all other assets (see instructions)			1c	NONE
d	**Total** (add lines 1a, b, and c)			1d	10,962,005.
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	NONE
3	Subtract line 2 from line 1d			3	10,962,005.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	164,430.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	10,797,575.
6	**Minimum investment return.** Enter 5% of line 5			6	539,879.

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	539,879.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,112.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	8,112.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	531,767.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	531,767.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	531,767.

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	642,851.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	642,851.
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)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	642,851.

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					531,767.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				NONE	
b	Total for prior years 20 10 ,20_____,20_____			NONE		
3	Excess distributions carryover, if any, to 2012.					
a	From 2007	881,400.				
b	From 2008	209,536.				
c	From 2009	NONE				
d	From 2010	21,820.				
e	From 2011	81,142.				
f	**Total** of lines 3a through e		1,193,898.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 642,851.					
a	Applied to 2011, but not more than line 2a				NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2012 distributable amount					531,767.
e	Remaining amount distributed out of corpus		111,084.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		1,304,982.			
b	Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
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			NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e	Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		881,400.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		423,582.			
10	Analysis of line 9					
a	Excess from 2008	209,536.				
b	Excess from 2009	NONE				
c	Excess from 2010	21,820.				
d	Excess from 2011	81,142.				
e	Excess from 2012	111,084.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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
2a 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).)

N/A

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.

N/A

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.

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Schedule attached	NONE	EXEMPT	CHARITABLE	566,459.
Total . . . . ▶ **3a**				566,459.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Form **990-PF** (2012)

Part XVI-A Analysis of Income-Producing Activities

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			14	265,291.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	323,890.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b OTHER REVENUE			14	19,368.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				608,549.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 608,549.

(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). (See instructions.)
	NOT APPLICABLE

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

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

▶ Signature of officer or trustee | 02/14/2014 Date | ▶ CO-TRUSTEE Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

SCHEDULE D
(Form 1041)
Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
WILLMAS CHARITABLE TRUST (PWS)	32-6042143

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	18,141.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	18,141.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					772.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	304,969.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	8.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	305,749.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			18,141.
14	**Net long-term gain or (loss):**				
	a Total for year	14a			305,749.
	b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			8.
	c 28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			323,890.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet****, as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 17

18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero . . . 18

19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 19

20 Add lines 18 and 19 . . . 20

21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶ 21

22 Subtract line 21 from line 20. If zero or less, enter -0- . . . 22

23 Subtract line 22 from line 17. If zero or less, enter -0- . . . 23

24 Enter the **smaller** of the amount on line 17 or $2,400 . . . 24

25 Is the amount on line 23 equal to or more than the amount on line 24?
☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box.
☐ **No.** Enter the amount from line 23 . . . 25

26 Subtract line 25 from line 24 . . . 26

27 Are the amounts on lines 22 and 26 the same?
☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 27

28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . 28

29 Subtract line 28 from line 27 . . . 29

30 Multiply line 29 by 15% (.15) . . . 30

31 Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 31

32 Add lines 30 and 31 . . . 32

33 Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 33

34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . 34

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**
▶ **Information about Schedule D (Form 1041) and its separate instructions is at *www.irs gov/form1041***

OMB No 1545-0092

2012

Name of estate or trust: WILLMAS CHARITABLE TRUST (PWS)

Employer identification number: 32-6042143

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	**(b)** Date acquired (mo., day, yr.)	**(c)** Date sold (mo., day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss)** Subtract (e) from (d)
1a 60. FMC CORP - NEW	02/09/2012	07/09/2012	3,184.00	2,798.00	386.00
317. NATL AUSTRALIA BK LTD	01/10/2012	07/09/2012	7,615.00	7,828.00	-213.00
53. RIVERBED TECHNOLOGY IN	07/20/2011	07/10/2012	735.00	1,706.00	-971.00
95. RIVERBED TECHNOLOGY IN	07/28/2011	07/10/2012	1,317.00	2,785.00	-1,468.00
12. BIOGEN IDEC INC	04/27/2012	07/12/2012	1,684.00	1,586.00	98.00
20. BIOGEN IDEC INC	05/01/2012	07/12/2012	2,806.00	2,639.00	167.00
142. BROADCOM CORP	03/12/2012	07/12/2012	4,391.00	5,097.00	-706.00
16. DOLLAR GEN CORP NEW	03/20/2012	07/12/2012	867.00	719.00	148.00
86. DOLLAR GEN CORP NEW	03/20/2012	07/12/2012	4,663.00	3,835.00	828.00
672. KOHLS CORP	02/10/2012	07/12/2012	31,721.00	34,094.00	-2,373.00
56. BROADCOM CORP	03/12/2012	07/13/2012	1,737.00	2,010.00	-273.00
155. BROADCOM CORP	03/12/2012	07/13/2012	4,809.00	5,563.00	-754.00
47. BROADCOM CORP	03/12/2012	07/13/2012	1,458.00	1,687.00	-229.00
130. ANHEUSER BUSCH INBEV	01/10/2012	07/17/2012	9,995.00	7,840.00	2,155.00
45. CHIPOTLE MEXICAN GRILL	07/02/2012	07/20/2012	14,342.00	14,141.00	201.00
54. HSBC HOLDINGS PLC-SPON	03/29/2012	07/20/2012	2,252.00	2,362.00	-110.00
465. JOHNSON CONTROLS	01/18/2012	07/24/2012	11,065.00	16,060.00	-4,995.00
47. DOLLAR GEN CORP NEW	03/08/2012	07/25/2012	2,404.00	2,023.00	381.00
63. DOLLAR GEN CORP NEW	03/01/2012	07/25/2012	3,222.00	2,686.00	536.00
91. DOLLAR GEN CORP NEW	03/01/2012	07/25/2012	4,654.00	3,866.00	788.00
45. RIVERBED TECHNOLOGY IN	07/28/2011	07/25/2012	834.00	1,319.00	-485.00
88. RIVERBED TECHNOLOGY IN	08/08/2011	07/25/2012	1,632.00	2,104.00	-472.00
157. ROCK-TENN CO CL A	02/24/2012	07/25/2012	8,946.00	10,655.00	-1,709.00
12. RIVERBED TECHNOLOGY IN	08/08/2011	07/26/2012	217.00	287.00	-70.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
WILLMAS CHARITABLE TRUST (PWS)	32-6042143

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	10. ACORDA THERAPEUTICS IN	08/17/2011	07/31/2012	240.00	258.00	-18.00
	10. ACORDA THERAPEUTICS IN	08/17/2011	07/31/2012	240.00	258.00	-18.00
	20. ACORDA THERAPEUTICS IN	08/17/2011	07/31/2012	479.00	515.00	-36.00
	20. ACORDA THERAPEUTICS IN	08/10/2011	07/31/2012	479.00	512.00	-33.00
	21. ACORDA THERAPEUTICS IN	01/20/2012	07/31/2012	503.00	536.00	-33.00
	40. ACORDA THERAPEUTICS IN	01/20/2012	07/31/2012	959.00	1,010.00	-51.00
	40. AMERICAN CAP AGY CORP	07/18/2012	07/31/2012	1,406.00	1,370.00	36.00
	59. AMERICAN CAP AGY CORP	07/18/2012	07/31/2012	2,073.00	2,021.00	52.00
	70. AMERICAN CAP AGY CORP	07/18/2012	07/31/2012	2,460.00	2,397.00	63.00
	76. AMERICAN CAP AGY CORP	07/18/2012	07/31/2012	2,671.00	2,603.00	68.00
	325. AMERICAN CAP AGY CORP	07/18/2012	07/31/2012	11,421.00	10,238.00	1,183.00
	84. ATMEL CORP	01/24/2012	07/31/2012	493.00	820.00	-327.00
	259. ATMEL CORP	01/25/2012	07/31/2012	1,519.00	2,514.00	-995.00
	8. BIO RAD LABS INC CL A	05/24/2012	07/31/2012	771.00	810.00	-39.00
	21. BIO RAD LABS INC CL A	05/24/2012	07/31/2012	2,023.00	2,099.00	-76.00
	15. CME GROUP INC	11/08/2011	07/31/2012	782.00	834.00	-52.00
	39. CME GROUP INC	11/07/2011	07/31/2012	2,035.00	2,125.00	-90.00
	44. CME GROUP INC	11/07/2011	07/31/2012	2,295.00	2,398.00	-103.00
	245. CABOT OIL & GAS CORP	07/12/2012	07/31/2012	10,360.00	9,563.00	797.00
	51. CELANESE CORP DE COM S	10/26/2011	07/31/2012	1,953.00	2,129.00	-176.00
	98. CELANESE CORP DE COM S	09/22/2011	07/31/2012	3,752.00	3,447.00	305.00
	27. DOW CHEMICAL CO	08/10/2011	07/31/2012	778.00	766.00	12.00
	43. DOW CHEMICAL CO	08/10/2011	07/31/2012	1,239.00	1,220.00	19.00
	67. DOW CHEMICAL CO	08/09/2011	07/31/2012	1,929.00	1,895.00	34.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs gov/form1041*

OMB No. 1545-0092

2012

Name of estate or trust
WILLMAS CHARITABLE TRUST (PWS)

Employer identification number
32-6042143

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo , day, yr.)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	343. DOW CHEMICAL CO	08/29/2011	07/31/2012	9,874.00	9,703.00	171.00
	8. EOG RESOURCES INC	11/07/2011	07/31/2012	788.00	806.00	-18.00
	53. GILEAD SCIENCES INC	06/21/2012	07/31/2012	2,887.00	2,690.00	197.00
	54. GILEAD SCIENCES INC	06/21/2012	07/31/2012	2,941.00	2,741.00	200.00
	117. GILEAD SCIENCES INC	07/12/2012	07/31/2012	6,373.00	5,924.00	449.00
	153. GILEAD SCIENCES INC	07/12/2012	07/31/2012	8,334.00	7,310.00	1,024.00
	225. HERTZ GLOBAL HLDGS IN	05/22/2012	07/31/2012	2,503.00	3,031.00	-528.00
	229. HERTZ GLOBAL HLDGS IN	05/22/2012	07/31/2012	2,574.00	3,085.00	-511.00
	61. HERTZ GLOBAL HLDGS INC	05/22/2012	07/31/2012	679.00	822.00	-143.00
	75. LINCOLN NATL CORP IND	03/23/2012	07/31/2012	1,513.00	1,974.00	-461.00
	294. LINCOLN NATL CORP IND	03/23/2012	07/31/2012	5,902.00	7,739.00	-1,837.00
	417. MICRON TECHNOLOGY INC	05/11/2012	07/31/2012	2,598.00	2,654.00	-56.00
	554. MICRON TECHNOLOGY INC	05/11/2012	07/31/2012	3,451.00	3,526.00	-75.00
	253. MORGAN STANLEY	07/02/2012	07/31/2012	3,462.00	3,738.00	-276.00
	28. NETAPP INC	02/16/2012	07/31/2012	917.00	1,192.00	-275.00
	57. NETAPP INC	02/17/2012	07/31/2012	1,867.00	2,425.00	-558.00
	95. NETAPP INC	02/17/2012	07/31/2012	3,112.00	4,001.00	-889.00
	35. NORFOLK SOUTHERN CORP	02/28/2012	07/31/2012	2,597.00	2,444.00	153.00
	16. PEABODY ENERGY CORP	08/10/2011	07/31/2012	336.00	730.00	-394.00
	56. PEABODY ENERGY CORP	08/10/2011	07/31/2012	1,177.00	2,526.00	-1,349.00
	234. SANDISK CORP	04/24/2012	07/31/2012	9,628.00	8,527.00	1,101.00
	50. STARBUCKS CORP	03/28/2012	07/31/2012	2,264.00	2,808.00	-544.00
	205. SYMANTEC CORP	01/20/2012	07/31/2012	3,239.00	3,430.00	-191.00
	19. UNITEDHEALTH GROUP INC	04/02/2012	07/31/2012	976.00	1,122.00	-146.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
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OMB No 1545-0092

2012

Name of estate or trust
WILLMAS CHARITABLE TRUST (PWS)

Employer identification number
32-6042143

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	51. UNITEDHEALTH GROUP INC	04/02/2012	07/31/2012	2,619.00	3,012.00	-393.00
	258. UNITEDHEALTH GROUP IN	06/14/2012	07/31/2012	13,248.00	15,215.00	-1,967.00
	34. INVESCO LTD	10/12/2011	07/31/2012	756.00	605.00	151.00
	35. INVESCO LTD	10/17/2011	07/31/2012	776.00	622.00	154.00
	39. INVESCO LTD	10/17/2011	07/31/2012	867.00	693.00	174.00
	46. INVESCO LTD	10/17/2011	07/31/2012	1,020.00	817.00	203.00
	325. INVESCO LTD	10/17/2011	07/31/2012	7,208.00	5,706.00	1,502.00
	75. AVAGO TECHNOLOGIES LTD	07/17/2012	07/31/2012	2,776.00	2,477.00	299.00
	412. FACEBOOK INC	05/18/2012	08/01/2012	8,677.00	16,748.00	-8,071.00
	443. STEEL DYNAMICS INC	07/31/2012	08/01/2012	5,695.00	5,706.00	-11.00
	36. VISA INC CL A	02/09/2012	08/01/2012	4,623.00	4,073.00	550.00
	74. BUNGE LIMITED	07/31/2012	08/01/2012	4,902.00	4,868.00	34.00
	74. CELANESE CORP DE COM S	09/22/2011	08/02/2012	2,775.00	2,603.00	172.00
	20. FMC TECHNOLOGIES INC	02/09/2012	08/10/2012	962.00	1,070.00	-108.00
	10. FMC TECHNOLOGIES INC	02/09/2012	08/20/2012	475.00	535.00	-60.00
	59. FMC TECHNOLOGIES INC	03/26/2012	08/20/2012	2,802.00	3,034.00	-232.00
	.5 TOKYO GAS CO LTD ADR	03/06/2012	08/24/2012	11.00	9.00	2.00
	46. QUALCOMM INC	03/09/2012	09/04/2012	2,807.00	2,941.00	-134.00
	120. MOSAIC CO NEW	07/10/2012	09/07/2012	7,337.00	6,547.00	790.00
	771. METROPCS COMMUNICATIO	02/29/2012	09/12/2012	7,953.00	7,901.00	52.00
	7. GILEAD SCIENCES INC	03/09/2012	09/17/2012	460.00	324.00	136.00
	38. GILEAD SCIENCES INC	03/09/2012	09/17/2012	2,497.00	1,756.00	741.00
	72. GILEAD SCIENCES INC	02/28/2012	09/19/2012	4,808.00	3,309.00	1,499.00
	77. CABOT OIL & GAS CORP C	07/12/2012	09/20/2012	3,391.00	3,005.00	386.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
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OMB No 1545-0092

2012

Name of estate or trust
WILLMAS CHARITABLE TRUST (PWS)

Employer identification number
32-6042143

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 162. FRESENIUS MEDICAL CAR	01/10/2012	09/21/2012	11,657.00	11,023.00	634.00
38. SPLUNK INC	07/20/2012	09/21/2012	1,412.00	1,108.00	304.00
44. SPLUNK INC	07/20/2012	09/24/2012	1,600.00	1,283.00	317.00
5. BAIDU COM INC SPONSORED	02/09/2012	09/25/2012	573.00	676.00	-103.00
36. BAIDU COM INC SPONSORE	02/09/2012	09/25/2012	4,126.00	4,868.00	-742.00
7. BIOGEN IDEC INC	02/13/2012	09/25/2012	1,084.00	837.00	247.00
20. BIOGEN IDEC INC	03/20/2012	09/25/2012	3,096.00	2,392.00	704.00
26. BIOGEN IDEC INC	03/20/2012	09/25/2012	4,025.00	3,107.00	918.00
821. MCDERMOTT INTERNATION	07/31/2012	09/26/2012	9,863.00	9,605.00	258.00
10. BIOGEN IDEC INC	02/14/2012	09/27/2012	1,514.00	1,195.00	319.00
16. BIOGEN IDEC INC	02/09/2012	09/27/2012	2,422.00	1,887.00	535.00
8. CONCHO RES INC	04/27/2012	09/27/2012	757.00	860.00	-103.00
20. CONCHO RES INC	04/27/2012	09/27/2012	1,893.00	2,150.00	-257.00
41. FMC TECHNOLOGIES INC	03/26/2012	10/01/2012	1,923.00	2,025.00	-102.00
24. FMC TECHNOLOGIES INC	04/25/2012	10/04/2012	1,070.00	1,116.00	-46.00
70. FMC TECHNOLOGIES INC	05/11/2012	10/04/2012	3,120.00	3,234.00	-114.00
133. NETAPP INC	10/31/2011	10/05/2012	4,044.00	5,477.00	-1,433.00
28. BAIDU COM INC SPONSORE	07/19/2012	10/09/2012	2,996.00	3,054.00	-58.00
1. BAKER HUGHES INC	10/27/2011	10/10/2012	44.00	60.00	-16.00
92. BAKER HUGHES INC	10/28/2011	10/10/2012	4,059.00	5,557.00	-1,498.00
133. BAKER HUGHES INC	10/26/2011	10/10/2012	5,868.00	7,435.00	-1,567.00
26. GILEAD SCIENCES INC	02/28/2012	10/15/2012	1,751.00	1,195.00	556.00
93. GILEAD SCIENCES INC	03/07/2012	10/15/2012	6,264.00	4,202.00	2,062.00
309. CARREFOUR SA SPONSORE	12/07/2011	10/22/2012	1,462.00	1,531.00	-69.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

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SCHEDULE D-1
(Form 1041)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**
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OMB No 1545-0092
2012

Name of estate or trust
WILLMAS CHARITABLE TRUST (PWS)

Employer identification number
32-6042143

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	**(b)** Date acquired (mo , day, yr.)	**(c)** Date sold (mo , day, yr.)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss)** Subtract (e) from (d)
1a 1030. INTERSIL CORP CL A	07/31/2012	10/25/2012	7,194.00	9,516.00	-2,322.00
349. CENTENE CORP	07/31/2012	10/26/2012	13,410.00	13,367.00	43.00
265. SANDISK CORP	04/24/2012	10/31/2012	11,131.00	9,657.00	1,474.00
14000. U S TREAS NTS 5.375 02/15/2031	06/01/2012	11/02/2012	20,044.00	21,145.00	-1,101.00
36000. UNITED STATES TREAS 05/15/2039	06/01/2012	11/02/2012	46,024.00	49,140.00	-3,116.00
120000. UNITED STATES TREA 08/15/2017	06/29/2012	11/02/2012	142,922.00	143,777.00	-855.00
235. NEW WORLD DEV ADR	12/08/2011	11/08/2012	743.00	423.00	320.00
1408. SPDR TRUST SERIES 1	08/03/2012	11/09/2012	195,544.00	196,303.00	-759.00
166. BUNGE LIMITED	07/31/2012	11/13/2012	11,908.00	10,921.00	987.00
34000. UNITED STATES TREAS 05/15/2014	03/15/2012	11/16/2012	36,280.00	37,178.00	-898.00
33000. UNITED STATES TREAS 05/15/201	06/01/2012	11/16/2012	36,134.00	36,645.00	-511.00
40000. UNITED STATES TREAS 02/15/2016	06/01/2012	11/16/2012	45,325.00	45,917.00	-592.00
23000. UNITED STATES TREAS 02/15/202	06/01/2012	11/16/2012	27,154.00	27,449.00	-295.00
35000. UNITED STATES TREAS 02/28/2017	06/01/2012	11/16/2012	35,563.00	35,472.00	91.00
76. STARBUCKS CORP	03/28/2012	11/20/2012	3,794.00	4,269.00	-475.00
67. CUBIST PHARMACEUTICALS	07/31/2012	11/21/2012	2,691.00	2,901.00	-210.00
801. JUNIPER NETWORKS INC	08/02/2012	11/21/2012	13,022.00	18,220.00	-5,198.00
12. APPLE COMPUTER INC	11/21/2012	12/05/2012	6,594.00	6,839.00	-245.00
104. DEUTSCHE BANK AG NPV	03/13/2012	12/10/2012	4,602.00	5,074.00	-472.00
509. MICRON TECHNOLOGY INC	05/11/2012	12/12/2012	3,405.00	3,239.00	166.00
2. ACORDA THERAPEUTICS INC	09/19/2012	12/14/2012	50.00	51.00	-1.00
95. ACORDA THERAPEUTICS IN	09/19/2012	12/14/2012	2,384.00	2,423.00	-39.00
27. ALLERGAN INC	05/02/2012	12/14/2012	2,473.00	2,507.00	-34.00
40. ALLERGAN INC	09/27/2012	12/14/2012	3,663.00	3,680.00	-17.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**
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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

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OMB No. 1545-0092

2012

Name of estate or trust	Employer identification number
WILLMAS CHARITABLE TRUST (PWS)	32-6042143

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	3. APPLE COMPUTER INC	11/21/2012	12/14/2012	1,525.00	1,689.00	-164.00
	4. APPLE COMPUTER INC	11/21/2012	12/14/2012	2,033.00	2,252.00	-219.00
	8. APPLE COMPUTER INC	11/21/2012	12/14/2012	4,066.00	4,504.00	-438.00
	5. APPLE COMPUTER INC	11/23/2012	12/14/2012	2,541.00	2,816.00	-275.00
	91. ARCHER DANIELS MIDLAND	11/13/2012	12/14/2012	2,465.00	2,288.00	177.00
	334. ASAHI GLASS ADR	01/10/2012	12/14/2012	2,542.00	2,794.00	-252.00
	558. ATMEL CORP	01/26/2012	12/14/2012	3,188.00	5,397.00	-2,209.00
	140. AUSTRALIA & NEW ZEALA	07/09/2012	12/14/2012	3,636.00	3,205.00	431.00
	39. BP AMOCO PLC	01/10/2012	12/14/2012	1,617.00	1,737.00	-120.00
	78. BP AMOCO PLC	01/10/2012	12/14/2012	3,234.00	3,475.00	-241.00
	113. BAKER HUGHES INC	07/31/2012	12/14/2012	4,642.00	5,255.00	-613.00
	25. CABOT OIL & GAS CORP C	10/11/2012	12/14/2012	1,172.00	1,109.00	63.00
	37. CABOT OIL & GAS CORP C	10/11/2012	12/14/2012	1,735.00	1,641.00	94.00
	66. CABOT OIL & GAS CORP C	10/11/2012	12/14/2012	3,091.00	2,915.00	176.00
	82. CARDINAL HEALTH INC	12/11/2012	12/14/2012	3,471.00	3,433.00	38.00
	31. COACH INC	05/09/2012	12/14/2012	1,772.00	2,162.00	-390.00
	12. COACH INC	05/09/2012	12/14/2012	686.00	837.00	-151.00
	49. CUBIST PHARMACEUTICALS	07/31/2012	12/14/2012	2,084.00	2,122.00	-38.00
	26. CUMMINS ENGINE INC	02/09/2012	12/14/2012	2,772.00	3,153.00	-381.00
	70. E.ON AG SPON ADR	02/24/2012	12/14/2012	1,303.00	1,601.00	-298.00
	72. E.ON AG SPON ADR	01/10/2012	12/14/2012	1,340.00	1,552.00	-212.00
	112. EQT CORP	07/31/2012	12/14/2012	6,364.00	6,338.00	26.00
	86. EDISON INTERNATIONAL	07/31/2012	12/14/2012	3,860.00	3,978.00	-118.00
	89. FACEBOOK INC	05/18/2012	12/14/2012	2,415.00	3,618.00	-1,203.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

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OMB No 1545-0092

2012

Name of estate or trust
WILLMAS CHARITABLE TRUST (PWS)

Employer identification number
32-6042143

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	**(b)** Date acquired (mo., day, yr)	**(c)** Date sold (mo , day, yr.)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss)** Subtract (e) from (d)
1a 5. FIDELITY NATL INFORMATI	07/31/2012	12/14/2012	177.00	158.00	19.00
8. FIDELITY NATL INFORMATI	07/31/2012	12/14/2012	284.00	253.00	31.00
21. FIDELITY NATL INFORMAT	07/31/2012	12/14/2012	745.00	663.00	82.00
128. FIDELITY NATL INFORMA COM	07/31/2012	12/14/2012	4,542.00	3,956.00	586.00
41. FLSMIDTH & CO A/S ADR	01/10/2012	12/14/2012	235.00	269.00	-34.00
355. FLSMIDTH & CO A/S ADR	01/10/2012	12/14/2012	2,038.00	2,331.00	-293.00
124. HSBC HOLDINGS PLC-SPO	03/29/2012	12/14/2012	6,452.00	5,424.00	1,028.00
179. HALLIBURTON CO HLDG	10/10/2012	12/14/2012	6,002.00	5,995.00	7.00
137. HOME DEPOT INC	07/31/2012	12/14/2012	8,501.00	7,169.00	1,332.00
329. INFINEON TECHNOLOGIES SPONSORED ADR	01/10/2012	12/14/2012	2,517.00	2,674.00	-157.00
105. INTERNATIONAL PAPER C	04/25/2012	12/14/2012	4,000.00	3,507.00	493.00
180. ITOCHU CORP ADR	01/10/2012	12/14/2012	3,632.00	3,711.00	-79.00
99. KRAFT FOODS GROUP INC	10/16/2012	12/14/2012	4,601.00	4,652.00	-51.00
91. LINCOLN NATL CORP IND	03/23/2012	12/14/2012	2,307.00	2,395.00	-88.00
144. MACYS INC	07/31/2012	12/14/2012	5,527.00	5,178.00	349.00
248. MCDERMOTT INTERNATION	07/31/2012	12/14/2012	2,652.00	2,901.00	-249.00
9. METROPCS COMMUNICATIONS	02/29/2012	12/14/2012	91.00	92.00	-1.00
215. METROPCS COMMUNICATIO	02/29/2012	12/14/2012	2,163.00	2,203.00	-40.00
366. METROPCS COMMUNICATIO	02/29/2012	12/14/2012	3,682.00	3,673.00	9.00
58. MITSUBISHI CORP SPONS REPRESENTS 2 SHARES	01/10/2012	12/14/2012	2,183.00	2,386.00	-203.00
101. NII HOLDINGS INC CL B	02/17/2012	12/14/2012	632.00	2,425.00	-1,793.00
465. NII HOLDINGS INC CL B	02/17/2012	12/14/2012	2,909.00	11,073.00	-8,164.00
102. NETAPP INC	02/09/2012	12/14/2012	3,361.00	4,177.00	-816.00
51. NEXTERA ENERGY INC	07/31/2012	12/14/2012	3,554.00	3,622.00	-68.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

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OMB No 1545-0092

2012

Name of estate or trust: WILLMAS CHARITABLE TRUST (PWS)

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Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 15. NIKE INC CL B	02/09/2012	12/14/2012	1,459.00	1,591.00	-132.00
22. NIKE INC CL B	02/14/2012	12/14/2012	2,140.00	2,327.00	-187.00
48. NORFOLK SOUTHERN CORP	02/28/2012	12/14/2012	2,958.00	3,352.00	-394.00
102. P G & E CORPORATION	07/31/2012	12/14/2012	4,141.00	4,719.00	-578.00
142. PHILIP MORRIS INTL IN	07/31/2012	12/14/2012	12,496.00	13,015.00	-519.00
12. QUALCOMM INC	03/09/2012	12/14/2012	721.00	767.00	-46.00
45. QUALCOMM INC	03/08/2012	12/14/2012	2,704.00	2,846.00	-142.00
20. RALPH LAUREN CORP	07/19/2012	12/14/2012	3,010.00	3,023.00	-13.00
4. RALPH LAUREN CORP	07/19/2012	12/14/2012	602.00	605.00	-3.00
84. RIO TINTO PLC ADR	04/25/2012	12/14/2012	4,640.00	4,729.00	-89.00
50. RYDER SYSTEMS INC	07/31/2012	12/14/2012	2,507.00	1,975.00	532.00
314. SPDR TRUST SERIES 1	12/10/2012	12/14/2012	44,670.00	44,811.00	-141.00
24. SABMILLER PLC - SPONS	09/14/2012	12/14/2012	1,088.00	1,064.00	24.00
68. SABMILLER PLC - SPONS	09/14/2012	12/14/2012	3,082.00	2,961.00	121.00
47. SAGE GROUP PLC ADR	01/10/2012	12/14/2012	872.00	883.00	-11.00
35. SAGE GROUP PLC ADR	01/10/2012	12/14/2012	649.00	657.00	-8.00
29. SCHLUMBERGER LTD	02/09/2012	12/14/2012	2,011.00	2,280.00	-269.00
8. SCHNEIDER ELEC SA ADR	01/20/2012	12/14/2012	115.00	100.00	15.00
210. SCHNEIDER ELEC SA ADR	01/24/2012	12/14/2012	3,030.00	2,629.00	401.00
426. SERVICESOURCE INTL IN	09/12/2012	12/14/2012	2,489.00	4,082.00	-1,593.00
128. SKYWORKS SOLUTIONS IN	07/31/2012	12/14/2012	2,526.00	3,723.00	-1,197.00
46. STARBUCKS CORP	03/28/2012	12/14/2012	2,461.00	2,584.00	-123.00
86. THK CO LTD ADR	01/10/2012	12/14/2012	747.00	850.00	-103.00
193. THK CO LTD ADR	01/10/2012	12/14/2012	1,677.00	1,908.00	-231.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**
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OMB No 1545-0092

2012

Name of estate or trust: WILLMAS CHARITABLE TRUST (PWS)

Employer identification number: 32-6042143

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	**(b)** Date acquired (mo., day, yr)	**(c)** Date sold (mo , day, yr.)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss)** Subtract (e) from (d)
1a 40. TERADATA CORP DEL	05/21/2012	12/14/2012	2,383.00	2,713.00	-330.00
18. TOYOTA MTR CORP ADR	11/27/2012	12/14/2012	1,547.00	1,538.00	9.00
25. TOYOTA MTR CORP ADR	02/10/2012	12/14/2012	2,148.00	1,959.00	189.00
9000. U S TREAS BDS 11/15/21	06/01/2012	12/14/2012	13,950.00	14,381.00	-431.00
2000. U S TREAS NTS 5.375% 02/15/2031	06/01/2012	12/14/2012	2,879.00	3,021.00	-142.00
7000. UNITED STATES TREAS 05/15/2039	06/01/2012	12/14/2012	9,028.00	9,555.00	-527.00
3000. UNITED STATES TREASU 05/15/2014	03/15/2012	12/14/2012	3,191.00	3,280.00	-89.00
3000. UNITED STATES TREASU 05/15/201	06/01/2012	12/14/2012	3,276.00	3,331.00	-55.00
4000. UNITED STATES TREASU 02/15/2016	06/01/2012	12/14/2012	4,518.00	4,592.00	-74.00
3000. UNITED STATES TREASU 02/15/202	06/01/2012	12/14/2012	3,511.00	3,580.00	-69.00
3000. UNITED STATES TREASU 02/28/2017	06/01/2012	12/14/2012	3,040.00	3,040.00	
54. UNITEDHEALTH GROUP INC	06/14/2012	12/14/2012	2,923.00	3,140.00	-217.00
84. UNITEDHEALTH GROUP INC	11/01/2012	12/14/2012	4,546.00	4,872.00	-326.00
1856. VANGUARD EUROPE PACI	12/03/2012	12/14/2012	64,647.00	63,441.00	1,206.00
93. VIACOM INC NEW CL B	07/31/2012	12/14/2012	4,947.00	4,353.00	594.00
41. WELLPOINT INC	07/25/2012	12/14/2012	2,397.00	2,203.00	194.00
49. DEUTSCHE BANK AG NPV R	03/13/2012	12/14/2012	2,102.00	2,391.00	-289.00
18. NOBLE CORP	07/13/2012	12/14/2012	610.00	616.00	-6.00
77. NOBLE CORP	07/13/2012	12/14/2012	2,607.00	2,633.00	-26.00
112. NXP SEMICONDUCTORS NV	11/08/2012	12/14/2012	2,749.00	2,880.00	-131.00
33. AVAGO TECHNOLOGIES LTD	09/21/2012	12/14/2012	1,032.00	1,188.00	-156.00
46. AVAGO TECHNOLOGIES LTD	11/29/2012	12/14/2012	1,439.00	1,630.00	-191.00
15. ADMIRAL GROUP PLC	02/14/2012	12/17/2012	278.00	228.00	50.00
105. ADMIRAL GROUP PLC	02/01/2012	12/17/2012	1,947.00	1,573.00	374.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www irs gov/form1041*

OMB No. 1545-0092

2012

Name of estate or trust	Employer identification number
WILLMAS CHARITABLE TRUST (PWS)	32-6042143

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 52. KONINKLIJKE	02/23/2012	12/17/2012	3,082.00	2,898.00	184.00
231. WESTFIELD GROUP	02/10/2012	12/17/2012	2,594.00	2,114.00	480.00
90. LUNDIN PETROLEUM AB	07/10/2012	12/17/2012	2,038.00	1,780.00	258.00
114. VANGUARD EUROPE PACIF	12/03/2012	12/19/2012	4,037.00	3,897.00	140.00
1567. VANGUARD EUROPE PACI	03/30/2012	12/19/2012	55,495.00	53,196.00	2,299.00
3160. VANGUARD EUROPE PACI	08/21/2012	12/19/2012	111,912.00	105,255.00	6,657.00
5110. VANGUARD EUROPE PACI	11/09/2012	12/19/2012	180,971.00	168,613.00	12,358.00
377. HOME DEPOT INC	07/31/2012	12/20/2012	23,262.00	19,728.00	3,534.00
29. ROPER INDS INC NEW	02/09/2012	12/20/2012	3,185.00	2,740.00	445.00
446. MICRON TECHNOLOGY INC	07/12/2012	12/21/2012	2,797.00	2,816.00	-19.00
54. NXP SEMICONDUCTORS NV	11/08/2012	12/21/2012	1,363.00	1,369.00	-6.00
6. ATMEL CORP	01/26/2012	01/04/2013	42.00	58.00	-16.00
605. ATMEL CORP	05/11/2012	01/04/2013	4,201.00	5,701.00	-1,500.00
30. NETAPP INC	02/09/2012	01/10/2013	973.00	1,229.00	-256.00
34. NETAPP INC	02/10/2012	01/10/2013	1,103.00	1,341.00	-238.00
44. NETAPP INC	02/13/2012	01/10/2013	1,427.00	1,721.00	-294.00
244. VERISIGN INC	07/06/2012	01/10/2013	9,569.00	10,722.00	-1,153.00
15. LIFE TECHNOLOGIES CORP	01/15/2013	01/23/2013	925.00	811.00	114.00
8. LIFE TECHNOLOGIES CORP	01/15/2013	01/24/2013	492.00	432.00	60.00
1306. VANGUARD EUROPE PACI	01/07/2013	01/24/2013	47,225.00	46,262.00	963.00
67. AMERICAN CAP AGY CORP	02/13/2012	01/25/2013	2,103.00	2,039.00	64.00
173. CVS CORPORATION (DEL)	02/09/2012	01/25/2013	8,961.00	7,431.00	1,530.00
523. ADMIRAL GROUP PLC	12/19/2012	01/25/2013	10,072.00	9,178.00	894.00
21. LINCOLN ELECTRIC HLDGS	01/15/2013	01/31/2013	1,131.00	1,072.00	59.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
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OMB No 1545-0092

2012

Name of estate or trust: WILLMAS CHARITABLE TRUST (PWS)

Employer identification number: 32-6042143

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 13. ANSYS INC	01/15/2013	02/01/2013	964.00	952.00	12.00
138. RYDER SYSTEMS INC	07/31/2012	02/01/2013	7,999.00	5,452.00	2,547.00
39. CABOT MICROELECTRONICS	01/15/2013	02/04/2013	1,422.00	1,386.00	36.00
16. FRESENIUS MEDICAL CARE	01/15/2013	02/04/2013	561.00	530.00	31.00
124. INFORMATICA CORP	11/15/2012	02/04/2013	4,509.00	3,334.00	1,175.00
24. POOL CORP COM	01/15/2013	02/04/2013	1,079.00	1,056.00	23.00
22. ANHEUSER BUSCH INBEV S	01/15/2013	02/05/2013	1,936.00	1,948.00	-12.00
352. LI & FUNG LTD ADR	01/15/2013	02/05/2013	930.00	1,049.00	-119.00
103. DEUTSCHE BANK AG NPV	01/31/2013	02/05/2013	5,274.00	5,377.00	-103.00
643. NEW WORLD DEV ADR	12/19/2012	02/06/2013	2,196.00	2,057.00	139.00
12. TERADATA CORP DEL	05/21/2012	02/06/2013	802.00	814.00	-12.00
72. SKYWORKS SOLUTIONS INC	07/31/2012	02/07/2013	1,710.00	2,094.00	-384.00
27. EQT CORP	01/17/2013	02/08/2013	1,664.00	1,595.00	69.00
30. FIRSTENERGY CORP	01/17/2013	02/08/2013	1,204.00	1,184.00	20.00
854. VANGUARD EUROPE PACIF	01/07/2013	02/08/2013	30,996.00	30,251.00	745.00
3308. VANGUARD EUROPE PACI	01/07/2013	02/08/2013	120,063.00	114,942.00	5,121.00
352. RAO GAZPROM-ADR	12/19/2012	02/12/2013	3,095.00	3,202.00	-107.00
101. AUSTRALIA & NEW ZEALA	12/19/2012	02/13/2013	2,899.00	2,623.00	276.00
51. IMPERIAL TOBACCO GROUP	12/19/2012	02/13/2013	3,685.00	3,988.00	-303.00
15. DIRECTV	09/27/2012	02/14/2013	769.00	783.00	-14.00
41. DIRECTV	09/27/2012	02/14/2013	2,103.00	2,132.00	-29.00
43. DIRECTV	08/16/2012	02/14/2013	2,206.00	2,184.00	22.00
67. DIRECTV	07/02/2012	02/14/2013	3,437.00	3,276.00	161.00
24. GENERAL DYNAMICS CORP	01/17/2013	02/14/2013	1,592.00	1,709.00	-117.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

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SCHEDULE D-1
(Form 1041)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**
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OMB No. 1545-0092
2012

Name of estate or trust	**Employer identification number**
WILLMAS CHARITABLE TRUST (PWS)	32-6042143

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	**(b)** Date acquired (mo., day, yr.)	**(c)** Date sold (mo , day, yr.)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss)** Subtract (e) from (d)
1a 55. VODAFONE GROUP PLC ADR	01/15/2013	02/14/2013	1,436.00	1,437.00	-1.00
41. CENTURYTEL INC	01/17/2013	02/20/2013	1,412.00	1,628.00	-216.00
118. DEUTSCHE TELEKOM AGSP	01/15/2013	02/20/2013	1,283.00	1,400.00	-117.00
55. VODAFONE GROUP PLC ADR	01/17/2013	02/21/2013	1,348.00	1,416.00	-68.00
46. LIMITED BRANDS	01/17/2013	02/22/2013	1,983.00	2,165.00	-182.00
20. OCCIDENTAL PETROLEUM C	01/17/2013	02/25/2013	1,677.00	1,650.00	27.00
139.47 FEDERAL NATL MTG AS AB6609 3	01/18/2013	02/26/2013	139.00	148.00	-9.00
3. MASTERCARD INC	04/27/2012	02/26/2013	1,531.00	1,377.00	154.00
5. MASTERCARD INC	04/27/2012	02/26/2013	2,551.00	2,222.00	329.00
362. BRUKER BIOSCIENCES CO	07/31/2012	02/27/2013	6,318.00	4,280.00	2,038.00
24000. UNITED STATES TREAS 05/15/2039	06/01/2012	02/28/2013	29,595.00	32,760.00	-3,165.00
139. WELLPOINT INC	07/25/2012	02/28/2013	8,694.00	7,469.00	1,225.00
308. EQT CORP	07/31/2012	03/04/2013	19,286.00	17,108.00	2,178.00
6. CERNER CORP	01/15/2013	03/08/2013	552.00	484.00	68.00
354. DIRECTV	06/21/2012	03/08/2013	17,608.00	16,605.00	1,003.00
37. CUBIST PHARMACEUTICALS	07/31/2012	03/11/2013	1,756.00	1,602.00	154.00
22. SOFTBANK CORP ADR	01/15/2013	03/11/2013	426.00	376.00	50.00
26. CATERPILLAR INC	01/17/2013	03/12/2013	2,335.00	2,490.00	-155.00
43. TESCO PLC SPONSORED AD	01/15/2013	03/13/2013	723.00	728.00	-5.00
22. ECOPETROL SA ADR	01/15/2013	03/15/2013	1,230.00	1,353.00	-123.00
22. CSL LTD UNSPON ADR	01/15/2013	03/18/2013	684.00	608.00	76.00
2. ARM HOLDINGS PLC-SPONS	01/15/2013	03/19/2013	81.00	81.00	
30. EXPERIAN GROUP LTD ADR	01/15/2013	03/20/2013	527.00	502.00	25.00
36. INFORMA PLC ADR	01/15/2013	03/20/2013	551.00	548.00	3.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
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OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
WILLMAS CHARITABLE TRUST (PWS)	32-6042143

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	38. DOLLAR GEN CORP NEW	09/28/2012	03/22/2013	1,909.00	1,966.00	-57.00
	9. NOVO NORDISK A S ADR	01/15/2013	03/22/2013	1,455.00	1,573.00	-118.00
	99. NETAPP INC	09/04/2012	03/25/2013	3,295.00	3,376.00	-81.00
	8. WASTE MANAGEMENT INC	03/18/2013	03/25/2013	307.00	300.00	7.00
	45. WASTE MANAGEMENT INC	03/18/2013	03/25/2013	1,725.00	1,683.00	42.00
	89. CAIRN ENERGY PLC ADR	01/15/2013	03/26/2013	754.00	813.00	-59.00
	15.96 FEDERAL NATL MTG ASS POOL NBR A	02/15/2013	03/26/2013	16.00	16.00	
	146.12 FEDERAL NATL MTG AS #745275 5% 0	02/20/2013	03/26/2013	146.00	158.00	-12.00
	144.4 FEDERAL NATL MTG ASS AB6609 3	01/18/2013	03/26/2013	144.00	153.00	-9.00
	566.25 FEDERAL NATL MTG AS PA POOL NBR AE0949 4% 02/01	02/13/2013	03/26/2013	566.00	603.00	-37.00
	5. OCCIDENTAL PETROLEUM CO	01/17/2013	03/27/2013	390.00	413.00	-23.00
	2000. UNITED STATES TREAS 05/15/2039	06/01/2012	03/28/2013	2,466.00	2,730.00	-264.00
	162000. UNITED STATES TREA 09/30/2019	11/16/2012	03/28/2013	160,937.00	162,203.00	-1,266.00
	287. JUPITER TELECOMMUNICA ADR	01/15/2013	04/01/2013	3,736.00	3,501.00	235.00
	16. CATERPILLAR INC	01/17/2013	04/03/2013	1,346.00	1,532.00	-186.00
	27. PEABODY ENERGY CORP	01/17/2013	04/03/2013	541.00	687.00	-146.00
	31. RIO TINTO PLC ADR	01/17/2013	04/03/2013	1,415.00	1,722.00	-307.00
	167. VOLKSWAGEN AG SPON AD	12/19/2012	04/11/2013	6,680.00	7,595.00	-915.00
	11. LIFE TECHNOLOGIES CORP	01/15/2013	04/18/2013	809.00	595.00	214.00
	194. MICRON TECHNOLOGY INC	07/12/2012	04/19/2013	1,817.00	1,194.00	623.00
	12. UNITED OVERSEAS BK LTD	01/15/2013	04/19/2013	401.00	372.00	29.00
	1. LIFE TECHNOLOGIES CORP	01/15/2013	04/22/2013	74.00	54.00	20.00
	66. ARCHER DANIELS MIDLAND	03/04/2013	04/23/2013	2,141.00	2,105.00	36.00
	75. ARCHER DANIELS MIDLAND	12/20/2012	04/23/2013	2,433.00	2,097.00	336.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

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OMB No 1545-0092

2012

Name of estate or trust: WILLMAS CHARITABLE TRUST (PWS)

Employer identification number: 32-6042143

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 51. INTERNATIONAL PAPER CO	12/20/2012	04/23/2013	2,416.00	2,012.00	404.00
821. STEEL DYNAMICS INC	07/31/2012	04/23/2013	11,675.00	10,574.00	1,101.00
5. COGNIZANT TECHNOLOGY SO	01/15/2013	04/24/2013	315.00	391.00	-76.00
2530. METROPCS COMMUNICATI	03/18/2013	04/25/2013	30,023.00	20,793.00	9,230.00
84. SERVICENOW INC	01/02/2013	04/25/2013	3,646.00	2,524.00	1,122.00
355.86 FEDERAL NATL MTG AS AL0160 4	03/13/2013	04/26/2013	356.00	384.00	-28.00
278.18 FEDERAL NATL MTG AS POOL NBR A	03/18/2013	04/26/2013	278.00	301.00	-23.00
14.92 FEDERAL NATL MTG ASS POOL NBR A	02/15/2013	04/26/2013	15.00	15.00	
156.26 FEDERAL NATL MTG AS #745275 5% 0	02/20/2013	04/26/2013	156.00	169.00	-13.00
134.76 FEDERAL NATL MTG AS AB6609 3	01/18/2013	04/26/2013	135.00	143.00	-8.00
537.15 FEDERAL NATL MTG AS PA POOL NBR AE0949 4% 02/01	02/13/2013	04/26/2013	537.00	572.00	-35.00
33. SHINHAN FINANCIAL GRP	01/15/2013	04/30/2013	1,136.00	1,230.00	-94.00
28000. UNITED STATES TREAS 05/15/2014	06/01/2012	04/30/2013	29,335.00	30,435.00	-1,100.00
30000. UNITED STATES TREAS 02/15/2023	03/28/2013	04/30/2013	30,879.00	30,408.00	471.00
7. APPLE COMPUTER INC	01/15/2013	05/01/2013	3,053.00	3,409.00	-356.00
65. CARDINAL HEALTH INC	03/22/2013	05/01/2013	2,868.00	2,732.00	136.00
2. OCCIDENTAL PETROLEUM CO	01/17/2013	05/01/2013	175.00	165.00	10.00
22. SOCIEDAD QUIMICA MINER ADR SPONS ADR REPSTG SER B	01/15/2013	05/01/2013	1,075.00	1,265.00	-190.00
79. INFORMA PLC ADR	01/15/2013	05/02/2013	1,183.00	1,202.00	-19.00
3000. NATIONAL RURAL UTILS 1.9% 11/01	02/04/2013	05/02/2013	3,093.00	3,104.00	-11.00
7000. TREASURY INFLATION I 4/15/2029	01/22/2013	05/02/2013	16,324.00	16,237.00	87.00
159. AEGERION PHARMACEUTIC	08/01/2012	05/03/2013	7,048.00	2,409.00	4,639.00
12. COGNIZANT TECHNOLOGY S	01/15/2013	05/03/2013	795.00	939.00	-144.00
15. OCCIDENTAL PETROLEUM C	01/17/2013	05/03/2013	1,359.00	1,236.00	123.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
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OMB No. 1545-0092

2012

Name of estate or trust: WILLMAS CHARITABLE TRUST (PWS)

Employer identification number 32-6042143

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 211. ALNYLAM PHARMACEUTICA	07/31/2012	05/06/2013	5,009.00	3,932.00	1,077.00
39. ARCHER DANIELS MIDLAND	12/20/2012	05/08/2013	1,334.00	1,091.00	243.00
78. ARCHER DANIELS MIDLAND	12/20/2012	05/08/2013	2,668.00	2,071.00	597.00
10. CSL LTD UNSPON ADR	01/15/2013	05/08/2013	303.00	276.00	27.00
24. CANADIAN NATL RAILWAY	01/17/2013	05/08/2013	2,427.00	2,285.00	142.00
3. CANADIAN NATL RAILWAY C	01/17/2013	05/09/2013	304.00	286.00	18.00
3. PRECISION CASTPARTS	03/20/2013	05/10/2013	630.00	585.00	45.00
18. PRECISION CASTPARTS	03/20/2013	05/10/2013	3,782.00	3,498.00	284.00
17. COGNIZANT TECHNOLOGY S	01/15/2013	05/13/2013	1,067.00	1,331.00	-264.00
64. RICOH LTD ADR	12/19/2012	05/13/2013	3,747.00	3,764.00	-17.00
35. LIFE TECHNOLOGIES CORP	01/15/2013	05/15/2013	2,573.00	1,892.00	681.00
4. ALLERGAN INC	01/15/2013	05/22/2013	392.00	419.00	-27.00
4. APPLE COMPUTER INC	01/15/2013	05/22/2013	1,771.00	1,948.00	-177.00
3000. UNITED TECHNOLOGIES 06/01/2015	02/21/2013	05/22/2013	3,050.00	3,052.00	-2.00
61. INFORMATICA CORP	11/15/2012	05/23/2013	2,133.00	1,640.00	493.00
150. VANGUARD EUROPE PACIF	03/27/2013	05/23/2013	5,745.00	5,433.00	312.00
588. VANGUARD EUROPE PACIF	03/27/2013	05/23/2013	22,520.00	21,297.00	1,223.00
3980. VANGUARD EUROPE PACI	03/27/2013	05/23/2013	152,433.00	141,303.00	11,130.00
.4 CIELO S A SPONSORED ADR	01/15/2013	05/24/2013	11.00	9.00	2.00
.683 CREDIT SUISSE GROUP-S	01/15/2013	05/28/2013	21.00	19.00	2.00
.415 CREDIT SUISSE GROUP-S	02/06/2013	05/28/2013	13.00	12.00	1.00
6. APPLE COMPUTER INC	01/15/2013	05/29/2013	2,662.00	2,922.00	-260.00
68.59 FEDERAL NATL MTG ASS POOL NBR A	04/12/2013	05/29/2013	69.00	74.00	-5.00
322.08 FEDERAL NATL MTG AS AL0160 4	03/13/2013	05/29/2013	322.00	348.00	-26.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
WILLMAS CHARITABLE TRUST (PWS)	32-6042143

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 241.16 FEDERAL NATL MTG AS POOL NBR A	03/18/2013	05/29/2013	241.00	261.00	-20.00
118.2 FEDERAL NATL MTG ASS POOL NBR A	03/26/2013	05/29/2013	118.00	128.00	-10.00
16.82 FEDERAL NATL MTG ASS POOL NBR A	02/15/2013	05/29/2013	17.00	17.00	
150.29 FEDERAL NATL MTG AS #745275 5% 0	02/20/2013	05/29/2013	150.00	162.00	-12.00
121.74 FEDERAL NATL MTG AS AB6609 3	01/18/2013	05/29/2013	122.00	129.00	-7.00
437.43 FEDERAL NATL MTG AS PA POOL NBR AE0949 4% 02/01	02/13/2013	05/29/2013	437.00	466.00	-29.00
105. INTERCONTINENTALEXCHA	03/19/2013	05/29/2013	17,954.00	15,416.00	2,538.00
26. WILLIS GROUP HOLDINGS	01/15/2013	05/29/2013	1,031.00	904.00	127.00
35. MICRON TECHNOLOGY INC	07/12/2012	05/30/2013	419.00	215.00	204.00
253. MICRON TECHNOLOGY INC	11/20/2012	05/30/2013	3,029.00	1,535.00	1,494.00
60000. UNITED STATES TREAS 05/15/2014	06/01/2012	05/31/2013	62,613.00	65,217.00	-2,604.00
1777. XSTRATA PLC ADR	03/07/2013	05/31/2013	5,752.00	6,095.00	-343.00
16. MICHAEL KORS HOLDINGS	02/06/2013	05/31/2013	1,031.00	893.00	138.00
49. MICHAEL KORS HOLDINGS	03/22/2013	05/31/2013	3,157.00	2,730.00	427.00
173. CUBIST PHARMACEUTICAL	07/31/2012	06/03/2013	9,228.00	7,491.00	1,737.00
20. RIO TINTO PLC ADR	01/17/2013	06/04/2013	879.00	1,096.00	-217.00
6. SPDR TRUST SERIES 1	12/10/2012	06/06/2013	969.00	856.00	113.00
610. VANGUARD EUROPE PACIF	06/15/2012	06/06/2013	22,370.00	18,662.00	3,708.00
76. SABMILLER PLC - SPONS	12/19/2012	06/10/2013	3,812.00	3,510.00	302.00
297. UNITEDHEALTH GROUP IN	03/06/2013	06/11/2013	18,749.00	16,249.00	2,500.00
11. COGNIZANT TECHNOLOGY S	01/15/2013	06/12/2013	706.00	861.00	-155.00
39. WILLIS GROUP HOLDINGS	01/15/2013	06/12/2013	1,531.00	1,355.00	176.00
250. ALLIANZ GLOBAL INVS SHS SE	01/16/2013	06/13/2013	3,288.00	3,385.00	-97.00
730. ALLIANZ GLOBAL INVS SHS CL	01/16/2013	06/13/2013	8,015.00	8,205.00	-190.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No. 1545-0092

2012

Name of estate or trust: WILLMAS CHARITABLE TRUST (PWS)

Employer identification number 32-6042143

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 19. COGNIZANT TECHNOLOGY S	01/15/2013	06/13/2013	1,207.00	1,481.00	-274.00
18. FRESENIUS MEDICAL CARE	01/15/2013	06/17/2013	631.00	596.00	35.00
29. CSL LTD UNSPON ADR	01/15/2013	06/19/2013	779.00	802.00	-23.00
23. BHP BILLITON PLC ADR	01/15/2013	06/20/2013	1,230.00	1,529.00	-299.00
15. AUTOLIV INC	01/15/2013	06/21/2013	1,119.00	984.00	135.00
15. ALLERGAN INC	05/03/2013	06/24/2013	1,260.00	1,561.00	-301.00
21. ALLERGAN INC	05/31/2013	06/24/2013	1,764.00	2,111.00	-347.00
23. ALLERGAN INC	05/31/2013	06/24/2013	1,932.00	2,294.00	-362.00
19. AMETEK INC NEW	05/22/2013	06/24/2013	764.00	823.00	-59.00
66. AMETEK INC NEW	05/22/2013	06/24/2013	2,654.00	2,843.00	-189.00
5. APPLE COMPUTER INC	01/30/2013	06/24/2013	1,999.00	2,308.00	-309.00
6. APPLE COMPUTER INC	01/30/2013	06/24/2013	2,399.00	2,750.00	-351.00
7. APPLE COMPUTER INC	01/29/2013	06/24/2013	2,798.00	3,197.00	-399.00
22. APPLE COMPUTER INC	02/07/2013	06/24/2013	8,795.00	10,012.00	-1,217.00
12. CABOT OIL & GAS CORP C	09/25/2012	06/24/2013	814.00	528.00	286.00
4. CARDINAL HEALTH INC	03/22/2013	06/24/2013	187.00	168.00	19.00
56. CARDINAL HEALTH INC	03/22/2013	06/24/2013	2,616.00	2,353.00	263.00
61. CARDINAL HEALTH INC	03/22/2013	06/24/2013	2,845.00	2,562.00	283.00
114. CARDINAL HEALTH INC	12/11/2012	06/24/2013	5,325.00	4,771.00	554.00
48. CATAMARAN CORP	06/21/2013	06/24/2013	2,341.00	2,408.00	-67.00
33. CONCHO RES INC	08/23/2012	06/24/2013	2,771.00	3,081.00	-310.00
6. CROWN CASTLE INTL CORP	05/14/2013	06/24/2013	404.00	476.00	-72.00
21. CROWN CASTLE INTL CORP	05/14/2013	06/24/2013	1,415.00	1,647.00	-232.00
25. CROWN CASTLE INTL CORP	04/05/2013	06/24/2013	1,685.00	1,747.00	-62.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No. 1545-0092

2012

Name of estate or trust: WILLMAS CHARITABLE TRUST (PWS)

Employer identification number 32-6042143

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 7. DISCOVER FINL SVCS	05/21/2013	06/24/2013	317.00	343.00	-26.00
58. DISCOVER FINL SVCS	05/21/2013	06/24/2013	2,628.00	2,815.00	-187.00
31. DOLLAR GEN CORP NEW	09/28/2012	06/24/2013	1,546.00	1,604.00	-58.00
33. DOLLAR GEN CORP NEW	09/07/2012	06/24/2013	1,646.00	1,657.00	-11.00
6. DOLLAR GEN CORP NEW	09/07/2012	06/24/2013	299.00	301.00	-2.00
59. EBAY INC	03/06/2013	06/24/2013	2,973.00	3,168.00	-195.00
68. EBAY INC	04/18/2013	06/24/2013	3,427.00	3,651.00	-224.00
29. GILEAD SCIENCES INC	05/07/2013	06/24/2013	1,407.00	1,557.00	-150.00
44. GILEAD SCIENCES INC	05/07/2013	06/24/2013	2,135.00	2,329.00	-194.00
38. GILEAD SCIENCES INC	05/02/2013	06/24/2013	1,844.00	1,997.00	-153.00
3. IHS INC COM CL A	06/07/2013	06/24/2013	289.00	318.00	-29.00
26. IHS INC COM CL A	06/07/2013	06/24/2013	2,505.00	2,733.00	-228.00
47. INFORMATICA CORP	11/15/2012	06/24/2013	1,559.00	1,264.00	295.00
1. INTUITIVE SURGICAL INC	03/05/2013	06/24/2013	500.00	524.00	-24.00
5. INTUITIVE SURGICAL INC	03/05/2013	06/24/2013	2,498.00	2,617.00	-119.00
22. LULULEMON ATHLETICA IN	03/05/2013	06/24/2013	1,346.00	1,516.00	-170.00
35. LULULEMON ATHLETICA IN	01/15/2013	06/24/2013	2,141.00	2,382.00	-241.00
3. MASTERCARD INC	05/14/2013	06/24/2013	1,687.00	1,704.00	-17.00
5. MASTERCARD INC	05/14/2013	06/24/2013	2,811.00	2,840.00	-29.00
31. MONSTER BEVERAGE CORP	08/08/2012	06/24/2013	1,728.00	2,103.00	-375.00
40. MONSTER BEVERAGE CORP	08/16/2012	06/24/2013	2,230.00	2,400.00	-170.00
9. PRECISION CASTPARTS	01/24/2013	06/24/2013	1,879.00	1,716.00	163.00
14. PRECISION CASTPARTS	02/08/2013	06/24/2013	2,923.00	2,668.00	255.00
15. PROGRESSIVE CORP	02/12/2013	06/24/2013	361.00	356.00	5.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
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OMB No 1545-0092

2012

Name of estate or trust: WILLMAS CHARITABLE TRUST (PWS)

Employer identification number: 32-6042143

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 65. PROGRESSIVE CORP	02/12/2013	06/24/2013	1,566.00	1,530.00	36.00
48. QUALCOMM INC	04/25/2013	06/24/2013	2,869.00	2,984.00	-115.00
27. QUALCOMM INC	04/25/2013	06/24/2013	1,614.00	1,678.00	-64.00
38. REALOGY HLDGS CORP	05/21/2013	06/24/2013	1,655.00	2,080.00	-425.00
43. SALESFORCE.COM INC	05/14/2013	06/24/2013	1,558.00	1,923.00	-365.00
56. SERVICENOW INC	06/03/2013	06/24/2013	2,194.00	2,035.00	159.00
71. TERADATA CORP DEL	11/01/2012	06/24/2013	3,429.00	4,538.00	-1,109.00
65. VMWARE INC CL A	12/14/2012	06/24/2013	4,248.00	6,024.00	-1,776.00
29. LIBERTY GLOBAL PLC SER	03/06/2013	06/24/2013	2,010.00	2,051.00	-41.00
29. MICHAEL KORS HOLDINGS	03/22/2013	06/24/2013	1,640.00	1,611.00	29.00
44. MICHAEL KORS HOLDINGS	03/22/2013	06/24/2013	2,488.00	2,408.00	80.00
243. ISHARES GS$ INVESTOP	03/25/2013	06/25/2013	27,180.00	29,031.00	-1,851.00
50.36 FEDERAL NATL MTG ASS POOL NBR A	04/12/2013	06/26/2013	50.00	55.00	-5.00
337.54 FEDERAL NATL MTG AS AL0160 4	03/13/2013	06/26/2013	338.00	364.00	-26.00
259.07 FEDERAL NATL MTG AS POOL NBR A	03/18/2013	06/26/2013	259.00	281.00	-22.00
115.72 FEDERAL NATL MTG AS POOL NBR A	03/26/2013	06/26/2013	116.00	125.00	-9.00
15.9 FEDERAL NATL MTG ASSN POOL NBR A	02/15/2013	06/26/2013	16.00	16.00	
147.27 FEDERAL NATL MTG AS #745275 5% 0	02/20/2013	06/26/2013	147.00	159.00	-12.00
178.88 FEDERAL NATL MTG AS AB6609 3	01/18/2013	06/26/2013	179.00	190.00	-11.00
469.05 FEDERAL NATL MTG AS PA POOL NBR AE0949 4% 02/01	02/13/2013	06/26/2013	469.00	499.00	-30.00
67. ICAP PLC ADR	01/15/2013	06/26/2013	728.00	704.00	24.00
29. SALIX PHARMACEUTICALS	03/18/2013	06/26/2013	1,878.00	1,433.00	445.00
95. WASTE MANAGEMENT INC	02/28/2013	06/26/2013	3,802.00	3,536.00	266.00
3. COMPUTER PROGRAMS & SYS	01/15/2013	06/27/2013	146.00	153.00	-7.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No. 1545-0092

2012

Name of estate or trust
WILLMAS CHARITABLE TRUST (PWS)

Employer identification number
32-6042143

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	139. MICRON TECHNOLOGY INC	11/20/2012	06/27/2013	2,004.00	765.00	1,239.00
	9. COMPUTER PROGRAMS & SYS	01/15/2013	06/28/2013	444.00	460.00	-16.00
	4000. US BANK NA 6.300% DU	01/29/2013	06/28/2013	4,134.00	4,229.00	-95.00
	4. ACCENTURE PLC CL A	01/15/2013	06/28/2013	278.00	280.00	-2.00

1b **Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b 18,141.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

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Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

WILLMAS CHARITABLE TRUST (PWS)

Employer identification number

32-6042143

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	46. MCDONALDS CORP	05/02/2011	07/02/2012	4,045.00	3,617.00	428.00
	177. WELLS FARGO & CO NEW	06/08/2011	07/02/2012	5,917.00	4,567.00	1,350.00
	42. ALEXION PHARMACEUTICAL	05/31/2011	07/05/2012	4,349.00	1,981.00	2,368.00
	59. CROWN CASTLE INTL CORP	05/02/2011	07/05/2012	3,524.00	2,507.00	1,017.00
	97. FMC CORP - NEW	05/04/2011	07/09/2012	5,147.00	4,036.00	1,111.00
	432. NATL AUSTRALIA BK LTD	08/18/2009	07/09/2012	10,377.00	9,633.00	744.00
	2043. SPDR TRUST SERIES 1	06/22/2011	07/12/2012	271,841.00	263,871.00	7,970.00
	211. BROADCOM CORP	04/11/2011	07/13/2012	6,546.00	8,404.00	-1,858.00
	50000. NOKIA CORP 5.375%	03/16/2011	07/16/2012	37,457.00	52,271.00	-14,814.00
	330. ENSCO PLC	05/05/2011	07/16/2012	16,224.00	18,102.00	-1,878.00
	178. ANHEUSER BUSCH INBEV	06/28/2011	07/17/2012	13,685.00	10,148.00	3,537.00
	134. RIVERBED TECHNOLOGY I	05/02/2011	07/26/2012	2,419.00	4,640.00	-2,221.00
	87. ROPER INDS INC NEW	05/02/2011	07/30/2012	8,911.00	7,511.00	1,400.00
	50. APPLE COMPUTER INC	05/02/2011	07/31/2012	30,517.00	17,344.00	13,173.00
	31. BAXTER INTERNATIONAL I	05/06/2010	07/31/2012	1,817.00	1,427.00	390.00
	49. BAXTER INTERNATIONAL I	05/06/2010	07/31/2012	2,873.00	2,238.00	635.00
	61. BAXTER INTERNATIONAL I	05/05/2010	07/31/2012	3,577.00	2,774.00	803.00
	11. EOG RESOURCES INC	03/04/2011	07/31/2012	1,083.00	1,200.00	-117.00
	418. EXXON MOBIL CORP COMM	08/25/2010	07/31/2012	36,359.00	24,608.00	11,751.00
	454. HERTZ GLOBAL HLDGS IN	02/09/2011	07/31/2012	5,050.00	7,255.00	-2,205.00
	16. J P MORGAN CHASE & CO	07/09/2009	07/31/2012	577.00	535.00	42.00
	87. J P MORGAN CHASE & CO	07/07/2009	07/31/2012	3,137.00	2,876.00	261.00
	105. J P MORGAN CHASE & CO	07/07/2009	07/31/2012	3,794.00	3,471.00	323.00
	22. KRAFT FOODS INC CL A	03/25/2011	07/31/2012	872.00	689.00	183.00
	35. KRAFT FOODS INC CL A	03/24/2011	07/31/2012	1,391.00	1,095.00	296.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.	**Employer identification number**
WILLMAS CHARITABLE TRUST (PWS)	32-6042143

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 57. KRAFT FOODS INC CL A	03/24/2011	07/31/2012	2,265.00	1,783.00	482.00
73. KRAFT FOODS INC CL A	03/29/2011	07/31/2012	2,894.00	2,280.00	614.00
49. MEDTRONIC INC	10/22/2010	07/31/2012	1,936.00	1,755.00	181.00
57. MEDTRONIC INC	10/22/2010	07/31/2012	2,249.00	2,041.00	208.00
65. MEDTRONIC INC	12/10/2010	07/31/2012	2,565.00	2,318.00	247.00
75. MEDTRONIC INC	12/10/2010	07/31/2012	2,960.00	2,658.00	302.00
95. MEDTRONIC INC	12/09/2010	07/31/2012	3,749.00	3,316.00	433.00
129. MEDTRONIC INC	12/08/2010	07/31/2012	5,091.00	4,440.00	651.00
49. METLIFE INC	06/11/2010	07/31/2012	1,510.00	1,983.00	-473.00
105. METLIFE INC	06/11/2010	07/31/2012	3,229.00	4,250.00	-1,021.00
64. TIME WARNER INC	02/15/2011	07/31/2012	2,509.00	2,338.00	171.00
425. TIME WARNER INC	02/15/2011	07/31/2012	16,645.00	15,528.00	1,117.00
25. US BANCORP	10/25/2010	07/31/2012	840.00	590.00	250.00
32. US BANCORP	10/25/2010	07/31/2012	1,075.00	755.00	320.00
344. US BANCORP	10/25/2010	07/31/2012	11,540.00	8,108.00	3,432.00
109. WELLS FARGO & CO NEW	06/08/2011	07/31/2012	3,697.00	2,813.00	884.00
161. WELLS FARGO & CO NEW	06/08/2011	07/31/2012	5,452.00	4,099.00	1,353.00
233. WELLS FARGO & CO NEW	07/23/2009	07/31/2012	7,890.00	5,226.00	2,664.00
22. NOBLE CORP	12/07/2010	07/31/2012	817.00	760.00	57.00
25. NOBLE CORP	06/08/2010	07/31/2012	928.00	660.00	268.00
82. NOBLE CORP	06/08/2010	07/31/2012	3,045.00	2,165.00	880.00
23. ALEXION PHARMACEUTICAL	05/31/2011	08/01/2012	2,373.00	1,085.00	1,288.00
33. ALEXION PHARMACEUTICAL	10/14/2010	08/01/2012	3,405.00	1,109.00	2,296.00
4. VISA INC CL A	02/10/2011	08/01/2012	514.00	297.00	217.00
39. VISA INC CL A	02/09/2011	08/01/2012	5,008.00	2,875.00	2,133.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.	**Employer identification number**
WILLMAS CHARITABLE TRUST (PWS)	32-6042143

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 49. VISA INC CL A	02/09/2011	08/01/2012	6,292.00	3,594.00	2,698.00
207. BROADCOM CORP	04/11/2011	08/03/2012	7,080.00	8,185.00	-1,105.00
15. ROPER INDS INC NEW	05/02/2011	08/03/2012	1,556.00	1,295.00	261.00
271. CVS CORPORATION (DEL)	05/02/2011	08/07/2012	12,090.00	9,833.00	2,257.00
204. MCDONALDS CORP	05/02/2011	08/17/2012	17,846.00	16,040.00	1,806.00
50000. GOLDMAN SACHS GROUP DUE 09/01/2012	07/06/2009	09/01/2012	50,000.00	53,163.00	-3,163.00
96. ILLINOIS TOOL WKS INC	05/28/2004	09/04/2012	5,674.00	4,311.00	1,363.00
332. COMCAST CORP CL A	02/15/2011	09/10/2012	11,403.00	7,928.00	3,475.00
65. ADOBE SYS INC	09/22/2010	09/12/2012	2,112.00	1,719.00	393.00
89. COMCAST CORP CL A	02/15/2011	09/12/2012	3,069.00	2,125.00	944.00
165. SYMANTEC CORP	08/31/2010	09/12/2012	3,154.00	2,257.00	897.00
58. FRESENIUS MEDICAL CARE	05/28/2010	09/21/2012	4,173.00	2,913.00	1,260.00
60. HEINEKEN N V ADR	05/18/2011	09/24/2012	1,770.00	1,823.00	-53.00
60. HEINEKEN N V ADR	05/16/2011	09/24/2012	1,770.00	1,805.00	-35.00
71. HEINEKEN N V ADR	05/17/2011	09/24/2012	2,095.00	2,132.00	-37.00
12. AMAZON COM INC	05/02/2011	09/25/2012	3,076.00	2,420.00	656.00
5. BAIDU COM INC SPONSORED	05/02/2011	09/25/2012	573.00	742.00	-169.00
84. CVS CORPORATION (DEL)	05/02/2011	09/25/2012	4,026.00	3,048.00	978.00
100. DISCOVERY COMMUNICATI SER A	05/02/2011	09/25/2012	5,915.00	4,478.00	1,437.00
37. BAIDU COM INC SPONSORE	05/02/2011	09/27/2012	4,218.00	5,489.00	-1,271.00
8. CONCHO RES INC	05/02/2011	09/27/2012	757.00	836.00	-79.00
150. DISCOVERY COMMUNICATI SER A	05/02/2011	09/27/2012	8,888.00	6,717.00	2,171.00
89. LAS VEGAS SANDS CORP	05/02/2011	09/28/2012	4,168.00	4,231.00	-63.00
16. FMC TECHNOLOGIES INC	05/02/2011	10/01/2012	750.00	745.00	5.00
61. FMC TECHNOLOGIES INC	05/02/2011	10/01/2012	2,861.00	2,842.00	19.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					

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WILLMAS CHARITABLE TRUST (PWS)	32-6042143

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

	(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	**(b)** Date acquired (mo., day, yr.)	**(c)** Date sold (mo , day, yr.)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss)** Subtract (e) from (d)
6a	.667 KRAFT FOODS GROUP INC	03/29/2011	10/02/2012	30.00	22.00	8.00
	348. RIVERBED TECHNOLOGY I	05/02/2011	10/02/2012	8,065.00	12,049.00	-3,984.00
	40. CONCHO RES INC	05/02/2011	10/05/2012	3,773.00	4,180.00	-407.00
	4. APPLE COMPUTER INC	05/02/2011	10/09/2012	2,513.00	1,388.00	1,125.00
	5. BAIDU COM INC SPONSORED	05/02/2011	10/09/2012	535.00	742.00	-207.00
	42. BAIDU COM INC SPONSORE	05/02/2011	10/09/2012	4,471.00	6,231.00	-1,760.00
	210. CVS CORPORATION (DEL)	05/02/2011	10/09/2012	10,121.00	7,619.00	2,502.00
	27. ROPER INDS INC NEW	05/02/2011	10/09/2012	2,942.00	2,331.00	611.00
	322. PEABODY ENERGY CORP	09/22/2011	10/11/2012	8,388.00	13,248.00	-4,860.00
	70. COLGATE PALMOLIVE CO	06/13/2011	10/16/2012	7,601.00	5,947.00	1,654.00
	72. COLGATE PALMOLIVE CO	06/13/2011	10/16/2012	7,818.00	6,101.00	1,717.00
	55. BAIDU COM INC SPONSORE	05/02/2011	10/17/2012	6,252.00	8,159.00	-1,907.00
	.7 HON HAI PRECISION IND L	07/29/2010	10/24/2012	4.00	4.00	
	8. APPLE COMPUTER INC	05/02/2011	10/26/2012	4,792.00	2,775.00	2,017.00
	12. APPLE COMPUTER INC	05/02/2011	10/26/2012	7,188.00	2,061.00	5,127.00
	62000. UNITED STATES TREAS 08/15/2017	02/18/2011	11/02/2012	73,843.00	67,925.00	5,918.00
	235. NEW WORLD DEV ADR	10/02/2008	11/08/2012	743.00	529.00	214.00
	1228. NEW WORLD DEV ADR	10/02/2008	11/08/2012	3,884.00	2,764.00	1,120.00
	44. EOG RESOURCES INC	03/04/2011	11/09/2012	5,104.00	4,798.00	306.00
	44. ALEXION PHARMACEUTICAL	10/14/2010	11/20/2012	4,129.00	1,479.00	2,650.00
	135. HERTZ GLOBAL HLDGS IN	02/09/2011	11/20/2012	1,988.00	2,157.00	-169.00
	213. HERTZ GLOBAL HLDGS IN	03/04/2011	11/20/2012	3,137.00	3,193.00	-56.00
	140. TIME WARNER INC	02/15/2011	11/20/2012	6,390.00	5,115.00	1,275.00
	85. EOG RESOURCES INC	03/04/2011	11/23/2012	10,115.00	9,269.00	846.00
	93. BAIDU COM INC SPONSORE	06/23/2011	12/05/2012	8,239.00	12,842.00	-4,603.00

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WILLMAS CHARITABLE TRUST (PWS)	32-6042143

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

	(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	237. TOKYO GAS CO LTD ADR	12/02/2011	12/05/2012	4,692.00	4,177.00	515.00
	18. AMAZON COM INC	05/02/2011	12/07/2012	4,555.00	3,629.00	926.00
	6. PRICELINE.COM	05/02/2011	12/07/2012	3,956.00	3,347.00	609.00
	292. CME GROUP INC	11/07/2011	12/11/2012	15,459.00	15,729.00	-270.00
	13. EOG RESOURCES INC	03/04/2011	12/11/2012	1,547.00	1,418.00	129.00
	131. CVS CORPORATION (DEL)	05/02/2011	12/13/2012	6,418.00	4,753.00	1,665.00
	2. ACORDA THERAPEUTICS INC	08/18/2011	12/14/2012	50.00	50.00	
	63. ADOBE SYS INC	09/22/2010	12/14/2012	2,362.00	1,666.00	696.00
	107. ADOBE SYS INC	10/06/2010	12/14/2012	4,012.00	2,788.00	1,224.00
	36. AMAZON COM INC	05/02/2011	12/14/2012	8,970.00	7,259.00	1,711.00
	15. APPLE COMPUTER INC	11/20/2008	12/14/2012	7,624.00	1,262.00	6,362.00
	39. BP AMOCO PLC	12/07/2011	12/14/2012	1,617.00	1,690.00	-73.00
	185. BARCLAYS PLC ADR	12/07/2011	12/14/2012	3,051.00	2,200.00	851.00
	3. BAXTER INTERNATIONAL IN	05/05/2010	12/14/2012	198.00	136.00	62.00
	38. BAXTER INTERNATIONAL I	05/21/2010	12/14/2012	2,504.00	1,714.00	790.00
	17. BOEING CO COMMON	02/09/2011	12/14/2012	1,260.00	1,231.00	29.00
	19. BOEING CO COMMON	02/11/2011	12/14/2012	1,408.00	1,374.00	34.00
	104. BOEING CO COMMON	03/04/2011	12/14/2012	7,707.00	7,498.00	209.00
	128. CARREFOUR SA SPONSORE	06/17/2011	12/14/2012	636.00	1,007.00	-371.00
	632. CARREFOUR SA SPONSORE	07/14/2011	12/14/2012	3,141.00	4,872.00	-1,731.00
	59. CELANESE CORP DE COM S	09/22/2011	12/14/2012	2,559.00	2,075.00	484.00
	146. CHINA CONSTR BK CORP	10/20/2009	12/14/2012	2,358.00	2,604.00	-246.00
	53. CITIGROUP INC	12/20/2010	12/14/2012	1,996.00	2,494.00	-498.00
	168. CITIGROUP INC	12/20/2010	12/14/2012	6,326.00	7,882.00	-1,556.00
	31. COACH INC	11/03/2011	12/14/2012	1,772.00	2,035.00	-263.00

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WILLMAS CHARITABLE TRUST (PWS)	32-6042143

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 53. COACH INC	11/04/2011	12/14/2012	3,030.00	3,423.00	-393.00
30. COLGATE PALMOLIVE CO	06/10/2011	12/14/2012	3,192.00	2,542.00	650.00
175. COMCAST CORP CL A	02/15/2011	12/14/2012	6,402.00	4,179.00	2,223.00
34. CROWN CASTLE INTL CORP	05/02/2011	12/14/2012	2,433.00	1,445.00	988.00
77. DANAHER CORP	05/02/2011	12/14/2012	4,210.00	4,251.00	-41.00
85. DOW CHEMICAL CO	08/29/2011	12/14/2012	2,675.00	2,404.00	271.00
8. GENERAL DYNAMICS CORP	04/20/2009	12/14/2012	541.00	361.00	180.00
31. GENERAL DYNAMICS CORP	04/20/2009	12/14/2012	2,097.00	1,398.00	699.00
77. GENERAL DYNAMICS CORP	04/20/2009	12/14/2012	5,209.00	3,466.00	1,743.00
81. GENERAL DYNAMICS CORP	04/14/2009	12/14/2012	5,480.00	3,610.00	1,870.00
20. GILEAD SCIENCES INC	11/22/2011	12/14/2012	1,482.00	767.00	715.00
34. GILEAD SCIENCES INC	11/21/2011	12/14/2012	2,519.00	1,221.00	1,298.00
5. GOOGLE INC CL A	05/02/2011	12/14/2012	3,509.00	2,694.00	815.00
34. HEINEKEN N V ADR SPONS LEVEL 1	05/17/2011	12/14/2012	1,113.00	1,021.00	92.00
69. HEINEKEN N V ADR SPONS LEVEL 1	12/08/2011	12/14/2012	2,260.00	1,859.00	401.00
246. HERTZ GLOBAL HLDGS IN	03/04/2011	12/14/2012	3,939.00	3,688.00	251.00
86. HESS CORP COM	08/09/2011	12/14/2012	4,435.00	4,733.00	-298.00
10. ILLINOIS TOOL WKS INC	05/28/2004	12/14/2012	603.00	449.00	154.00
142. ILLINOIS TOOL WKS INC	05/28/2004	12/14/2012	8,563.00	6,377.00	2,186.00
68. IMPERIAL TOBACCO GROUP	12/07/2011	12/14/2012	5,344.00	5,036.00	308.00
1213. ISHARES GS$ INVESTOP	09/06/2011	12/14/2012	146,932.00	137,895.00	9,037.00
129. J P MORGAN CHASE & CO	07/07/2009	12/14/2012	5,534.00	4,265.00	1,269.00
125. KDDI CORP ADR	12/07/2011	12/14/2012	2,202.00	2,040.00	162.00
75. LVMH MOET HENNESSY LOU ADR	12/07/2011	12/14/2012	2,706.00	2,310.00	396.00
53. LAS VEGAS SANDS CORP	05/02/2011	12/14/2012	2,473.00	2,520.00	-47.00

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6a	153. LAUDER ESTEE COS INC	05/02/2011	12/14/2012	9,347.00	7,390.00	1,957.00
	60. MEDTRONIC INC	12/07/2010	12/14/2012	2,515.00	2,061.00	454.00
	62. METLIFE INC	06/11/2010	12/14/2012	1,980.00	2,509.00	-529.00
	733. MITSUBISHI UFJ FINL G	11/29/2011	12/14/2012	3,382.00	3,117.00	265.00
	114. MONDELEZ INTL INC	03/29/2011	12/14/2012	2,970.00	2,307.00	663.00
	20. MORGAN STANLEY	01/03/2011	12/14/2012	362.00	565.00	-203.00
	35. MORGAN STANLEY	01/04/2011	12/14/2012	633.00	987.00	-354.00
	40. MORGAN STANLEY	01/04/2011	12/14/2012	723.00	1,128.00	-405.00
	80. MORGAN STANLEY	01/04/2011	12/14/2012	1,447.00	2,206.00	-759.00
	103. NESTLE SA SPONSORED A	08/10/2011	12/14/2012	6,754.00	6,539.00	215.00
	56. ORIX CORP SPONSORED AD	12/07/2011	12/14/2012	2,970.00	2,425.00	545.00
	5. PRICELINE.COM	05/02/2011	12/14/2012	3,067.00	2,789.00	278.00
	108. PRUDENTIAL PLC ADR	12/07/2011	12/14/2012	3,098.00	2,202.00	896.00
	20. RALPH LAUREN CORP	06/23/2011	12/14/2012	3,010.00	2,546.00	464.00
	6927. SMA RELATIONSHIP TRU SERIES G	05/06/2011	12/14/2012	61,096.00	69,270.00	-8,174.00
	9635. SMA RELATIONSHIP TRU	05/02/2011	12/14/2012	95,194.00	96,351.00	-1,157.00
	115. SSE PLC SPONSORED ADR	12/08/2011	12/14/2012	2,694.00	2,324.00	370.00
	47. SAGE GROUP PLC ADR	12/07/2011	12/14/2012	872.00	857.00	15.00
	39. SALESFORCE.COM INC	05/02/2011	12/14/2012	6,509.00	5,318.00	1,191.00
	128. SAMPO OYJ ADR	12/07/2011	12/14/2012	2,054.00	1,666.00	388.00
	132. SAMPO OYJ ADR	12/07/2011	12/14/2012	2,119.00	1,718.00	401.00
	41. SAP AG SPONSORED ADR S AKTIENGESELLSCHAFT	06/15/2011	12/14/2012	3,293.00	2,443.00	850.00
	35. SCHLUMBERGER LTD	10/14/2011	12/14/2012	2,428.00	2,436.00	-8.00
	41. SEVEN & I HLDGS CO LTD	12/07/2011	12/14/2012	2,345.00	2,288.00	57.00
	131. SGS SOCIETE GENERALE ADR	12/07/2011	12/14/2012	2,941.00	2,195.00	746.00

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6a	22. SHERWIN WILLIAMS CO	05/02/2011	12/14/2012	3,263.00	1,825.00	1,438.00
	261. SHIN ETSU CHEM CO LTD	12/07/2011	12/14/2012	3,834.00	3,202.00	632.00
	30. SUNCOR ENERGY INC NEW	12/07/2011	12/14/2012	973.00	903.00	70.00
	51. SUNCOR ENERGY INC NEW	12/07/2011	12/14/2012	1,654.00	1,535.00	119.00
	111. SYMANTEC CORP	08/31/2010	12/14/2012	2,075.00	1,518.00	557.00
	165. SYMANTEC CORP	08/24/2010	12/14/2012	3,084.00	2,256.00	828.00
	27. TELENOR ASA SPONSORED	12/08/2011	12/14/2012	1,642.00	1,341.00	301.00
	65. TELENOR ASA SPONSORED	12/08/2011	12/14/2012	3,952.00	3,225.00	727.00
	60. TIME WARNER INC	02/15/2011	12/14/2012	2,816.00	2,192.00	624.00
	56. TOKIO MARINE HOLDINGS	12/07/2011	12/14/2012	1,455.00	1,313.00	142.00
	69. TOKIO MARINE HOLDINGS	11/29/2011	12/14/2012	1,793.00	1,616.00	177.00
	24. UNION PACIFIC CORP	05/02/2011	12/14/2012	3,002.00	2,490.00	512.00
	16000. UNITED STATES TREAS 10/31/2013	02/28/2011	12/14/2012	16,359.00	16,741.00	-382.00
	182. VODAFONE GROUP PLC AD	12/07/2011	12/14/2012	4,705.00	4,938.00	-233.00
	65. VOLKSWAGEN AG SPON ADR	12/08/2011	12/14/2012	2,911.00	2,213.00	698.00
	60. WELLS FARGO & CO NEW	10/26/2011	12/14/2012	1,986.00	1,538.00	448.00
	75. WELLS FARGO & CO NEW	10/26/2011	12/14/2012	2,483.00	1,637.00	846.00
	43. WOLTERS KLUWER N V ADR	09/30/2010	12/14/2012	862.00	906.00	-44.00
	69. WOLTERS KLUWER N V ADR	12/07/2011	12/14/2012	1,383.00	1,307.00	76.00
	3. XSTRATA PLC ADR	07/01/2011	12/14/2012	10.00	14.00	-4.00
	225. XSTRATA PLC ADR	07/01/2011	12/14/2012	747.00	1,014.00	-267.00
	305. XSTRATA PLC ADR	07/05/2011	12/14/2012	1,013.00	1,371.00	-358.00
	437. XSTRATA PLC ADR	12/07/2011	12/14/2012	1,451.00	1,947.00	-496.00
	18. NOBLE CORP	06/08/2010	12/14/2012	610.00	475.00	135.00
	4. HON HAI PRECISION IND L	07/29/2010	12/17/2012	24.00	25.00	-1.00
6b	**Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b					

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(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 29. HON HAI PRECISION IND	07/29/2010	12/17/2012	172.00	180.00	-8.00
33. HON HAI PRECISION IND	07/29/2010	12/17/2012	195.00	205.00	-10.00
363. HON HAI PRECISION IND	07/29/2010	12/17/2012	2,149.00	2,256.00	-107.00
120. FIAT INDUSTRIAL	01/13/2011	12/17/2012	1,302.00	1,555.00	-253.00
178. FIAT INDUSTRIAL	12/08/2011	12/17/2012	1,932.00	1,593.00	339.00
10. AMAZON COM INC	05/02/2011	12/18/2012	2,614.00	2,016.00	598.00
12. APPLE COMPUTER INC	11/20/2008	12/18/2012	6,362.00	1,010.00	5,352.00
100. ORICA LIMITED ORD AUD	12/08/2011	12/18/2012	2,551.00	2,666.00	-115.00
800. AIA GROUP LTD	12/08/2011	12/18/2012	3,222.00	2,493.00	729.00
105. AGILENT TECHNOLOGIES	05/02/2011	12/19/2012	4,283.00	5,302.00	-1,019.00
645. ISHARES GS$ INVESTOP	09/06/2011	12/19/2012	77,901.00	73,324.00	4,577.00
194. CELANESE CORP DE COM	09/22/2011	12/20/2012	8,706.00	6,823.00	1,883.00
56. ROPER INDS INC NEW	05/02/2011	12/20/2012	6,151.00	4,835.00	1,316.00
54000. UNITED STATES TREAS 10/31/2013	02/28/2011	12/31/2012	55,141.00	56,500.00	-1,359.00
888. ISHARES GS$ INVESTOP	09/06/2011	01/07/2013	107,125.00	100,949.00	6,176.00
1336. ISHARES GS$ INVESTOP	09/06/2011	01/07/2013	161,170.00	149,408.00	11,762.00
42. ALLERGAN INC	05/02/2011	01/11/2013	4,346.00	3,369.00	977.00
81. CVS CORPORATION (DEL)	05/02/2011	01/11/2013	4,149.00	2,939.00	1,210.00
39. AGILENT TECHNOLOGIES I	05/02/2011	01/17/2013	1,722.00	1,969.00	-247.00
21. ALLERGAN INC	05/02/2011	01/18/2013	2,190.00	1,684.00	506.00
23. ALLERGAN INC	05/02/2011	01/22/2013	2,413.00	1,845.00	568.00
53. SPDR TRUST SERIES 1	06/22/2011	01/24/2013	7,909.00	6,845.00	1,064.00
1582. SPDR TRUST SERIES 1	08/24/2011	01/24/2013	236,062.00	186,842.00	49,220.00
90. CVS CORPORATION (DEL)	05/02/2011	01/25/2013	4,662.00	3,265.00	1,397.00
5. MORGAN STANLEY	12/27/2010	01/25/2013	113.00	137.00	-24.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

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WILLMAS CHARITABLE TRUST (PWS)	32-6042143

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 41. MORGAN STANLEY	12/23/2010	01/25/2013	929.00	1,122.00	-193.00
70. MORGAN STANLEY	12/29/2010	01/25/2013	1,587.00	1,915.00	-328.00
135. MORGAN STANLEY	12/30/2010	01/25/2013	3,060.00	3,688.00	-628.00
178. WELLS FARGO & CO NEW	04/27/2009	01/25/2013	6,244.00	3,539.00	2,705.00
365. ADMIRAL GROUP PLC	01/19/2012	01/25/2013	7,029.00	4,940.00	2,089.00
11. AMAZON COM INC	05/02/2011	01/29/2013	2,990.00	2,218.00	772.00
51. LAS VEGAS SANDS CORP	05/02/2011	01/29/2013	2,651.00	2,425.00	226.00
6. AMAZON COM INC	05/02/2011	01/30/2013	1,631.00	1,210.00	421.00
15. AMAZON COM INC	05/02/2011	01/31/2013	4,074.00	3,024.00	1,050.00
37. MERCADOLIBRE INC	05/02/2011	02/01/2013	3,238.00	3,402.00	-164.00
570. ULTRA PETROLEUM CORP	10/06/2010	02/01/2013	10,256.00	22,637.00	-12,381.00
14. ALLERGAN INC	05/02/2011	02/04/2013	1,476.00	1,123.00	353.00
65. LAS VEGAS SANDS CORP	05/02/2011	02/04/2013	3,537.00	3,090.00	447.00
49. LAUDER ESTEE COS INC	05/02/2011	02/04/2013	3,003.00	2,367.00	636.00
64. VISA INC CL A	10/13/2011	02/05/2013	10,140.00	5,697.00	4,443.00
2515. NEW WORLD DEV ADR	01/10/2012	02/06/2013	8,589.00	4,471.00	4,118.00
33. TERADATA CORP DEL	12/28/2011	02/06/2013	2,204.00	1,615.00	589.00
38. ALLERGAN INC	05/02/2011	02/07/2013	4,049.00	3,048.00	1,001.00
15. RALPH LAUREN CORP	06/23/2011	02/07/2013	2,624.00	1,909.00	715.00
1300. RAO GAZPROM-ADR	01/10/2012	02/12/2013	11,431.00	17,545.00	-6,114.00
37. MERCADOLIBRE INC	05/02/2011	02/12/2013	3,073.00	3,402.00	-329.00
1. MERCADOLIBRE INC	05/02/2011	02/14/2013	83.00	92.00	-9.00
14. RALPH LAUREN CORP	06/23/2011	02/14/2013	2,444.00	1,782.00	662.00
16. RALPH LAUREN CORP	05/27/2011	02/14/2013	2,793.00	1,981.00	812.00
50000. BOEING CO 5.125% 02	07/06/2009	02/15/2013	50,000.00	53,581.00	-3,581.00

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WILLMAS CHARITABLE TRUST (PWS)	32-6042143

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	**(b)** Date acquired (mo., day, yr.)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f)** Gain or (loss) Subtract (e) from (d)
6a 75. MERCADOLIBRE INC	05/02/2011	02/15/2013	6,246.00	6,896.00	-650.00
14. ALLERGAN INC	02/09/2012	02/21/2013	1,487.00	1,228.00	259.00
22. ALLERGAN INC	02/09/2012	02/21/2013	2,337.00	1,367.00	970.00
4. MEDTRONIC INC	12/07/2010	02/21/2013	179.00	137.00	42.00
62. MEDTRONIC INC	04/27/2009	02/21/2013	2,774.00	1,856.00	918.00
1. CONCHO RES INC	05/02/2011	02/22/2013	95.00	105.00	-10.00
25. CONCHO RES INC	05/02/2011	02/22/2013	2,376.00	2,613.00	-237.00
28. CONCHO RES INC	05/02/2011	02/22/2013	2,661.00	2,926.00	-265.00
11. NESTLE SA SPONSORED AD	08/10/2011	02/25/2013	767.00	698.00	69.00
65. NESTLE SA SPONSORED AD	01/10/2012	02/25/2013	4,532.00	4,065.00	467.00
63. AGILENT TECHNOLOGIES I	05/02/2011	02/26/2013	2,563.00	3,181.00	-618.00
90. FMC TECHNOLOGIES INC	05/02/2011	02/26/2013	4,581.00	4,193.00	388.00
168. SYMANTEC CORP	01/20/2012	02/28/2013	3,965.00	2,811.00	1,154.00
67000. UNITED STATES TREAS 10/31/2013	02/28/2011	02/28/2013	68,152.00	69,902.00	-1,750.00
19. ACORDA THERAPEUTICS IN	08/18/2011	03/04/2013	570.00	476.00	94.00
33. ACORDA THERAPEUTICS IN	08/18/2011	03/04/2013	990.00	827.00	163.00
50. ACORDA THERAPEUTICS IN	08/18/2011	03/04/2013	1,499.00	1,253.00	246.00
70. CABOT OIL & GAS CORP C	12/20/2011	03/04/2013	4,416.00	2,683.00	1,733.00
99. CABOT OIL & GAS CORP C	12/21/2011	03/04/2013	6,246.00	3,792.00	2,454.00
130. CABOT OIL & GAS CORP	02/09/2012	03/04/2013	8,201.00	4,448.00	3,753.00
99. GILEAD SCIENCES INC	11/21/2011	03/04/2013	4,303.00	1,778.00	2,525.00
34. MEDTRONIC INC	04/27/2009	03/04/2013	1,531.00	1,018.00	513.00
41. AGILENT TECHNOLOGIES I	05/02/2011	03/05/2013	1,756.00	2,070.00	-314.00
1. ALLERGAN INC	03/08/2012	03/11/2013	111.00	92.00	19.00
24. ALLERGAN INC	03/08/2012	03/12/2013	2,640.00	2,208.00	432.00

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WILLMAS CHARITABLE TRUST (PWS)	32-6042143

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 4. BIOGEN IDEC INC	02/09/2012	03/19/2013	702.00	472.00	230.00
21. BIOGEN IDEC INC	01/26/2012	03/19/2013	3,687.00	2,474.00	1,213.00
15. VISA INC CL A	02/09/2012	03/19/2013	2,349.00	1,697.00	652.00
60. DANAHER CORP	05/02/2011	03/20/2013	3,678.00	3,313.00	365.00
67. LAS VEGAS SANDS CORP	05/02/2011	03/20/2013	3,654.00	3,185.00	469.00
64. LAUDER ESTEE COS INC	02/09/2012	03/20/2013	4,066.00	3,658.00	408.00
33. LAUDER ESTEE COS INC	02/09/2012	03/21/2013	2,090.00	1,886.00	204.00
16. NIKE INC CL B	02/14/2012	03/22/2013	955.00	846.00	109.00
45. NIKE INC CL B	01/25/2012	03/22/2013	2,686.00	2,313.00	373.00
22000. UNITED STATES TREAS 05/15/2039	03/15/2012	03/28/2013	27,124.00	25,645.00	1,479.00
49. UNITEDHEALTH GROUP INC	02/11/2011	04/02/2013	3,042.00	2,086.00	956.00
187. UNITEDHEALTH GROUP IN	02/11/2011	04/02/2013	11,610.00	7,948.00	3,662.00
62. FMC TECHNOLOGIES INC	06/30/2011	04/05/2013	3,209.00	2,881.00	328.00
86. AGILENT TECHNOLOGIES I	05/02/2011	04/08/2013	3,569.00	4,343.00	-774.00
11. ALLERGAN INC	03/08/2012	04/08/2013	1,233.00	1,012.00	221.00
20. ALLERGAN INC	02/29/2012	04/08/2013	2,241.00	1,792.00	449.00
313. VOLKSWAGEN AG SPON AD	01/10/2012	04/11/2013	12,520.00	10,261.00	2,259.00
89. AGILENT TECHNOLOGIES I	05/02/2011	04/15/2013	3,859.00	4,494.00	-635.00
51. SCHLUMBERGER LTD	10/14/2011	04/15/2013	3,685.00	3,550.00	135.00
142. WESTFIELD GROUP	02/10/2012	04/15/2013	1,680.00	1,300.00	380.00
26. FMC TECHNOLOGIES INC	06/30/2011	04/16/2013	1,293.00	1,162.00	131.00
53. FMC TECHNOLOGIES INC	06/30/2011	04/16/2013	2,636.00	2,370.00	266.00
6. UNION PACIFIC CORP	02/09/2012	04/18/2013	857.00	678.00	179.00
21. UNION PACIFIC CORP	02/09/2012	04/18/2013	3,000.00	2,318.00	682.00
21. UNITED TECHNOLOGIES CO	03/15/2012	04/18/2013	1,928.00	1,820.00	108.00

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WILLMAS CHARITABLE TRUST (PWS)

Employer identification number
32-6042143

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 66. UNITED TECHNOLOGIES CO	03/13/2012	04/18/2013	6,059.00	5,676.00	383.00
206. METROPCS COMMUNICATIO	02/13/2012	04/25/2013	2,445.00	2,039.00	406.00
201. MEDTRONIC INC	04/27/2009	05/01/2013	9,442.00	5,843.00	3,599.00
70. AGILENT TECHNOLOGIES I	05/02/2011	05/03/2013	2,918.00	3,535.00	-617.00
39. CABOT OIL & GAS CORP C	02/09/2012	05/03/2013	2,627.00	1,285.00	1,342.00
31. DANAHER CORP	05/02/2011	05/03/2013	1,885.00	1,712.00	173.00
37. FMC TECHNOLOGIES INC	06/30/2011	05/03/2013	2,054.00	1,637.00	417.00
81. BOEING CO COMMON	03/04/2011	05/08/2013	7,616.00	5,757.00	1,859.00
48. GENERAL DYNAMICS CORP	04/14/2009	05/08/2013	3,614.00	2,110.00	1,504.00
52. GENERAL DYNAMICS CORP	04/15/2009	05/08/2013	3,915.00	2,285.00	1,630.00
20. ILLINOIS TOOL WKS INC	05/28/2004	05/08/2013	1,347.00	898.00	449.00
94. ILLINOIS TOOL WKS INC	04/27/2009	05/08/2013	6,331.00	3,998.00	2,333.00
96. BRIDGESTONE CORP UNSPO	03/01/2012	05/13/2013	6,777.00	4,643.00	2,134.00
236. RICOH LTD ADR	01/10/2012	05/13/2013	13,819.00	13,567.00	252.00
70. AGILENT TECHNOLOGIES I	05/02/2011	05/14/2013	3,057.00	3,535.00	-478.00
53. NETAPP INC	10/31/2011	05/14/2013	1,900.00	2,182.00	-282.00
74. NETAPP INC	11/01/2011	05/14/2013	2,653.00	2,956.00	-303.00
25. VISA INC CL A	02/09/2012	05/14/2013	4,517.00	2,738.00	1,779.00
17. NETAPP INC	11/01/2011	05/20/2013	633.00	671.00	-38.00
58. NETAPP INC	02/13/2012	05/20/2013	2,159.00	2,283.00	-124.00
231. AGILENT TECHNOLOGIES	05/11/2012	05/22/2013	10,814.00	9,500.00	1,314.00
29. DOLLAR GEN CORP NEW	02/09/2012	05/22/2013	1,572.00	1,230.00	342.00
8. SCHLUMBERGER LTD	10/14/2011	05/22/2013	612.00	557.00	55.00
12. SCHLUMBERGER LTD	10/06/2011	05/22/2013	918.00	748.00	170.00
93. CITIGROUP INC	12/17/2010	05/30/2013	4,932.00	4,336.00	596.00

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6a	124. INVESCO LTD	10/11/2011	05/30/2013	4,268.00	2,102.00	2,166.00
	141. INVESCO LTD	10/11/2011	05/30/2013	4,853.00	2,385.00	2,468.00
	159000. UNITED STATES TREA 05/15/2014	02/18/2011	05/31/2013	165,925.00	178,159.00	-12,234.00
	53000. UNITED STATES TREAS 10/31/2013	02/18/2011	05/31/2013	53,571.00	54,606.00	-1,035.00
	4710. XSTRATA PLC ADR	01/10/2012	05/31/2013	15,245.00	14,584.00	661.00
	45. HEINEKEN N V ADR SPONS LEVEL 1	12/08/2011	06/06/2013	1,563.00	1,069.00	494.00
	96. HEINEKEN N V ADR SPONS LEVEL 1	01/10/2012	06/06/2013	3,335.00	2,277.00	1,058.00
	7234. SMA RELATIONSHIP TRU SERIES G	05/06/2011	06/06/2013	65,395.00	72,340.00	-6,945.00
	6. SPDR TRUST SERIES 1	08/24/2011	06/06/2013	969.00	709.00	260.00
	662. SPDR TRUST SERIES 1	08/24/2011	06/06/2013	106,910.00	78,186.00	28,724.00
	2. CABOT OIL & GAS CORP CL	02/09/2012	06/07/2013	145.00	66.00	79.00
	25. CABOT OIL & GAS CORP C	01/23/2012	06/07/2013	1,808.00	817.00	991.00
	14. UNION PACIFIC CORP	04/27/2012	06/07/2013	2,216.00	1,593.00	623.00
	10. FMC TECHNOLOGIES INC	05/11/2012	06/11/2013	553.00	450.00	103.00
	19. FMC TECHNOLOGIES INC	05/11/2012	06/11/2013	1,051.00	855.00	196.00
	32. FMC TECHNOLOGIES INC	05/11/2012	06/11/2013	1,770.00	1,440.00	330.00
	33. FMC TECHNOLOGIES INC	05/11/2012	06/11/2013	1,826.00	1,465.00	361.00
	468. UNITEDHEALTH GROUP IN	05/24/2012	06/11/2013	29,544.00	22,469.00	7,075.00
	129. SAMPO OYJ ADR	12/07/2011	06/13/2013	2,612.00	1,679.00	933.00
	226. SAMPO OYJ ADR	01/10/2012	06/13/2013	4,576.00	2,824.00	1,752.00
	1915. FLSMIDTH & CO A/S AD	01/10/2012	06/17/2013	9,070.00	13,045.00	-3,975.00
	.136 SAGE GROUP PLC ADR	12/07/2011	06/17/2013	3.00	3.00	
	3078. VANGUARD EUROPE PACI	06/15/2012	06/20/2013	110,407.00	94,168.00	16,239.00
	45. CABOT OIL & GAS CORP C	01/23/2012	06/21/2013	3,055.00	1,471.00	1,584.00
	22. AMAZON COM INC	05/02/2011	06/24/2013	5,893.00	4,436.00	1,457.00

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6a	19. BIOGEN IDEC INC	01/26/2012	06/24/2013	3,795.00	2,239.00	1,556.00
	10. CABOT OIL & GAS CORP C	01/23/2012	06/24/2013	678.00	327.00	351.00
	1. CUMMINS ENGINE INC	02/09/2012	06/24/2013	106.00	121.00	-15.00
	11. CUMMINS ENGINE INC	03/08/2012	06/24/2013	1,166.00	1,314.00	-148.00
	13. CUMMINS ENGINE INC	03/08/2012	06/24/2013	1,378.00	1,492.00	-114.00
	66. DANAHER CORP	05/02/2011	06/24/2013	4,063.00	3,644.00	419.00
	33. DOLLAR GEN CORP NEW	02/09/2012	06/24/2013	1,646.00	1,400.00	246.00
	14. EOG RESOURCES INC	03/04/2011	06/24/2013	1,770.00	1,527.00	243.00
	31. FMC TECHNOLOGIES INC	05/04/2011	06/24/2013	1,682.00	1,361.00	321.00
	29. GILEAD SCIENCES INC	03/07/2012	06/24/2013	1,407.00	655.00	752.00
	10. GOOGLE INC CL A	05/02/2011	06/24/2013	8,659.00	5,389.00	3,270.00
	47. LAS VEGAS SANDS CORP	05/02/2011	06/24/2013	2,294.00	2,234.00	60.00
	48. LAS VEGAS SANDS CORP	06/01/2011	06/24/2013	2,342.00	2,049.00	293.00
	35. LAUDER ESTEE COS INC	02/09/2012	06/24/2013	2,243.00	2,001.00	242.00
	48. LAUDER ESTEE COS INC	05/02/2011	06/24/2013	3,077.00	2,318.00	759.00
	1. MASTERCARD INC	03/26/2012	06/24/2013	562.00	435.00	127.00
	138. NETAPP INC	02/13/2012	06/24/2013	5,186.00	5,398.00	-212.00
	35. NIKE INC CL B	01/25/2012	06/24/2013	2,089.00	1,799.00	290.00
	38. NIKE INC CL B	05/02/2011	06/24/2013	2,268.00	1,563.00	705.00
	7. PRICELINE.COM	05/02/2011	06/24/2013	5,553.00	3,904.00	1,649.00
	48. QUALCOMM INC	03/08/2012	06/24/2013	2,869.00	3,035.00	-166.00
	16. RALPH LAUREN CORP	05/27/2011	06/24/2013	2,669.00	1,981.00	688.00
	28. SCHLUMBERGER LTD	10/06/2011	06/24/2013	1,985.00	1,746.00	239.00
	17. SHERWIN WILLIAMS CO	02/09/2012	06/24/2013	2,926.00	1,689.00	1,237.00
	8. UNION PACIFIC CORP	04/27/2012	06/24/2013	1,203.00	910.00	293.00

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6a 19. UNION PACIFIC CORP	05/15/2012	06/24/2013	2,857.00	2,140.00	717.00
54. UNITED TECHNOLOGIES CO	03/13/2012	06/24/2013	4,927.00	4,644.00	283.00
8. VISA INC CL A	08/11/2011	06/24/2013	1,419.00	665.00	754.00
33. VISA INC CL A	08/11/2011	06/24/2013	5,855.00	2,743.00	3,112.00
1183. ISHARES GS$ INVESTOP	05/13/2011	06/25/2013	132,320.00	131,194.00	1,126.00
3365. ISHARES GS$ INVESTOP	05/13/2011	06/28/2013	380,407.00	373,176.00	7,231.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 304,969.00

WILLMAS CHARITABLE TRUST

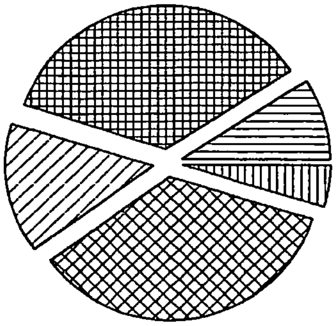
32-6042143

2012 CONTRIBUTIONS

CHARITIES	ADDRESS	AMOUNT
COMMUNITY FOUNDATION	4280 Latham St, Ste C, Riverside, CA 92501	$174,250
GRACE BAPTIST CHURCH	11522 Joshua Rd, Apple Valley, CA 92803	4,000
HAPPY TRAILS CHILDRENS FOUNDATION	10755 Apple Valley Rd, Apple Valley, CA 92308	10,000
HIGH DESERT CULTURAL ARTS FOUNDATION	15615 8th St, Victorville, CA 92395	5,000
HOLY FAMILY CATHOLIC CHURCH	9974 I Avenue, Hesperia, CA 92345	8,000
LOMA LINDA UNIVERSITY HOSPITAL FOUNDATION	PO Box 2000, Loma Linda, CA 92354	10,000
LUCERNE VALLEY FRIENDS OF THE LIBRARY	29595 Cove Rd, Lucerne Valley, CA 92356	8,000
ROMAN CATHOLIC ARCHDIOCESE	7390 W Manchester Ave, Los Angeles, CA 90045	275,209
ST MARY'S HOSPITAL FOUNDATION	18300 Highway 18, Apple Valley, CA 92307-0725	5,000
VICTOR VALLEY COLLEGE	18422 Bear Valley Rd, Victorville, CA 92395	12,000
VICTORVILLE ELKS CHARITABLE FUND	PO Box 1122, Victorville, CA 92392	25,000
VISITING NURSES ASSOCIATION OF THE INLAND COUNTIES	42600 Cook St, Ste 202, Palm Desert, CA 92211	30,000
		$566,459

Statement Period: July 01, 2012 Through June 30, 2013

Investment Portfolio Summary



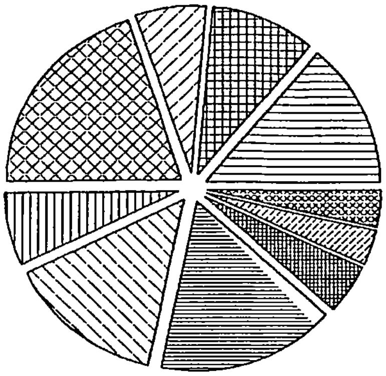
		Tax Cost	Market Value	Percent
▤	CASH AND EQUIVALENTS	1, 045, 774. 27	1, 045, 774. 27	9. 3%
▦	EQUITIES	3, 357, 143. 52	4, 056, 515. 40	35. 9%
▨	EQUITIES - OTHER	1, 573, 499. 65	1, 659, 642. 10	14. 7%
▩	FIXED INCOME	4, 013, 595. 50	3, 989, 461. 60	35. 3%
▥	FIXED INCOME - OTHER	539, 717. 26	541, 477. 73	4. 8%
	Total	10, 529, 730. 20	11, 292, 871. 10	100. 0%

Investment Detail

Description		Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Income Cash And Equivalents					
Cash					
INCOME CASH		2,593,100 63 2,593,100 63			
** Total Cash	Sub-Total	2,593,100.63 2,593,100.63		0.00 0.00	0.00
* Total Income Cash And Equivalents		2,593,100.63 2,593,100.63		0.00 0.00	0.00
Principal Cash And Equivalents					
Cash					
PRINCIPAL CASH		2,235,472.32- 2,235,472.32-			
** Total Cash	Sub-Total	2,235,472.32- 2,235,472.32-		0.00 0.00	0.00
Short Term Investments					
UBS RMA MONEY FUND PORT .01%		665,773.43 665,773.43	1.00 1.00	66 57	0.01
UBS BANK USA DEPOSIT ACCT 05%		22,372.53 22,372 53	 1.00	11 19	0.05
** Total Short Term Investments	Sub-Total	688,145.96 688,145.96		77.76 0.00	0.01
* Total Principal Cash And Equivalents		1,547,326.36- 1,547,326.36-		77.76 0.00	0.01-

Investment Detail (Continued)

Equity Diversification Summary



Industry Sector	Market Value	Percent
▤ CONSUMER DISCRETIONARY	562, 862. 52	13. 9%
⊞ CONSUMER STAPLES	391, 410. 75	9. 6%
▨ ENERGY	264, 883. 03	6. 5%
▩ FINANCIALS	818, 164. 14	20. 2%
▥ HEALTHCARE	282, 956. 15	7. 0%
▧ INDUSTRIALS	585, 983 57	14. 4%
▤ INFORMATION TECHNOLOGY	680, 165. 32	16. 8%
▦ MATERIALS	188, 703. 69	4. 7%
▨ UTILITIES	132, 944. 38	3. 3%
▩ All Others-Combined	148, 441. 85	3. 6%
Total	4, 056, 515. 40	100. 0%

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Equities						
Consumer Discretionary						
AMAZON COM INC	AMZN	235 000	65,257.15 51,654 43	277 69 219.81	 13,602.72	
CARDINAL HEALTH INC	CAH	612 000	28.886 40 25,176 83	47 20 41 14	740 52 3,709 57	2 56
COACH INC	COH	350 000	19 981 50 21,061 18	57 09 60.17	472 50 1,079.68-	2 36
COMCAST CORP CL A	CMCSA	811 000	33.859 25 21.493 36	41 75 26 50	632 58 12,365 89	1 87
COMCAST CORP SPECIAL CL A	CMCSK	86 000	3.411 62 3,297 64	39 67 38 34	67 08 113 98	1 97
COPART INC	CPRT	175 000	5.390 00 5 531 37	30.80 31.61	 141 37-	
COSTCO WHOLESALE CORP	COST	30 000	3.317.10 3,038 29	110 57 101 28	37 20 278 81	1 12
DAIHATSU MTR CO LTD ADR	DHTMY	30.000	1 135 56 1.185 34	37 85 39 51	33 96 49 78-	2 99
GIVAUDAN SA ADR	GVDNY	112 000	2.886 02 2.394 56	25 77 21 38	79 30 491.46	2 75
HERTZ GLOBAL HLDGS INC	HTZ	1,330 000	32.984 00 18,438 15	24 80 13 86	 14,545 85	
HOME DEPOT INC	HD	45 000	3,486 15 2,932 01	77 47 65 16	70 20 554 14	2 01

Account Number: [redacted]

Statement Period. July 01, 2012 Through June 30, 2013

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Consumer Discretionary						
JOHNSON CONTROLS	JCI	32 000	1,145 28 1,019 71	35 79 31.87	24 32 125 57	2.12
LVMH MOET HENNESSY LOUIS VUITTON ADR	2165747	560 000	18,124.96 15,236.56	32 37 27.21	310 24 2,888.40	1.71
LAS VEGAS SANDS CORP	LVS	424 000	22,442 32 17,629 25	52 93 41 58	593 60 4,813.07	2 65
LINKEDIN CORP - A	LNKD	25 000	4,457 50 3,123.75	178 30 124 95	1,333.75	
LULULEMON ATHLETICA INC	LULU	318.000	20,829 00 22,720 33	65 50 71.45	1,891.33-	
MACYS INC	M	397.000	19,056 00 14,274.61	48 00 35 96	397 00 4,781 39	2 08
MCDONALDS CORP	MCD	40.000	3,960.00 3,677.48	99 00 91.94	123 20 282 52	3.11
MOHAWK INDS INC	MHK	164.000	18,448 36 17,342 07	112.49 105 74	1,106.29	
NIKE INC CL B	NKE	442 000	28,146 56 18,879 19	63 68 42 71	371 28 9,267 37	1 32
POOL CORP COM	POOL	78 000	4,087 98 3,430.89	52 41 43.99	59 28 657.09	1 45
PUBLICIS GROUPE ADR	PUBGY	99 000	1,759 73 1,771 17	17 78 17 89	22 67 11 44-	1.29
RALPH LAUREN CORP	RL	270 000	46,909.80 36,500.91	173 74 135.19	432 00 10,408.89	0 92
SEVEN & I HLDGS CO LTD ADR	SVNDY	343 000	25,033.86 19,996 43	72 99 58.30	424 29 5,037.43	1.69
SIRIUS XM RADIO INC	SIRI	2,354.000	7,885 90 7,011.15	3 35 2.98	874.75	
STARBUCKS CORP	SBUX	298 000	19,521.98 16,616 56	65 51 55.76	250 32 2,905 42	1 28
THOR IND INC	THO	48.000	2,360 64 1,991.04	49 18 41.48	34 56 369.60	1.46
TIFFANY & CO	TIF	40 000	2,913 60 2,939.48	72.84 73 49	54 40 25.88-	1 87
TIME WARNER INC	TWX	270 000	15,611 40 9,865 06	57.82 36.54	310 50 5,746.34	1.99
TOYOTA MTR CORP	TM	470 000	56,710.20 39,386 72	120.66 83 80	866 22 17,323 48	1 53
V F CORP	VFC	21.000	4,054 26 3,177 09	193 06 151 29	73 08 877 17	1 80

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Consumer Discretionary						
VIACOM INC NEW CL B	VIA/B	342 000	23.266 26 16,578 43	68.03 48.47	410.40 6,687.83	1.76
VOLKSWAGEN AG SPON ADR PFD	VLKPY	43 000	1 738 81 2,002 70	40.44 46 57	29 28 263 89-	1 68
WAL-MART STORES INC	WMT	31 000	2 309 19 2,138 38	74 49 68 98	58 28 170 81	2 52
WOLTERS KLUWER N V ADR	WTKWY	544 000	11,494.18 9,426 31	21 13 17 33	411 26 2,067 87	3.58
** **Total Consumer Discretionary**		**Sub-Total**	**562,862.52** **442,938.43**		**7,389.52** **119,924.09**	**1.31**
Consumer Staples						
ARCHER DANIELS MIDLAND CO	ADM	354 000	12,004 14 8,902 42	33 91 25 15	269.04 3,101.72	2 24
CARREFOUR SA SPONSORED ADR	CRRFY	4.007 000	22,058 54 19.134 48	5 51 4 78	777 36 2,924.06	3.52
COCA COLA CO	KO	63.000	2.526 93 2,370 46	40 11 37 63	70 56 156.47	2.79
COLGATE PALMOLIVE CO	CL	270 000	15.468 30 11,372 92	57.29 42 12	367 20 4,095.38	2.37
DIAGEO PLC SPNSRD ADR NEW	DEO	33.000	3,793 35 3,868 92	114 95 117.24	93 32 75.57-	2 46
DOLLAR GEN CORP NEW	DG	612 000	30.863 16 26,330 11	50 43 43 02	 4,533 05	
GENERAL MILLS INC	GIS	32 000	1,552 96 1.320 19	48 53 41 26	48.64 232 77	3 13
HEINEKEN N V ADR SPONSORED ADR LEVEL 1	HEINY	622 000	19,788 31 17,391 90	31 81 27 96	279 28 2,396 41	1 41
IMPERIAL TOBACCO GROUP ADR ONE ADR REP 2 ORDINARY SHRS	ITY	452 000	31,260 77 30.710 43	69 16 67 94	1,524 14 550 34	4.88
KELLOGG CO	K	261 000	16.764 03 16.806 33	64 23 64 39	459 36 42.30-	2 74
KONINKLIJKE AHOLD NV SPON ADR	AHO	159 000	2.363 38 2,229 18	14 86 14.02	76 00 134 20	3 22
KRAFT FOODS GROUP INC	KRFT	460 000	25.700 20 18.377 68	55 87 39.95	920 00 7,322 52	3 58
L OREAL CO UNSPONSORED ADR	LRLCY	67 000	2 199.01 1.896 54	32 82 28 31	31 42 302.47	1 43
LAUDER ESTEE COS INC	EL	380.000	24,992 60 17,952 79	65 77 47.24	273.60 7,039 81	1 09

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Consumer Staples						
LORILLARD INC	LO	52.000	2,271.36 2,054 29	43 68 39.51	114 40 217.07	5.04
MEAD JOHNSON NUTRITION CO	MJN	47.000	3,723 81 3,267 43	79 23 69 52	63 92 456 38	1.72
MONDELEZ INTL INC	MDLZ	953.000	27,189.09 22,451.90	28 53 23.56	495.56 4,737 19	1.82
MONSTER BEVERAGE CORP	MNST	294.000	17,884 02 18,856.07	60.83 64.14	 972 05-	
NESTLE SA SPONSORED ADR REPSTG REG SH	NSRGY	751 000	49,172 48 45,870 54	65 48 61 08	1,363 82 3,301 94	2 77
PERNOD RICARD S A ADR ADR		71 000	1,572 44 1,695 31	22 15 23.88	22 72 122 87-	1 44
PHILIP MORRIS INTL INC	PM	462.000	40,018.44 42,199.00	86.62 91 34	1.570 80 2,180.56-	3 93
PROCTER & GAMBLE CO	PG	43.000	3,310 57 3,001.25	76.99 69 80	103 46 309.32	3.13
RLI CORP	RLI	45 000	3,438.45 3,039 30	76 41 67 54	61.20 399 15	1 78
REED ELSEVIER PLC SPON ADR	RUK	51.000	2,327 13 2,275.74	45 63 44 62	71 66 51 39	3 08
SHISEIDO LTD ADR	SSDOY	1,340 000	19,924 46 20,126 03	14 87 15 02	633 82 201 57-	3 18
SODEXHO ALLIANCE SPON ADR	SDX	28 000	2,329 32 2,391.21	83 19 85 40	50 93 61 89-	2.19
UNICHARM CORP SPONSORED ADR	UNICY	97 000	1,095 62 1,204 14	11 30 12 41	5.82 108 52-	0 53
UNILEVER NV- NY SHARES ADR	UN	148 000	5,817 88 5,722.72	39 31 38 67	161 32 95 16	2 77
** **Total Consumer Staples**		**Sub-Total**	**391,410.75** **352,819.28**		**9,909.35** **38,591.47**	**2.53**
Energy						
BG GROUP PLC SPON ADR	BRGYY	64 000	1,085 70 1,105 92	16 96 17 28	16 70 20 22-	1 54
BP PLC SPON ADR	BP	1,043 000	43,534 82 42,351 02	41 74 40 61	2,252 88 1,183.80	5.17
BAKER HUGHES INC	BHI	509 000	23,480.17 25,335.17	46 13 49.77	305 40 1,855 00-	1 30
CNOOC LTD ADR	CEO	5 000	837 40 1,042 20	167 48 208 44	27 26 204 80-	3 26

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Energy						
CABOT OIL & GAS CORP	COG	137 000	9,729 74 5,737 67	71 02 41 88	10 96 3,992 07	0 11
CHEVRON CORPORATION	CVX	43.000	5,088.62 4,949 15	118 34 115.10	172 00 139.47	3.38
CONCHO RES INC	CXO	200.000	16,744 00 18,600 52	83 72 93 00	 1,856 52-	
CONOCOPHILLIPS	COP	29 000	1,754 50 1,716 76	60 50 59 20	76 56 37 74	4 36
EOG RESOURCES INC	EOG	191 000	25,150 88 19,885 26	131 68 104 11	143 25 5,265.62	0 57
EXXON MOBIL CORPORATION	XOM	58 000	5,240 30 5,248 81	90.35 90 50	146.16 8.51-	2.79
FMC TECHNOLOGIES INC	FTI	216 000	12,026 88 9,028 53	55 68 41.80	 2,998.35	
HALLIBURTON CO	HAL	830 000	34,627 60 25,853 59	41 72 31 15	415 00 8,774 01	1 20
HESS CORP COM	HES	391 000	25,997 59 21,662 40	66 49 55 40	156 40 4,335 19	0 60
KINDER MORGAN INC DEL COM	KMI	36 000	1 373.40 1 349 61	38 15 37 49	54 72 23 79	3 98
MARATHON OIL CORP	MRO	45 000	1,556.10 1,494.29	34 58 33 21	30 60 61 81	1.97
MARATHON PETE CORP	MPC	23 000	1,634 38 1,508 57	71 06 65 59	32 20 125 81	1 97
OCCIDENTAL PETROLEUM CORP	OXY	31 000	2,766 13 2,553 16	89 23 82 36	79 36 212 97	2.87
OCEANEERING INTL INC	OII	64 000	4 620 80 3,751 68	72 20 58 62	56 32 869.12	1 22
PETROFAC LTD ADR	POFCY	184 000	1,671 64 2,398 61	9 09 13 04	53 36 726 97-	3 19
PHILLIPS 66	PSX	14 000	824 74 772 98	58 91 55 21	17 50 51.76	2 12
RPC ENERGY SVCS INC	RES	182 000	2,513 42 2,518 32	13 81 13 84	72 80 4 90-	2 90
SSE PLC SPONSORED ADR	SSEZY	853 000	19 703.45 17,855 24	23 10 20 93	1,070 52 1,848 21	5 43
SEMPRA ENERGY	SRE	20 000	1,635 20 1,453 74	81.76 72 69	50 40 181 46	3 08
SUBSEA 7 S A SPONSORED ADR	SUBC	65 000	1 133 73 1 590 29	17 44 24 47	37 70 456 56-	3 33

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Energy						
TOKYO GAS CO LTD ADR	TKGSY	766 000	16,903.32 14,213 01	22 07 18 55	284.19 2,690.31	1.68
TOTAL SA-SPON ADR	TOT	48.000	2,337.60 2,558 08	48.70 53 29	123.46 220 48-	5.28
TULLOW OIL PLC ADR	TUWOY	120 000	910 92 1,141.20	7 59 9 51	9 36 230 28-	1 03
** **Total Energy**		**Sub-Total**	264,883.03 237,675.78		5,695.06 27,207.25	2.15
Financials						
AMERICAN CAP AGY CORP	AGNC	506.000	11,643.06 14,767 51	23 01 29 18	2,125 20 3,124.45-	18 25
AMERICAN EXPRESS CO	AXP	25 000	1,869.00 1,519 75	74 76 60.79	23.00 349 25	1 23
AMERICAN TOWER REIT	AMT	89 000	6,512 13 7,044 86	73 17 79 16	96 12 532.73-	1.48
AUSTRALIA & NEW ZEALND BKG GROUP LTD SPON ADR ONE	ANZ	895.000	23,414 10 21,242.37	26.16 23.73	1,397.10 2,171.73	5.97
AVIVA PLC ADR	AV	1,628 000	16,947.48 17,154.56	10.41 10 54	960.52 207.08-	5.67
BARCLAYS PLC ADR	BCS	1,373.000	23,505 76 18,318 32	17 12 13 34	545 08 5,187 44	2.32
BROWN & BROWN INC	BRO	136.000	4,384 64 3,613 04	32 24 26 57	48.96 771 60	1.12
CHINA CONSTR BK CORP ADR	CICHY	1,583 000	22,408 95 26,034 20	14 16 16 45	1,144.51 3,625 25-	5.11
CIELO S A SPONSORED ADR	CIOXD	38.000	961 78 877 80	25 31 23 10	35.11 83 98	3.65
CITIGROUP INC	C	967 000	46,386 99 41,132.50	47 97 42.54	38.68 5,254 49	0 08
COHEN & STEERS INC	CNS	65.000	2,208.70 2,007.20	33.98 30.88	52.00 201.50	2.35
CREDIT SUISSE GROUP-SPON ADR	CS	843 000	22,305 78 24,000 15	26 46 28.47	89 36 1,694 37-	0.40
DEUTSCHE BOERSE ADR	DBOEY	220.000	1,446 06 1,367.30	6.57 6 22	39.60 78.76	2.74
DIGITAL REALTY TRUST INC	DLR	131.000	7,991.00 8,424 77	61 00 64 31	408.72 433 77-	5.11
DISCOVER FINL SVCS	DFS	387 000	18,436 68 17,254 74	47.64 44.59	309.60 1,181 94	1 68

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Financials						
EXPERIAN GROUP LTD ADR	EXPGY	86 000	1,490 90 1,437 92	17.34 16.72	27.00 52.98	1 81
FEDERATED INVESTORS INC CL B	FII	171 000	4.687 11 3 773 44	27 41 22.07	164 16 913 67	3 50
FIDELITY NATL INFORMATION SVCS COM	FIS	447 000	19,149 48 12,791 16	42 84 28 62	393.36 6,358.32	2 05
FIFTH THIRD BANCORP COM	FITB	108 000	1 949 40 1,790 80	18 05 16 58	51 84 158 60	2 66
GRUPO FINANCIERO BANORTE S A B D ADR	GBOOY	31.000	921 01 1,206 67	29 71 38 92	7 87 285 66-	0 85
HSBC HOLDINGS PLC-SPON ADR	HBC	997 000	51.744 30 47,691 80	51 90 47 84	2,293 10 4,052 50	4.43
ICAP PLC ADR	IAPLY	131.000	1,444 41 1,376 94	11 03 10 51	83 45 67.47	5 78
ICICI BANK LTD SPON ADR	IBN	28 000	1,071 00 1,232 68	38 25 44.02	18 68 161 68-	1 74
INDUSTRIAL & COML BK CHINA ADR	B3F3Q17	122 000	1 538 30 1,840 98	12 61 15 09	78.45 302 68-	5.10
INTERPUBLIC GROUP COS INC	IPG	1,043 000	15.175 65 11,860 68	14 55 11.37	312 90 3,314 97	2.06
JPMORGAN CHASE & CO	JPM	901 000	47.563 79 33,953 65	52 79 37.68	1.369 52 13,610 14	2.88
LINCOLN NATL CORP IND	LNC	596 000	21.736 12 16,027.09	36 47 26.89	286.08 5,709 03	1.32
MASTERCARD INC	MA	56 000	32.172 00 23,551.48	574.50 420 56	134.40 8,620 52	0.42
METLIFE INC	MET	409 000	18,715 84 15,679 62	45 76 38 34	449 90 3,036 22	2.40
MITSUBISHI UFJ FINL GROUP INC ADR	MTU	5,447.000	33.825 87 24.961 55	6 21 4.58	740.79 8,864 32	2 19
MORGAN STANLEY	MS	1,721 000	42 044 03 36.468 99	24 43 21.19	344 20 5,575 04	0 82
NATIONAL INTERSTATE CORP	NATL	50.000	1,462 50 1,507 00	29 25 30 14	22 00 44 50-	1 50
NORDEA BK SWEDEN A B SPONSORED ADR	NRBAY	203 000	2.255 74 2.063 83	11 11 10 17	70.85 191.91	3.14
ORIX CORP SPONSORED ADR	IX	432 000	29.518 56 20,188.12	68.33 46.73	257 90 9,330 44	0 87
PROGRESSIVE CORP	PGR	488 000	12.404 96 11 183 79	25.42 22.92	138 59 1.221 17	1 12

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Financials						
PRUDENTIAL FINANCIAL INC	PRU	32 000	2,336 96 1,850.14	73.03 57 82	51.20 486 82	2.19
PRUDENTIAL PLC ADR	PUK	805.000	26,339.60 17,153.43	32.72 21.31	722 89 9,186.17	2.74
REALOGY HLDGS CORP	RLGY	229 000	11,001.16 11,567.40	48 04 50.51	566.24-	
ROLLINS INC	ROL	89 000	2,305 10 2,099.51	25.90 23 59	32 04 205.59	1.39
SAMPO OYJ ADR	SAXPY	1,580.000	30,745.22 21,807.61	19 46 13.80	1,098.10 8,937 61	3.57
SBERBANK RUSSIA ADR	SBRCY	139.000	1,586 69 1,847 31	11 42 13 29	26 97 260 62-	1.70
SCHWAB CHARLES CORP NEW	SCHW	154 000	3,269 42 2,348 50	21 23 15 25	36.96 920 92	1.13
SERVICESOURCE INTL INC COM	SREV	2,180 000	20,317 60 17,239.25	9.32 7.91	3,078.35	
SUNTRUST BANKS INC	STI	73.000	2,304 61 2,102 04	31 57 28 80	29 20 202.57	1 27
TOKIO MARINE HOLDINGS ADR	TKOMY	928 000	29,381.41 23,074.42	31.66 24.86	488 13 6,306.99	1.66
TRAVELERS COS INC	TRV	54.000	4,315.68 4,530 99	79 92 83 91	108 00 215.31-	2 50
TURKIYE GARANTI BANKASI A S ADR	TKGBY	226.000	986 26 1,226.12	4 36 5.43	13 33 239 86-	1.35
US BANCORP	USB	888.000	32,101.20 25,528 02	36.15 28.75	816 96 6,573 18	2.54
UNITED OVERSEAS BK LTD ADR SPONSORED ADR	UOVEY	35.000	1,096.13 1,084 30	31.32 30.98	11 45 11 83	1 04
VERISK ANALYTICS INC CL A	VRSK	67 000	3,999.90 3,684 26	59 70 54.99	315 64	
VISA INC CL A	V	287.000	52,449 25 26,174 89	182 75 91 20	378 84 26,274 36	0.72
WELLS FARGO & CO NEW	WFC	626 000	25,835 02 13,297.22	41.27 21 24	751 20 12,537 80	2.91
WESTFIELD GROUP	WEFIF	1,585.000	16,499.85 15,559 77	10 41 9.82	940 08	
** **Total Financials**		**Sub-Total**	**818,164.14 667,522.44**		**19,123.87 150,641.70**	**2.34**

Healthcare

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Healthcare						
ABAXIS INC	ABAX	102.000	4 846 02	47 51		
			4,023.92	39 45	822 10	
ABBOTT LABS	ABT	27 000	941 76	34 88	15.12	1 61
			887 11	32 86	54 65	
ABBVIE INC	ABBV	27 000	1,116 18	41 34	43 20	3 87
			984 30	36 46	131 88	
ACORDA THERAPEUTICS INC	ACOR	361 000	11,909 39	32 99		
			8,592 05	23 80	3,317.34	
ADVISORY BOARD CO/THE	ABCO	27 000	1 475 55	54 65		
			1,418 85	52 55	56.70	
AEGERION PHARMACEUTICALS INC	AEGR	100.000	6,334 00	63 34		
			1,514 99	15 15	4,819 01	
ALLERGAN INC	AGN	434.000	36 560 16	84 24	86 80	0 24
			30 914 78	71 23	5,645 38	
ALNYLAM PHARMACEUTICALS INC	ALNY	196 000	6,076 00	31 00		
			3,652 19	18 63	2,423.81	
BAXTER INTL INC	BAX	395 000	27,361 65	69 27	774 20	2 83
			21,003 88	53.17	6,357.77	
BIOMARIN PHARMACEUTICAL INC	BMRN	53 000	2,954 22	55 74		
			3,455 38	65 20	501.16-	
BIOGEN IDEC INC	BIIB	115 000	24,748 00	215 20		
			14,644 61	127 34	10,103 39	
BLUEBIRD BIO INC	BLUE	67.000	1,672 99	24 97		
			1,700 37	25 38	27 38-	
BRISTOL MYERS SQUIBB CO	BMY	99 000	4,424 31	44 69	138 60	3 13
			3,397 38	34 32	1,026 93	
CELGENE CORP	CELG	24 000	2,807 52	116 98		
			2,820 80	117 53	13 28-	
CERNER CORP	CERN	51 000	4,900 59	96 09		
			4,182 36	82 01	718 23	
EPIZYME INC	EPZM	79 000	2,222 27	28 13		
			1,723.50	21 82	498 77	
GILEAD SCIENCES INC	GILD	1,081 000	55,422 87	51 27		
			23,829.02	22 04	31,593 85	
HAEMONETICS CORP MASS	HAE	116.000	4,796 60	41 35		
			4,916 74	42 39	120.14-	
IMPAX LABORATORIES INC	IPXL	593.000	11,822 94	19 94		
			10,121 43	17 07	1,701.51	
INTUITIVE SURGICAL INC	ISRG	33 000	16,702 35	506.13		
			16,972 20	514 31	269.85-	

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Healthcare						
LEXICON GENETICS INC	LXRX	2,414 000	5,238 38 5,124 20	2 17 2.12	 114.18	
MINDRAY MED INTL LTD SPONSORED ADR REPSTG CL A	MR	32.000	1,198 40 1,222 61	37 45 38.21	14 72 24 21-	1.23
OWENS & MINOR INC	OMI	169 000	5,717 27 5,010.77	33 83 29.65	162 24 706 50	2.84
ROCHE HLDG LTD SPON ADR	RHHBY	69 000	4,284 49 3,653 55	62 09 52.95	112 06 630 94	2.62
SALIX PHARMACEUTICALS LTD	SLXP	254 000	16,802 10 12,387 42	66.15 48 77	 4,414 68	
SHIRE PLC	SHPG	205 000	19,497 55 19,123 79	95 11 93 29	106 60 373.76	0 55
SONOVA HLDG AG ADR	SONVY	53 000	1,122 59 1,205 89	21.18 22.75	13 57 83 30-	1 21
**** Total Healthcare**		**Sub-Total**	**282,956.15** **208,484.09**		**1,467.11** **74,472.06**	**0.52**
Industrials						
AKZO NOBEL NV ADR DUE TO AN EXCHANGE FORMERLY·	AKZOY	91.000	1,707 89 2,064 34	18 77 22.69	46 50 356.45-	2.72
AMETEK INC	AME	500 000	21,150 00 20,373 87	42 30 40 75	120.00 776.13	0 57
ASAHI GLASS ADR	ASGLY	1,693.000	11,009 58 16,804.70	6 50 9 93	402 93 5,795 12-	3 66
BOEING CO	BA	329 000	33,702 76 23,724 69	102 44 72.11	638.26 9,978 07	1 89
BRIDGESTONE CORP ADR	BRDCY	384.000	26,132 35 18,949 61	68.05 49 35	235 01 7,182 74	0.90
CUMMINS INC	CMI	160 000	17,353 60 16,934 09	108 46 105 84	320 00 419.51	1 84
DANAHER CORP	DHR	382.000	24,180 60 20,756 02	63 30 54 34	38 20 3,424 58	0.16
DEERE & CO	DE	38 000	3,087 50 3,425 20	81 25 90 14	77 52 337.70-	2 51
E ON AG SPON ADR	EONGY	685 000	11,227 84 19.758 78	16 39 28.84	724 05 8,530.94-	6 45
ENBRIDGE INC ADR	ENB	77.000	3,239 39 3,446 98	42 07 44 77	93 63 207 59-	2.89
EXPONENT INC	EXPO	104 000	6,147 44 5,537 45	59 11 53.24	62 40 609 99	1 02

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Industrials						
FANUC LTD ADR	FANUY	98.000	2,364.45 2,641.17	24.13 26.95	33.52 276.72-	1.42
FASTENAL CO	FAST	94.000	4,304.26 4,467.05	45.79 47.52	75.20 162.79-	1.75
GENERAL DYNAMICS CORP	GD	477.000	37,363.41 26,671.17	78.33 55.91	1,068.48 10,692.24	2.86
GENERAL ELECTRIC	GE	198.000	4,591.62 4,290.73	23.19 21.67	150.48 300.89	3.28
HEIDELBERGCEMENT AG ADR	HDELY	1,708.000	22,943.56 19,277.88	13.43 11.29	136.64 3,665.68	0.60
HONEYWELL INTERNATIONAL INC	HON	26.000	2,062.84 1,765.87	79.34 67.92	42.64 296.97	2.07
ILLINOIS TOOL WKS INC	ITW	610.000	42,193.70 28,214.57	69.17 46.25	927.20 13,979.13	2.20
JARDINE MATHESON HD UNSP ADR	JMHLY	37.000	2,238.50 2,440.16	60.50 65.95	46.81 201.66-	2.09
LANDSTAR SYSTEM INC	LSTR	57.000	2,935.50 3,207.39	51.50 56.27	14.25 271.89-	0.49
LINCOLN ELECTRIC HLDGS	LECO	28.000	1,603.56 1,429.96	57.27 51.07	22.40 173.60	1.40
LINDE AG ADR	B5MZDP3	162.000	3,018.55 2,826.88	18.63 17.45	38.56 191.67	1.28
MAN SE ADR	MAGOY	1,229.000	13,403.47 11,473.77	10.91 9.34	106.92 1,929.70	0.80
MITSUBISHI CORP SPONS ADR ONE ADR REPRESENTS 2 SHARES	MSBHY	278.000	9,509.82 8,316.72	34.21 29.92	300.80 1,193.10	3.16
NATIONAL OILWELL VARCO INC	NOV	31.000	2,135.90 2,183.20	68.90 70.43	32.24 47.30-	1.51
NOKIAN TYRES OYJ ADR	NKRKY	53.000	1,078.50 1,197.08	20.35 22.59	39.54 118.58-	3.67
NORFOLK SOUTHERN CORP SOUTHERN CORP	NSC	428.000	31,094.20 29,661.56	72.65 69.30	856.00 1,432.64	2.75
NORTHROP GRUMMAN CORP	NOC	24.000	1,987.20 1,619.04	82.80 67.46	58.56 368.16	2.95
PARKER HANNIFIN CORP	PH	304.000	29,001.60 28,245.04	95.40 92.91	547.20 756.56	1.89
RBC BEARINGS INC	ROLL	50.000	2,597.50 2,609.05	51.95 52.18	 11.55-	
RYANAIR HLDGS PLC SPON ADR	RYAAY	416.000	21,436.48 12,488.48	51.53 30.02	753.79 8,948.00	3.52

Account Statement

Account Number: [redacted] 182

Statement Period: July 01, 2012 Through June 30, 2013

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Industrials						
SAFRAN S A ADR	B23WS79	23.000	1,199 59 1,009.18	52.16 43 88	22 52 190.41	1 88
SCHNEIDER ELEC SA ADR	B2R8S62	1,825.000	26,440.60 24,335 15	14 49 13 33	682.55 2,105.45	2.58
SGS SOCIETE GENERALE DE SURVEILL ADR	SGSOY	1,103.000	23,653.84 20,813 92	21 45 18.87	184 21 2,839 92	0.78
SHERWIN WILLIAMS CO	SHW	110.000	19,426 00 9,519 02	176.60 86.54	220.00 9,906 98	1.13
SPIRIT AIRLS INC COM	SAVE	725 000	22,997 00 14,426 84	31.72 19 90	 8,570.16	
THK CO LTD ADR	THKLY	1,428 000	14,986 86 10,880.13	10 50 7 62	111.38 4,106.73	0 74
3M CO	MMM	21.000	2,296.35 2,062.20	109 35 98 20	53 34 234.15	2 32
TORO CO.	TTC	92.000	4,177.72 4,023 16	45 41 43.73	51.52 154.56	1 23
UNION PACIFIC CORP	UNP	140.000	21,599 20 14,742.67	154 28 105.30	386.40 6,856 53	1.79
UNITED PARCEL SERVICE	UPS	22 000	1,902.56 1,879 31	86 48 85.42	54 56 23 25	2.87
UNITED TECHNOLOGIES CORP	UTX	329 000	30,577 26 28,180.97	92 94 85 66	704.06 2,396.29	2 30
WASTE MANAGEMENT INC	WM	494.000	19,923.02 17,864.31	40 33 36.16	721 24 2,058.71	3 62
**** Total Industrials**		**Sub-Total**	**585,983.57 496,539.36**		**11,201.51 89,444.21**	**1.91**
Information Technology						
ADOBE SYS INC	ADBE	790.000	35,992 40 21,063.60	45 56 26.66	 14,928.80	
ANSYS INC	ANSS	55 000	4,020 50 4,028.75	73 10 73.25	 8 25-	
APPLE INC	AAPL	248.000	98,339 44 28,135.99	396 53 113 45	3,025.60 70,203.45	3.08
ARM HOLDINGS PLC SPONS ADR	ARMHY	98.000	3,550 54 3,977 52	36 23 40 59	17.93 426 98-	0 50
ATMEL CORP	ATML	1,847.000	13,556.98 10,867.17	7 34 5 88	 2,689.81	
BAIDU COM INC SPONSORED ADR	BIDU	8 000	756 82 893 36	94 60 111 67	 136.54-	

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Information Technology						
BLACKBAUD INC	BLKB	59 000	1,921.63 1,395 93	32 57 23.66	28 32 525 70	1 47
BRAMBLES LTD ADR	BMBLY	92 000	1,573 11 1,497 36	17.10 16 28	45.63 75.75	2 90
BROADCOM CORP CL A	BRCM	417 000	14,092 52 13,632 06	33 80 32 69	183 48 460 46	1 30
CANON INC ADR REPRESENTING 5 SHARES	CAJ	31 000	1,018 97 1,178.93	32 87 38.03	42 72 159 96-	4 19
COMPUTER PROGRAMS & SYS INC	CPSI	88.000	4,324.32 4,495.92	49 14 51 09	179 52 171 60-	4.15
EBAY INC	EBAY	670 000	34 652 40 33,579.11	51 72 50 12	 1,073 29	
EQUINIX INC COM NEW	EQIX	24 000	4,433.28 5,180.56	184 72 215.86	 747 28-	
FACEBOOK INC	FB	990 000	24,631 20 30,449 38	24.88 30 76	 5,818 18-	
FACTSET RESEARCH SYSTEMS INC	FDS	44.000	4 485 36 3,983.76	101 94 90 54	61 60 501 60	1 37
GOOGLE INC CL A	GOOG	65 000	57,224 05 38,010.92	880 37 584 78	 19,213 13	
HENRY JACK & ASSOC INC	JKHY	122.000	5 749 86 5,025 18	47.13 41.19	97 60 724 68	1 70
HITTITE MICROWAVE CORP	HITT	84.000	4,872 00 5,039 16	58 00 59 99	 167.16-	
IHS INC COM CL A	IHS	142 000	14,821 96 13,814 38	104.38 97.28	 1,007 58	
INFINEON TECHNOLOGIES AG SPONSORED ADR	IFX	1,591.000	13,297 58 13,316.64	8 36 8 37	224 33 19.06-	1 69
INFORMATICA CORP	INFA	279 000	9,759.42 7,273 71	34 98 26.07	 2,485 71	
INTEL CORP	INTC	69 000	1,671 87 1,558.47	24 23 22.59	62 10 113.40	3 71
IBM CORP	IBM	18.000	3,439.98 3,486.48	191 11 193 69	68.40 46 50-	1 99
KDDI CORP ADR	KDDIY	1,872.000	24,309 79 15,266 56	12 99 8.16	580.32 9,043.23	2 39
MICROSOFT CORP	MSFT	64 000	2,210 88 1,750 95	34 55 27.36	58 88 459.93	2 66
MICRON TECHNOLOGY INC	MU	1,240 000	17,769 20 6,691 68	14 33 5 40	 11,077 52	

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Information Technology						
NETAPP INC	NTAP	683 000	25,803 74 24,792.20	37.78 36 30	409 80 1,011 54	1.59
PRECISION CASTPARTS	PCP	164 000	37,065.64 30,411.01	226.01 185 43	19 68 6,654.63	0.05
PRICELINE.COM	PCLN	49 000	40,506.83 26,863 54	826 67 548.24	 13,643.29	
RAYTHEON COMPANY	RTN	51 000	3,372.12 2,981 79	66 12 58 47	112.20 390 33	3.33
SAGE GROUP PLC ADR	SGPYD	594.000	12.259 57 9,639 26	20 64 16 23	354 02 2,620 31	2.89
SALESFORCE COM INC	CRM	915 000	34.934 70 30,669 73	38 18 33.52	 4,264 97	
SAP AG SPONSORED ADR SAP AKTIENGESELLSCHAFT 4 ADRS = 1 PREF SHR	SAP	325 000	23,669.75 21,350 39	72 83 65.69	259 35 2,319 36	1 10
SERVICENOW INC	NOW	321 000	12,965 19 9,438 90	40 39 29.40	 3,526.29	
SKYWORKS SOLUTIONS INC	SWKS	570 000	12,477 30 14,459.62	21 89 25.37	 1,982.32-	
SPLUNK INC	SPLK	54 000	2,503 44 2,468 97	46 36 45.72	 34 47	
SYMANTEC CORP	SYMC	1,035.000	23,266 80 15,141 55	22 48 14 63	621 00 8,125.25	2.67
TERADATA CORP DEL	TDC	402.000	20,192.46 22,527 56	50 23 56.04	 2,335 10-	
VMWARE INC CL A	VMW	428 000	28,671 72 37,165.97	66.99 86.84	 8,494.25-	
**** Total Information Technology**		**Sub-Total**	**680,165.32 523,504.02**		**6,452.48 156,661.30**	**0.95**
Materials						
AGRIUM INC ADR	AGU	8 000	695 68 854 45	86 96 106.81	16 00 158.77-	2.30
APTARGROUP INC	ATR	53.000	2,926.13 2,727.90	55 21 51 47	53.00 198 23	1.81
ARKEMA SPONSORED ADR	ARKAY	19.000	1,741 88 2,000 89	91.68 105 31	38 00 259 01-	2.18
BASF AG SPON ADR	BASFY	16 000	1,427 34 1,530.40	89 21 95 65	39.46 103 06-	2 76
BHP BILLITON LTD SPON ADR	BHP	46.000	2,652 36 3,529.12	57.66 76 72	104 88 876.76-	3 95

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Materials						
BIO RAD LABORATORIES INC CL A	BIO	83 000	9,312 60 9,429 67	112 20 113 61	117 07-	
BUNZL PLC ADR	BNL	25 000	2,426 70 2,177 75	97 07 87 11	54 65 248 95	2 25
CLARCOR INC	CLC	50 000	2,610 50 2,518.43	52 21 50.37	27 00 92 07	1 03
COMMERCIAL METAL CO	CMC	721 000	10,649.17 9,952 90	14 77 13.80	346 08 696.27	3 25
CONSOL ENERGY INC	CNX	26 000	704 60 797 07	27 10 30 66	13.00 92 47-	1.85
DOW CHEMICAL CO	DOW	777 000	24,996 09 23 008 82	32 17 29.61	994 56 1,987 27	3.98
DU PONT E I DE NEMOURS & CO	DD	72 000	3,780 00 3,335 53	52 50 46 33	129 60 444 47	3 43
FREEPORT-MCMORAN COPPER & GOLD B	FCX	268 000	7,399 48 7,638.16	27 61 28 50	335 00 238 68-	4 53
INTERNATIONAL PAPER CO	IP	332 000	14,710 92 11,318 66	44.31 34 09	398 40 3,392 26	2 71
ITOCHU CORP ADR	ITOCY	1,200 000	27,663 60 25,868 80	23 05 21.56	878 40 1,794.80	3 18
KIMBERLY CLARK CORP	KMB	21 000	2,039 94 1,815.45	97 14 86.45	68.04 224.49	3 34
MEADWESTVACO CORP	MWV	53 000	1,807 83 1,725 67	34.11 32 56	53.00 82.16	2 93
NEWMONT MNG CORP	NEM	31 000	928 45 1,380 80	29 95 44 54	43 40 452.35-	4.67
PRAXAIR INC	PX	55 000	6,333 80 6,251 29	115 16 113 66	132 00 82 51	2 08
RIO TINTO PLC ADR	RIO	566 000	23 251.28 27,124 75	41 08 47.92	937 30 3,873 47-	4 03
SHIN ETSU CHEM CO LTD ADR	B3DTS11	1,939 000	32,110 03 24,908 53	16 56 12 85	494 45 7,201.50	1 54
SVENSKA CELLUL AKTIEBOLAGET ADR ONE ADR REPRESENTS 1 SERIES B SH	SVCBY	48 000	1 196 88 1,080 48	24 94 22 51	26 88 116 40	2 25
TECHNE CORP	TECH	72 000	4,973 76 5,014 80	69 08 69.65	86 40 41 04-	1 74
WEYERHAEUSER CO	WY	83 000	2,364 67 2,558.62	28 49 30 83	66 40 193 95-	2.81
** **Total Materials**		**Sub-Total**	188,703.69 178,548.94		5,335.90 10,154.75	2.83

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Miscellaneous						
SABMILLER PLC	SBMRY	712.000	34,043 56 31,024 77	47 81 43 57	692 78 3,018.79	2 03
**** Total Miscellaneous**		**Sub-Total**	**34,043.56 31,024.77**		**692.78 3,018.79**	**2.03**
Telecommunication Services						
AT&T INC	T	72 000	2,548 80 2,394 46	35 40 33.26	129 60 154 34	5.08
CHINA MOBILE HONG KONG LTD SPONSORED ADR	CHL	46 000	2,381 42 2,557 02	51 77 55 59	91 03 175 60-	3 82
CROWN CASTLE INTL CORP	CCI	321.000	23.237 19 15 668 47	72 39 48 81	 7.568 72	
ERICSSON LM TEL-SP ADR	ERIC	178 000	2,007 84 1,803.14	11 28 10 13	52.33 204 70	2 61
PARTNER COMMUNICATIONS-ADR	PTNR	206 000	1,291 62 1,244.32	6 27 6.04	74 98 47.30	5 81
SOFTBANK CORP ADR	B3DTRW5	62 000	1,806.93 1,060 20	29.14 17 10	19 10 746 73	1.06
TELENOR ASA SPONSORED ADR	TELN	688 000	40,697 95 36,336 67	59 15 52 81	1,780 54 4,361 28	4.38
VERIZON COMMUNICATIONS	VZ	107 000	5.386 38 4,514 33	50 34 42 19	220 42 872 05	4.09
VODAFONE GROUP PLC ADR	VOD	1,219 000	35,040 16 28,545 17	28 75 23 42	1,873 60 6,494 99	5 35
**** Total Telecommunication Services**		**Sub-Total**	**114,398.29 94,123.78**		**4,241.60 20,274.51**	**3.71**
Utilities						
DOMINION RESOURCES INC	D	57.000	3,238 74 2,994 03	56.82 52 53	128 25 244.71	3.96
DUKE ENERGY CORP NEW	DUK	20 000	1,350 00 1,359 96	67 50 68 00	62 40 9 96-	4.62
EDISON INTERNATIONAL	EIX	235 000	11,317 60 10,870.77	48.16 46 26	317 25 446 83	2 80
NII HOLDINGS INC CL B	NIHD	4,070 000	27,106 20 28,009 09	6 66 6 88	 902 89-	
NEXTERA ENERGY INC	NEE	254 000	20 695 92 18,160 33	81.48 71.50	670 56 2,535 59	3.24
NORTHEAST UTILS	NU	39 000	1,638 78 1,510.70	42 02 38 74	57.33 128 08	3 50
P G & E CORPORATION	PCG	407 000	18,612 11 18,420.61	45.73 45.26	740 74 191 50	3 98

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Utilities						
PUBLIC SVC ENTERPRISE GROUP INC	PEG	39 000	1,273 74 1,164 01	32 66 29 85	56 16 109.73	4.41
QUALCOMM INC	QCOM	781 000	47.711 29 41,473 13	61 09 53 10	1,093 40 6,238 16	2.29
**** Total Utilities**		**Sub-Total**	**132,944.38 123,962.63**		**3,126.09 8,981.75**	**2.35**
*** Total Equities**			**4,056,515.40 3,357,143.52**		**74,635.27 699,371.88**	**1.84**
Equities - Other						
Foreign Stock						
BANK OF NOVA SCOTIA	BNS	60 000	3,213 00 3.501 81	53 55 58 36	139 62 288.81-	4.35
CATAMARAN CORP	CTRX	292.000	14.168 83 14.223 65	48 52 48 71	54 82-	
CENOVUS ENERGY INC	CVE	31 000	884 62 1.059 78	28 54 34 19	27 47 175.16-	3 11
CORUS ENTERTAINMENT INC-B SH	2591513	55 000	1.264 45 1,361.14	22.99 24 75	55.33 96 69-	4 38
HON HAI PRECISION IND LTD	5758218	1.613 000	7,965 16 8,705 55	4 94 5 40	88 72 740 39-	1.11
MCDERMOTT INTERNATIONAL INC	MDR	1,063 000	8.695.34 11,847.25	8 18 11 15	3,151 91-	
NEW GOLD INC CDA	B043N83	176.000	1,129 92 1,927 20	6 42 10 95	797 28-	
PETROMINERALES LTD	B627GS0	545 000	3.098 60 11,468 68	5 69 21 04	267 60 8,370 08-	8.64
SCHLUMBERGER LTD	SLB	246 000	17,628 36 16 046 57	71 66 65 23	307 50 1,581.79	1 74
SILVER WHEATON CORP	SLW	162 000	3.186 54 5 736 22	19 67 35 41	77 76 2,549 68-	2 44
SUNCOR ENERGY INC NEW	SU	610 000	17.988 90 18.860 13	29 49 30 92	464 82 871 23-	2 58
TECK LIMITED CL B	TCK	353 000	7.518 72 12,724 66	21 30 36 05	309 58 5,205.94-	4 12
TORONTO DOMINION BK ONT	2897222	22 000	1.761 54 1.848 44	80 07 84 02	68 75 86 90-	3 90
DEUTSCHE BK AG ORD NPV REGD SHS	DB	399.000	16.738 05 18.636 46	41 95 46 71	387 83 1,898 41-	2.32
ACCIONA SA	ACXIF	179 000	9.549.65 14.361 38	53 35 80 23	4,811 73-	

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Foreign Stock						
AON PLC	B5BT0K0	23.000	1,480 05	64 35	16.10	1 09
			1,505.83	65.47	25 78-	
ACCENTURE PLC CL A	ACN	17.000	1,223.32	71.96	27.54	2 25
			1,191 02	70.06	32.30	
FREESCALE SEMICONDUCTOR HOLD	B4349B0	540 000	7,317.00	13.55		
			5,748 73	10 65	1,568.27	
GLENCORE XSTRATA PLC	B4T3BW6	4,339.000	17,910 09	4.13	683 39	3 82
			20,637.15	4.76	2,727 06-	
INVESCO LTD	IVZ	358.000	11,384 40	31.80	322.20	2.83
			6,785 06	18.95	4,599.34	
LIBERTY GLOBAL PLC SERIES A	B8W6766	164 000	12,052 36	73 49		
			11,597 24	70.71	455.12	
MICHAEL KORS HOLDINGS LTD	B7341C6	425.000	26,358 50	62.02		
			22,484 23	52.90	3,874.27	
ACE LTD	ACE	79 000	7,068.92	89.48	161.16	2.28
			6,599 57	83.54	469.35	
NOBLE CORP	NE	569 000	21,383 02	37 58	295 88	1 38
			14,364 23	25 24	7,018.79	
CHECK POINT SOFTWARE TECH ADR	CHKP	763 000	37,905 84	49 68		
			34,582.58	45 32	3,323 26	
ASML HOLDING NV NY REG SHS	B908F01	18.000	1,418 34	78.80	10.57	0 75
			1,237.28	68 74	181 06	
KONINKLIJKE	B0JZPK0	374 000	24,310 00	65 00		
			21,062.79	56.32	3,247.21	
NXP SEMICONDUCTORS NV	NXPI	439.000	13,617.78	31.02		
			10,730 83	24.44	2,886.95	
ORICA LIMITED ORD AUD	B02P488	744.000	13,615 20	18 30		
			18,997.28	25 53	5,382.08-	
FIAT INDUSTRIAL	B52B4V4	1,904.000	21,198 18	11.13	556 92	2 63
			18,953 82	9 95	2,244 36	
LUNDIN PETROLEUM AB	B02V5S3	582.000	11,526 51	19 81		
			12,188.35	20 94	661 84-	
AIA GROUP LTD	B4Y5XL0	6,800.000	28,900 00	4 25		
			23,101 04	3 40	5,798 96	
AVAGO TECHNOLOGIES LTD	AVGO	351 000	13,120 38	37 38	294 84	2 25
			11,620 55	33 11	1,499 83	
** **Total Foreign Stock**		**Sub-**	**386,581.57**		**4,563.58**	**1.18**
		Total	**385,696.50**		**885.07**	

Mutual Funds

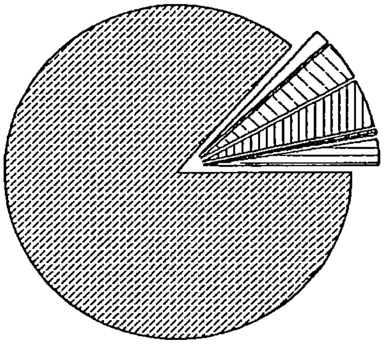
Account Number: [redacted]

Statement Period: July 01, 2012 Through June 30, 2013

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Mutual Funds						
ISHARES MSCI PACIFIC EX-JAPAN FD	EPP	325 000	13.984 75 14.045 69	43 03 43 22	665 60 60.94-	4 76
ISHARES MSCI JAPAN INDEX FD	EWJ	2,146 000	24.078 12 23,299 77	11 22 10 86	317 61 778.35	1 32
SMA RELATIONSHIP TRUST SER SERIES G	SRTGX	57,558 000	508.237 14 526.361 27	8.83 9 14	10,072 65 18,124.13-	1 98
SMA RELATIONSHIP TRUST SER S	SRTSX	46,471 000	533.022 37 437.810 30	11 47 9 42	7,481 83 95,212.07	1.40
SPDR TRUST SERIES 1	SPY	603 000	96.733 26 85,320 41	160 42 141 49	2,010 40 11,412 85	2 08
VANGUARD EUROPEAN	VGK	1,436.000	69,114 68 71,224 45	48 13 49 60	3,815 45 2,109.77-	5.52
VIRTUS EMERGING MARKETS OPPORTUNITIES A	HEMZX	2,945 112	27,890 21 29,741 26	9 47 10 10	53 01 1,851.05-	0 19
**** Total Mutual Funds**		**Sub-Total**	1,273,060.53 1,187,803.15		24,416.55 85,257.38	1.92
*** Total Equities - Other**			1,659,642.10 1,573,499.65		28,980.13 86,142.45	1.75

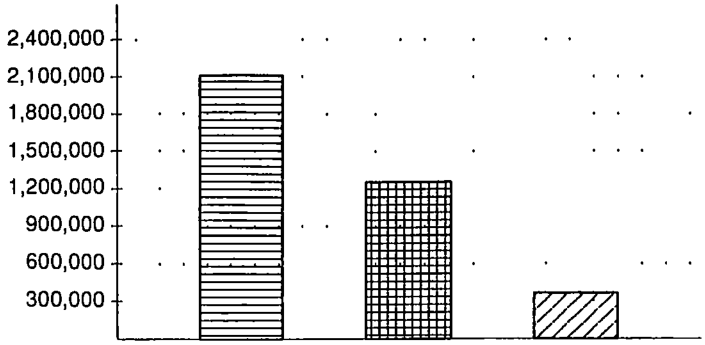
Bond Quality Summary



S & P Quality Rating	Market Value	Percent
▤ AA+	103, 652. 00	2. 6%
▦ AA	3, 031. 92	0. 1%
▨ AA-	9, 921. 72	0. 2%
☒ A+	14, 255 10	0. 4%
▥ A	188, 682. 51	4. 7%
▧ A-	159, 045. 59	4. 0%
▤ BBB+	58, 288. 39	1. 5%
▦ BBB	3, 440. 40	0. 1%
▨ NOT RATED	3, 449, 143. 97	86. 4%
Total	3, 989, 461. 60	100. 0%

Investment Detail (Continued)

Bond Maturity Summary



	Years To Maturity	Par Value	Percent
▤	LESS THAN 5 YEARS	2, 107, 000. 00	56. 5%
▦	5-10 YEARS	1, 257, 000. 00	33. 7%
▨	15-99 YEARS	365, 575. 92	9. 8%
	Total	3, 729, 575. 92	100. 0%

Average Time To Maturity: 8.8 Years **Current Yield: 3.06%**

Description	Rating	Par Value	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Yield Current/ Maturity
Fixed Income						
U S Government Obligations						
UNITED STATES TREAS BDS 8% 11/15/2021	NR	151,000.000	218,915.27 228,145 18	144.98 151.09	12,080 00 9,229.91-	5 52 2 11
UNITED STATES TREAS BDS 5 375% 02/15/2031	NR	70,000.000	91,186 20 86,259 25	130 27 123 23	3,762 50 4,926.95	4.13 3.13
UNITED STATES TREAS BDS 4 25% 05/15/2039	NR	238,000.000	273,626.22 246,585 47	114 97 103 61	10,115 00 27,040.75	3 70 3 38
UNITED STATES TREASURY 4.75% 05/15/2014	NR	99,000 000	102,925.35 109,172 19	103.97 110 27	4,702.50 6,246.84-	4 57 0.24
UNITED STATES TREASURY 4.125% 05/15/2015	NR	391,000.000	418,585 05 428,868 29	107.06 109.68	16,128.75 10,283 24-	3.85 0 36
UNITED STATES TREASURY 4 5% 02/15/2016	NR	478,000 000	527,104 94 537,883.72	110 27 112.53	21,510.00 10,778.78-	4.08 0.56
UNITED STATES TREASURY 3.625% 02/15/2020	NR	373,000 000	416,100.15 404,763.65	111.56 108 52	13,521 25 11,336.50	3 25 1.77
UNITED STATES TREASURY 2% 11/15/2021	NR	9,000.000	8,844 57 9,321 02	98 27 103.57	180.00 476.45-	2 04 2 23
UNITED STATES TREASURY 1 375% 02/28/2019	NR	8,000 000	7,912.48 8,169 06	98 91 102.11	110 00 256.58-	1 39 1.58
UNITED STATES TREASURY 875% 02/28/2017	NR	416,000 000	414,960 00 416,371 02	99 75 100 09	3,640 00 1,411 02-	0 88 0 94
UNITED STATES TREASURY 1% 09/30/2019	NR	167,000.000	159,693.75 165,253 24	95.63 98 95	1,670 00 5,559 49-	1.05 1 74

Investment Detail (Continued)

Description	Rating	Par Value	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Yield Current/ Maturity
U S Government Obligations						
UNITED STATES TREASURY 25% 10/31/2014	NR	382,000 000	382.148 98 382.186.61	100 04 100 05	955 00 37.63-	0 25 0 22
UNITED STATES TREASURY 75% 10/31/2017	NR	18,000 000	17,661.06 18.033 05	98.12 100 18	135 00 371 99-	0 76 1.20
UNITED STATES TREASURY 1.125% 12/31/2019	NR	12,000.000	11.497 56 11.918 44	95 81 99 32	135 00 420 88-	1.17 1 81
UNITED STATES TREASURY 2% 02/15/2023	NR	322,000 000	309,899 24 324,604 62	96 24 100 81	6,440 00 14,705 38-	2 08 2.44
**** Total U S Government Obligations**		**Sub-Total**	**3,361,060.82** **3,377,534.81**		**95,085.00** **16,473.99-**	**2.83**
U S Federal Agencies						
FEDERAL HOME LN BKS 4 625% 06/12/2015	AA+	50.000.000	54.030 50 54,256 00	108 06 108 51	2,312 50 225 50-	4 28 0.48
**** Total U S Federal Agencies**		**Sub-Total**	**54,030.50** **54,256.00**		**2,312.50** **225.50-**	**4.28**
Inflation Index Bonds						
UNITED STATES TREASURY .125% 07/15/2022	NR	29,000 000	28.321.40 31,572.33	97 66 108.87	36 25 3,250.93-	0.13
**** Total Inflation Index Bonds**		**Sub-Total**	**28,321.40** **31,572.33**		**36.25** **3,250.93-**	**0.13**
Mortgage Backed Securities						
FEDERAL NATL MTG ASSN GTD MTG POOL NBR AL0069 5% 11/01/2040		1,085 888	1,166 99 1.176 48	107 47 108 34	54 29 9 49-	4.65 2 20
FEDERAL NATL MTG ASSN GTD MTG POOL NBR AL0160 4 5% 05/01/2041		9.548 340	10.134 23 10.305.12	106 14 107 93	429 68 170 89-	4 24 2 62
FEDERAL NATL MTG ASSN GTD MTG POOL NBR AL2629 5% 06/01/2039		4,139 370	4 470 23 4,482.17	107 99 108 28	206 97 11 94-	4 63 1 96
FEDERAL NATL MTG ASSN GTD MTG POOL NBR AL3006 5% 07/01/2037		2,231 054	2.409 38 2,419.32	107 99 108 44	111 55 9 94-	4 63 1 96
FEDERAL NATL MTG ASSN GTD MTG POOL NBR AL3423 5% 05/01/2040		852 727	916 42 921 34	107.47 108 05	42 64 4 92-	4 65 2 20
FEDERAL NATL MTG ASSN GTD MTG POOL NBR AR5265 3% 02/01/2043		8 936 404	8 743 56 9 197 56	97 84 102 92	268 09 454 00-	3 07 3 54
FEDERAL NATL MTG ASSN POOL #745275 5% 02/01/2036	NR	2,696 310	2,905 60 2,914 55	107 76 108 09	134 82 8 95-	4 64 2.05
FEDERAL NATL MTG ASSN GTD MTG PA POOL NBR AB6609 3 5% 10/01/2042		12.040 827	12.239 50 12,783 52	101 65 106 17	421 43 544.02-	3 44 3 04
FEDERAL NATL MTG ASSN GTD MTG PA POOL NBR AE0949 4% 02/01/2041	NR	16,044.995	16,775 84 17,081.94	104 56 106.46	641 80 306 10-	3 83 2 63
**** Total Mortgage Backed Securities**		**Sub-Total**	**59,761.75** **61,282.00**		**2,311.27** **1,520.25-**	**3.87**

Investment Detail (Continued)

Description	Rating	Par Value	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Yield Current/ Maturity
Corporate Bonds						
AT&T INC NT 2 95% 05/15/2016	A-	3,000.000	3,135 00 3,193 56	104 50 106.45	88 50 58 56-	2 82 1 35
ALLSTATE CORP 7.45% 05/16/2019	A-	2,000 000	2,523 20 2,618 44	126 16 130.92	149 00 95 24-	5 91 2 62
AMERICAN EXPRESS CO NT 8.125% 05/20/2019	BBB+	3,000.000	3,876 93 4,042 38	129.23 134 75	243 75 165.45-	6 29 2.72
BERKSHIRE HATHAWAY SR NT 1 9% 01/31/2017	AA	3,000 000	3.031 92 3,089 43	101 06 102 98	57 00 57 51-	1 88 1.59
BOTTLING GROUP LLC 6 95% 03/15/2014	A	3,000 000	3,130 83 3,210.15	104 36 107 01	208 50 79 32-	6 66 0 81
CATERPILLAR FINL SVCS CORP 5 85% 09/01/2017	A	50,000 000	57,772 00 52,653.75	115 54 105 31	2,925 00 5,118.25	5.06 1.95
COCA COLA CO NT 3 3% 09/01/2021	AA-	3,000 000	3,067 20 3,219 84	102 24 107.33	99 00 152 64-	3 23 2 99
COMERICA BANK 5.2% 08/22/2017	A-	3,000 000	3,343 47 3,480 21	111 45 116.01	156 00 136 74-	4.67 2 29
CONSOLIDATED EDISON CO 5 85% 04/01/2018	A-	4,000 000	4,691 08 4,891 56	117 28 122 29	234.00 200 48-	4.99 2.02
DISNEY WALT CO NEW MEDIUM TERM 5 625% 09/15/2016	A	50,000 000	56,934 00 54,258 75	113.87 108.52	2,812 50 2,675 25	4 94 1 21
DISNEY WALT CO NEW MEDIUM TERM 1 35% 08/16/2016	A	3,000 000	3,027 15 3,068 70	100 91 102.29	40 50 41 55-	1 34 1 06
DUKE ENERGY IND INC 3 75% 07/15/2020	A	3,000 000	3,147 87 3,336 54	104 93 111 22	112 50 188.67-	3 57 2.97
GENERAL ELEC CAP CORP INTERNOTES 4% 10/15/2022	AA+	50,000 000	49,621 50 53,835 75	99 24 107 67	2,000.00 4,214 25-	4.03 4 10
GOLDMAN SACHS GROUP INC 4 75% 07/15/2013	A-	3,000 000	3,004 20 3,052 71	100 14 101.76	142 50 48 51-	4 74 1 75
GOLDMAN SACHS 5 125% 01/15/2015	A-	75,000 000	79,114 50 79,298 25	105.49 105 73	3,843 75 183 75-	4 86 1.52
HEWLETT PACKARD CO 4 65% 12/09/2021	BBB+	50,000 000	50,004 50 51,407 75	100 01 102 82	2,325 00 1,403 25-	4.65 4 65
HONEYWELL SR NT 4 25% 03/01/2021	A	3,000.000	3,281 04 3,455 97	109 37 115 20	127 50 174 93-	3 89 2.88
IBM CORP 7 625% 10/15/2018	AA-	3,000 000	3,817 29 4,014.15	127 24 133.81	228 75 196 86-	5 99 2.15
KIMBERLY CLARK CORP 6 125% 08/01/2017	A	2,000 000	2,340 08 2,430 36	117 00 121 52	122 50 90 28-	5 23 1.80
METLIFE INC SR NT 4 75% 02/08/2021	A-	3,000.000	3,269 43 3,419 70	108 98 113 99	142 50 150 27-	4 36 3 40

Investment Detail (Continued)

Description	Rating	Par Value	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Yield Current/ Maturity
Corporate Bonds						
NORTHERN STATES POWER CO 1ST MTG BD 2 15% 08/15/2022-2022	A	4,000 000	3,670 64 3.928 80	91 77 98 22	86 00 258.16-	2 34 3 20
PECO ENERGY 5 35% 03/01/2018	A-	3,000 000	3 443 25 3.571 23	114 78 119 04	160 50 127 98-	4 66 2 02
PNC 5 125% 02/08/2020	A-	3,000 000	3,296 31 3.523.95	109 88 117.47	153.75 227 64-	4 66 3.44
PRINCIPAL LIFE INCOME FUNDINGS 5.1% 04/15/2014	A+	4,000 000	4.141 52 4.193 60	103 54 104 84	204.00 52 08-	4 93 0 64
PROCTER & GAMBLE CO 1 45% 08/15/2016	AA-	3,000 000	3.037 23 3,077 19	101 24 102 57	43 50 39 96-	1 43 1 05
PRUDENTIAL FINANCIAL INC 5 1% 09/20/2014	A	3,000 000	3.152 40 3.208 53	105 08 106 95	153 00 56.13-	4 85 0 93
STATE STREET CORP JR SUB DEB 4 956% 03/15/2018	BBB+	4.000 000	4 406 96 4 528 24	110 17 113 21	198 24 121 28-	4 50 2 65
SUNTRUST 6% 09/11/2017	BBB	3,000 000	3,440 40 3,579 99	114 68 119 33	180.00 139.59-	5 23 2 31
TARGET CORP 2.9% 01/15/2022	A+	3.000 000	2 935 83 3,080 10	97 86 102 67	87 00 144 27-	2 96 3 19
U S BK NATL ASSN MINNEAPOLIS 6 3% 02/04/2014	A+	4,000 000	4,136 08 4,228 68	103.40 105 72	252 00 92 60-	6 09 0.61
UNITED PARCEL SERVICE SR NT 3 125% 01/15/2021	A+	3.000 000	3.041 67 3.231 24	101 39 107 71	93 75 189 57-	3 08 2 92
VERIZON COMMUNICATIONS 3 5% 11/01/2021	A-	50.000 000	50,220 50 53.757 25	100 44 107 51	1,750 00 3,536.75-	3 48 3 44
WACHOVIA CORP 5 25% 08/01/2014	A	50,000 000	52.226 50 49.845 75	104 45 99 69	2,625 00 2,380.75	5 03 1 13
WISCONSIN DEB 2 95% 09/15/2021	A-	3.000 000	3.004 65 3,217 86	100 16 107 26	88 50 213 21-	2 95 2 93
**** Total Corporate Bonds**		**Sub-Total**	486,287.13 488,950.36		22,133.99 2,663.23-	4.55
*** Total Fixed Income**			3,989,461.60 4,013,595.50		121,879.01 24,133.90-	3.06

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Fixed Income - Other						
Mutual Funds Taxable						
ALLIANZ GLOBAL INVS FIXED INCOME SHS SER CL C	FXICX	4,465 000	57,509 20 60,456 10	12 88 13 54	2,973 69 2,946 90-	5.17

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Mutual Funds Taxable						
ALLIANZ GLOBAL INVS FIXED INCOME SHS CL M	FXIMX	4,950.000	53,064.00 55,638.00	10 72 11.24	2,014 65 2,574 00-	3 80
ISHARES GS$ INVESTOP CORP BD	LQD	3,365.000	382,432 25 373,175 81	113 65 110 90	15,102 12 9,256.44	3 95
TEMPLETON GLOBAL TOTAL RETURN FD CL A	TGTRX	3,658.285	48,472 28 50,447.35	13 25 13.79	3,204.66 1,975.07-	6.61
**** Total Mutual Funds Taxable**		**Sub-Total**	541,477.73 539,717.26		23,295.12 1,760.47	4.30
*** Total Fixed Income - Other**			541,477.73 539,717.26		23,295.12 1,760.47	4.30
Total Principal Assets			8,699,770.47 7,936,629.57		248,867.29 763,140.90	2.86
Total Income Assets			2,593,100.63 2,593,100.63		0.00 0.00	0.00
Grand Total Assets			11,292,871.10 10,529,730.20		248,867.29 763,140.90	2.20