



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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

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

Name of foundation THOMAS D LOOKABAUGH FOUNDATION		A Employer identification number 45-3659698
Number and street (or P.O. box number if mail is not delivered to street address) 1590 LITTLE RAVEN ST	Room/suite 302	B Telephone number 303-444-2971
City or town, state, and ZIP code DENVER, CO 80202		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) ▶ \$ 992,542.	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"/>
<i>(Part I, column (d) must be on cash basis.)</i>		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>			N/A	
1 Contributions, gifts, grants, etc., received				
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	25,857.	25,857.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	83,636.			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		83,636.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	109,493.	109,493.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 2	2,987.	2,987.		0.
c Other professional fees STMT 3	5,107.	5,107.		0.
17 Interest				
18 Taxes STMT 4	267.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	8,361.	8,094.		0.
25 Contributions, gifts, grants paid	46,225.			46,225.
26 Total expenses and disbursements. Add lines 24 and 25	54,586.	8,094.		46,225.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	54,907.			
b Net investment income (if negative, enter -0-)		101,399.		
c Adjusted net income (if negative, enter -0-)			N/A	

3P

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,083.	23,872.	23,872.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 5	879,137.	912,255.	968,670.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	881,220.	936,127.	992,542.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	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 <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	914,930.	914,930.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	-33,710.	21,197.		
30 Total net assets or fund balances	881,220.	936,127.		
31 Total liabilities and net assets/fund balances	881,220.	936,127.		

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	881,220.
2 Enter amount from Part I, line 27a	2	54,907.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	936,127.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	936,127.

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 ATTACHED			
b SEE ATTACHED			
c SEE ATTACHED			
d SEE ATTACHED			
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			-57,933.
b			139,481.
c			-403.
d			2,491.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-57,933.
b			139,481.
c			-403.
d			2,491.
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	83,636.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	44,082.	936,344.	.047079
2010	46,420.	898,108.	.051686
2009	43,411.	932,495.	.046554
2008	58,318.	876,056.	.066569
2007	59,704.	1,196,096.	.049916

2 Total of line 1, column (d)	2	.261804
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	.052361
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	988,576.
5 Multiply line 4 by line 3	5	51,763.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,014.
7 Add lines 5 and 6	7	52,777.
8 Enter qualifying distributions from Part XII, line 4	8	46,225.

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	2,028.
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	2,028.
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	2,028.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		5.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		2,033.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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 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. $\$$ 0. (2) On foundation managers. $\$$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. $\$$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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) \blacktriangleright CO		
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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>BROCK AND COMPANY CPA'S PC</u> Telephone no. ▶ <u>303-444-2971</u> Located at ▶ <u>1930 17TH ST, SUITE 200, BOULDER, CO</u> ZIP+4 ▶ <u>80302</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A
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		
	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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?		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ▶ <u>2011</u>		
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. ▶ _____		
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.)		
	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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)? 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? Yes No
 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? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS D LOOKABAUGH 1590 LITTLE RAVEN ST #302 DENVER, CO 80202	PRESIDENT 3.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	989,488.
b	Average of monthly cash balances	1b	14,142.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,003,630.
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	1,003,630.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,054.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	988,576.
6	Minimum investment return. Enter 5% of line 5	6	49,429.

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	49,429.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,028.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,028.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	47,401.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	47,401.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	47,401.

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	46,225.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	46,225.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	46,225.

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				47,401.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			46,255.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 46,225.				
a Applied to 2011, but not more than line 2a			46,225.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			30.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				47,401.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

THOMAS D LOOKABAUGH

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COLORADO PUBLIC RADIO 7409 S ALTON CT CENTENNIAL, CO 80112	NONE	PUBLIC	OPERATING COSTS	5,000.
CO SCHOOL OF MINES 1232 W CAMPUS RD GOLDEN, CO 80401	NONE	PUBLIC	OPERATING COSTS	5,000.
KPBS 5200 CAMPANILE DR SAN DIEGO, CA 92182	NONE	PUBLIC	OPERATING COSTS	2,000.
LA JOLLA PLAYHOUSE PO BOX 12039 LA JOLLA, CA 92039	NONE	PUBLIC	OPERATING COSTS	1,000.
LAMBS PLAYER THEATRE 1142 ORANGE AVE CORONADO, CA 92118	NONE	PUBLIC	OPERATING COSTS	10,000.
Total	SEE CONTINUATION SHEET(S)			46,225.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CORONADO SCHOOLD FOUNDATION 201 6TH ST CORONADO, CA 92118	NONE	PUBLIC	OPERATING COSTS	3,000.
DENVER CENTER FOR PERFORMING ARTS 1101 13TH ST DENVER, CO 80204	NONE	PUBLIC	OPERATING COSTS	10,000.
THE GREENWAY FOUNDATION 5299 DTC BLVD GREENWOOD VILLAGE, CO 80111	NONE	PUBLIC	OPERATING COSTS	3,475.
OLD GLOBE THEATRE 1363 OLD GLOBE WAY SAN DIEGO, CA 92101	NONE	PUBLIC	OPERATING COSTS	1,000.
WARREN VILLAGE 1323 GILPIN DENVER, CO 80218	NONE	PUBLIC	OPERATING COSTS	5,000.
COMMUNITY FOOD SHARE COLORADO TECH CENTER LOUISVILLE, CO 80027	NONE	PUBLIC	OPERATING COSTS	750.
Total from continuation sheets				23,225.

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
MORGAN STANLEY	25,857.	0.	25,857.		
TOTAL TO FM 990-PF, PART I, LN 4	25,857.	0.	25,857.		

FORM 990-PF		ACCOUNTING FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	2,987.	2,987.		0.	
TO FORM 990-PF, PG 1, LN 16B	2,987.	2,987.		0.	

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	5,107.	5,107.		0.	
TO FORM 990-PF, PG 1, LN 16C	5,107.	5,107.		0.	

FORM 990-PF		TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	267.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	267.	0.		0.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	5
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SECURITIES	COST	912,255.	968,670.
TOTAL TO FORM 990-PF, PART II, LINE 13		912,255.	968,670.

CLIENT STATEMENT | For the Period November 1-30, 2012

Active Assets Account
164-147505-630

THOMAS D. LOOKABAUGH
FOUNDATION

Activity

INTERESTED PARTY COPY

DEBIT CARD & CHECKING ACTIVITY

CHECKS WRITTEN

Date Written	Date Paid	Check Number	Activity Type	Payee	Expense Category	Credits/(Debits)
10/23	11/1	1010	Check	BROCK AND CO		\$(1,054.50)
11/11	11/20	1011	Check	BRECK AND CO		(1,250.00)
TOTAL CHECKS WRITTEN						\$(2,304.50)

MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY

Date	Activity Type	Description	Credits/(Debits)
11/2	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	\$(1,054.50)
11/19	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	145,880.09
11/21	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(1,250.00)
11/27	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(134,000.00)
11/28	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(486.81)
11/30	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	0.32
NET ACTIVITY FOR PERIOD			\$9,089.10

REALIZED GAIN/(LOSS) DETAIL

LONG-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
ING INTL VALUE C	03/26/01	11/13/12	14,512.802	\$142,370.44	\$199,260.77	\$(56,890.33)	
	11/20/01	11/13/12	326.134	3,199.37	4,044.06	(844.69)	
	11/20/01	11/13/12	51.688	507.06	640.93	(133.87)	
	11/20/01	11/13/12	3.524	34.57	43.70	(9.13)	
	11/20/02	11/13/12	112.020	1,099.07	1,126.92	(27.85)	
	11/20/02	11/13/12	110.133	1,080.40	1,107.94	(27.54)	
Long-Term This Period					\$206,224.32	\$(57,933.41)	
Long-Term Year to Date					\$206,224.32	\$(57,933.41)	

Morgan Stanley

CLIENT STATEMENT | For the Period November 1-30, 2012

Consulting Group Advisor Active Assets Account
 164-147506-630

THOMAS D. LOOKABAUGH
 FOUNDATION

Activity

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

LONG-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	11/29/10	11/13/12	24.000	1,880.84	2,581.14	(700.30)	
	03/17/11	11/13/12	4.000	313.47	470.52	(157.05)	
APPLE INC	08/05/11	11/13/12	7.000	3,810.57	2,610.38	1,200.19	
APPLIED MATERIALS INC	12/13/04	11/13/12	105.000	1,109.83	1,802.92	(693.09)	
	02/10/05	11/13/12	100.000	1,056.99	1,568.71	(611.72)	
	03/24/05	11/13/12	205.000	2,166.82	3,404.48	(1,237.66)	
	03/12/07	11/13/12	140.000	1,479.78	2,601.93	(1,122.15)	
	03/11/08	11/13/12	50.000	528.49	1,040.39	(511.90)	
AT&T INC	06/15/09	11/13/12	133.000	4,555.27	3,250.83	1,304.44	
BAKER HUGHES INC	09/18/08	11/13/12	2.000	81.42	129.15	(47.73)	
	11/05/08	11/13/12	61.000	2,483.25	2,111.99	371.26	
BED BATH & BEYOND INC	01/12/05	11/13/12	135.000	7,823.08	5,447.35	2,375.73	
BHP BILLITON LTD	03/25/09	11/13/12	25.000	1,764.45	1,140.33	624.12	
	10/27/10	11/13/12	8.000	564.63	640.10	(75.47)	
BIOGEN IDEC INC	05/12/06	11/13/12	76.000	10,585.04	3,494.32	7,090.72	
BLACKROCK INC	03/20/09	11/13/12	20.000	3,780.51	2,286.80	1,493.71	
	03/30/09	11/13/12	15.000	2,835.38	1,890.64	944.74	
	04/08/09	11/13/12	17.000	3,213.44	2,184.90	1,028.54	
BOEING CO	10/05/05	11/13/12	78.000	5,762.51	5,240.35	522.16	
BROADCOM CORP CL A	05/17/11	11/13/12	134.000	4,119.53	4,483.21	(363.68) C	
	06/08/11	11/13/12	46.000	1,414.17	1,556.39	(142.22) C	
CAMERON INTNL CORP	06/24/11	11/13/12	93.000	4,767.99	4,276.05	491.94	
	07/14/11	11/13/12	11.000	563.96	546.34	17.62	
CARNIVAL CP NEW PAIRED COM	03/24/09	11/13/12	45.000	1,729.02	1,053.12	675.90	
	03/31/09	11/13/12	5.000	192.11	108.59	83.52	
	04/17/09	11/13/12	67.000	2,574.31	1,821.74	752.57	
GELGENE CORP	12/02/08	11/13/12	43.000	3,244.19	2,128.81	1,115.38	
	12/03/08	11/13/12	42.000	3,168.75	2,150.31	1,018.44	
	01/30/09	11/13/12	62.000	4,677.67	3,300.46	1,377.21	
CHARLES SCHWAB NEW	01/29/09	11/13/12	207.000	2,677.19	2,893.67	(216.48)	
	01/30/09	11/13/12	40.000	517.33	546.89	(29.56)	
	02/19/09	11/13/12	80.000	1,034.67	1,039.98	(5.31)	
CHUBB CORP	09/04/01	11/13/12	70.000	5,222.79	2,364.82	2,857.97	
	02/05/08	11/13/12	40.000	2,984.45	2,078.24	906.21	

CONTINUED



CLIENT STATEMENT | For the Period November 1-30, 2012

Consulting Group Advisor Active Assets Account
164-147506-630

THOMAS D. LOOKABAUGH
FOUNDATION

Activity

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

LONG-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date		Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	Acquired	Sold					
CISCO SYS INC	05/01/01	11/13/12	715,000	11,985.34	12,228.65	(243.31)	
	10/04/05	11/13/12	118,000	1,978.00	2,088.13	(110.13)	
	02/02/06	11/13/12	157,000	2,631.75	2,884.14	(252.39)	
CME GROUP INC	02/24/11	11/13/12	30,000	1,637.66	1,827.66	(190.00)	
	02/25/11	11/13/12	15,000	818.83	932.29	(113.46)	
	03/02/11	11/13/12	35,000	1,910.61	2,145.40	(234.79)	
COCA COLA CO	02/14/02	11/13/12	200,000	7,266.55	4,685.94	2,580.61	
COMCAST CORP CL A SPECIAL NEW	05/26/11	11/13/12	250,000	8,838.30	5,875.78	2,962.52	
	06/17/11	11/13/12	55,000	1,944.42	1,230.30	714.12	
CONOCOPHILLIPS	10/27/10	11/13/12	77,000	4,291.11	3,551.13	739.98	
CUMMINS INC	09/09/11	11/13/12	30,000	2,955.83	2,635.15	320.68	
CVS CAREMARK CORP	10/22/08	11/13/12	65,000	3,016.84	1,860.79	1,156.05	
	11/23/08	11/13/12	15,000	696.19	436.03	260.16	
	11/06/08	11/13/12	70,000	3,248.91	2,097.61	1,151.30	
	01/09/09	11/13/12	78,000	3,620.21	2,043.03	1,577.18	
DEERE & CO	12/03/09	11/13/12	105,000	9,045.53	5,709.29	3,336.24	
DEVON ENERGY CORP NEW	07/17/09	11/13/12	20,000	1,082.37	1,112.99	(30.62)	
	08/11/09	11/13/12	66,000	3,571.84	4,240.45	(668.61)	
	06/13/07	11/13/12	5,000	305.84	260.53	45.31	
	08/09/07	11/13/12	45,000	2,752.59	2,248.52	504.07	
EATON CORPORATION	06/07/11	11/13/12	118,000	5,839.98	5,710.93	129.05	
	06/17/11	11/13/12	2,000	98.98	94.41	4.57	
EBAY INC	03/14/07	11/13/12	275,000	13,123.66	8,424.96	4,698.70	
	02/04/08	11/13/12	205,000	9,783.09	5,923.95	3,859.14	
	07/17/08	11/13/12	35,000	1,670.29	838.21	832.08	
EMC CORP MASS	10/18/11	11/13/12	190,000	4,570.07	4,510.09	59.98	
EMCOR GROUP INC	08/31/10	11/13/12	27,000	881.53	609.96	271.57	
EMERSON ELECTRIC CO	03/30/01	11/13/12	112,000	5,629.73	3,504.12	2,125.61	
EOG RESOURCES INC	10/04/11	11/13/12	36,000	4,175.90	2,537.18	1,638.72	
ERICSSON LM TEL ADR CL B NEW	01/25/10	11/13/12	236,000	2,036.65	2,312.68	(276.03)	
	01/26/10	11/13/12	196,000	1,691.46	1,905.20	(214.74)	
FHLMC 1 3/8 2-25-14	03/30/11	11/13/12	31,000,000	31,449.97	31,002.18	447.79	
FIRST REPUBLIC BANK	07/07/11	11/13/12	46,000	1,563.96	1,411.88	152.08	
FLUOR CORP NEW	12/23/08	11/13/12	25,000	1,315.22	1,079.61	235.61	

CONTINUED

BUSINESS ACCOUNTS

TRUST ACCOUNTS

EDUCATION ACCOUNTS

RETIREMENT ACCOUNTS

PERSONAL ACCOUNTS

Consulting Group Advisor Active Assets Account
164-147506-630

THOMAS D. LOOKABAUGH
FOUNDATION

Activity

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

LONG-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	01/07/09	11/13/12	25,000	1,315.22	1,201.96	113.26	
	01/08/09	11/13/12	1,000	52.60	47.40	5.20	
FNMA 1 5/8 10-26-15	01/14/11	11/13/12	27,000,000	27,954.21	26,456.49	1,497.72	
FNMA 2 3/4 2-05-14	03/03/09	11/13/12	19,000,000	19,583.21	19,026.65	557.56	
	04/15/09	11/13/12	2,000,000	2,061.39	2,011.05	50.34	
FNMA 2 3/8 4-11-16	09/16/11	11/13/12	23,000,000	24,460.91	23,997.03	463.88	
FRANKLIN RESOURCES INC	10/15/08	11/13/12	10,000	1,300.17	712.49	587.68	
	10/16/08	11/13/12	21,000	2,730.36	1,288.62	1,441.74	
	10/31/08	11/13/12	9,000	1,170.15	609.46	560.69	
GAP INC	11/02/07	11/13/12	130,000	4,389.13	2,335.05	2,054.08	
	11/05/07	11/13/12	15,000	506.44	269.88	236.56	
GENERAL ELECTRIC CO	07/28/08	11/13/12	335,000	6,979.06	9,342.65	(2,363.59)	
GLAXOSMITHKLINE PLC ADS	01/20/10	11/13/12	65,000	2,794.28	2,731.34	62.94	
GOOGLE INC-CL A	09/22/08	11/13/12	6,000	3,982.35	2,652.57	1,329.78	
	09/23/08	11/13/12	6,000	3,982.35	2,616.78	1,365.57	
	10/23/08	11/13/12	3,000	1,991.17	1,047.80	943.37	
GREENHILL & CO INC	07/15/11	11/13/12	27,000	1,225.76	1,387.02	(161.26)	
	07/26/11	11/13/12	3,000	136.20	143.98	(7.78)	
HALLIBURTON CO	08/10/11	11/13/12	4,000	122.21	175.09	(52.88)	
	10/17/11	11/13/12	139,000	4,246.70	4,833.74	(587.04)	
HOME DEPOT INC	03/23/01	11/13/12	130,000	8,291.93	5,120.70	3,171.23	
	11/20/02	11/13/12	215,000	13,713.57	5,251.72	8,461.85	
	03/28/08	11/13/12	70,000	4,464.88	1,922.42	2,542.46	
HONEYWELL INTERNATIONAL INC	09/18/01	11/13/12	94,000	5,789.33	2,718.70	3,070.63	
INTUIT INC	08/22/11	11/13/12	85,000	5,048.88	3,729.67	1,319.21	
JACOBS ENGINEERING GROUP INC	12/23/08	11/13/12	13,000	510.49	564.78	(54.29)	
JOHNSON & JOHNSON	02/04/03	11/13/12	55,000	3,845.65	2,877.73	967.92	
JONES LANG LASALLE INC	02/08/06	11/13/12	172,000	12,026.40	10,103.28	1,923.12	
	07/02/09	11/13/12	47,000	3,542.31	1,553.47	1,988.84	
	07/06/09	11/13/12	10,000	753.68	322.00	431.68	
JPMORGAN CHASE & CO	04/09/01	11/13/12	148,000	5,978.03	3,843.50	2,134.53	
	01/19/06	11/13/12	80,000	3,231.37	3,124.85	106.52	
	08/28/07	11/13/12	17,000	686.66	1,749.62	(62.96)	
JUNIPER NETWORKS	11/06/08	11/13/12	41,000	717.95	688.08	29.87	

CONTINUED



Activity

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

LONG-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	11/07/08	11/13/12	46,000	805.51	787.18	18.33	
	11/21/08	11/13/12	40,000	700.44	563.30	137.14	
	02/19/09	11/13/12	205,000	3,589.78	3,058.01	531.77	
KEYCORP NEW	06/04/09	11/13/12	323,000	2,680.86	1,771.01	909.85	
KLA TENCOR CORP	09/26/11	11/13/12	34,000	1,594.56	1,341.07	253.49	
	09/27/11	11/13/12	15,000	703.48	606.32	97.16	
MATTEL INC	08/19/10	11/13/12	175,000	6,258.17	3,786.84	2,471.33	
MERCK & CO INC NEW COM	03/17/08	11/13/12	5,000	220.86	209.55	11.31	
	03/27/08	11/13/12	193,000	8,525.31	8,539.94	(14.63)	
MICROSOFT CORP	07/23/01	11/13/12	570,000	15,442.66	19,193.55	(3,750.89)	
MONSANTO CO/NEW	01/28/10	11/13/12	23,000	1,965.07	1,776.80	188.27	
	02/05/10	11/13/12	35,000	2,990.33	2,678.93	311.40	
	05/07/10	11/13/12	1,000	85.44	58.96	26.48	
MORGAN STANLEY	11/04/09	11/09/12	80,000	1,333.82	2,555.06	(1,221.24)	
	12/31/09	11/09/12	55,000	917.00	1,532.10	(715.10)	
	01/13/10	11/09/12	40,000	666.91	1,262.94	(596.03)	
	01/21/10	11/09/12	90,000	1,500.54	2,625.37	(1,124.83)	
NASDAQ OMX GROUP INC (THE)	06/11/08	11/13/12	28,000	661.16	892.78	(231.62)	
	09/09/09	11/13/12	76,000	1,794.58	1,581.53	213.05	
	02/24/11	11/13/12	58,000	1,531.95	2,941.93	(1,409.98)	
NETAPP INC COM	02/25/11	11/13/12	51,000	1,347.06	2,673.06	(1,326.00)	
NIKE INC B	06/07/11	11/13/12	47,000	4,326.72	3,840.74	485.98	
NOBLE ENERGY INC	06/29/10	11/13/12	20,000	1,899.96	1,207.70	692.26	
	06/30/10	11/13/12	17,000	1,614.96	1,034.28	580.68	
NORTHROP GRUMMAN CP(HLDG CO)	06/24/09	11/13/12	80,000	5,251.88	3,244.59	2,007.29	
NOVARTIS AG ADR	03/28/05	11/13/12	26,000	1,567.06	1,225.04	342.02	
	10/06/05	11/13/12	20,000	1,205.43	1,030.99	174.44	
NUCOR CORPORATION	02/20/08	11/13/12	57,000	3,435.49	2,825.31	610.18	
	09/17/08	11/13/12	30,000	1,205.37	1,339.67	(134.30)	
	12/30/08	11/13/12	20,000	803.58	910.94	(107.36)	
	05/19/09	11/13/12	5,000	200.90	209.44	(8.54)	
	11/04/10	11/13/12	17,000	683.04	664.30	18.74	
ORACLE CORP	10/13/10	11/13/12	190,000	5,763.99	5,425.89	338.10	
	08/01/11	11/13/12	10,000	303.37	307.91	(4.54)	

CONTINUED

PERSONAL ACCOUNTS	RETIREMENT ACCOUNTS	EDUCATION ACCOUNTS	TRUST ACCOUNTS	BUSINESS ACCOUNTS
-------------------	---------------------	--------------------	----------------	-------------------

Consulting Group Advisor Active Assets Account
 THOMAS D. LOOKABAUGH
 FOUNDATION
 164-147506-630

Activity

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

LONG-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
OSHKOSH CORP	01/20/11	11/13/12	75,000	2,125.38	2,726.12	(600.74)	
	02/24/11	11/13/12	28,000	793.47	991.01	(197.54)	
PEBBLEBROOK HOTEL TR COM	06/30/11	11/13/12	105,000	2,111.34	2,130.38	(19.04)	
PEPSICO INC NC	01/28/03	11/13/12	27,000	1,862.24	1,094.25	767.99	
	01/26/04	11/13/12	73,000	5,034.93	3,421.82	1,613.11	
PHILLIPS 66 COM	10/27/10	11/13/12	38,000	1,793.55	1,041.63	751.92	
PLANTRONICS INC	08/16/11	11/13/12	20,000	650.18	661.02	(10.84)	
PROCTER & GAMBLE	03/26/01	11/13/12	43,301	2,922.75	1,398.96	1,523.79	
	08/14/01	11/13/12	41,599	2,814.62	1,189.88	1,624.74	
QUALCOMM INC	07/29/11	11/13/12	50,000	3,120.93	2,754.78	366.15	
	08/05/11	11/13/12	26,000	1,622.88	1,327.31	295.57	
	08/12/11	11/13/12	1,000	62.42	50.38	12.04	
SAFEWAY INC COM NEW	05/21/09	11/13/12	72,000	1,190.37	1,429.15	(238.78)	
	05/22/09	11/13/12	6,000	99.20	119.27	(20.07)	
	05/26/09	11/13/12	91,000	1,504.49	1,816.52	(312.03)	
	05/26/09	11/13/12	32,000	529.05	638.78	(109.73)	
	05/27/09	11/13/12	39,000	644.78	779.34	(134.56)	
	05/28/09	11/13/12	43,000	710.91	852.04	(141.13)	
	05/29/09	11/13/12	75,000	1,239.98	1,499.81	(259.83)	
SCHLUMBERGER LTD	01/12/07	11/13/12	14,000	966.07	804.50	161.57	
	10/17/08	11/13/12	120,000	8,280.64	6,147.53	2,133.11	
	06/10/10	11/13/12	44,000	3,036.24	2,557.76	478.48	
SOTHEBY'S CL A	10/19/11	11/13/12	16,000	469.58	499.49	(29.91)	
SOUTHWESTERN ENERGY COMPANY	08/11/11	11/13/12	35,000	1,215.52	1,300.24	(84.72)	
	08/12/11	11/13/12	18,000	525.12	685.45	(160.33)	
SYMANTEC CORP	03/10/11	11/13/12	76,000	1,362.82	1,388.81	(25.99)	
	03/11/11	11/13/12	74,000	1,326.96	1,336.89	(9.93)	
TEXAS INSTRUMENTS	06/20/02	11/13/12	210,000	6,208.22	5,129.65	1,078.57	
	07/20/04	11/13/12	250,000	7,390.73	5,314.00	2,076.73	
THERMO FISHER SCIENTIFIC INC	06/11/10	11/13/12	7,000	430.35	360.85	69.50	
	07/01/10	11/13/12	45,000	2,766.54	2,165.92	600.62	
	08/27/10	11/13/12	34,000	2,090.28	1,462.68	627.60	
U S BANCORP COM NEW	12/13/10	11/13/12	105,000	3,364.50	2,760.03	604.47	
	05/19/11	11/13/12	155,000	4,966.65	3,986.07	980.58	

CONTINUED



Consulting Group Advisor Active Assets Account
164-147506-630

THOMAS D. LOOKABAUGH
FOUNDATION

Activity

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

LONG-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
UNILEVER PLC (NEW) ADS	04/01/05	11/13/12	87,000	3,224.28	1,919.26	1,305.02	
	04/27/05	11/13/12	72,000	2,668.37	1,544.69	1,123.68	
	08/09/07	11/13/12	13,000	481.78	394.80	86.98	
UNITED PARCEL SERVICE INC CL-B	03/16/11	11/13/12	80,000	5,795.87	5,680.09	115.78	
UNITED STS STL CP (NEW)	01/26/10	11/13/12	120,000	2,537.17	6,133.83	(3,596.66)	
USTSY NOTE	12/09/10	11/13/12	36,000,000	35,999.88	36,000.74	(0.86)	
USTSY NOTE	11/16/10	11/13/12	25,000,000	27,174.74	24,366.97	3,347.77	
USTSY NOTE	3/4 11-15-18	11/30/09	9,000,000	10,551.76	9,449.19	1,102.57	
	04/23/09	11/13/12	1,000,000	1,172.42	1,043.00	129.42	
	06/04/09	11/13/12	5,000,000	5,862.09	5,025.31	836.78	
	07/23/09	11/13/12	1,000,000	1,172.42	1,007.24	165.18	
	08/04/09	11/13/12	2,000,000	2,344.84	2,006.15	338.69	
	09/21/09	11/13/12	1,000,000	1,172.42	1,017.61	154.81	
	10/26/09	11/13/12	5,000,000	5,862.08	5,066.51	795.57	
US TSY NOTE	3.000 2-28-17	09/10/10	10,000,000	11,049.97	10,373.37	676.60	
US TSY NOTE	4 7/8 8-15-16	09/21/09	2,000,000	2,329.37	2,133.32	196.05	
	01/07/10	11/13/12	12,000,000	13,976.21	12,740.30	1,235.91	
VISA INC CL A	05/26/10	11/13/12	63,000	9,067.38	4,683.08	4,384.30	
	06/10/10	11/13/12	25,000	3,598.17	1,907.43	1,690.74	
	11/15/10	11/13/12	9,000	1,295.34	698.38	596.96	
VODAFONE GP PLC ADS NEW	08/02/01	11/13/12	210,000	5,420.92	5,358.46	62.46	
WALT DISNEY CO HLDG CO	09/18/02	11/13/12	282,000	13,474.67	4,354.57	9,120.10	
WEYERHAEUSER CO	05/19/09	11/13/12	18,000	475.19	602.41	(127.22)	
	05/20/09	11/13/12	26,000	686.39	886.77	(200.38)	
	07/22/10	11/13/12	241,000	6,362.28	3,745.05	2,617.23	
Long-Term This Period				\$805,337.76	\$665,856.56	\$139,481.20	
Long-Term Year to Date				\$805,337.76	\$665,856.56	\$139,481.20	

Consulting Group Advisor Active Assets Account
 THOMAS D. LOOKABAUGH
 FOUNDATION
 164-147506-630

Activity

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
HESS CORPORATION	06/24/09	11/13/12	15.000	757.43	794.05	(36.62)	
	06/25/09	11/13/12	30.000	1,514.86	1,621.94	(107.08)	
	07/20/09	11/13/12	10.000	504.95	516.51	(11.56)	
	08/05/09	11/13/12	53.000	2,676.26	2,923.57	(247.31)	
US TSY NOTE	11/16/12	11/14/12	36,000.000	36,000.00	36,000.00	0.00	
Short-Term This Period				\$41,453.50	\$41,856.07	\$(402.57)	
Short-Term Year to Date				\$41,453.50	\$41,856.07	\$(402.57)	
Net Realized Gain/(Loss) This Period				\$846,791.26	\$707,712.63	\$139,078.63	
Net Realized Gain/(Loss) Year to Date				\$846,791.26	\$707,712.63	\$139,078.63	

New Treasury regulations require that we report your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. This section may not reflect all of the basis adjustments we are required to make for tax reporting purposes. The information in this section is provided for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Expanded Disclosures for additional information.

C - This taxlot received a return of capital. This is a return of some or all of your investment in the security. A return of capital reduces your basis in the security and is not taxed until your basis in the security is fully recovered.

Consulting Group Advisor Active Assets Account
164-147506-630

THOMAS D. LOOKABAUGH
FOUNDATION

Account Detail

INTERESTED PARTY COPY

MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY

Date	Activity Type	Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments	Credits/(Debits)
6/18	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	11/13/12	06/12/13	85,000	\$6,302.64	\$5,441.57	\$861.07		\$100.55
6/26	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	11/13/12	06/12/13	74,000	6,262.51	5,203.67	1,058.84		5.20
6/28	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	11/13/12	06/12/13	1,145,126	12,298.75	12,722.44	(423.69)		0.04
NET ACTIVITY FOR PERIOD										\$105.79

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments	
ISHARES RUSSELL 1000 GR INDEX	11/13/12	06/12/13	85,000	\$6,302.64	\$5,441.57	\$861.07		
ISHARES RUSSELL 1000 VALUE IDX	11/13/12	06/12/13	74,000	6,262.51	5,203.67	1,058.84		
METROPOLITAN WEST TOT RET BD 1	11/13/12	06/12/13	1,145,126	12,298.75	12,722.44	(423.69)		
PIMCO TOTAL RETURN P	11/13/12	06/12/13	18,747	201.25	208.18	(6.93)	W	
VANGUARD DIVIDEND APPRECIATION	11/13/12	06/12/13	14,990	163.75	173.79	(10.04)	W	
Short-Term This Period						\$50,100.55	\$2,473.75	
Short-Term Year to Date						\$50,100.55	\$2,473.75	

Net Realized Gain/(Loss) This Period \$47,626.80

Net Realized Gain/(Loss) Year to Date \$47,626.80

New Treasury regulations require that we report your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. This section may not reflect all of the basis adjustments we are required to make for tax reporting purposes. The information in this section is provided for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Expanded Disclosures for additional information.

W - Wash sale rules apply to this realized tax lot. Disallowed loss will be reported on Form 1099-B for the current tax year.

MESSAGES

Important Information About Advisory Accounts

Please notify your Financial Advisor if there have been any changes in your financial situation or investment objectives, or if you wish to impose any reasonable restrictions on the management of your Investment Advisory accounts, or to reasonably modify existing restrictions. For a copy of the applicable ADV Brochure for Morgan Stanley Smith Barney LLC, or for any Investment Adviser with whom we contract to manage your investment advisory account, please contact your Financial Advisor. These ADV Brochures contain important information about advisory programs.

WASH SALE
2,473.75
16.97
2,490.72 total

Consulting Group Advisor Active Assets Account
164-147506-630

THOMAS D. LOOKABAUGH
FOUNDATION

Account Detail

INTERESTED PARTY COPY

EXCHANGE-TRADED & CLOSED-END FUNDS

Consulting Group Investment Advisor Research (CG IAR) status codes (FL, AL or NL) may be shown for certain exchange-traded funds. Please refer to "CG IAR Statuses in Investment Advisory Programs" in the quarter-end statement (or your first statement, if you have not yet received a statement at the quarter-end) for a description of these status codes. All status codes represent the opinions of CG IAR and are not representations or guarantees of performance.

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ISHARES MSCI EAFE FUND (EFA) Share Price \$57.300, CG IAR Status AL, Next Dividend Payable 07/05/13	11/13/12	1,089,000	\$52.777	\$57,473.72	\$62,399.70	\$4,925.98 ST	\$1,917.73	3.07
ISHARES RUSSELL 1000 GR INDEX (IWF) Share Price \$72.740, CG IAR Status AL, Next Dividend Payable 07/20/13	11/13/12	1,212,000	64.019	77,590.42	88,160.88	10,570.46 ST	1,358.65	1.54
ISHARES RUSSELL 1000 VALUE IDX (IWD) Share Price \$83.790, CG IAR Status AL, Next Dividend Payable 07/20/13	11/13/12	1,107,000	70.320	77,844.13	92,755.53	14,911.40 ST	1,883.01	2.03
ISHARES SP SMALLCAP 600 INDEX (IJR) Share Price \$90.310, CG IAR Status AL, Next Dividend Payable 07/02/13	11/13/12	643,000	73.774	47,436.68	58,069.33	10,632.65 ST	831.40	1.43
POWERSHARES DB COMM TRK INC (DBC) Share Price \$25.130, CG IAR Status AL	11/13/12	867,000	27.366	23,725.89	21,787.71	(1,938.18) ST	--	--
VANGUARD DIVIDEND APPRECIATION (VIG) Share Price \$66.200, Next Dividend Payable 09/20/13	11/13/12	2,664,000	58.296	155,299.74	176,356.80	21,057.06 ST	3,873.46	2.19

Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
50.9%	\$439,370.58	\$499,529.95	\$60,159.37 ST	\$9,864.25	1.97%
				\$0.00	

EXCHANGE-TRADED & CLOSED-END FUNDS



Morgan Stanley

CLIENT STATEMENT | For the Period June 1-30, 2013

Consulting Group Advisor Active Assets Account
164-147506-630

THOMAS D. LOOKABAUGH
FOUNDATION

INTERESTED PARTY COPY

Account Detail

MUTUAL FUNDS

OTHER MUTUAL FUNDS

"Total Purchases vs Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account

"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account. It may not reflect all distributions received in cash, due to but not limited to the following investments made prior to addition of this information on statements, securities transfers, timing of recent distributions, and certain adjustments made in your account

"Net Value Increase/(Decrease)" reflects the difference between your total purchases, plus the cash distributions shown, and the current value of the fund's shares. This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes

Consulting Group Investment Advisor Research (CG IAR) status codes (FL, AL or NL) may be shown for certain mutual funds. Please refer to "CG IAR Statuses in Investment Advisory Programs" in the quarter-end statement (or your first statement, if you have not yet received a statement at the quarter-end) for a description of these status codes. All status codes represent the opinions of CG IAR and are not representations or guarantees of performance

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
DOUBLELINE TOTAL RETURN I (DBLTX)								
Purchases	11/13/12	2,085.075	\$11.390	\$23,749.00	\$22,998.38	\$(750.62) ST		
Total		2,085.075		23,749.00	22,998.38	(750.62) ST		
Short Term Reinvestments		60.897		690.71	671.69	(19.02) ST		
Total		2,145.972		24,439.71	23,670.07	(769.64) ST	1,298.00	5.48
Total Purchases vs Market Value				23,749.00	23,670.07	(78.93)		
Net Value Increase/(Decrease)								
Share Price \$11.030, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
GATEWAY FUND Y (GTEYX)								
Purchases	11/13/12	883.848	26.870	23,749.00	24,650.52	901.52 ST		
Total		883.848		23,749.00	24,650.52	901.52 ST		
Short Term Reinvestments		13.143		361.64	366.56	4.92 ST		
Total		896.991		24,110.64	25,017.08	906.44 ST	471.00	1.88
Total Purchases vs Market Value				23,749.00	25,017.08	1,268.08		
Net Value Increase/(Decrease)								
Share Price \$27.890, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
HARBOR INTERNATIONAL INST (HAINX)								
Purchases	11/13/12	984.874	58.380	57,496.94	61,406.89	3,909.95 ST		
Total		984.874		57,496.94	61,406.89	3,909.95 ST		
Short Term Reinvestments		20.196		1,237.43	1,259.22	21.79 ST		
Total		1,005.070		58,734.37	62,666.11	3,931.74 ST	1,262.00	2.01
Total Purchases vs Market Value				57,496.94	62,666.11	5,169.17		
Net Value Increase/(Decrease)								
Share Price \$62.350, CG IAR Status FL, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
HARDING LOEVNER EMERG MKTS ADV (HLEMX)								
Purchases	11/13/12	634.635	48.650	30,875.00	28,894.93	(1,980.07) ST		
Total		634.635		30,875.00	28,894.93	(1,980.07) ST		
Short Term Reinvestments		46.243		2,224.71	2,105.44	(119.27) ST		
Total		680.878		33,099.71	31,000.38	(2,099.34) ST	245.00	0.79

Consulting Group Advisor Active Assets Account
 THOMAS D. LOOKABAUGH
 FOUNDATION
 164-147506-630

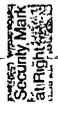
Account Detail

INTERESTED PARTY COPY

MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total Purchases vs Market Value Net Value Increase/(Decrease)				30,875.00	31,000.38			
Share Price: \$45.530, CG IAR Status FL, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest					125.38			
HARTFORD WORLD BOND I (HWDIX)	11/13/12	2,105.171	10.830	22,799.00	22,251.66	(547.34) ST		
Purchases		2,105.171		22,799.00	22,251.66	(547.34) ST		
Short Term Reinvestments		55.050		591.54	581.88	(9.66) ST		
Total		2,160.221		23,390.54	22,833.54	(557.00) ST	406.00	1.77
Total Purchases vs Market Value Net Value Increase/(Decrease)				22,799.00	22,833.54			
Share Price: \$10.570, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest					34.54			
MERGER FUND (MERFX)	11/13/12	1,503.101	15.800	23,749.00	23,869.24	120.24 ST		
Purchases		1,503.101		23,749.00	23,869.24	120.24 ST		
Short Term Reinvestments		30.724		484.52	487.90	3.38 ST		
Total		1,533.825		24,233.52	24,357.14	123.62 ST	397.00	1.62
Total Purchases vs Market Value Net Value Increase/(Decrease)				23,749.00	24,357.14			
Share Price: \$15.880, CG IAR Status FL, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest					608.14			
METROPOLITAN WEST TOT RET BD I (MWTIX)	11/13/12	5,291.933	11.110	58,793.37	55,988.65	(2,804.72) ST		
Purchases		5,291.933		58,793.37	55,988.65	(2,804.72) ST		
Short Term Reinvestments		249.286		2,720.47	2,637.45	(83.02) ST H		
Total		5,541.219		61,513.84	58,626.10	(2,887.74) ST	2,200.00	3.75
Total Purchases vs Market Value Net Value Increase/(Decrease)				58,793.37	58,626.10			
Share Price: \$10.580, CG IAR Status FL, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest					(167.27)			
PARAMETRIC EMERGING MKTS INST (EIEMX)	11/13/12	2,178.899	14.168	30,871.53	30,504.58	(366.95) ST R		
Purchases		2,178.899		30,871.53	30,504.58	(366.95) ST		
Short Term Reinvestments		32.419		481.10	453.86	(27.24) ST		
Total		2,211.318		31,352.63	30,958.45	(394.19) ST	489.00	1.57
Total Purchases vs Market Value Net Value Increase/(Decrease)				30,871.53	30,958.45			
Share Price: \$14.000, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest					86.92			
PIMCO TOTAL RETURN P (PTTPX)	11/13/12	5,039.462	11.600	58,457.76	54,224.61	(4,233.15) ST		
Purchases		5,039.462		58,457.76	54,224.61	(4,233.15) ST		
Short Term Reinvestments		303.523		3,431.28	3,265.91	(165.37) ST H		





Morgan Stanley

CLIENT STATEMENT | For the Period June 1-30, 2013

Page 9 of 16

Consulting Group Advisor Active Assets Account
164-147506-630

THOMAS D. LOOKABAUGH
FOUNDATION

Account Detail

INTERESTED PARTY COPY

MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total Purchases vs Market Value Net Value Increase/(Decrease)		5,342,985		61,889,04	57,490.52	(4,398.52) ST	1,678.00	2.91
Share Price \$10.760, CG IAR Status, FL, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest				58,457.76	57,490.52	(967.24)		
PRUDENTIAL JENNISSON NAT RES Z	11/13/12	527,404	45.030	23,749.00	23,727.91	(21.09) ST		
(PNRZX)								
Share Price \$44.990, CG IAR Status, FL, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest				57,497.00	60,925.12	3,428.12 ST		
THORNBURG INTL VALUE I (TGVI)	11/13/12	2,169,698	26.500	57,497.00	60,925.12	3,428.12 ST		
Purchases		2,169,698		57,497.00	60,925.12	3,428.12 ST		
Short Term Reinvestments		22,268		616.97	625.29	8.32 ST		
Total		2,191,966		58,113.97	61,550.41	3,436.44 ST	840.00	1.36
Total Purchases vs Market Value Net Value Increase/(Decrease)				57,497.00	61,550.41	4,053.41		
Share Price \$28.080, CG IAR Status, FL, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
VANGUARD SH TM INVT GR INV (VFSTX)	11/13/12	4,361,800	10.890	47,500.00	46,496.78	(1,003.22) ST		
Purchases		4,361,800		47,500.00	46,496.78	(1,003.22) ST		
Short Term Reinvestments		69,963		757.15	745.80	(11.35) ST		
Total		4,431,763		48,257.15	47,242.59	(1,014.57) ST	926.00	1.96
Total Purchases vs Market Value Net Value Increase/(Decrease)				47,500.00	47,242.59	(257.41)		
Share Price \$10.660, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								

MUTUAL FUNDS	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
	47.8%	\$472,884.12	\$469,140.30	\$(3,743.85) ST	\$10,212.00	2.18%
					\$0.00	

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page
For more information about the pricing of Money Market Funds, please see the Expanded Disclosures