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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

2012Department 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 KAINZ FAMILY FOUNDATION		A Employer identification number 36-4394506
Number and street (or P.O. box number if mail is not delivered to street address) C/O KRD, 1101 PERIMETER DRIVE		B Telephone number (see instructions) 847-240-1040
City or town, state, and ZIP code SCHAUMBURG IL 60173		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,982,642	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	59,502	59,502		
4	Dividends and interest from securities	43,611	43,611		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	284,231			
b	Gross sales price for all assets on line 6a	2,109,629			
7	Capital gain net income (from Part IV, line 2)		284,231		
8	Net short-term capital gain			0	
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)				
12	Total. Add lines 1 through 11	387,344	387,344	0	
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)				
c	Other professional fees (attach schedule) STMT 1	70,973	70,973		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 2	1,601	1,601		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	2,000	2,000		
22	Printing and publications				
23	Other expenses (attach schedule) STMT 3	6,851	6,851		
24	Total operating and administrative expenses. Add lines 13 through 23	81,425	81,425	0	0
25	Contributions, gifts, grants paid	196,000			196,000
26	Total expenses and disbursements. Add lines 24 and 25	277,425	81,425	0	196,000
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	109,919			
b	Net investment income (if negative, enter -0-)		305,919		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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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	106,235	-110,120	-110,120
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (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)			
	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) SEE STATEMENT 4	3,323,730	3,651,590	4,088,248
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
Liabilities	15 Other assets (describe ▶ SEE STATEMENT 5)	6,100	4,514	4,514
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	3,436,065	3,545,984	3,982,642
	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. ▶ ☐			
	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	5,000,000	5,000,000	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-1,563,935	-1,454,016	
	30 Total net assets or fund balances (see instructions)	3,436,065	3,545,984	
	31 Total liabilities and net assets/fund balances (see instructions)	3,436,065	3,545,984	

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	3,436,065
2 Enter amount from Part I, line 27a	2	109,919
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	3,545,984
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	3,545,984

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 SEE STATEMENT ATTACHED - SHORT TERM		P	VARIOUS	VARIOUS
b SEE STATEMENT ATTACHED - LONG TERM		P	VARIOUS	VARIOUS
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 752,299		713,298	39,001
b 1,357,330		1,112,100	245,230
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			39,001
b			245,230
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	284,231
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	39,001

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	177,250	3,953,057	0.044839
2010	190,075	4,105,134	0.046302
2009	204,300	3,463,318	0.058990
2008	178,720	3,730,798	0.047904
2007	479,395	4,661,375	0.102844

2 Total of line 1, column (d)	2	0.300879
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	0.060176
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,900,818
5 Multiply line 4 by line 3	5	234,736
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,059
7 Add lines 5 and 6	7	237,795
8 Enter qualifying distributions from Part XII, line 4 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.	8	196,000

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	6,118
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	6,118
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	6,118
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,114
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	6,114
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	4
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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 ► NONE	13	X	
14	The books are in care of ► BRUCE ROBBINS, CPA 1101 PERIMETER DRIVE Located at ► SCHAUMBURG IL ZIP+4 ► 60173 Telephone no ► 847-240-1040			
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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► ☐	1b	
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	1c	
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 , 20 , 20 , 20 ☐ Yes ☒ 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) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 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? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (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
SEE STATEMENT 6				

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	3,962,164
b	Average of monthly cash balances	1b	-1,943
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	3,960,221
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	3,960,221
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	59,403
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,900,818
6	Minimum investment return. Enter 5% of line 5	6	195,041

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	195,041
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,118
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,118
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	188,923
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	188,923
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	188,923

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	196,000
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	196,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	196,000

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

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				188,923
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	5,418			
b From 2008				
c From 2009	33,015			
d From 2010				
e From 2011				
f Total of lines 3a through e	38,433			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 196,000				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				188,923
e Remaining amount distributed out of corpus	7,077			
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	45,510			
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				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	5,418			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	40,092			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	33,015			
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	7,077			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 7				196,000
Total			▶ 3a	196,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	59,502	
4 Dividends and interest from securities				14	43,611	
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				14	284,231	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue: a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			0		387,344	0
13 Total. Add line 12, columns (b), (d), and (e)					13	387,344

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- 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
 - (2)** Other assets
- b** Other transactions:
- (1)** Sales of assets to a noncharitable exempt organization
 - (2)** Purchases of assets from a noncharitable exempt organization
 - (3)** Rental of facilities, equipment, or other assets
 - (4)** Reimbursement arrangements
 - (5)** Loans or loan guarantees
 - (6)** Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

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

**Sign
Here**

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

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

Joseph G. Kainy
Signature of officer or trustee

11-06-13
Date

PRESIDENT

Paid
Preparer
Use Only

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

BRUCE A. ROBBINS

Bonus Roll

10/24/13

Firm's name ▶ **KUTCHINS, ROBBINS & DIAMOND, LTD.**

PTIN P00116320

Firm's address ▶ 1101 PERIMETER DR., STE. 760

Firm's EIN ▶ **36-3856676**

SCHAUMBURG, IL 60173

Phone no **847-240-1040**

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT FEES	\$ 22,297	\$ 22,297	\$	
PROFESSIONAL FEES	3,676	3,676		
MANAGEMENT FEES	45,000	45,000		
TOTAL	\$ 70,973	\$ 70,973	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL INCOME TAX EXPENSE	\$ 1,586	\$ 1,586	\$	
LICENSE AND PERMITS	15	15		
TOTAL	\$ 1,601	\$ 1,601	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
OFFICE EXPENSE	6,851	6,851		
TOTAL	\$ 6,851	\$ 6,851	\$ 0	\$ 0

Federal Statements

10/24/2013

Statement 4 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
INVESTMENT - NAT'L BANK & TRUST	\$ 3,323,730	\$ 3,651,590	COST	\$ 4,088,248
TOTAL	<u>\$ 3,323,730</u>	<u>\$ 3,651,590</u>		<u>\$ 4,088,248</u>

Federal Statements**Statement 5 - Form 990-PF, Part II, Line 15 - Other Assets**

Description	Beginning of Year	End of Year	Fair Market Value
PREPAID TAXES	\$ 6,100	\$ 4,514	\$ 4,514
TOTAL	\$ 6,100	\$ 4,514	\$ 4,514

Federal Statements**Statement 6 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.**

<u>Name and Address</u>	<u>Title</u>	<u>Average Hours</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Expenses</u>
JOSEPH A. KAINZ 404 E LAKE SHORE DR BARRINGTON IL 60010	DIRECTOR	1.00	0	0	0
SUSAN J. KAINZ 404 E LAKE SHORE DR BARRINGTON IL 60010	DIRECTOR	1.00	0	0	0
MICHAEL J. KAINZ 120 COOLIDGE BARRINGTON IL 60010	DIRECTOR	1.00	0	0	0
JOHN KAINZ 171 BUCKLEY ROAD BARRINGTON IL 60010	DIRECTOR	1.00	0	0	0
PATRICK J. KAINZ 5263 HAMM ROAD BELGRADE MT 59714	DIRECTOR	1.00	0	0	0

Federal Statements

10/24/2013

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name		Address		Relationship	Status	Purpose	Amount
Address							
OPERATION SMILE		6435 TIDEWATER DRIVE				UNRESTRICTED GIFT	15,000
NORFOLK VA 23509		UNRELATED	501(C)(3)				
GALLATIN ICE FOUNDATION		PO BOX 541				UNRESTRICTED GIFT	8,500
BOSEMAN MT 59771		UNRELATED	501(C)(3)				
BIG SKY YOUTH EMPOWERMENT		PO BOX 6757				UNRESTRICTED GIFT	10,000
BOSEMAN MT 59771		UNRELATED	501(C)(3)				
HOSPICE OF NORTHEAST ILL		410 S. HAGER AVENUE				UNRESTRICTED GIFT	25,500
BARRINGTON IL 60010		UNRELATED	501(C)(3)				
CHILD'S VOICE		180 HANSEN CT.				UNRESTRICTED GIFT	10,000
WOOD DALE IL 60126		UNRELATED	501(C)(3)				
GALLATIN VALLEY LAND TR		PO BOX 7021				UNRESTRICTED GIFT	10,000
BOSEMAN MT 59771		UNRELATED	501(C)(3)				
CHICAGO ZOOLOGICAL SOC.		3300 GOLF ROAD				UNRESTRICTED GIFT	30,000
BROOKFIELD IL 60513		UNRELATED	501(C)(3)				
CITIZENS FOR CONSERVATION		459 WEST HIGHWAY 22				UNRESTRICTED GIFT	1,000
BARRINGTON IL 60010		UNRELATED	501(C)(3)				
PALATINE ROTARY		2121 PLUM GROVE RD				UNRESTRICTED GIFT	5,000
ROLLING MEADOWS IL 60008		UNRELATED	501(C)(3)				
ADVOCATE GOOD SHEPARD HOSPITAL		450 WEST HIGHWAY 22				UNRESTRICTED GIFT	10,000
BARRINGTON IL 60010		UNRELATED	501(C)(3)				
BARRINGTON AREA COMMUNITY FOUNDATIO		OFFICE SUITE 421 N.				UNRESTRICTED GIFT	5,000
BARRINGTON IL 60010		UNRELATED	501(C)(3)				
TOWER LAKE COMMUNITY FOUNDATION		PO BOX 6061				UNRESTRICTED GIFT	22,500
WAUCONDA IL 60084		UNRELATED	501(C)(3)				
FOGLIA YMCA		1025 OLD MCHENRY RD				UNRESTRICTED GIFT	500
LAKE ZURICH IL 60047		UNRELATED	501(C)(3)				
AUSTIN'S FOUNDATION FOR SHAKEN		18 RED TAIL DRIVE				UNRESTRICTED GIFT	1,000
HAWTHORN WOOD IL 60047		UNRELATED	501(C)(3)				
BOZEMAN LIBRARY FOUNDATION		626 E. MAIN ST.				UNRESTRICTED GIFT	5,000
BOZEMAN MT 59715		UNRELATED	501(C)(3)				
HEART OF THE VALLEY		PO BOX 11390				UNRESTRICTED GIFT	3,000
BOZEMAN MT 59719		UNREALATED	501(C)(3)				
SHIFT EMPOWERMENT PROGRAM		332 SOUTH MAIN ST.				UNRESTRICTED GIFT	4,000
LIVINGSTON MT 59047		UNRELATED	501(C)(3)				

Federal Statements

**Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
Address							
CRISTO REY ST. MARTIN COLLEGE PREP	501 S. MARTIN LUTHER KING						
WAUKEGAN IL 60085	UNRELATED	501(C)(3)				UNRESTRICTED GIFT	5,000
FAMILY HEALTH PARTNERSHIP CLINIC	13707 W. JACKSON ST.						
WOODSTOCK IL 60098	UNRELATED	501(C)(3)				UNRESTRICTED GIFT	5,000
ANIMAL HOUSE SHELTER	1628 COLONIAL PARKWAY						
INVERNESS IL 60067	UNRELATED	501(C)(3)				UNRESTRICTED GIFT	10,000
HIGHSIGHT	315 WEST WALTON STREET						
CHICAGO IL 60610	UNRELATED	501(C)(3)				UNRESTRICTED GIFT	10,000
TOTAL							196,000

NATIONAL BANK and TRUST COMPANY
Realized Gain/Loss Report

Run on 7/1/2013 9:20:05 AM

Start Date: 07/01/2012

End Date: 06/30/2013

Administrator: David R. Van Buren 815-754-7766

Account: 1235525007

JOSEPH A. & SUSAN J KAINZ FOUNDATION

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss Covered
** SHORT TERM CAPITAL GAIN (LOSS)					
1025 SHARES OF JOHNSON CONTROLS INC	07/17/2012	03/08/2012	27,827.11	32,952.01	5,124.90- Covered
489 SHARES OF INGREDION INC COM	07/17/2012	09/09/2011	22,212.23	21,687.74	524.49 Covered
10 SHARES OF INGREDION INC COM	07/17/2012	12/08/2011	454.24	502.85	48.61- Covered
400 SHARES OF DOVER CORP	07/17/2012	12/08/2011	20,576.54	22,589.20	2,012.66- Covered
199,203 SHARES OF LKCM FND AQUINAS SMALL CAP FD CL A	08/10/2012	02/03/2012	4,766.92	5,017.92	251.00- Covered
256,434 SHARES OF OPPENHEIMER INTERNATIONAL GROWTH Y	08/10/2012	10/13/2011	7,187.85	6,780.11	407.74 Non Covered
3,457 SHARES OF OPPENHEIMER INTERNATIONAL GROWTH Y	08/10/2012	06/19/2012	96.90	92.95	3.95 Covered
1604,679 SHARES OF VIRTUS EMERGING MARKETS OPPORTUNITIES I	08/10/2012	10/13/2011	15,581.44	14,040.94	1,540.50 Non Covered
9,089 SHARES OF VIRTUS EMERGING MARKETS OPPORTUNITIES I	08/10/2012	06/21/2012	88.25	82.44	5.81 Covered
400 SHARES OF ESTEE LAUDER COS INC CLASS A	08/10/2012	03/08/2012	22,081.58	23,581.96	1,500.38- Covered
25 SHARES OF UNITED TECHNOLOGIES CORP	08/10/2012	06/19/2012	1,932.43	1,913.96	18.47 Covered
390 SHARES OF PRUDENTIAL FINANCIAL INC	08/10/2012	03/08/2012	20,930.71	23,989.45	3,058.74- Covered
4417,089 SHARES OF LKCM FND AQUINAS SMALL CAP FD CL A	09/25/2012	10/13/2011	109,852.99	95,099.93	14,753.06 Non Covered
646,57 SHARES OF LKCM FND AQUINAS SMALL CAP FD CL A	09/25/2012	02/03/2012	16,080.20	16,287.09	206.89- Covered
1028,131 SHARES OF LKCM FND AQUINAS SMALL CAP FD CL A	09/25/2012	03/08/2012	25,569.62	25,682.72	113.10- Covered
4,782 SHARES OF LKCM FND AQUINAS SMALL CAP FD CL A	09/25/2012	04/16/2012	118.93	118.16	0.77 Covered
158,687 SHARES OF LKCM FND AQUINAS SMALL CAP FD CL A	09/25/2012	06/19/2012	3,946.55	3,716.45	230.10 Covered

214.317 SHARES OF OPPENHEIMER INTERNATIONAL GROWTH Y	09/25/2012	10/13/2011	6,320.22	5,666.54	653.68 Non Covered
200 SHARES OF CONOCOPHILLIPS	09/24/2012	06/19/2012	11,602.76	11,128.98	473.78 Covered
3 SHARES OF FLOWSERVE CORPORATION	09/24/2012	08/10/2012	392.68	383.47	9.21 Covered
15 SHARES OF HONEYWELL INTERNATIONAL INC	09/24/2012	12/08/2011	902.75	804.69	98.06 Covered
84 SHARES OF RYDEX GUGGENHEIM S&P MIDCAP 400 PURE GROWTH ETF	09/24/2012	10/13/2011	7,587.18	6,607.51	979.67 Covered
7 SHARES OF UNITED TECHNOLOGIES CORP	09/24/2012	06/19/2012	560.58	535.91	24.67 Covered
8 SHARES OF MICROSOFT CORP	09/24/2012	03/08/2012	246.28	257.00	10.72 Covered
2 SHARES OF COACH INC	11/09/2012	02/03/2012	109.16	144.79	35.63 Covered
48 SHARES OF DAVITA HEALTHCARE PARTNERS INC	11/09/2012	09/24/2012	5,390.46	4,821.57	568.89 Covered
8 SHARES OF FASTENAL CO COM	11/09/2012	09/24/2012	342.12	348.52	6.40 Covered
17 SHARES OF FLOWSERVE CORPORATION	11/09/2012	08/10/2012	2,326.93	2,172.98	153.95 Covered
31 SHARES OF HONEYWELL INTERNATIONAL INC	11/09/2012	12/08/2011	1,904.18	1,663.04	241.14 Covered
7 SHARES OF KIMBERLY-CLARK CORP	11/09/2012	09/24/2012	582.99	599.31	16.32 Covered
31 SHARES OF THERMO FISHER SCIENTIFIC INC	11/09/2012	09/24/2012	1,880.27	1,845.59	34.68 Covered
24 SHARES OF VENTAS INC (REIT)	11/09/2012	08/10/2012	1,537.56	1,529.27	8.29 Covered
10 SHARES OF WAL-MART STORES INC	11/09/2012	09/24/2012	725.73	748.15	22.42 Covered
1 SHARES OF 3M CO	11/09/2012	09/24/2012	89.40	93.84	4.44 Covered
59 SHARES OF AFLAC INC	11/09/2012	09/24/2012	2,927.83	2,852.99	74.84 Covered
10 SHARES OF CATERPILLAR INC	11/09/2012	04/16/2012	850.27	1,071.05	220.78 Covered
78 SHARES OF CATERPILLAR INC	11/09/2012	09/24/2012	6,632.12	7,116.99	484.87 Covered
67 SHARES OF CONSTELLATION BRANDS INC CLASS A	11/09/2012	09/24/2012	2,390.68	2,203.96	186.72 Covered
55 SHARES OF WEYERHAEUSER CO	11/09/2012	09/24/2012	1,450.60	1,469.87	19.27 Covered
146.18 SHARES OF VANGUARD GNMA FUND INV #36	12/20/2012	04/03/2012	1,606.52	1,606.51	0.01 Covered
1140.41 SHARES OF FEDERATED TOTAL RETURN BOND FUND IN	12/20/2012	04/03/2012	13,205.95	12,955.06	250.89 Covered

RealzdGainLoss

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9.548 SHARES OF ARTISAN SMALL CAP INVESTOR	01/24/2013	09/25/2012	210.34	199.08	11.26	Covered
23 SHARES OF COACH INC	01/24/2013	02/03/2012	1,171.23	1,665.08	493.85	Covered
200 SHARES OF COACH INC	01/24/2013	08/10/2012	10,184.63	10,966.99	782.36	Covered
5 SHARES OF COACH INC	01/24/2013	09/24/2012	254.62	278.82	24.20	Covered
20 SHARES OF COACH INC	01/24/2013	09/24/2012	1,665.07	1,740.47	75.40	Covered
APACHE CORPORATION	01/24/2013	06/19/2012	19,356.73	15,689.75	2,666.98	Covered
218 SHARES OF UNITED TECHNOLOGIES CORP	01/24/2013	11/09/2012	88.79	76.48	12.31	Covered
1 SHARES OF UNITED TECHNOLOGIES CORP	01/24/2013	08/10/2012	16,237.60	15,674.99	562.61	Covered
246 SHARES OF VENTAS INC (REIT)	01/24/2013	09/24/2012	6,930.68	6,614.46	316.22	Covered
105 SHARES OF VENTAS INC (REIT)	03/15/2013	09/25/2012	13,272.47	11,866.67	1,405.80	Covered
569.145 SHARES OF ARTISAN SMALL CAP INVESTOR	03/15/2013	09/24/2012	1,966.51	1,779.87	186.64	Covered
158 SHARES OF AES CORP	03/15/2013	06/19/2012	11,402.85	12,875.62	1,472.77	Covered
150 SHARES OF APACHE CORPORATION	03/15/2013	09/24/2012	3,344.84	3,829.03	484.19	Covered
44 SHARES OF APACHE CORPORATION	03/15/2013	11/09/2012	2,280.57	2,377.31	96.74	Covered
30 SHARES OF APACHE CORPORATION	03/15/2013	08/10/2012	1,033.34	683.78	349.56	Covered
23 SHARES OF CONSTELLATION BRANDS INC CLASS A	03/15/2013	09/24/2012	2,650.74	1,940.80	709.94	Covered
59 SHARES OF CONSTELLATION BRANDS INC CLASS A	03/15/2013	01/24/2013	1,491.81	1,408.74	83.07	Covered
26 SHARES OF DISNEY WALT CO	03/15/2013	09/24/2012	2,083.20	1,786.16	297.04	Covered
41 SHARES OF FASTENAL CO COM	03/15/2013	08/10/2012	3,011.06	2,300.80	710.26	Covered
18 SHARES OF FLOWERVE CORP	03/15/2013	01/24/2013	197.16	191.32	5.84	Covered
3 SHARES OF INTUIT INC	03/15/2013	01/24/2013	75.52	69.82	5.70	Covered
1 SHARES OF NORFOLK SOUTHERN CORP	03/15/2013	09/24/2012	1,681.51	1,216.11	465.40	Covered
26 SHARES OF PHILLIPS 66	03/15/2013	01/24/2013	1,461.93	1,351.27	110.66	Covered
15 SHARES OF SMUCKER J M CO	03/15/2013	09/24/2012	463.86	428.08	35.78	Covered
5 SHARES OF KIMBERLY-CLARK CORP						

RealzdGainLoss

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15 SHARES OF 3M CO	03/15/2013	08/10/2012	1,597.39	1,376.90	220.49	Covered
1 SHARES OF 3M CO	03/15/2013	09/24/2012	106.49	93.83	12.66	Covered
40 SHARES OF WEYERHAEUSER CO	03/15/2013	09/24/2012	1,226.57	1,069.00	157.57	Covered
266 SHARES OF EMC CORPORATION MASS	03/15/2013	09/24/2012	6,789.18	7,393.45	604.27	Covered
146 SHARES OF EMC CORPORATION MASS	03/15/2013	11/09/2012	3,726.39	3,564.28	162.11	Covered
130 SHARES OF JACOBS ENGINEERING GROUP INC	03/15/2013	11/09/2012	6,955.55	5,117.32	1,838.23	Covered
390 SHARES OF ENSCO PLC CL A	03/15/2013	01/24/2013	23,316.06	24,062.41	746.35	Covered
18 SHARES OF AFLAC INC	04/25/2013	03/15/2013	947.23	914.85	32.38	Covered
85 SHARES OF AES CORP	04/25/2013	09/24/2012	1,146.20	957.52	188.68	Covered
42 SHARES OF CONSTELLATION BRANDS INC CLASS A	04/25/2013	08/10/2012	2,031.71	1,248.64	783.07	Covered
44 SHARES OF DISNEY WALT CO	04/25/2013	01/24/2013	2,719.80	2,384.02	335.78	Covered
33 SHARES OF KIMBERLY-CLARK CORP	04/25/2013	09/24/2012	3,428.47	2,825.34	603.13	Covered
52 SHARES OF ONEOK INC COM	04/25/2013	01/24/2013	2,707.85	2,463.40	244.45	Covered
13 SHARES OF SMUCKER J M CO	04/25/2013	01/24/2013	1,331.62	1,171.10	160.52	Covered
19 SHARES OF STERICYCLE INC	04/25/2013	11/09/2012	2,037.42	1,765.82	271.60	Covered
5 SHARES OF STERICYCLE INC	04/25/2013	03/15/2013	536.16	506.12	30.04	Covered
5 SHARES OF 3M CO	04/25/2013	08/10/2012	527.07	458.97	68.10	Covered
26 SHARES OF WEYERHAEUSER CO	04/25/2013	09/24/2012	815.73	694.85	120.88	Covered
1 SHARES OF NORFOLK SOUTHERN CORP	04/25/2013	01/24/2013	75.54	69.82	5.72	Covered
81.555555 SHARES OF CST BRANDS INC COM	05/09/2013	09/24/2012	2,450.28	1,925.34	524.94	Covered
2.333334 SHARES OF CST BRANDS INC COM	05/09/2013	11/09/2012	70.11	51.63	18.48	Covered
10.555556 SHARES OF CST BRANDS INC COM	05/09/2013	03/15/2013	317.13	350.12	32.99	Covered
3.555555 SHARES OF CST BRANDS INC COM	05/09/2013	04/25/2013	106.82	110.16	3.34	Covered
.333333 SHARES OF CST BRANDS INC COM	06/06/2013	11/09/2012	10.23	7.38	2.85	Covered

RealizedGainLoss

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6 SHARES OF RYDEX GUGGENHEIM S&P MIDCAP 400 PURE GROWTH ETF	06/19/2013	04/25/2013	623.49	607.13	16.36	Covered
6738.711 SHARES OF ARTISAN SMALL CAP INVESTOR	06/26/2013	09/25/2012	160,785.65	140,502.13	20,283.52	Covered
159.478 SHARES OF ARTISAN SMALL CAP INVESTOR	06/26/2013	11/09/2012	3,805.14	3,092.27	712.87	Covered
276.929 SHARES OF ARTISAN SMALL CAP INVESTOR	06/26/2013	04/25/2013	6,607.53	6,261.37	346.16	Covered
2.953 SHARES OF VANGUARD INFLATION-PROTECTED SECS INV #119	06/27/2013	12/19/2012	39.39	42.91	3.52	Covered
.544 SHARES OF VANGUARD INFLATION-PROTECTED SECS INV #119	06/27/2013	12/19/2012	7.26	7.91	0.65	Covered
372.862 SHARES OF VANGUARD INFLATION-PROTECTED SECS INV #119	06/27/2013	12/20/2012	4,973.98	5,421.41	447.43	Covered
747.727 SHARES OF VANGUARD INFLATION-PROTECTED SECS INV #119	06/27/2013	01/17/2013	9,974.69	10,819.61	844.92	Covered
.297 SHARES OF VANGUARD INFLATION-PROTECTED SECS INV #119	06/27/2013	03/27/2013	3.96	4.29	0.33	Covered
4.157 SHARES OF VANGUARD INFLATION-PROTECTED SECS INV #119	06/27/2013	03/27/2013	55.46	59.99	4.53	Covered
1134.822 SHARES OF TCW CORE FIXED INCOME FD 1 SHS	06/27/2013	12/20/2012	12,358.21	12,857.53	499.32	Covered
8 SHARES OF COMCAST CORP CLASS A	06/26/2013	03/15/2013	322.75	326.67	3.92	Covered
4 SHARES OF COMCAST CORP CLASS A	06/26/2013	04/25/2013	161.38	163.86	2.48	Covered
40 SHARES OF CONSTELLATION BRANDS INC CLASS A	06/26/2013	08/10/2012	2,068.97	1,189.18	879.79	Covered
23 SHARES OF DISNEY WALT CO	06/26/2013	01/24/2013	1,457.38	1,246.19	211.19	Covered
59 SHARES OF JPM MORGAN CHASE & CO	06/26/2013	03/15/2013	3,110.41	2,956.13	154.28	Covered
43 SHARES OF JACOBS ENGINEERING GROUP INC	06/26/2013	11/09/2012	2,357.01	1,692.65	664.36	Covered
13 SHARES OF JACOBS ENGINEERING GROUP INC	06/26/2013	04/25/2013	712.58	681.14	31.44	Covered
4 SHARES OF SMUCKER J M CO	06/26/2013	01/24/2013	408.13	360.34	47.79	Covered
8 SHARES OF STERICYCLE INC	06/26/2013	11/09/2012	876.66	743.51	133.15	Covered
8 SHARES OF 3M CO	06/26/2013	08/10/2012	878.91	734.35	144.56	Covered
50 SHARES OF DISCOVER FINANCIAL SERVICES	06/26/2013	04/25/2013	2,346.74	2,219.70	127.04	Covered
*** TOTAL SHORT TERM CAPITAL GAIN (LOSS)					713,297.51	39,001.94

** LONG TERM CAPITAL GAIN (LOSS)

100 SHARES OF NIKE INC CL B	08/10/2012	03/04/2008	9,450.68	6,030.00	3,420.68
10 SHARES OF APPLE INC	08/10/2012	06/22/2011	6,197.91	3,261.10	2,936.81 Covered
100 SHARES OF NORFOLK SOUTHERN CORP	08/10/2012	11/28/2005	7,406.34	4,403.00	3,003.34
100 SHARES OF COCA COLA CO	08/10/2012	02/16/2011	7,874.33	6,339.99	1,534.34 Covered
200 SHARES OF UNITED TECHNOLOGIES CORP	08/10/2012	10/18/2001	15,459.45	5,048.15	10,411.30
150 SHARES OF AT&T INC	08/10/2012	06/13/2008	5,601.36	5,485.50	115.86
200 SHARES OF AT&T INC	08/10/2012	08/22/2008	7,468.47	6,224.00	1,244.47
400 SHARES OF HEALTH CARE REIT INC	08/23/2012	03/03/2008	22,903.28	16,471.52	6,431.76
100 SHARES OF HEALTH CARE REIT INC	08/23/2012	09/13/2010	5,725.82	4,727.59	998.23
50 SHARES OF HEALTH CARE REIT INC	08/23/2012	06/22/2011	2,862.91	2,681.00	181.91 Covered
150 SHARES OF NORFOLK SOUTHERN CORP	09/20/2012	11/28/2005	9,953.39	6,604.50	3,348.89
250 SHARES OF NORFOLK SOUTHERN CORP	09/20/2012	05/07/2009	16,588.98	9,237.48	7,351.50
50 SHARES OF AMERICAN TOWER REIT	09/24/2012	06/22/2011	3,547.75	2,600.50	947.25 Covered
12 SHARES OF APPLE INC	09/24/2012	11/01/2010	8,279.76	3,640.95	4,638.81
74 SHARES OF BAXTER INTERNATIONAL INC	09/24/2012	09/09/2011	4,527.33	3,940.00	587.33 Covered
450 SHARES OF CARDINAL HEALTH INC	09/24/2012	02/12/2010	17,506.45	15,050.25	2,456.20
50 SHARES OF CARDINAL HEALTH INC	09/24/2012	05/11/2011	1,945.16	2,248.00	302.84 Covered
50 SHARES OF CARDINAL HEALTH INC	09/24/2012	06/22/2011	1,945.16	2,235.00	289.84 Covered
30 SHARES OF CHEVRON CORP	09/24/2012	09/09/2011	3,541.87	2,850.06	691.81 Covered
300 SHARES OF CONOCOPHILLIPS	09/24/2012	09/13/2010	17,404.14	12,583.26	4,820.88
300 SHARES OF EMERSON ELECTRIC CO	09/24/2012	05/21/2009	15,020.54	9,669.45	5,351.09
41 SHARES OF PMC CORP	09/24/2012	02/12/2010	2,336.07	1,151.49	1,184.58
100 SHARES OF ISHARES CORE S&P 500 ETF	09/24/2012	06/22/2011	14,709.18	13,068.99	1,640.19 Covered

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265 SHARES OF ISHARES CORE S&P 500 ETF	09/24/2012	09/09/2011	38,979.32	30,733.35	8,245.97	Covered
19 SHARES OF MCKESSON CORP	09/24/2012	11/12/2010	1,652.87	1,236.84	416.03	
67 SHARES OF OLIN CORP	09/24/2012	09/09/2011	1,469.61	1,224.47	245.14	Covered
4 SHARES OF PNC FINL SVCS GROUP INC INC	09/24/2012	08/12/2011	262.33	189.50	72.83	Covered
50 SHARES OF PPG INDUSTRIES INC	09/24/2012	02/03/2011	5,843.62	4,282.85	1,560.77	Covered
32 SHARES OF SIMON PROPERTY GROUP INC (REIT)	09/24/2012	02/16/2011	4,982.58	3,443.52	1,539.06	Covered
10 SHARES OF TJX COS INC NEW	09/24/2012	06/22/2011	443.44	257.45	185.99	Covered
77 SHARES OF CHUBB CORP	09/24/2012	04/27/2007	5,866.88	4,191.11	1,675.77	
59 SHARES OF DANAHER CORP	09/24/2012	12/16/2003	3,231.75	1,321.16	1,910.59	
50 SHARES OF DANAHER CORP	09/24/2012	06/22/2011	2,738.77	2,659.50	79.27	Covered
9 SHARES OF INTERNATIONAL BUSINESS MACHINES	09/24/2012	08/22/2008	1,850.67	1,123.02	727.65	
18 SHARES OF GENERAL MILLS INC	09/24/2012	02/12/2009	724.57	513.00	211.57	
100 SHARES OF GENERAL MILLS INC	09/24/2012	08/31/2009	4,025.41	2,973.42	1,051.99	
50 SHARES OF GENERAL MILLS INC	09/24/2012	06/22/2011	2,012.71	1,896.50	116.21	Covered
1049.525 SHARES OF VIRTUS EMERGING MARKETS OPPORTUNITIES I	11/09/2012	10/13/2011	10,306.34	9,183.34	1,123.00	Non Covered
130.853 SHARES OF OPPENHEIMER INTERNATIONAL GROWTH Y	11/09/2012	10/13/2011	3,817.27	3,460.02	357.25	Non Covered
14 SHARES OF CHUBB CORP	11/09/2012	04/27/2007	1,050.89	762.02	288.87	
8 SHARES OF COCA COLA CO	11/09/2012	02/16/2011	291.56	253.60	37.96	Covered
1 SHARES OF COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A	11/09/2012	10/06/2009	66.55	39.32	27.23	
16 SHARES OF GENERAL MILLS INC	11/09/2012	02/12/2009	634.15	456.00	178.15	
17 SHARES OF ISHARES CORE S&P 500 ETF	11/09/2012	10/13/2011	2,378.53	2,048.93	329.60	Covered
45 SHARES OF MCKESSON CORP	11/09/2012	11/12/2010	4,217.57	2,929.37	1,288.20	
1 SHARES OF NIKE INC CL B	11/09/2012	03/04/2008	92.71	60.30	32.41	
11 SHARES OF PPG INDUSTRIES INC	11/09/2012	02/03/2011	1,302.10	942.23	359.87	Covered

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31 SHARES OF RYDEX GUGGENHEIM S&P MIDCAP 400 PURE GROWTH ETF	11/09/2012	10/13/2011	2,727.79	2,438.48	289.31	Covered
27 SHARES OF SEMPRA ENERGY	11/09/2012	08/12/2011	1,782.70	1,301.24	481.46	Covered
8 SHARES OF SIMON PROPERTY GROUP INC (REIT)	11/09/2012	02/16/2011	1,225.11	860.88	364.23	Covered
2 SHARES OF UNITEDHEALTH GROUP INC	11/09/2012	02/16/2011	105.97	84.84	21.13	Covered
52 SHARES OF AMERICAN TOWER REIT	11/09/2012	03/19/2008	3,899.45	2,061.80	1,837.65	
50 SHARES OF BAXTER INTERNATIONAL INC	11/09/2012	09/09/2011	3,230.14	2,662.16	567.98	Covered
194 SHARES OF CATERPILLAR INC	11/09/2012	09/09/2011	16,495.28	16,182.32	312.96	Covered
71 SHARES OF PHILLIPS 66	11/09/2012	09/13/2010	3,389.38	1,878.05	1,511.33	
71 SHARES OF UBS E TRACS ALERIAN MLP INFRASTRUCTURE (ETN)	11/09/2012	11/24/2010	2,361.91	2,102.01	259.90	
25000 UNITS OF INTERNATIONAL BUSINESS MACHINES SR UNSECURED DTD 11/27/2002 4.75% 11/29/2012	11/29/2012	09/30/2010	25,000.00	25,000.00	0.00	
50000 UNITS OF ABBOTT LABORATORIES SR UNSECURED DTD 05/12/2006 5.875% 05/15/2016	12/10/2012	09/24/2009	59,047.00	53,314.30	5,732.70	
50000 UNITS OF SCHWAB CHARLES CORPORATION SENIOR NOTE DTD 06/05/2009 4.95% 06/01/2014	12/21/2012	09/20/2010	53,110.50	52,028.95	1,081.55	
25000 UNITS OF MARSHALL & TISLEY BANK BK SUB MEDIUM TERM NOTE DTD 11/24/2004 5% 01/17/2017	01/23/2013	07/11/2011	27,526.75	26,654.70	872.05	Non Covered
325 SHARES OF ISHARES CORE S&P 500 ETF	01/24/2013	10/13/2011	48,829.82	39,170.63	9,659.19	Covered
525 SHARES OF EMC CORPORATION MASS	01/24/2013	11/24/2010	13,131.95	11,429.15	1,702.80	
50 SHARES OF EMC CORPORATION MASS	01/24/2013	05/11/2011	1,250.66	1,360.00	109.34	Covered
50 SHARES OF EMC CORPORATION MASS	01/24/2013	06/22/2011	1,250.66	1,335.50	84.84	Covered
350 SHARES OF COACH INC	01/24/2013	12/08/2011	17,823.10	21,626.08	3,802.98	Covered
70 SHARES OF CELGENE CORP	01/24/2013	09/09/2011	6,842.51	4,199.38	2,643.13	Covered
10 SHARES OF CELGENE CORP	01/24/2013	12/08/2011	977.50	617.84	359.66	Covered
150 SHARES OF APACHE CORPORATION	01/24/2013	12/13/2002	12,488.04	4,177.85	8,310.19	
10 SHARES OF APACHE CORPORATION	01/24/2013	08/12/2011	832.54	1,033.45	200.91	Covered

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90 SHARES OF APACHE CORPORATION	01/24/2013	10/13/2011	7,492.83	7,799.85	307.02- Covered
50000 UNITS OF DIAGEO CAPITAL PLC COMPANY GUARNT (ISIN #US25243YAL39 SEDOL #B28V9P6) DTD 10/26/2007 5.2% 01/30/2013	01/30/2013	06/25/2010	50,000.00	50,000.00	0.00
50000 UNITS OF GENERAL ELECTRIC CO DTD 01/28/2003 5% 02/01/2013	02/01/2013	11/13/2006	50,000.00	50,000.00	0.00
794,051 SHARES OF OPPENHEIMER INTERNATIONAL GROWTH Y	03/15/2013	10/13/2011	26,179.86	20,994.71	5,185.15 Non Covered
1373,803 SHARES OF VIRTUS EMERGING MARKETS OPPORTUNITIES I	03/15/2013	10/13/2011	14,287.55	12,020.78	2,266.77 Non Covered
25 SHARES OF APPLE INC	03/15/2013	11/01/2010	11,017.12	7,585.32	3,431.80
51 SHARES OF CELGENE CORP	03/15/2013	09/09/2011	5,765.77	3,059.55	2,706.22 Covered
10 SHARES OF CELGENE CORP	03/15/2013	03/08/2012	1,130.54	740.95	389.59 Covered
37 SHARES OF COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A	03/15/2013	10/06/2009	2,918.31	1,454.84	1,463.47
47 SHARES OF DANAHER CORP	03/15/2013	12/16/2003	2,951.86	1,052.45	1,899.41
32 SHARES OF HONEYWELL INTERNATIONAL INC	03/15/2013	12/08/2011	2,347.63	1,716.68	630.95 Covered
25 SHARES OF MCKESSON CORP	03/15/2013	11/12/2010	2,757.06	1,627.43	1,129.63
50 SHARES OF ORACLE CORP	03/15/2013	05/11/2011	1,814.22	1,758.00	56.22 Covered
30 SHARES OF ORACLE CORP	03/15/2013	06/22/2011	1,088.53	968.70	119.83 Covered
14 SHARES OF PPG INDUSTRIES INC	03/15/2013	02/03/2011	1,978.65	1,199.20	779.45 Covered
79 SHARES OF PHILLIPS 66	03/15/2013	09/13/2010	5,109.20	2,089.66	3,019.54
35 SHARES OF RYDEX GUGGENHEIM S&P MIDCAP 400 PURE GROWTH ETF	03/15/2013	10/13/2011	3,501.95	2,753.13	748.82 Covered
23 SHARES OF SEMPRA ENERGY	03/15/2013	08/12/2011	1,830.41	1,108.47	721.94 Covered
76 SHARES OF THERMO FISHER SCIENTIFIC INC	03/15/2013	03/08/2012	5,871.43	4,214.56	1,656.87 Covered
12 SHARES OF CHUBB CORP	03/15/2013	04/27/2007	1,031.32	653.16	378.16
18 SHARES OF FMC CORP	03/15/2013	02/12/2010	1,084.57	505.53	579.04
29 SHARES OF GENERAL MILLS INC	03/15/2013	02/12/2009	1,343.69	826.49	517.20
16 SHARES OF MCDONALD'S CORP	03/15/2013	02/27/2006	1,583.41	566.24	1,017.17
28 SHARES OF	03/15/2013	03/04/2008	1,533.67	844.20	689.47

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NIKE INC CL B	03/15/2013	09/09/2011	1,478.30	1,078.27	400.03	Covered
59 SHARES OF						
OLIN CORP	03/15/2013	08/12/2011	1,665.59	1,184.36	481.23	Covered
25 SHARES OF						
PNC FINL SVCS GROUP INC INC	03/15/2013	08/22/2008	643.47	374.34	269.13	
3 SHARES OF						
INTERNATIONAL BUSINESS MACHINES	03/15/2013	11/24/2010	14,675.85	12,517.63	2,158.22	
575 SHARES OF						
EMC CORPORATION MASS	03/15/2013	03/08/2012	2,551.02	2,923.37	372.35	Covered
91 SHARES OF						
MICROSOFT CORP	04/02/2013	04/27/2007	21,731.36	13,444.21	8,287.15	
247 SHARES OF						
CHUBB CORP	04/02/2013	05/07/2009	8,798.12	4,031.00	4,767.12	
100 SHARES OF						
CHUBB CORP	04/25/2013	10/13/2011	527.59	422.59	105.00	Non
15,983 SHARES OF						Covered
OPPENHEIMER INTERNATIONAL GROWTH Y	04/25/2013	10/13/2011	2,994.28	2,464.72	529.56	Non
281,682 SHARES OF						Covered
VIRTUS EMERGING MARKETS OPPORTUNITIES I	04/25/2013	08/22/2008	223.40	186.72	36.68	
6 SHARES OF						
ATR&T INC	04/25/2013	03/19/2008	2,610.61	1,229.15	1,381.46	
31 SHARES OF						
AMERICAN TOWER REIT	04/25/2013	09/09/2011	1,543.00	779.88	763.12	Covered
13 SHARES OF						
CELGENE CORP	04/25/2013	02/16/2011	3,262.04	2,440.90	821.14	Covered
77 SHARES OF						
COCA COLA CO	04/25/2013	12/08/2011	1,215.02	744.41	470.61	Covered
10 SHARES OF						
DAVITA HEALTHCARE PARTNERS INC	04/25/2013	02/12/2009	1,731.24	997.49	733.75	
35 SHARES OF						
GENERAL MILLS INC	04/25/2013	12/08/2011	598.58	429.17	169.41	Covered
8 SHARES OF						
HONEYWELL INTERNATIONAL INC	04/25/2013	02/03/2012	2,235.96	1,888.95	347.01	Covered
14 SHARES OF						
ISHARES CORE S&P 500 ETF	04/25/2013	04/16/2012	1,263.87	1,099.84	164.03	Covered
20 SHARES OF						
ISHARES S&P GLOBAL TELECOM SECTOR INDEX FUND (ETF)	04/25/2013	02/27/2006	810.58	283.12	527.46	
8 SHARES OF						
MCDONALD'S CORP	04/25/2013	03/08/2012	4,272.35	4,272.63	0.28	Covered
133 SHARES OF						
MICROSOFT CORP	04/25/2013	03/04/2008	3,347.92	1,628.10	1,719.82	
54 SHARES OF						
NIKE INC CL B	04/25/2013	09/09/2011	1,113.02	785.86	327.16	Covered
43 SHARES OF						
OLIN CORP	04/25/2013	08/12/2011	1,246.02	852.74	393.28	Covered
18 SHARES OF						
PNC FINL SVCS GROUP INC INC	04/25/2013	02/03/2011	591.88	342.63	249.25	Covered
4 SHARES OF						

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PPG INDUSTRIES INC	04/25/2013	08/12/2011	811.93	481.94	329.99	Covered
10 SHARES OF						
SEMPRA ENERGY	04/25/2013	02/16/2011	3,522.31	2,152.20	1,370.11	Covered
20 SHARES OF						
SIMON PROPERTY GROUP INC (REIT)	04/25/2013	06/22/2011	2,127.58	1,132.78	994.80	Covered
44 SHARES OF						
TIJ COS INC NEW	04/25/2013	04/16/2012	1,556.57	1,265.09	291.48	Covered
22 SHARES OF						
TARGET CORP	04/25/2013	03/08/2012	2,095.94	1,441.83	654.11	Covered
26 SHARES OF						
THERMO FISHER SCIENTIFIC INC	04/25/2013	11/24/2010	4,553.21	3,493.48	1,059.73	
118 SHARES OF						
UBS E TRACS ALERIAN MLP INFRASTRUCTURE (ETN)	04/25/2013	02/16/2011	3,011.22	2,163.42	847.80	Covered
51 SHARES OF						
UNITEDHEALTH GROUP INC	04/25/2013	12/08/2011	2,204.25	1,636.46	567.79	Covered
28 SHARES OF						
WAL-MART STORES INC	04/25/2013	09/09/2011	88.48	70.79	17.69	Covered
1 SHARES OF						
EXXON MOBIL CORP	05/15/2013	03/16/2011	50,000.00	50,000.00	0.00	Non Covered
50000 UNITS OF						
GLAXOSMITHKLINE CAPITAL INC COMPANY GUARNT DTD	05/30/2013	03/27/2012	52,550.50	57,177.19	4,626.69	Non Covered
05/13/2008 4.85% 05/15/2013						
50000 UNITS OF						
DELL INC NT DTD 10/15/2008 5.65% 04/15/2018	06/19/2013	10/13/2011	141,531.94	107,136.00	34,395.94	Covered
1362 SHARES OF						
RYDEX GUGGENHEIM S&P MIDCAP 400 PURE GROWTH ETF	06/26/2013	10/13/2011	122,354.00	99,631.66	22,722.34	Non Covered
3768.217 SHARES OF						
OPPENHEIMER INTERNATIONAL GROWTH Y	06/26/2013	12/08/2011	112.61	89.20	23.41	Non Covered
3.468 SHARES OF						
OPPENHEIMER INTERNATIONAL GROWTH Y	06/26/2013	10/13/2011	10,404.23	9,653.98	750.25	Non Covered
1103.312 SHARES OF						
VIRTUS EMERGING MARKETS OPPORTUNITIES I	06/27/2013	04/03/2012	12,401.55	12,475.25	73.70	Covered
921.363 SHARES OF						
DODGE & COX INCOME FUND #147	06/27/2013	04/03/2012	4,059.67	4,306.17	246.50	Covered
304.323 SHARES OF						
VANGUARD INFLATION-PROTECTED SECS INV #119	06/26/2013	09/09/2011	807.86	637.06	170.80	Covered
9 SHARES OF						
EXXON MOBIL CORP	06/26/2013	06/19/2012	5,004.15	3,674.57	1,329.58	Covered
87 SHARES OF						
AFLAC INC	06/26/2013	09/09/2011	907.01	692.16	214.85	Covered
13 SHARES OF						
BAXTER INTERNATIONAL INC	06/26/2013	09/09/2011	947.15	760.02	187.13	Covered
8 SHARES OF						
CHEVRON CORP	06/26/2013	12/16/2003	2,605.30	918.09	1,687.21	
41 SHARES OF						
DANAHER CORP	06/26/2013	12/08/2011	1,226.53	744.41	482.12	Covered
10 SHARES OF						
DAVITA HEALTHCARE PARTNERS INC						

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34 SHARES OF FMC CORP	06/26/2013	02/12/2010	2,121.74	954.89	1,166.85
6 SHARES OF GENERAL MILLS INC	06/26/2013	02/12/2009	289.16	171.00	118.16
28 SHARES OF HONEYWELL INTERNATIONAL INC	06/26/2013	12/08/2011	2,229.46	1,502.10	727.36 Covered
9 SHARES OF INTERNATIONAL BUSINESS MACHINES	06/26/2013	08/22/2008	1,755.65	1,123.02	632.63
44 SHARES OF ISHARES CORE S&P 500 ETF	06/26/2013	02/03/2012	7,094.22	5,936.69	1,157.53 Covered
22 SHARES OF MOXESSON CORP	06/26/2013	11/12/2010	2,535.58	1,432.14	1,103.44
83 SHARES OF MICROSOFT CORP	06/26/2013	03/08/2012	2,849.76	2,666.37	183.39 Covered
5 SHARES OF NIKE INC CL B	06/26/2013	03/04/2008	310.07	150.75	159.32
39 SHARES OF PNC FINL SVCS GROUP INC INC	06/26/2013	08/12/2011	2,862.14	1,847.60	1,014.54 Covered
9 SHARES OF PPG INDUSTRIES INC	06/26/2013	02/03/2011	1,346.25	770.91	575.34 Covered
8 SHARES OF SEMPRA ENERGY	06/26/2013	08/12/2011	659.15	385.55	273.60 Covered
6 SHARES OF TXI COS INC NEW	06/26/2013	08/31/2009	297.39	108.42	188.97
46 SHARES OF TXI COS INC NEW	06/26/2013	06/22/2011	2,279.96	1,184.27	1,095.69 Covered
12 SHARES OF TARGET CORP	06/26/2013	04/16/2012	830.47	690.05	140.42 Covered
24 SHARES OF THERMO FISHER SCIENTIFIC INC	06/26/2013	03/08/2012	2,006.12	1,330.92	675.20 Covered
24 SHARES OF UBS E TRACS ALERJAN MLP INFRASTRUCTURE (ETN)	06/26/2013	11/24/2010	925.08	710.54	214.54
67 SHARES OF UNITEDHEALTH GROUP INC	06/26/2013	02/16/2011	4,355.94	2,842.13	1,513.81 Covered
27 SHARES OF COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A	06/26/2013	10/06/2009	1,722.98	1,061.64	661.34
1 SHARES OF APPLE INC	06/26/2013	11/01/2010	396.95	303.42	93.53
** TOTAL LONG TERM CAPITAL GAIN (LOSS)			1,357,330.00	1,112,100.35	245,229.65

** SHORT TERM CAPITAL GAINS DIVIDENDS

304.323000 BASIS SHARES OF
VANGUARD INFLATION-PROTECTED SECS INV #119
2539.682000 BASIS SHARES OF

7.91

196.83

RealzdGainLoss

14

TCW CORE FIXED INCOME FD I SHS
 1428.409000 BASIS SHARES OF
 VANGUARD INFLATION-PROTECTED SECS INV #119
 4.29
 ** TOTAL SHORT TERM CAPITAL GAINS DIVIDENDS
 0.00 0.00 209.03
 ** LONG TERM CAPITAL GAINS DIVIDENDS
 304.323000 BASIS SHARES OF
 VANGUARD INFLATION-PROTECTED SECS INV #119
 18094.682000 BASIS SHARES OF
 VIRTUS EMERGING MARKETS OPPORTUNITIES I
 2539.682000 BASIS SHARES OF
 TCW CORE FIXED INCOME FD I SHS
 1428.409000 BASIS SHARES OF
 VANGUARD INFLATION-PROTECTED SECS INV #119
 42.91
 542.84
 92.70
 59.99
 ** TOTAL LONG TERM CAPITAL GAINS DIVIDENDS
 0.00 0.00 738.44

SUMMARY

Description	Amount
** SUMMARY OF CAPITAL GAINS AND LOSSES **	
TOTAL SHORT TERM CAPITAL GAIN (LOSS)	39,001.94
TOTAL SHORT TERM CAPITAL GAINS DIVIDENDS	209.03
NET SHORT TERM CAPITAL GAIN (LOSS)	39,210.97
TOTAL LONG TERM CAPITAL GAIN (LOSS)	245,229.65
TOTAL LONG TERM CAPITAL GAINS DIVIDENDS	738.44
TOTAL 28% RATE CAPITAL GAINS DIVIDENDS	0.00
TOTAL SEC 1250 CAPITAL GAINS DIVIDENDS	0.00
TOTAL SEC 1202 CAPITAL GAINS DIVIDENDS	0.00
NET LONG TERM CAPITAL GAIN (LOSS)	245,968.09
NET CAPITAL GAIN (LOSS)	285,179.06
TOTAL GAIN/LOSS FROM SALES WITH UNKNOWN COST/ACQUISITION DATE	0.00