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Form **990-PF**

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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

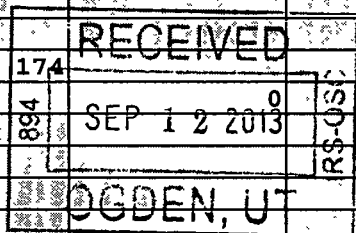
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

Open to Public Inspection

For calendar year 2012 or tax year beginning **07/01/12**, and ending **06/30/13**

Name of foundation ARCHAEOLOGICAL NETWORKS, INC.		A Employer identification number 34-1804107
Number and street (or P O box number if mail is not delivered to street address) 7322 PETTIBONE ROAD	Room/suite	B Telephone number (see instructions) 330-562-7070
City or town, state, and ZIP code CHAGRIN FALLS OH 44023-4939		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,410,122 (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	57,970	57,970		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 STMT 1	28,260			
	b Gross sales price for all assets on line 6a 1,301,932				
	7 Capital gain net income (from Part IV, line 2)			174	
	8 Net short-term capital gain			81	
	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) STMT 2	-35,728				
12 Total. Add lines 1 through 11	50,502	58,144	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	1,850		1,850	
	c Other professional fees (attach schedule) STMT 4	15,115	15,115		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	1,603	103	1,500	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule) STMT 6	162		162		
24 Total operating and administrative expenses. Add lines 13 through 23	18,730	15,218	3,512	0	
25 Contributions, gifts, grants paid	113,704			113,704	
26 Total expenses and disbursements. Add lines 24 and 25	132,434	15,218	3,512	113,704	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-81,932				
b Net investment income (if negative, enter -0-)		42,926			
c Adjusted net income (if negative, enter -0-)			0		



SCANNED SEP 16 2013

For Paperwork Reduction Act Notice, see instructions.

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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	12,837	14,100	14,100
	2 Savings and temporary cash investments	63,282	72,361	72,361
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶	5,000		
	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 (att schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) SEE STMT 7	2,410,935	2,323,661	2,323,661
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	2,492,054	2,410,122	2,410,122	
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)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	2,492,054	2,410,122	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	2,492,054	2,410,122		
31 Total liabilities and net assets/fund balances (see instructions)	2,492,054	2,410,122		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,492,054
2	Enter amount from Part I, line 27a	2	-81,932
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,410,122
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	2,410,122

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 VARIOUS LTCG DISTRIBUTIONS				
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 174			174	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			174	
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 }		174
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 }		

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	102,824	2,404,822	0.042757
2010	110,347	2,360,867	0.046740
2009	88,455	2,060,871	0.042921
2008	109,500	1,734,348	0.063136
2007	135,575	2,711,810	0.049994
2 Total of line 1, column (d)			0.245548
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			0.049110
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			2,491,133
5 Multiply line 4 by line 3			122,340
6 Enter 1% of net investment income (1% of Part I, line 27b)			429
7 Add lines 5 and 6			122,769
8 Enter qualifying distributions from Part XII, line 4			113,704

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	859
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	859
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	859
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	910
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	910
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	51
11	Enter the amount of line 10 to be Credited to 2013 estimated tax 51 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (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? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE		
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)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► CARL JAGATICH 7322 PETTIBONE RD	Telephone no ► 330-562-7070		
	Located at ► CHAGRIN FALLS	OH	ZIP+4 ► 44023-4939	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <input type="checkbox"/>	
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?	N/A	
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? If "Yes," list the years ► 20 11 , 20 , 20 , 20	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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.)		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 ► 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		X

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)? **N/A** **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No **X**

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
CARL JAGATICH 7322 PETTIBONE RD	CHAGRIN FALLS OH 44023-4939	PRESIDENT 1.00	0	0

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				

Total number of other employees paid over \$50,000 **0**

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	

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	2,441,622
b	Average of monthly cash balances	1b	87,447
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2,529,069
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,529,069
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	37,936
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,491,133
6	Minimum investment return. Enter 5% of line 5	6	124,557

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	124,557
2a	Tax on investment income for 2012 from Part VI, line 5	2a	859
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	859
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	123,698
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	123,698
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	123,698

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	113,704
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	113,704
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	113,704

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				123,698
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			119,790	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 113,704				
a Applied to 2011, but not more than line 2a			113,704	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions			6,086	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				123,698
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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.

**CARL JAGATICH 330-562-7070
7322 PETTIBONE RD CHAGRIN FALLS OH 44023-4939**

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

N/A

c Any submission deadlines

N/A

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

N/A

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 SEE STATEMENT 8				113,704
Total			▶ 3a	113,704
b Approved for future payment N/A				
Total			▶ 3b	

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
SEE ATTACHED SHORT TERM				PURCHASE					
		7/01/12	6/30/13		711,111 \$	659,142 \$	\$	\$	51,969
SEE ATTACHED LONG TERM				PURCHASE					
		7/01/11	6/30/13		590,647	614,530			-23,883
TOTAL					1,301,758 \$	1,273,672 \$	0 \$	0 \$	28,086

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
UNREALIZED MARKET GAINS	\$ -35,728	\$	\$
TOTAL	\$ -35,728	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	\$ 1,850	\$	\$ 1,850	\$
TOTAL	\$ 1,850	\$ 0	\$ 1,850	\$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT MGT FEES	\$ 15,115	\$ 15,115	\$	\$
TOTAL	\$ 15,115	\$ 15,115	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL TAX	\$ 1,500	\$	\$ 1,500	\$
FOREIGN TAXES	103	103	\$	\$
TOTAL	\$ 1,603	\$ 103	\$ 1,500	\$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
OFFICE EXPENSES	162	\$	162	\$
TOTAL	\$ 162	\$ 0	\$ 162	\$ 0

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE EQUITIES	\$ 2,410,935	\$ 2,323,661	MARKET	\$ 2,323,661
TOTAL	\$ 2,410,935	\$ 2,323,661		\$ 2,323,661

Federal Statements

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name Address	Relationship	Address	Status	Purpose	Amount
JOHN XXIII HERMITAGE PA 16148	NONE	2250 SHENANGO FREEWAY 501C3		CHARITABLE	33,000
GILMOUR ACADEMY GATES MILLS OH 44040	NONE	34001 CEDAR RD 501C3		CHARITABLE	1,000
CASE SCHOOL OF ENGINEERIN CLEVELAND OH 44106	NONE	10900 EUCLID AVE 501C3		CHARITABLE	25,000
CLEVELAND MUSEUM OF NAT H CLEVELAND OH 44106-1767	NONE	1 WADE OVAL DRIVE 501C3		CHARITABLE	7,000
FRIENDS OF UNRWA WASHINGTON DC 20006	NONE	1666 K ST NW 501C3		CHARITABLE	7,075
CHILDRENS MUSEUM CLEVELAND OH 44106-2208	NONE	10730 EUCLID 501C3		CHARITABLE	90
CLEVELAND MUSEUM OF ART CLEVELAND OH 44106-1797	NONE	11150 EAST BLVD 501C3		CHARITABLE	2,000
UNIVERSITY SCHOOL SHAKER HTS OH 44122	NONE	20701 BRANTLEY RD 501C3		CHARITABLE	22,000
CLEVE BOTANICAL GARDEN CLEVELAND OH 44106-1706	NONE	11030 EAST BLVD 501C3		CHARITABLE	83
UNIVERSITY OF PITTSBURGH PITTSBURGH PA 15260	NONE	4200 FIFTH AVE 501C3		CHARITABLE	13,956
GREAT LAKES SCIENCE CTR CLEVELAND OH 44114	NONE	601 ERIESIDE AVE 501C3		CHARITABLE	250
CLEVELAND ZOOLOGICAL SOC CLEVELAND OH 44109	NONE	3900 WILDLIFE WAY 501C3		CHARITABLE	250
LINK MEDIA SAN FRANCISCO CA 94126	NONE	PO BOX 2008 501C3		CHARITABLE	1,000
RATTNER SCHOOL CLEVELAND OH 44124	NONE	27575 SHAKER BLVD 501C3		CHARITABLE	1,000
TOTAL					<u>113,704</u>

Archaeological Networks Inc
Schedule of Capital Gains (Losses)
Short Term
30-Jun-12

Description	Acq Date	Sale Date	Net Sale	Total Cost	Profit(Loss)	Acq Type
Harley Davidson Inc	8/2/2011	7/10/2012	612	532	80	P
Idexx Lab Inc	8/8/2011	7/11/2012	663	549	114	P
TD Ameritrade	8/8/2011	7/13/2012	616	592	24	P
CH Robinson Worldwide	5/2/2012	6/4/2012	21,960	21,003	957	P
Emerson Elec Co	2/2/2012	7/2/2012	11,719	13,166	(1,447)	P
Honeywell Intl Inc	2/2/2012	7/2/2012	11,959	12,664	(705)	P
Home Depot Inc	2/2/2012	7/2/2012	12,656	10,727	1,929	P
Illinois Tool Works Inc	2/2/2012	7/2/2012	11,101	11,717	(616)	P
Invesco Global Core	12/9/2011	7/17/2012	10	11	(1)	P
Invs Glb Core Eqty FD A	12/9/2011	7/17/2012	57	58	(1)	P
MFS Int NW Dsc FD CL C	12/8/2011	7/25/2012	168	154	14	P
Prdntl Jensn Utility C	9/16/2011	7/17/2012	309	287	22	P
Ivy Asset Strategy FD C	12/8/2011	7/17/2012	418	406	12	P
V Eck Glb Hard Asts Cl C	12/21/2011	7/17/2012	363	390	(27)	P
Oppenhmr Dev Mkts Cl C	12/12/2011	7/17/2012	241	236	5	P
Hartford Cap Apprec FD C	12/27/2011	7/17/2012	276	261	15	P
Chicago Brdg & Iron Co NV	6/8/2012	8/1/2012	533	537	(4)	P
Fossil Inc Com	1/26/2012	8/17/2012	1,261	1,433	(172)	P
Fresh Mkt Inc	5/24/2012	8/17/2012	542	431	111	P
Hollyfrontier Corp	4/20/2012	8/9/2012	702	539	163	P
Lululemon Athletica Inc	6/7/2012	8/17/2012	564	573	(9)	P
Urban Outfitters Inc	2/3/2012	8/3/2012	361	335	26	P
General Mills	4/2/2012	8/1/2012	13,725	14,133	(408)	P
Johnson and Johnson Com	2/2/2012	8/1/2012	14,275	13,499	776	P
Wal-Mart Stores Inc	2/2/2012	8/1/2012	14,905	12,602	2,303	P
Colfax Corp	10/27/2011	9/19/2012	1,050	784	266	P
Monster Beverage Corp	4/13/2012	9/14/2012	1,432	1,669	(237)	P
Rackspace Hosting Inc	9/20/2011	9/12/2012	321	186	135	P
Skyworks Solutions	4/26/2012	9/21/2012	1,276	1,357	(81)	P
Kimberly Clark	8/1/2012	9/4/2012	15,167	15,810	(643)	P
Occidental Pete Corp Cal	4/2/2012	9/4/2012	14,910	16,740	(1,830)	P
Tiffany & Co New	6/4/2012	9/4/2012	17,039	15,472	1,567	P
Chicago Brdg & Iron Co NV	6/8/2012	10/12/2012	1,146	1,119	27	P
Hollyfrontier Corp	4/24/2012	10/24/2012	480	389	91	P
Netapp Inc	11/23/2011	10/15/2012	347	413	(66)	P
RobertHalf Intl Inc Com	5/18/2012	10/19/2012	509	535	(26)	P
Abbot Labs	2/2/2012	10/1/2012	3,262	2,552	710	P
Air Products & Chem	2/2/2012	10/1/2012	2,588	2,625	(37)	P
Automatic Data Proc	4/2/2012	10/1/2012	2,466	2,354	112	P
Baxter Interntl Inc	2/2/2012	10/1/2012	2,718	2,538	180	P
Chevron Corp	2/2/2012	10/1/2012	3,069	2,683	386	P
C.H. Robinson Worldwide	5/30/2012	10/1/2012	3,084	3,257	(173)	P
Coca Cola Com	2/2/2012	10/1/2012	2,659	2,352	307	P
Eaton Corp	2/2/2012	10/1/2012	3,817	3,876	(59)	P
Exxon Mobil Corp	2/2/2012	10/1/2012	3,323	3,034	289	P
Genl Dynamics Corp	2/2/2012	10/1/2012	2,971	3,009	(38)	P

Archaeological Networks Inc
Schedule of Capital Gains (Losses)
Short Term
30-Jun-12

Description	Acq Date	Sale Date	Net Sale	Total Cost	Profit(Loss)	Acq Type
McDonalds Corp	2/2/2012	10/1/2012	2,773	2,808	(35)	P
Medtronic Inc	2/2/2012	10/1/2012	1,219	1,109	110	P
Microsoft Corp	2/2/2012	10/1/2012	1,838	1,840	(2)	P
Paychex Inc	4/2/2012	10/1/2012	2,183	2,097	86	P
Raytheon Co Delaware New	3/1/2012	10/1/2012	17,578	16,456	1,122	P
United Techs Corp	2/2/2012	10/1/2012	2,290	2,309	(19)	P
Wal-Mart Stores Inc	9/4/2012	10/1/2012	2,377	2,350	27	P
Colfax Corp	2/29/2012	11/21/2012	1,808	1,573	235	P
Vertex Pharmctls Inc	2/9/2012	11/5/2012	230	185	45	P
Air Products & Chem	2/2/2012	11/1/2012	14,658	16,088	(1,430)	P
Norfolk Southern Corp	10/1/2012	11/1/2012	14,715	15,465	(750)	P
United Techs Corp	2/2/2012	11/1/2012	15,705	15,488	217	P
Wal-Mart Stores Inc	9/4/2012	11/1/2012	15,436	15,425	11	P
Darden Restaurants	11/27/2012	12/4/2012	142	159	(17)	P
Transdigm Group Inc	7/16/2012	12/14/2012	376	388	(12)	P
Eaton Corp	7/18/2012	12/3/2012	67,477	49,972	17,505	P
Abbot Labs	2/2/2012	12/4/2012	1,103	923	180	P
Automatic Data Proc	4/2/2012	12/4/2012	564	561	3	P
Baxter Interntl Inc	2/2/2012	12/4/2012	1,755	1,523	232	P
Chevron Corp	2/2/2012	12/4/2012	104	103	1	P
C.H. Robinson Worldwide	5/30/2012	12/4/2012	1,228	1,285	(57)	P
Coca Cola Com	2/2/2012	12/4/2012	1,384	1,261	123	P
Exxon Mobil Corp	2/2/2012	12/4/2012	525	506	19	P
Eaton Corp	12/3/2012	12/4/2012	2,046	2,046	0	P
Genl Dynamics Corp	2/2/2012	12/4/2012	462	489	(27)	P
Honeywell Intl Inc	10/1/2012	12/4/2012	726	735	(9)	P
Linear Technology Corp	10/1/2012	12/4/2012	1,616	1,605	11	P
McDonalds Corp	2/2/2012	12/4/2012	1,299	1,474	(175)	P
Medtronic Inc	2/2/2012	12/4/2012	1,214	1,149	65	P
Paychex Inc	4/2/2012	12/4/2012	1,011	985	26	P
3M Company	10/1/2012	12/4/2012	1,442	1,507	(65)	P
Coach Inc	9/10/2012	1/25/2013	927	1,129	(202)	P
Catamaran Corp SHS	7/10/2012	1/11/2013	463	419	44	P
Abbvie Inc SHS	2/2/2012	1/2/2013	9,475	8,649	826	P
Automatic Data Proc	4/2/2012	1/2/2013	811	785	26	P
Baxter Interntl Inc	2/2/2012	1/2/2013	944	790	154	P
Chevron Corp	2/2/2012	1/2/2013	1,206	1,135	71	P
C.H. Robinson Worldwide	5/30/2012	1/2/2013	17,993	17,540	453	P
Coca Cola Com	2/2/2012	1/2/2013	111	102	9	P
Exxon Mobil Corp	2/2/2012	1/2/2013	350	337	13	P
Eaton Corp	12/3/2012	1/2/2013	2,020	1,896	124	P
Genl Dynamics Corp	2/2/2012	1/2/2013	1,480	1,468	12	P
Honeywell Intl Inc	10/1/2012	1/2/2013	1,349	1,286	63	P
Linear Technology Corp	10/1/2012	1/2/2013	1,666	1,540	126	P
McDonalds Corp	2/2/2012	1/2/2013	987	1,081	(94)	P
Medtronic Inc	2/2/2012	1/2/2013	166	158	8	P

Archaeological Networks Inc
Schedule of Capital Gains (Losses)
Short Term
30-Jun-12

Description	Acq Date	Sale Date	Net Sale	Total Cost	Profit(Loss)	Acq Type
Microsoft Corp	2/2/2012	1/2/2013	843	868	(25)	P
3M Company	10/1/2012	1/2/2013	1,227	1,224	3	P
Akamai Technologies	12/19/2012	2/7/2013	1,152	1,365	(213)	P
Lululemon Athletica Inc	6/7/2012	2/11/2013	471	443	28	P
LinkedIn Corp	11/9/2012	2/1/2013	746	588	158	P
Netflix Com Inc	2/5/2013	2/21/2013	188	175	13	P
Transdigm Group Inc	7/17/2012	2/1/2013	959	873	86	P
Abbot Labs	2/2/2012	2/1/2013	18,238	16,456	1,782	P
Eaton Corp	12/3/2012	2/1/2013	18,243	16,198	2,045	P
Genl Dynamics Corp	2/2/2012	2/1/2013	16,289	16,845	(556)	P
McDonalds Corp	2/2/2012	1/2/2013	2,069	1,975	94	P
Microsoft Corp	2/2/2012	1/2/2013	514	490	24	P
Tiffany & Co New	1/2/2013	2/1/2013	18,923	17,282	1,641	P
Fresh Mkt Inc	6/13/2012	3/1/2013	922	1,101	(179)	P
Hollyfrontier Corp	4/24/2012	3/14/2013	628	372	256	P
Humana Inc	2/6/2013	3/5/2013	949	1,134	(185)	P
Lululemon Athletica Inc	6/15/2012	3/19/2013	624	588	36	P
TW Telecom Inc	9/24/2012	3/6/2013	150	150	0	P
Automatic Data Proc	4/2/2012	3/4/2013	2,578	2,354	224	P
Emerson Elec Co	1/2/2013	3/4/2013	1,217	1,199	18	P
Honeywell Intl Inc	10/1/2012	3/4/2013	2,146	1,898	248	P
Linear Technology Corp	10/1/2012	3/4/2013	2,728	2,359	369	P
Paychex Inc	4/2/2012	3/4/2013	2,497	2,383	114	P
Procter & Gamble	2/1/2013	3/4/2013	2,360	2,341	19	P
3M Company	10/1/2012	3/4/2013	2,471	2,260	211	P
United Techs Corp	2/1/2013	3/4/2013	2,044	2,056	(12)	P
Wal-Mart Stores Inc	12/4/2012	3/4/2013	2,660	2,671	(11)	P
Expeditors Intl Wash	11/8/2012	4/25/2013	178	185	(7)	P
Hollyfrontier Corp	4/27/2012	4/25/2013	1,547	935	612	P
Netflix Com Inc	2/5/2013	4/3/2013	668	717	(49)	P
Petsmart Inc	7/3/2012	4/11/2013	597	611	(14)	P
Ulta Salon Cosmetics	5/10/2012	4/11/2013	441	432	9	P
Altera Corp	9/25/2012	5/2/2013	515	561	(46)	P
C.H. Robinson Worldwide	1/10/2013	5/9/2013	340	386	(46)	P
Raymond James Finl Inc	4/25/2013	5/6/2013	380	374	6	P
Signature Bank	4/23/2013	5/22/2013	232	217	15	P
TW Telecom Inc	9/24/2012	5/15/2013	412	369	43	P
Coca Cola Com	6/4/2012	5/2/2013	14,574	13,267	1,307	P
Target Corp	3/4/2013	5/2/2013	18,837	17,976	861	P
Wal-Mart Stores Inc	12/4/2012	5/2/2013	623	577	46	P
Core Lab NV	8/23/2012	6/25/2013	454	364	90	P
Maxim Integrated Prods	10/9/2012	6/10/2013	733	839	(106)	P
Signature Bank	4/23/2013	6/10/2013	234	217	17	P
Air Products & Chem	5/2/2013	6/4/2013	2,457	2,353	104	P
Chevron Corp	6/4/2012	6/4/2013	14,258	12,837	1,421	P
Emerson Elec Co	1/2/2013	6/4/2013	1,614	1,526	88	P

Archaeological Networks Inc
Schedule of Capital Gains (Losses)
Short Term
30-Jun-12

Description	Acq Date	Sale Date	Net Sale	Total Cost	Profit(Loss)	Acq Type
Honeywell Intl Inc	10/1/2012	6/4/2013	2,125	1,653	472	P
Johnson and Johnson Com	3/4/2013	6/4/2013	423	384	39	P
Linear Technology Corp	10/1/2012	6/4/2012	1,132	983	149	P
Procter & Gamble	2/1/2013	6/4/2013	466	453	13	P
3M Company	10/1/2012	6/4/2013	2,766	2,354	412	P
United Techs Corp	2/1/2013	6/4/2013	1,233	1,162	71	P
American Axle&Mfg Hldgs	8/9/2011	7/10/2012	84	71	13	P
Ancestry Com	8/9/2011	7/10/2012	650	696	(46)	P
Express Inc	10/12/2011	7/10/2012	4,255	5,188	(933)	P
Health Mgmt Assoc Inc	8/9/2011	7/10/2012	536	483	53	P
Leap Wireless Intl	3/9/2012	7/10/2012	670	1,058	(388)	P
Mentor Graphics Corp	5/15/2012	7/10/2012	15	14	1	P
Signature Bank	8/9/2011	7/10/2012	5,181	4,603	578	P
Susser Holdings Corp	8/9/2011	7/10/2012	905	385	520	P
F E I Company	5/15/2012	8/13/2012	759	646	113	P
Mentor Graphics Corp	5/15/2012	8/13/2012	16	14	2	P
Sonic Automotive Inc	10/12/2011	8/13/2012	317	241	76	P
Ancestry Com	11/15/2011	10/24/2012	2,300	1,753	547	P
Coresite Realty Corp	5/15/2012	1/14/2013	150	124	26	P
F E I Company	5/15/2012	1/14/2013	175	138	37	P
Leap Wireless Intl	3/9/2012	1/14/2013	760	1,099	(339)	P
Red Robin Gourmet Burgrs	5/15/2012	1/14/2013	7,867	7,353	514	P
Coresite Realty Corp	5/15/2012	4/26/2013	249	174	75	P
Jack in the Box Inc	7/10/2012	4/26/2013	716	557	159	P
Noranda Alum Hldg Corp	5/15/2012	4/26/2013	2,116	3,670	(1,554)	P
Jack in the Box Inc	7/10/2012	6/17/2013	1,258	919	339	P
Medassets Inc	1/14/2013	6/17/2013	491	525	(34)	P
Eaton Vance	7/1/2012	7/31/2012	1,284	1,278	6	P
Huntington	7/1/2012	7/31/2012	1,457	1,495	(38)	P
Eaton Vance	8/1/2012	8/31/2012	5,509	5,111	398	P
Huntington	8/1/2012	8/31/2012	6,846	6,150	696	P
Marsico	8/1/2012	8/31/2012	2,321	2,384	(63)	P
Columbia Midcap	8/1/2012	8/31/2012	782	639	143	P
Hartford Cap Apprec FD C	8/1/2012	8/31/2012	427	410	17	P
Eaton Vance	9/1/2012	9/30/2012	1,172	1,101	71	P
Huntington	9/1/2012	9/30/2012	1,080	948	132	P
Marsico	9/1/2012	9/30/2012	393	384	9	P
Columbia Midcap	9/1/2012	9/30/2012	26	25	1	P
Hartford Cap Apprec FD C	9/1/2012	9/30/2012	65	61	4	P
Eaton Vance	12/1/2012	12/31/2012	0	0	0	P
Huntington	12/1/2012	12/31/2012	2,693	2,531	162	P
Marsico	12/1/2012	12/31/2012	3,020	0	3,020	P
Columbia Midcap	12/1/2012	12/31/2012	363	234	129	P
Hartford Cap Apprec FD C	12/1/2012	12/31/2012	439	303	136	P
Federated Tot Ret Fd	12/1/2012	12/31/2012	124	125	(1)	P
Eaton Vance	1/1/2013	1/31/2013	5,816	5,403	413	P

Archaeological Networks Inc
Schedule of Capital Gains (Losses)
Short Term
30-Jun-12

Description	Acq Date	Sale Date	Net Sale	Total Cost	Profit(Loss)	Acq Type
Huntington	1/1/2013	1/31/2013	11,322	9,406	1,916	P
Marsico	1/1/2013	1/31/2013	1,608	1,505	103	P
Columbia Midcap	1/1/2013	1/31/2013	697	358	339	P
Hartford Cap Apprec FD C	1/1/2013	1/31/2013	507	287	220	P
Federated Tot Ret Fd	1/1/2013	1/31/2013	4,550	4,603	(53)	P
Eaton Vance	2/1/2013	2/28/2013	2,067	1,654	413	P
Huntington	2/1/2013	2/28/2013	14,335	12,591	1,744	P
Marsico	2/1/2013	2/28/2013	1,532	1,421	111	P
Columbia Midcap	2/1/2013	2/28/2013	691	340	351	P
Hartford Cap Apprec FD C	2/1/2013	2/28/2013	0	0	0	P
Federated Tot Ret Fd	2/1/2013	2/28/2013	0	0	0	P
Eaton Vance	4/1/2013	4/30/2013	2,242	1,743	499	P
Huntington	4/1/2013	4/30/2013	317	272	45	P
Marsico	4/1/2013	4/30/2013	1,471	1,327	144	P
Columbia Midcap	4/1/2013	4/30/2013	234	127	107	P
Hartford Cap Apprec FD C	4/1/2013	4/30/2013	204	109	95	P
Federated Tot Ret Fd	4/1/2013	4/30/2013	0	0	0	P
Eaton Vance	5/1/2013	5/31/2013	1,067	757	310	P
Huntington	5/1/2013	5/31/2013	6,084	3,139	2,945	P
Marsico	5/1/2013	5/31/2013	2,212	1,832	380	P
Columbia Midcap	5/1/2013	5/31/2013	2,607	1,194	1,413	P
Hartford Cap Apprec FD C	5/1/2013	5/31/2013	2,098	1,036	1,062	P
Federated Tot Ret Fd	5/1/2013	5/31/2013	0	0	0	P
Eaton Vance	6/1/2013	6/30/2013	0	0	0	P
Huntington	6/1/2013	6/30/2013	42	0	42	P
Total			<u>711,111</u>	<u>659,142</u>	<u>51,969</u>	P

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Description	Acq Date	Sale Date	Net Sale	Total Cost	Profit(Loss)	Acq Type
Alliance Data	5/9/2008	7/17/2012	1,439	671	768	P
WR Berkeley	10/2/2009	7/19/2012	268	182	86	P
Darden	5/4/2010	7/1/2012	946	839	107	P
Dollar Tree	5/4/2010	7/1/2012	374	143	231	P
Dollar Tree	5/4/2010	7/1/2012	375	143	232	P
F5 Networks	4/20/2011	7/12/2012	269	269	0	P
Idexx Lab Inc	6/22/2011	7/9/2012	383	301	82	P
O'Reilly Automotive	2/16/2011	7/26/2012	614	409	205	P
Silver Wheaton Corp	5/4/2010	7/13/2012	620	450	170	P
TD Ameritrade HLDG Corp	5/4/2010	7/12/2012	336	421	(85)	P
Waters Corp	10/8/2010	7/11/2012	376	353	23	P
INVS GLB CORE EQTY FD A	12/13/2007	7/17/2012	2,509	3,084	(575)	P
Blackrock LG Cap Value	4/28/2006	7/17/2012	21,630	27,705	(6,075)	P
MFS INT NW DSC FD CL C	4/28/2006	7/25/2012	47,506	57,567	(10,061)	P
Amern Gwth FD of Amer C	4/28/2006	7/17/2012	26,427	27,729	(1,302)	P
Prdntl Jensn Utility C	4/28/2006	7/17/2012	18,480	23,598	(5,118)	P
Prdntl Jensn Utility C	6/22/2009	7/17/2012	612	507	105	P
Prdntl Jen Nat Res FD C	8/4/2008	7/17/2012	72,540	94,733	(22,193)	P
Ivy Asset Strategy	1/28/2010	7/17/2012	80,757	74,996	5,761	P
WF Adv Global Oppty C	4/28/2006	7/17/2012	41,548	48,318	(6,770)	P
V Eck Glb Hard Asts Cl C	4/28/2006	7/17/2012	48,398	51,790	(3,392)	P
Oppenhrm Dev Mkts Cl C	1/25/2011	7/17/2012	17,676	19,967	(2,291)	P
Hartford Cap Apprec FD C	4/28/2006	7/17/2012	23,045	30,046	(7,001)	P
Alliance Data	10/21/2010	8/20/2012	272	126	146	P
Crown Castle Intl Corp	5/4/2010	8/1/2012	124	75	49	P
Cobalt Intl Energy Inc	4/12/2011	8/1/2012	585	297	288	P
Dollar Tree	5/4/2010	8/22/2012	440	184	256	P
Gartner Inc	6/14/2011	8/3/2012	187	149	38	P
Laboratory CP Amer Hldgs	5/4/2010	8/1/2012	438	389	49	P
PVH Corp	5/4/2010	8/1/2012	240	188	52	P
RobertHalf Intl Inc Com	5/4/2010	8/6/2012	465	457	8	P
Southwest Energy Co	5/4/2010	8/7/2012	1,180	1,446	(266)	P
Annaly Cap Mgmt Inc	5/4/2010	9/21/2012	193	178	15	P
Hunt NB Trans Svcs Inc	10/26/2010	9/13/2012	1,208	895	313	P
Juniper Networks Inc	5/7/2009	9/10/2012	622	842	(220)	P
Netapp Inc	7/29/2009	9/19/2012	749	560	189	P
Neogen Corp	1/5/2011	9/25/2012	558	516	42	P
O'Reilly Automotive	2/16/2011	9/10/2012	510	344	166	P
RobertHalf Intl Inc Com	5/4/2010	9/11/2012	585	585	0	P
Tim Hortons Inc	5/4/2010	9/10/2012	360	230	130	P
Alexion Pharms Inc	9/30/2010	10/24/2012	723	304	419	P
Ecolab Inc	11/12/2008	10/15/2012	475	215	260	P
IHS Inc	4/15/2011	10/1/2012	588	521	67	P
Laboratory CP Amer Hldgs	5/4/2010	10/23/2012	1,642	1,479	163	P
Netapp Inc	5/4/2010	10/12/2012	376	669	(293)	P
Neogen Corp	1/10/2011	10/4/2012	559	482	77	P
Rackspace Hosting	9/20/2011	10/11/2012	204	111	93	P

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Description	Acq Date	Sale Date	Net Sale	Total Cost	Profit(Loss)	Acq Type
RobertHalf Intl Inc Com	6/21/2010	10/8/2012	339	360	(21)	P
Medtronic Inc	6/13/2011	10/1/2012	2,089	2,039	50	P
PVH Corp	5/4/2010	11/2/2012	564	313	251	P
Perrigo Co	5/6/2010	11/15/2012	1,040	582	458	P
Tim Hortons Inc	5/4/2010	11/19/2012	231	165	66	P
Alexion Pharms	4/25/2011	12/14/2012	566	287	279	P
Darden Restaurants	5/4/2010	12/4/2012	992	927	65	P
Ecolab Inc	11/12/2008	12/10/2012	433	184	249	P
HIS Inc	5/6/2011	12/14/2012	1,194	1,059	135	P
Mead Johnson Nutrion Co	5/21/2010	12/5/2012	544	438	106	P
Maxin Integrated Prods	5/4/2010	12/13/2012	294	190	104	P
Nordstrom Inc	11/4/2010	12/20/2012	1,097	863	234	P
Rackspace Hosting	9/20/2011	12/19/2012	360	178	182	P
J M Smucker Co	7/6/2010	12/12/2012	615	423	192	P
Albermarle Corp Com	5/11/2011	1/16/2013	647	555	92	P
Activision Blizzard Inc	9/30/2011	1/23/2013	272	288	(16)	P
Crown Castle Intl Corp	5/4/2010	1/25/2013	960	490	470	P
Herbalife Ltd	9/28/2011	1/9/2013	557	557	0	P
Perrigo Co	7/8/2010	1/7/2013	439	236	203	P
Rackspace Hosting	9/22/2011	1/22/2013	535	241	294	P
Tim Hortons Inc	5/4/2010	1/25/2013	402	263	139	P
Verisign Inc	5/4/2010	1/2/2013	236	160	76	P
Albermarle Corp Com	8/23/2011	2/5/2013	250	187	63	P
Alexion Pharms Inc	4/25/2011	2/13/2013	813	424	389	P
Annaly Cap Mgmt Inc	5/4/2010	2/12/2013	316	340	(24)	P
Altera Corp	5/4/2010	2/1/2013	500	366	134	P
Broadcom Corp Calif Cl A	5/4/2010	2/5/2013	227	227	0	P
Bed Bath & Beyond Inc	5/4/2010	2/5/2013	474	366	108	P
Crown Castle Intl Corp	5/4/2010	2/1/2013	436	226	210	P
Mead Johnson Nutrion Co	11/25/2011	2/1/2013	151	142	9	P
Nordstrom Inc	12/2/2010	2/7/2013	273	210	63	P
Perrigo Co	11/19/2010	2/8/2013	323	182	141	P
Roper Industries	5/4/2010	2/1/2013	357	182	175	P
Universal Health Svcs B	5/13/2010	2/5/2013	623	433	190	P
Verisign Inc	5/4/2010	1/29/2013	471	294	177	P
Aercap Holdings NV SHS	7/31/2008	2/21/2013	58,481	50,113	8,368	P
Activision Blizzard Inc	9/30/2011	2/26/2013	241	204	37	P
Expeditors Intl Wash Inc	5/4/2010	3/25/2013	395	451	(56)	P
Finisar Corp	3/9/2011	3/8/2013	176	300	(124)	P
Reliance Stl & Alum Co	10/11/2010	2/27/2013	530	349	181	P
Ross Stores Inc	5/4/2010	2/26/2013	508	251	257	P
Valeant Pharmaceuticals	11/4/2010	3/25/2013	852	329	523	P
Xylem Inc SHS	2/9/2012	3/22/2013	740	705	35	P
Baxter Interntl Inc	2/2/2012	3/4/2013	2,265	1,862	403	P
Chevron Corp	2/2/2012	3/4/2013	2,216	1,960	256	P
Coca Cola Com	2/2/2012	3/4/2013	2,815	2,488	327	P
Exxon Mobil	2/2/2012	3/4/2013	1,958	1,854	104	P

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Long Term
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Description	Acq Date	Sale Date	Net Sale	Total Cost	Profit(Loss)	Acq Type
McDonalds Corp	2/2/2012	3/4/2013	2,001	2,064	(63)	P
Medtronic Inc	2/2/2012	3/4/2013	1,353	1,189	164	P
Microsoft Corp	2/2/2012	3/4/2013	2,170	2,332	(162)	P
Ametek Inc	5/4/2010	4/11/2013	208	95	113	P
Altera Corp	5/4/2010	4/23/2013	790	602	188	P
Biomarin Pharmaceuticals	8/19/2010	4/11/2013	192	62	130	P
Check Point Software Tech	5/4/2010	4/17/2013	647	477	170	P
Eaton Vance Corp	5/4/2010	4/4/2013	632	550	82	P
Expeditors Intl Wash Inc	5/4/2010	4/25/2013	850	1,017	(167)	P
Finisar Corp	3/9/2011	4/23/2013	369	658	(289)	P
IDEX Corp Deleware	5/4/2010	4/11/2013	372	230	142	P
Juniper Networks Inc	5/10/2010	4/16/2013	852	1,102	(250)	P
Reliance Stl & Alum Co	12/20/2010	4/25/2013	578	450	128	P
Verisign Inc	5/4/2010	4/16/2013	276	160	116	P
Valeant Pharmaceuticals	11/4/2010	4/2/2013	380	136	244	P
Xylem Inc SHS	2/27/2012	4/25/2013	525	514	11	P
Ametek Inc	5/4/2010	5/1/2013	243	114	129	P
Altera Corp	9/8/2011	5/1/2013	192	214	(22)	P
Davita Healthcare	12/5/2008	5/23/2013	889	337	552	P
Finisar Corp	3/17/2011	5/16/2013	228	368	(140)	P
Herbalife Ltd	9/28/2011	5/21/2013	353	367	(14)	P
Hologic Inc	4/30/2012	5/3/2013	500	481	19	P
Juniper Networks Inc	3/23/2012	5/7/2013	640	819	(179)	P
Kansas City Southern	2/15/2012	5/8/2013	329	200	129	P
Maxin Integrated Prods	5/4/2010	5/15/2013	595	422	173	P
Valeant Pharmaceuticals	11/4/2010	5/24/2013	1,512	445	1,067	P
Vertex Pharmctls Inc	2/9/2012	5/1/2013	712	346	366	P
Xylem Inc SHS	2/28/2012	5/8/2013	697	675	22	P
Coca Cola Com	2/2/2012	5/2/2013	4,997	4,099	898	P
Microsoft Corp	2/2/2012	5/2/2013	1,077	987	90	P
Finisar Corp	7/26/2011	6/4/2013	234	304	(70)	P
Hollyfrontier Corp	5/8/2012	6/11/2013	640	398	242	P
Maxin Integrated Prods	12/8/2011	6/10/2013	333	308	25	P
Nordstrom Inc	12/2/2010	6/5/2013	762	580	182	P
J M Smucker Co	8/2/2010	6/25/2013	704	434	270	P
Ulta Salon Cosmetics	5/10/2012	6/10/2013	259	259	0	P
Xylem Inc SHS	3/21/2012	5/29/2013	252	247	5	P
Automatic Data Proc	4/2/2012	6/4/2013	1,181	953	228	P
Baxter Interntl Inc	2/2/2012	6/4/2013	773	621	152	P
Chevron Corp	2/2/2012	6/4/2013	6,269	5,262	1,007	P
Exxon Mobil	2/2/2012	6/4/2013	1,184	1,096	88	P
Medtronic Inc	2/2/2012	6/4/2013	2,694	2,060	634	P
Microsoft Corp	2/2/2012	6/4/2013	2,208	1,854	354	P
Paychex Inc	4/2/2012	6/4/2013	970	826	144	P
American Axle&Mfg Hldgs	8/9/2011	8/13/2012	195	159	36	P
Ancestry Com	8/9/2011	8/13/2012	1,034	929	105	P
Cadence Design Sys Inc	8/9/2011	8/13/2012	636	432	204	P

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Description	Acq Date	Sale Date	Net Sale	Total Cost	Profit(Loss)	Acq Type
Graphic Packaging Hldg C	8/9/2011	8/13/2012	56	38	18	P
Pharmerica Corp	8/9/2011	8/13/2012	606	540	66	P
Susser Holding Corp	8/9/2011	8/13/2012	77	32	45	P
Triumph Group Inc	8/9/2011	8/13/2012	251	177	74	P
American Axle&Mfg Hldgs	8/9/2011	10/24/2012	11	9	2	P
Alaska Air Group Inc	10/12/2011	10/24/2012	346	282	64	P
Ancestry Com	8/9/2011	10/24/2012	3,403	3,035	368	P
Health Mgmt Assocs Inc	8/9/2011	10/24/2012	22	21	1	P
Sonic Automotive	10/12/2011	10/24/2012	152	107	45	P
Alaska Air Group Inc	10/12/2011	1/14/2013	562	376	186	P
Graphic Packaging Hldg C	8/9/2011	1/14/2013	381	218	163	P
Health Mgmt Assocs Inc	8/9/2011	1/14/2013	821	622	199	P
Pharmerica Corp	8/9/2011	1/14/2013	458	331	127	P
Sonic Automotive	10/12/2011	1/14/2013	313	188	125	P
American Axle&Mfg Hldgs	8/9/2011	4/26/2013	199	133	66	P
Alaska Air Group Inc	10/12/2011	4/26/2013	967	501	466	P
Health Mgmt Assocs Inc	8/9/2011	4/26/2013	618	380	238	P
Noranda Alum Hldg Corp	4/17/2012	4/26/2013	2,248	5,721	(3,473)	P
Susser Holding Corp	8/9/2011	4/26/2013	1,593	482	1,111	P
Triumph Group Inc	8/9/2011	4/26/2013	160	88	72	P
Wellcare Hlth Plans Inc	3/9/2012	4/26/2013	698	815	(117)	P
American Axle&Mfg Hldgs	8/9/2011	6/17/2013	3,958	1,878	2,080	P
Alaska Air Group Inc	10/12/2011	6/17/2013	282	157	125	P
Cadence Design Sys Inc	8/9/2011	6/17/2013	1,416	804	612	P
F E I Company	5/15/2012	6/17/2013	1,840	1,153	687	P
Graphic Packaging Hldg C	8/9/2011	6/17/2013	835	417	418	P
Health Mgmt Assocs Inc	8/9/2011	6/17/2013	4,168	1,803	2,365	P
Leap Wireless Intl	3/9/2012	6/17/2013	405	692	(287)	P
Mentor Graphics Corp	5/15/2012	6/17/2013	1,349	975	374	P
Pharmerica Corp	8/9/2011	6/17/2013	2,857	1,973	884	P
Sonic Automotive	10/12/2011	6/17/2013	800	482	318	P
Susser Holding Corp	8/9/2011	6/17/2013	148	48	100	P
Triumph Group Inc	8/9/2011	6/17/2013	714	397	317	P
TAL Intl Group Inc	10/12/2011	6/17/2013	1,238	715	523	P
						P
						P
						P
Total			590,647	614,530	(23,883)	P