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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 10/1/2012 **, and ending** 9/30/2013

Name of foundation: TARTAGLINO RICHARDS FOUNDATION

A Employer identification number: 30-0256097

Number and street (or P O box number if mail is not delivered to street address): 16850 North Dallas Parkway — Room/suite: 100

B Telephone number (see instructions): (214) 526-5435

City or town, state, and ZIP code: Dallas TEXAS 75248

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)* ▶ $ 9,435,133

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	2,000,000			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	84,808	84,808		
	4 Dividends and interest from securities	38,498	38,498		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	216,539			
	b Gross sales price for all assets on line 6a 1,725,415				
	7 Capital gain net income (from Part IV, line 2)		216,539		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	181,893			
	12 **Total.** Add lines 1 through 11	2,521,738	339,845	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	7,040	3,520		
	c Other professional fees (attach schedule)	43,680	43,680		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,885	969		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	71	71		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	54,676	48,240	0	0
	25 Contributions, gifts, grants paid	798,025			798,025
	26 **Total expenses and disbursements.** Add lines 24 and 25	852,701	48,240	0	798,025
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	1,669,037			
	b **Net investment income** (if negative, enter -0-)		291,605		
	c **Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

HTA

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	2,316,390	197,704	197,704
	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 (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)	5,441,620	9,236,122	9,236,122
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ 4,319			
	Less accumulated depreciation (attach schedule) ▶ 4,319			
	15 Other assets (describe ▶ See Attached Statement)	7,513	1,307	1,307
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,765,523	9,435,133	9,435,133
Liabilities	17 Accounts payable and accrued expenses	210	866	
	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)	210	866	
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			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	7,765,313	9,434,267	
	30 Total net assets or fund balances (see instructions)	7,765,313	9,434,267	
	31 Total liabilities and net assets/fund balances (see instructions)	7,765,523	9,435,133	

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	7,765,313
2	Enter amount from Part I, line 27a	2	1,669,037
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,434,350
5	Decreases not included in line 2 (itemize) ▶ Prior period adj and rounding	5	83
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,434,267

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	Goldman Sachs - Stmt 1	P	various	various
b	Delaware Large Cap	P	various	various
c	GS Corporate	P	various	varous
d	GS Schart Large Cap	P	various	Various
e	Capital gains adj	P		

	(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	338,032		294,539	43,493
b	223,995		174,453	49,542
c	114,187		102,997	11,190
d	1,048,515		936,887	111,628
e	686			686

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				43,493
b				49,542
c				11,190
d				111,628
e				686

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** — 216,539

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** — 0

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	215,362	7,294,617	0 029523
2010	666,821	6,625,628	0 100643
2009	136,761	5,817,394	0 023509
2008	328,147	4,502,988	0 072873
2007	194,365	5,051,558	0 038476

2	**Total** of line 1, column (d)	2	0 265024
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 053005
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,938,986
5	Multiply line 4 by line 3	5	473,811
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,916
7	Add lines 5 and 6	7	476,727
8	Enter qualifying distributions from Part XII, line 4	8	798,025

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	2,916
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	2,916
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,916
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 2,050		
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	2,050
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	866
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	Refunded ▶	11	0

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ A James Lynn, Attorney, CPA Telephone no ▶ (214) 341-0000
Located at ▶ 6820 Walling Lane Dallas TX ZIP+4 ▶ 75231

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 ____ , 20 ____ , 20 ____ , 20 ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A	
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)*	3b	N/A	
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 [X] 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 [X] No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] No	
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b N/A
	Organizations relying on a current notice regarding disaster assistance check here	▶ [ ]	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	[ ] Yes [ ] No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*		6b No: X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b N/A

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 Attached Statement	00	0		
	00	0		
	00	0		
	00	0		

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

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

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 See attached statement	
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	
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	6,230,471
b	Average of monthly cash balances	1b	2,841,785
c	Fair market value of all other assets (see instructions)	1c	2,857
d	**Total** (add lines 1a, b, and c)	1d	9,075,113
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	9,075,113
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	136,127
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,938,986
6	**Minimum investment return.** Enter 5% of line 5	6	446,949

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	446,949
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,916		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,916
3	Distributable amount before adjustments Subtract line 2c from line 1			3	444,033
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	444,033
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	444,033

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	798,025
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	798,025
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	2,916
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	795,109

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				444,033
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			97,525	
b Total for prior years 20 ___ , 20 ___ , 20 ___				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 798,025				
a Applied to 2011, but not more than line 2a			97,525	
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				444,033
e Remaining amount distributed out of corpus	256,467			
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	256,467			
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				
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			0	
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)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	256,467			
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 256,467				

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 (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

Nancy G Tartaglino

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

Nancy G Tartaglino 16850 North Dallas Pkwy, Suite 100 Dallas, TX 75248 (214) 526-5434

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

Two or three page grant request including non-profit status and financial statements

c Any submission deadlines

April 1 and November 1

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

No restrictions All grants are considered and voted upon by the board

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Cornerstone Baptist Church 1819 MLK Blvd Dallas, TX 75215	None	IRC 501(c)(3)	2012 Kitchen project	25,000
Dallas Women's Foundation 4300 MacArthur Avenue, Suite 255 Dallas, TX 75209	None	IRC 501(c)(3)	2012 pledge	200,000
Waller creek Conservancy P O Box 12363 Austin, TX 78711	None	IRC 501(c)(3)	Palm Park Pinic	2,500
Texas Christian University 2800 S University Fort Worth, TX 76129	None	IRC 501(c)(3)	Endowment fund	500,000
Buckets & Boots Foundation 1000 Foch Street, Suite 110 Fort Worth, TX 76107	None	IRC 501(c)(3)	Assistant Chief Sponsorship	10,875
Farmersville Educataion Foundation 1009 North State Highway 78 Lavon, TX 75166	None	IRC 501(c)(3)	General grant	10,000
YWCA 4144 N Central Expressway, Suite 580 Dallas, TX 75204	None	IRC 501(c)(3)	General grant	10,000
UT Southwestern Medical Center P O Box 910888 Dallas, TX 75391	None	IRC 501(c)(3)	Grant to Cancer Center	5,000
Salesmanship Club 106 E 10th Street, Suite 200 Dallas, TX 75203	None	IRC 501(c)(3)	General grant	10,000
Hutchinson Elementary School 12900 W Utah Avenue Lakewood, CO 80228	None	IRC 501(c)(3)	General grant	500
Highlan Park Sports Club 8235 Douglas Ave , Suite 1200 Dallas, TX 75225	None	IRC 501(c)(3)	General grant	1,000
Total See Attached Statement			▶ 3a	798,025
b *Approved for future payment*				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
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					
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		0	0

13 Total. Add line 12, columns (b), (d), and (e) 13 0

(See worksheet in line 13 instructions to verify calculations)

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

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

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?

		Line	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Thomas G Tartaglino | 12/10/13 | President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
A James Lynn		12/3/2013		P01431837
Firm's name ▶ A James Lynn, JD, CPA			Firm's EIN ▶ 75-2253872	
Firm's address ▶ 6820 Walling Lane, Dallas, TX 75231			Phone no 214-341-0000	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

TARTAGLINO RICHARDS FOUNDATION

Employer identification number

30-0256097

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
TARTAGLINO RICHARDS FOUNDATION	30-0256097

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Nancy G Tartaglino 16850 North Dallas Parkway, Suite 100 Dallas TX 75248 Foreign State or Province Foreign Country	$ 2,000,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
TARTAGLINO RICHARDS FOUNDATION	30-0256097

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
TARTAGLINO RICHARDS FOUNDATION	30-0256097

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $ 0
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
Chiapas International				
Street				
P O Box 9053				
City	**State**	**Zip Code**	**Foreign Country**	
Dallas	TX	75209		
Relationship	**Foundation Status**			
None	IRC 501(c)(3)			
Purpose of grant/contribution				**Amount**
General grant				5,000

Name				
Crystal Bridges Museum of America				
Street				
600 Museum Way				
City	**State**	**Zip Code**	**Foreign Country**	
Bentonville	AR	72712		
Relationship	**Foundation Status**			
None	IRC 501(c)(3)			
Purpose of grant/contribution				**Amount**
General grant				10,000

Name				
Clayton Dabney Foundation				
Street				
6500 Greenville Ave , Suite 342				
City	**State**	**Zip Code**	**Foreign Country**	
Dallas	TX	75206		
Relationship	**Foundation Status**			
None	IRC 501(c)(3)			
Purpose of grant/contribution				**Amount**
General grant				875

Name				
Camp John Marc				
Street				
2824 Swiss Avenue				
City	**State**	**Zip Code**	**Foreign Country**	
Swiss Avenue	TX	75204		
Relationship	**Foundation Status**			
None	IRC 501(c)(3)			
Purpose of grant/contribution				**Amount**
General grant				3,900

Name				
American Red Cross				
Street				
4800 Harry Hines Blvd				
City	**State**	**Zip Code**	**Foreign Country**	
Dallas	TX	75235		
Relationship	**Foundation Status**			
None	IRC 501(c)(3)			
Purpose of grant/contribution				**Amount**
General grant				875

Name				
Arkansas Hunger Relief Alliance				
Street				
1400 W Markham, Suite 304				
City	**State**	**Zip Code**	**Foreign Country**	
Little Rock	AR	72201		
Relationship	**Foundation Status**			
None	IRC 501(c)(3)			
Purpose of grant/contribution				**Amount**
General grant				2,500

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	1,725,415	1,508,876	216,539
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	Goldman Sachs - Stmt 1				various	P	various	338,032	294,539					43,493
2							P								0
3	X	Delaware Large Cap				various	P	various	223,995	174,453					49,542
4							P								0
5	X	GS Corporate				various	P	varous	114,187	102,997					11,190
6	X	GS Schart Large Cap				various	P	Various	1,048,515	936,887					111,6[illegible]
7	X	Capital gains adj					P		686						686

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Part I, Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		181,893	0	0
1	Unrealized gain/loss on securities		0	
2	Westwood 7441	181,893	0	
3			0	
4			0	
5			0	

Part I, Line 16b (990-PF) - Accounting Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		7,040	3,520	0	0
1	A James Lynn, JD, CPA	7,040	3,520		

Part I, Line 16c (990-PF) - Other Professional Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		43,680	43,680	0	0
1	Goldman Sachs - Investment Mgt Svc	43,680	43,680		

Part I, Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		3,885	969	0	0
1	Real estate tax not included in line 20				
2	Excise tax on investment income	2,916	0		
3	Foreign tax w/h on investments	969	969		

Part I, Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		71	71	0	0
1	Banking fees	35	35		
2	Minor cost basis adjustments	36	36		
3					
4					
5					

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Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
				5,441,620	9,236,122	6,228,789	9,236,122
1	Goldman Sachs # 21599			418,260		418,260	
2	Goldman Sachs # 13669 (various)			1,047,640		1,047,640	
3	Goldman Sachs # 13688 (various)			844,010		844,010	
4	Goldman Sachs # 21599 (various)			3,131,710	1	3,131,710	1
5	Westwood Trust 7441				9,236,121	787,169	9,236,121
6							

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Part II, Line 14 (990-PF) - Land, Buildings, and Equipment

	Asset Description	Cost or Other Basis	Accumulated Depreciation Beg of Year	Accumulated Depreciation End of Year	Book Value Beg of Year	Book Value End of Year	FMV End of Year
		4,319	4,319	4,319	0	0	0
1	Furniture & fixtures	4,319	4,319	4,319	0	0	

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Part II, Line 15 (990-PF) - Other Assets

		7,513	1,307	1,307
	Asset Description	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Purchased interest on bonds	7,513	1,307	1,307
2	Estimated tax payments		0	0

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Part VII-A, Lines 1a and 1b (990-PF) - Political Participation

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?*	[ ] Yes	[X] No
1b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	[ ] Yes	[X] No

If "Yes" to 1a or 1b, please describe the activities

N/A

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Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										0	0	0
1	Nancy G Tartaglino		4436 North Versailles	Dallas	TX	75205		P/D	2 00			
2	Lisa Barrentine		5040 Addison Circle	Addison	TX	75001		S/D	1 00			
3	Michael Richards		4436 North Versailles	Dallas	TX	75205		D	1 00			
4	Jerry Tartaglino		4103 Pecan Orchard	Parker	TX	75002		D	1 00			
5	Jenny Caslelaw		5040 Addison Circle	Addison	TX	75001		D	1 00			
6	David Richards		4436 North Versailles	Dallas	TX	75205		D	1 00			

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Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment	2/25/2013	2	2,050
3	Second quarter estimated tax payment		3	0
4	Third quarter estimated tax payment		4	0
5	Fourth quarter estimated tax payment		5	0
6	Other payments		6	
7	Total		7	2,050

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	97,525
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	97,525

Line 11 (2220) - Estimated Tax Payments

If balance is due on return, enter date of payment

			Date Paid	Amount
1	Estimated tax payment applied from prior year's return	1		0
2	First estimated tax payment	2	2/25/2013	2,050
3	Second estimated tax payment	3		0
4	Third estimated tax payment	4		0
5	Fourth estimated tax payment	5		0
6	Other payments	6		0
7	Corporation's share of estimated tax payments credited to beneficiaries of a trust	7		0
8	Special estimated tax payments under IRC Sec 847	8		0
9		9		
10		10		
11		11		
12		12		
13		13		
14		14		
15		15		
16		16		

Estimated Payments Summary

Estimated tax paid before the end of the first quarter (Page 1, Line 11, column (a))	0
Estimated tax paid before the end of the second quarter (Page 1, Line 11, column (b))	2,050
Estimated tax paid before the end of the third quarter (Page 1, Line 11, column (c))	0
Estimated tax paid before the end of the fourth quarter (Page 1, Line 11, column (d))	0
Estimated tax paid after the close of the fourth quarter	0

Tartaglino Richards Foundation - September 30, 2013

TRF09302013

		Cash	Securities	Other	Total Assets	Exempt Assets	Min cash 1.50%	Excludible Assets	Assets FMV	
October 2012		2,316,730	5,430,227	7,429	7,754,386	0	116,316	116,316	7,638,070	
November 2012		2,317,030	5,452,024	2,919	7,771,973	0	116,580	116,580	7,655,393	
December 2012		3,596,071	5,476,976	3,780	9,076,827	0	136,152	136,152	8,940,675	
January 2013		3,596,242	5,596,416	3,780	9,196,438	0	137,947	137,947	9,058,491	
February 2013		3,587,947	5,648,226	4,657	9,240,830	0	138,612	138,612	9,102,218	
March 2013		3,585,447	5,730,271	1,569	9,317,287	0	139,759	139,759	9,177,528	
April 2013		3,586,254	5,784,967	1,569	9,372,790	0	140,592	140,592	9,232,198	
May 2013		4,086,844	5,785,351	1,553	9,873,748	0	148,106	148,106	9,725,642	
June 2013		3,516,579	5,698,833	1,553	9,216,965	0	138,254	138,254	9,078,711	
July 2013		3,516,838	5,840,787	2,859	9,360,484	0	140,407	140,407	9,220,077	
August 2013		197,739	9,085,448	1,307	9,284,494	0	139,267	139,267	9,145,227	
September 2013		197,704	9,236,122	1,307	9,435,132	0	141,527	141,527	9,293,605	
Average for 12 months		2,841,785	6,230,471	2,857	9,075,113				8,938,986	(2)
Applicable percentage	5.00%								5%	
Minimum investment return									446,949	(1)

Notes"
(1) Unless set-a-side rules applicable - distribute by 9/30/14
(2) MIR base computed on monthly average as determined by financial statements

Computation of Minimum Distribution for Suceeding Taxable Year

TARTAGLINO RICHARDS FOUNDATION (30-0256097)
Return of Private Foundation
Fiscal year ending September 30, 2013

Part I, Line 1 - Contributions, Grants, Etc. Received

Nancy T. Richards (Also see Schedule B)	$2,000,000

Part VII-A - Question 10

Nancy T. Richards
16850 North Dallas Parkway, Suite 100
Dallas, Texas 75248

Part IX-A - Summary of Direct Charitable Activities

The Board of Directors holds semi-annual meetings to review proposed grants which have been submitted to the Foundation.

The Foundation does support some fund raising projects such as Habitat for Humanity through grants and volunteer work. However the mission of the Foundation is predominately to provide for women, girls, poverty stricken individuals and housing for the needy This mission is fulfilled by making grants to IRC 501(c)(3) organizations.

Grants during the current tax year were made to seventeen (17) different organizations. The two largest recipients were: (i) Texas Christian University - $500,000 and (ii) , Dallas Women's Foundation - $200,000. Dallas Women's Foundation is an advisor and distributor to agencies that are 75% beneficial to women and girls.

Reconciliation of Realized Capital Gain/Losses-FYE 9/30/13

TRFound_GS 001 Source		Goldman Sachs Brokerage account GS6156	GSAM Large Cap Value GS6883	*Delaware Large* Cap Growth GS6693	GS Corporate FI GS5992	GS Scharf Large Cap Core GS7862	Total all accounts
Per Goldman-Sachs	ST	0 00	27,280 30	869 70	0 00	45,544 41	73,694 41
Per Goldman-Sachs	LT	0 00	16,120 32	46485 73	11,189 96	66,083 35	139,879 36
Total per Goldman/Sachs		0 00	43,400 62	47,355 43	11,189 96	111,627 76	213,573 77
Per Books	Sales	0 00	338,032 48	223,994 65	114,187 14	1,048,515 04	1,724,729 31
Per Books	Cost	0 00	294,538 67	174,452 96	102,997 18	936,887 28	1,508,876 09
Total per books		0 00	43,493 81	49,541 69	11,189 96	111,627 76	215,853 22
adjustment to GS			-93 19	-2,186 26	0 00	0 00	-2,279 45

Tax return reflects book gains/losses

TARTAGLINO-RICHARDS FDN LC VAL 012-13688-3 (Closed) (AD DI)(SA)

From 31-Oct-2012 To 30-Sep-2013

Realized Gains/Losses

Separate Account Strategy : GSAM: Large Cap Value (Concentrated)
Base Currency : USD
Custodian : Goldman Sachs & Company

Gain Type	Gains	Losses	Total
Short-Term	27,800 47	-520 17	27,280 30
Long-Term	18,482 79	-2,362 47	16,120 3[illegible]
Total Realized Gains/Losses:	**46,283.26**	**-2,882 64**	**43,400.62**

Realized Gains/Losses

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
ADBE	ADOBE SYSTEMS INC CMN	01-Nov-2010	29-Nov-2012	111	3,771 19	3,129 540	641 65	759	Long-Term
BAC	BANK OF AMERICA CORP CMN	23-Jan-2012	01-Mar-2013	453	5,130 11	3,296 120	1,833 99	403	Long-Term
CELG	CELGENE CORPORATION CMN	01-Apr-2011	01-Feb-2013	47	4,771 85	2,708 150	2,063 70	672	Long-Term
CELG	CELGENE CORPORATION CMN	04-Apr-2011	01-Feb-2013	87	8,833 00	4,979 670	3,853 33	669	Long-Term
CELG	CELGENE CORPORATION CMN	25-Jun-2012	01-Feb-2013	60	6,091 72	3,678 780	2,412 94	221	Short-Term
DTV	DIRECTV CMN	07-Nov-2012	20-Feb-2013	234	11,340 12	11,601 410	-261 29	105	Short-Term
EMN	EASTMAN CHEM CO CMN	07-Jun-2012	06-Feb-2013	199	14,423 67	9,419 740	5,003 93	244	Short-Term
HAL	HALLIBURTON COMPANY CMN	24-Jan-2012	25-Jan-2013	130	5,151 82	4,559 190	592 63	367	Long-Term
SJM	J M SMUCKER CO CMN	23-Apr-2012	15-Jan-2013	153	13,524 53	11,946 990	1,577 54	267	Short-Term
JNJ	JOHNSON & JOHNSON CMN	14-Mar-2012	12-Dec-2012	195	13,898 56	12,692 360	1,206 20	273	Short-Term
JNJ	JOHNSON & JOHNSON CMN	14-Mar-2012	18-Dec-2012	240	16,979 77	15,621 360	1,358 41	279	Short-Term
JNJ	JOHNSON & JOHNSON CMN	15-Jun-2012	18-Dec-2012	61	4,315 69	4,024 620	291 07	186	Short-Term

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
JPM	JPMORGAN CHASE & CO CMN	31-Oct-2007	11-Dec-2012	138	5,889 20	6,527 070	-637 87	1,868	Long-Term
JPM	JPMORGAN CHASE & CO CMN	11-Oct-2007	11-Dec-2012	48	2,048 41	2,275 100	-226 69	1,888	Long-Term
LOW	LOWES COMPANIES INC CMN	22-Dec-2011	21-Nov-2012	252	8,629 65	6,432 200	2,197 45	335	Short-Term
LOW	LOWES COMPANIES INC CMN	22-Dec-2011	01-Mar-2013	95	3,640 11	2,424 840	1,215 27	435	Long-Term
MAS	MASCO CORPORATION CMN	08-Jun-2012	06-Feb-2013	193	3,514 73	2,556 140	958 59	243	Short-Term
MS	MORGAN STANLEY CMN	01-Nov-2011	25-Feb-2013	303	6,904 94	4,914 320	1,990 62	482	Long-Term
MYL	MYLAN INC CMN	08-Feb-2012	12-Dec-2012	185	5,151 65	4,186 640	965 01	308	Short-Term
MYL	MYLAN INC CMN	03-Apr-2012	12-Dec-2012	181	5,040 27	4,242 260	798 01	253	Short-Term
MYL	MYLAN INC CMN	23-Dec-2011	12-Dec-2012	139	3,870 70	3,010 180	860 52	355	Short-Term
MYL	MYLAN INC CMN	13-Mar-2012	12-Dec-2012	176	4,901 03	4,042 390	858 64	274	Short-Term
ORCL	ORACLE CORPORATION CMN	16-Aug-2012	01-Nov-2012	381	11,960 50	12,219 380	-258 88	77	Short-Term
PCG	P G & E CORPORATION CMN	19-Aug-2010	01-Nov-2012	178	7,507 96	8,000 050	-492 09	805	Long-Term
PCG	P G & E CORPORATION CMN	20-Aug-2010	01-Nov-2012	18	759 23	809 270	-50 04	804	Long-Term
PCG	P G & E CORPORATION CMN	28-Sep-2010	01-Nov-2012	74	3,121 29	3,355 660	-234 37	765	Long-Term
PCG	P G & E CORPORATION CMN	05-Jan-2011	01-Nov-2012	62	2,615 13	2,934 790	-319 66	666	Long-Term
PCG	P G & E CORPORATION CMN	03-Dec-2010	01-Nov-2012	71	2,994 75	3,396 500	-401 75	699	Long-Term
PM	PHILIP MORRIS INTL INC CMN	13-Mar-2012	05-Feb-2013	99	8,702 32	8,407 920	294 40	329	Short-Term
PM	PHILIP MORRIS INTL INC CMN	27-Mar-2012	05-Feb-2013	48	4,219 31	4,204 200	15 11	315	Short-Term

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
PG	PROCTER & GAMBLE COMPANY (THE) CMN	17-Jan-2012	01-Feb-2013	228	17,223 20	15,125 720	2,097 48	381	Long-Term
PG	PROCTER & GAMBLE COMPANY (THE) CMN	25-Jan-2012	01-Feb-2013	70	5,287 83	4,531 260	756 57	373	Long-Term
SLM	SLM CORPORATION CMN	27-Jun-2012	07-Nov-2012	265	4,503 71	4,019 600	484 11	133	Short-Term
SLM	SLM CORPORATION CMN	28-Jun-2012	07-Nov-2012	492	8,361 60	7,460 100	901 50	132	Short-Term
TRV	THE TRAVELERS COMPANIES, INC CMN	15-Dec-2011	11-Dec-2012	73	5,355 15	4,136 520	1,218 63	362	Short-Term
RIG	TRANSOCEAN LTD CMN	03-Oct-2012	14-Jan-2013	43	2,369 68	1,942 100	427 58	103	Short-Term
RIG	TRANSOCEAN LTD CMN	03-Oct-2012	16-Jan-2013	16	881 80	722 640	159 16	105	Short-Term
RIG	TRANSOCEAN LTD CMN	03-Oct-2012	17-Jan-2013	74	4,080 43	3,342 210	738 22	106	Short-Term
RIG	TRANSOCEAN LTD CMN	03-Oct-2012	05-Mar-2013	63	3,313 75	2,845 400	468 35	153	Short-Term
USB	U S BANCORP CMN	05-Jan-2011	12-Dec-2012	105	3,369 02	2,818 200	550 82	707	Long-Term
USB	U S BANCORP CMN	31-Jan-2012	12-Dec-2012	110	3,529 45	3,111 000	418 45	316	Short-Term
USB	U S BANCORP CMN	16-May-2011	12-Dec-2012	151	4,844 97	3,781 890	1,063 08	576	Long-Term
UNH	UNITEDHEALTH GROUP INCORPORATE CMN	22-Dec-2011	05-Feb-2013	215	12,393 91	10,917 830	1,476 08	411	Long-Term
UNH	UNITEDHEALTH GROUP INCORPORATE CMN	19-Dec-2012	05-Feb-2013	50	2,882 30	2,735 230	147 07	48	Short-Term
UNH	UNITEDHEALTH GROUP INCORPORATE CMN	19-Jan-2012	05-Feb-2013	69	3,977 58	3,630 010	347 57	383	Long-Term
URBN	URBAN OUTFITTERS INC CMN	17-Jul-2012	05-Feb-2013	328	14,055 96	10,016 380	4,039 58	203	Short-Term
TOTAL					**296,133 55**		**43,400.62**		

(i) This position is a gifted security

(ii) This position is an inherited security

(iii) This position is an inherited then gifted security

GSAM Separate Accounts will reflect current date trading activity after 4 00 PM ET

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TARTAGLINO-RICHARDS FND DEL 012-13669-3 (Closed) (AD DI)(SA)

From 31-Oct-2012 To 30-Sep-2013

Realized Gains/Losses

Separate Account Strategy : Delaware: Large Cap Growth
Base Currency : USD
Custodian :Goldman Sachs & Company

Gain Type	Gains	Losses	Total
Short-Term	2,745 80	-1,876 10	869 70
Long-Term	57,324 16	-10,838 43	46,485 7
Total Realized Gains/Losses:	**60,069 96**	**-12,714.53**	**47,355.43**

Realized Gains/Losses

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
ADBE	ADOBE SYSTEMS INC CMN	01-May-2009	19-Jul-2013	134	6,444 99	3,680 560	2,764 43	1,540	Long-Term
AGN	ALLERGAN INC CMN	04-Nov-2004	20-May-2013	56	5,566 59	2,099 010	3,467 58	3,119	Long-Term
AAPL	APPLE, INC CMN	13-Nov-2007	06-Nov-2012	10	5,821 42	1,675 530	4,145 89	1,820	Long-Term
AAPL	APPLE, INC CMN	05-Nov-2007	06-Nov-2012	3	1,746 43	558 810	1,187 62	1,828	Long-Term
AAPL	APPLE, INC CMN	31-Dec-2007	04-Jan-2013	1	531 25	199 600	331 65	1,831	Long-Term
AAPL	APPLE, INC CMN	13-Nov-2007	04-Jan-2013	2	1,062 52	335 110	727 41	1,879	Long-Term
AAPL	APPLE, INC CMN	05-Feb-2008	06-May-2013	10	4,605 77	1,332 010	3,273 76	1,917	Long-Term
AAPL	APPLE, INC CMN	25-Jan-2008	06-May-2013	9	4,145 20	1,185 610	2,959 59	1,928	Long-Term
AAPL	APPLE, INC CMN	28-Oct-2008	16-Jul-2013	2	853 54	187 520	666 02	1,722	Long-Term
AAPL	APPLE, INC CMN	25-Jan-2008	22-Jan-2013	3	1,499 76	395 200	1,104 56	1,824	Long-Term
AAPL	APPLE, INC CMN	16-Jan-2008	22-Jan-2013	17	8,498 68	2,738 800	5,759 88	1,833	Long-Term
AAPL	APPLE, INC CMN	31-Dec-2007	22-Jan-2013	8	3,999 38	1,596 830	2,402 55	1,849	Long-Term
AAPL	APPLE, INC CMN	15-Sep-2008	16-Jul-2013	8	3,414 16	1,140 830	2,273 33	1,765	Long-Term
AAPL	APPLE, INC CMN	05-Feb-2008	16-Jul-2013	1	426 77	133 200	293 57	1,988	Long-Term
AAPL	APPLE, INC CMN	07-Oct-2008	16-Jul-2013	6	2,560 62	553 870	2,006 75	1,743	Long-Term
	BMC SOFTWARE, INC CMN	09-May-2012	06-May-2013	44	2,001 64	1,750 540	251 10	362	Short-Term
	BMC SOFTWARE, INC CMN	04-May-2012	06-May-2013	65	2,956 96	2,613 940	343 02	367	Long-Term

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
	BMC SOFTWARE, INC CMN	03-May-2012	06-May-2013	59	2,684 01	2,461 650	222 36	368	Long-Term
	BMC SOFTWARE, INC CMN	15-Jun-2012	07-May-2013	124	5,621 48	5,396 120	225 36	326	Short-Term
	BMC SOFTWARE, INC CMN	09-May-2012	07-May-2013	79	3,581 43	3,143 010	438 42	363	Short-Term
	BMC SOFTWARE, INC CMN	16-May-2012	07-May-2013	124	5,621 48	5,428 270	193 21	356	Short-Term
	BMC SOFTWARE, INC CMN	29-May-2012	07-May-2013	60	2,720 07	2,630 870	89 20	343	Short-Term
	BMC SOFTWARE, INC CMN	04-Jun-2012	07-May-2013	56	2,538 73	2,325 230	213 50	337	Short-Term
	BMC SOFTWARE, INC CMN	21-Jun-2012	06-Jun-2013	38	1,718 62	1,608 280	110 34	350	Short-Term
	BMC SOFTWARE, INC CMN	07-Nov-2012	06-Jun-2013	100	4,522 68	4,116 760	405 92	211	Short-Term
	BMC SOFTWARE, INC CMN	15-Jun-2012	06-Jun-2013	59	2,668 38	2,567 510	100 87	356	Short-Term
	BMC SOFTWARE, INC CMN	13-Aug-2012	06-Jun-2013	58	2,623 15	2,376 340	246 81	297	Short-Term
	BMC SOFTWARE, INC CMN	25-Apr-2012	14-Feb-2013	64	2,649 47	2,617 410	32 06	295	Short-Term
	BMC SOFTWARE, INC CMN	03-May-2012	01-Mar-2013	11	444 71	458 950	-14 24	302	Short-Term
	BMC SOFTWARE, INC CMN	25-Apr-2012	01-Mar-2013	54	2,183 14	2,208 440	-25 30	310	Short-Term
CAT	CATERPILLAR INC (DELAWARE) CMN	08-Aug-2011	06-Jun-2013	138	11,549 98	11,498 860	51 12	668	Long-Term
CAT	CATERPILLAR INC (DELAWARE) CMN	18-Aug-2011	06-Jun-2013	27	2,259 78	2,241 300	18 48	658	Long-Term
CCI	CROWN CASTLE INTL CORP COMMON STOCK	02-Jul-2007	08-Nov-2012	24	1,616 71	878 760	737 95	1,956	Long-Term
	INTERCONTINENTALEXCHANGE INC CMN	17-Nov-2006	27-Dec-2012	11	1,367 06	972 630	394 43	2,242	Long-Term
	INTERCONTINENTALEXCHANGE INC CMN	23-Oct-2006	27-Dec-2012	5	621 40	412 800	208 60	2,257	Long-Term
	INTERCONTINENTALEXCHANGE INC CMN	24-Oct-2006	27-Dec-2012	9	1,118 51	746 960	371 55	2,256	Long-Term
	INTERCONTINENTALEXCHANGE INC CMN	26-Oct-2006	27-Dec-2012	31	3,852 63	2,640 360	1,212 27	2,254	Long-Term
INTU	INTUIT INC CMN	09-Feb-2007	05-Aug-2013	2	127 99	63 190	64 80	2,369	Long-Term
INTU	INTUIT INC CMN	24-Jan-2007	05-Aug-2013	43	2,751 81	1,375 790	1,376 02	2,385	Long-Term

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
INTU	INTUIT INC CMN	07-Jan-2005	05-Aug-2013	9	575 97	186 080	389 89	3,132	Long-Term
MA	MASTERCARD INCORPORATED CMN CLASS A	11-Mar-2008	30-Nov-2012	4	1,943 50	777 510	1,165 99	1,725	Long-Term
NKE	NIKE CLASS-B CMN CLASS B	09-Apr-2009	23-Nov-2012	44	4,243 19	2,314 190	1,929 00	1,324	Long-Term
NKE	NIKE CLASS-B CMN CLASS B	23-Apr-2009	14-Jan-2013	18	956 94	484 590	472 35	1,362	Long-Term
NKE	NIKE CLASS-B CMN CLASS B	09-Apr-2009	14-Jan-2013	28	1,488 57	736 330	752 24	1,376	Long-Term
NVO	NOVO-NORDISK A/S ADR ADR CMN	04-Mar-2009	12-Nov-2012	15	2,317 17	699 190	1,617 98	1,349	Long-Term
NVO	NOVO-NORDISK A/S ADR ADR CMN	05-Mar-2009	08-Mar-2013	11	1,920 49	502 880	1,417 61	1,464	Long-Term
NVO	NOVO-NORDISK A/S ADR ADR CMN	04-Mar-2009	08-Mar-2013	24	4,190 16	1,118 700	3,071 46	1,465	Long-Term
PLCM	POLYCOM INC CMN	06-Oct-2010	05-Mar-2013	88	820 79	1,195 110	-374 32	881	Long-Term
PLCM	POLYCOM INC CMN	25-Oct-2011	05-Mar-2013	172	1,604 27	2,766 240	-1,161 97	497	Long-Term
PLCM	POLYCOM INC CMN	27-Sep-2010	05-Mar-2013	117	1,091 28	1,647 080	-555 80	890	Long-Term
PLCM	POLYCOM INC CMN	06-Jan-2011	05-Mar-2013	82	764 83	1,613 330	-848 50	789	Long-Term
PLCM	POLYCOM INC CMN	04-May-2012	05-Mar-2013	451	4,206 56	5,605 930	-1,399 37	305	Short-Term
PCLN	PRICELINE COM INC CMN	20-Nov-2009	16-Jul-2013	5	4,524 72	1,046 270	3,478 45	1,334	Long-Term
PGR	PROGRESSIVE CORPORATION (THE) CMN	21-Feb-2012	18-Jul-2013	99	2,560 41	2,129 860	430 55	513	Long-Term
SBH	SALLY BEAUTY HOLDINGS, INC CMN	14-Nov-2012	02-Jul-2013	48	1,484 35	1,202 090	282 26	230	Short-Term
SBH	SALLY BEAUTY HOLDINGS, INC CMN	14-Nov-2012	05-Aug-2013	70	1,909 80	1,753 050	156 75	264	Short-Term
SPLS	STAPLES, INC CMN	09-Aug-2006	20-Feb-2013	18	252 76	415 330	-162 57	2,387	Long-Term
SPLS	STAPLES, INC CMN	27-Apr-2010	20-Feb-2013	38	533 60	920 760	-387 16	1,030	Long-Term

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
SPLS	STAPLES, INC CMN	05-Jan-2011	20-Feb-2013	11	154 46	260 040	-105 58	777	Long-Term
SPLS	STAPLES, INC CMN	04-Nov-2004	20-Feb-2013	637	8,944 87	12,816 440	-3,871 57	3,030	Long-Term
SPLS	STAPLES, INC CMN	12-Apr-2010	20-Feb-2013	228	3,201 62	5,538 120	-2,336 50	1,045	Long-Term
SPLS	STAPLES, INC CMN	18-Aug-2011	21-Feb-2013	257	3,423 42	3,461 100	-37 68	553	Long-Term
SPLS	STAPLES, INC CMN	05-Jan-2011	21-Feb-2013	96	1,278 78	2,269 440	-990 66	778	Long-Term
SPLS	STAPLES, INC CMN	04-May-2012	25-Feb-2013	287	3,850 59	4,287 780	-437 19	297	Short-Term
SPLS	STAPLES, INC CMN	18-Aug-2011	25-Feb-2013	121	1,623 42	1,629 540	-6 12	557	Long-Term
SYT	SYNGENTA AG SPONSORED ADR CMN	27-Feb-2009	20-Nov-2012	27	2,053 14	1,115 760	937 38	1,362	Long-Term
SYT	SYNGENTA AG SPONSORED ADR CMN	27-Feb-2009	14-Jan-2013	23	1,901 79	950 460	951 33	1,417	Long-Term
SYT	SYNGENTA AG SPONSORED ADR CMN	03-Mar-2009	14-Jan-2013	8	661 49	311 160	350 33	1,413	Long-Term
SYT	SYNGENTA AG SPONSORED ADR CMN	04-Mar-2009	14-Jan-2013	15	1,240 30	608 580	631 72	1,412	Long-Term
VRSN	VERISIGN INC CMN	12-Apr-2010	14-Jan-2013	80	3,054 62	1,924 800	1,129 82	1,008	Long-Term
VRSN	VERISIGN INC CMN	19-Jan-2010	14-Jan-2013	14	534 56	301 690	232 87	1,091	Long-Term
KMI WS	WTS/KINDER MORGAN, INC EXP 05/25/2017		10-Jan-2013	0	2 48				Not Available
TOTAL					**190,293.80**		**47,355 43**		

(i) This position is a gifted security

(ii) This position is an inherited security

(iii) This position is an inherited then gifted security

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TARTAGLINO RICHARDS FDN CORP F 012-21599-2 (Closed) (AD DI)(GS)
From 31-Oct-2012 To 30-Sep-2013

Realized Gains/Losses
Separate Account Strategy : GS: Corporate Fixed Income
Base Currency : USD
Custodian :Goldman Sachs & Company

Gain Type	Gains	Losses	Total
Short-Term	0 00	0 00	0 0
Long-Term	11,189 96	0 00	11,189 96
Total Realized Gains/Losses	**11,189.96**	**0.00**	**11,189 96**

Realized Gains/Losses

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
3JP4Q8	E I DU PONT DE NEMOURS AND C 5 0% 07/15/2013 M-W+30 00BP	09-Aug-2010	15-Jul-2013	100,000	100,000 00	100,000 000	0 00	1,071	Long-Term
3JGZD3	TARGET CORPORATION 3 875% 07/15/2020 SR LIEN M-W+15 00BP	05-Aug-2010	08-May-2013	100,000	112,917 00	101,727 040	11,189 96	1,007	Long-Term
3JZXQ4	TD AMERITRADE HOLDING CORP 2 95% 12/01/2012 M-W+25 00BP	03-Aug-2010	01-Dec-2012	100,000	100,000 00	100,000 000	0 00	851	Long-Term
USCORP	THE KROGER CO 5 5% 02/01/2013	28-Jul-2010	01-Feb-2013	100,000	100,000 00	100,000 000	0 00	919	Long-Term
TOTAL					**412,917 00**		**11,189.96**		

(i) This position is a gifted security

(ii) This position is an inherited security

(iii) This position is an inherited then gifted security

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TARTAGLINO-RICAHRDS FDN SCHAR 012-97862-3 (Closed) (AD DI)(SA)

From 31-Oct-2012 To 30-Sep-2013

Realized Gains/Losses

Separate Account Strategy : Scharf: Large Cap Core
Base Currency : USD
Custodian :Goldman Sachs & Company

Gain Type	Gains	Losses	Total
Short-Term	58,254 46	-12,710 05	45,54[illegible]
Long-Term	73,201 10	-7,117 75	66,083 35
Total Realized Gains/Losses.	**131,455 56**	**-19,827.80**	**111,627.76**

Realized Gains/Losses

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
ADBE	ADOBE SYSTEMS INC CMN	01-Nov-2010	11-Mar-2013	7	288 75	197 360	91 39	861	Long-Term
ADBE	ADOBE SYSTEMS INC CMN	03-Nov-2010	11-Mar-2013	24	990 01	689 910	300 10	859	Long-Term
ADBE	ADOBE SYSTEMS INC CMN	02-Nov-2010	11-Mar-2013	14	577 51	395 430	182 08	860	Long-Term
ADBE	ADOBE SYSTEMS INC CMN	05-Jan-2011	11-Mar-2013	82	3,382 54	2,622 360	760 18	796	Long-Term
ADBE	ADOBE SYSTEMS INC CMN	30-Mar-2011	11-Mar-2013	103	4,248 80	3,379 110	869 69	712	Long-Term
ADBE	ADOBE SYSTEMS INC CMN	22-Jul-2011	11-Mar-2013	140	5,775 07	4,163 430	1,611 64	598	Long-Term
AET	AETNA INC CMN	08-Feb-2013	11-Mar-2013	465	23,137 88	23,619 090	-481 21	31	Short-Term
ALTR	ALTERA CORP CMN	24-Apr-2012	11-Mar-2013	367	12,815 20	12,606 230	208 97	321	Short-Term
ALTR	ALTERA CORP CMN	19-Dec-2012	11-Mar-2013	48	1,676 10	1,665 430	10 67	82	Short-Term
BUD	ANHEUSER-BUSCH INBEV S A SPONSORED ADR CMN	01-Feb-2013	11-Mar-2013	204	19,689 53	18,597 820	1,091 71	38	Short-Term
BUD	ANHEUSER-BUSCH INBEV S A SPONSORED ADR CMN	05-Feb-2013	11-Mar-2013	112	10,809 94	9,875 280	934 66	34	Short-Term
T	AT&T INC CMN	05-Mar-2012	11-Mar-2013	124	4,517 28	3,836 890	680 39	371	Long-Term
T	AT&T INC CMN	23-Apr-2012	11-Mar-2013	70	2,550 08	2,148 190	401 89	322	Short-Term
T	AT&T INC CMN	14-Nov-2012	11-Mar-2013	99	3,606 54	3,384 020	222 52	117	Short-Term
T	AT&T INC CMN	25-Feb-2013	11-Mar-2013	177	6,448 05	6,324 780	123 27	14	Short-Term

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
T	AT&T INC CMN	23-Apr-2012	11-Mar-2013	125	4,553 71	3,841 460	712 25	322	Short-Term
T	AT&T INC CMN	06-Feb-2013	11-Mar-2013	434	15,810 48	15,319 110	491 37	33	Short-Term
AVB	AVALONBAY COMMUNITIES INC CMN	11-Feb-2013	11-Mar-2013	125	15,443 40	16,258 830	-815 43	28	Short-Term
BIDU	BAIDU, INC SPONSORED ADR CMN	13-May-2013	06-Aug-2013	58	7,823 31	5,428 350	2,394 96	85	Short-Term
BAC	BANK OF AMERICA CORP CMN	13-Feb-2012	11-Mar-2013	460	5,586 76	3,808 560	1,778 20	392	Long-Term
BAC	BANK OF AMERICA CORP CMN	23-Jan-2012	11-Mar-2013	938	11,392 13	6,825 080	4,567 05	413	Long-Term
BAC	BANK OF AMERICA CORP CMN	15-Feb-2012	11-Mar-2013	345	4,190 07	2,774 040	1,416 03	390	Long-Term
BAC	BANK OF AMERICA CORP CMN	06-Jun-2012	11-Mar-2013	689	8,367 99	5,092 620	3,275 37	278	Short-Term
ABX	BARRICK GOLD CORPORATION CMN	11-Mar-2013	12-Apr-2013	804	18,207 54	23,020 610	-4,813 07	32	Short-Term
BBBY	BED BATH & BEYOND INC CMN	17-Oct-2012	11-Mar-2013	212	12,849 45	13,092 830	-243 38	145	Short-Term
BBBY	BED BATH & BEYOND INC CMN	23-Nov-2012	11-Mar-2013	33	2,000 15	1,980 930	19 22	108	Short-Term
BRKB	BERKSHIRE HATHAWAY INC CLASS B	11-Mar-2013	04-Apr-2013	52	5,436 76	5,382 850	53 91	24	Short-Term
BA	BOEING COMPANY CMN	27-Sep-2010	11-Mar-2013	46	3,761 34	2,965 300	796 04	896	Long-Term
BA	BOEING COMPANY CMN	05-Jan-2011	11-Mar-2013	40	3,270 73	2,673 010	597 72	796	Long-Term
BA	BOEING COMPANY CMN	01-Mar-2011	11-Mar-2013	56	4,579 02	4,011 250	567 77	741	Long-Term
BA	BOEING COMPANY CMN	04-Mar-2013	11-Mar-2013	59	4,824 32	4,550 290	274 03	7	Short-Term
BA	BOEING COMPANY CMN	07-Oct-2009	11-Mar-2013	13	1,062 99	677 890	385 10	1,251	Long-Term
BA	BOEING COMPANY CMN	14-Oct-2008	11-Mar-2013	17	1,390 06	816 810	573 25	1,609	Long-Term
BA	BOEING COMPANY CMN	25-Oct-2012	11-Mar-2013	79	6,459 68	5,610 650	849 03	137	Short-Term
BA	BOEING COMPANY CMN	13-Oct-2008	11-Mar-2013	7	572 38	315 800	256 58	1,610	Long-Term

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
BA	BOEING COMPANY CMN	12-Apr-2010	11-Mar-2013	24	1,962 44	1,740 480	221 96	1,064	Long-Term
BA	BOEING COMPANY CMN	29-Apr-2010	11-Mar-2013	48	3,924 87	3,546 100	378 77	1,047	Long-Term
CP	CANADIAN PACIFIC RAILWAY LTD CMN	11-Mar-2013	18-Apr-2013	75	9,004 88	9,477 250	-472 37	38	Short-Term
CF	CF INDUSTRIES HOLDINGS, INC CMN	04-Mar-2013	11-Mar-2013	17	3,529 80	3,410 330	119 47	7	Short-Term
CF	CF INDUSTRIES HOLDINGS, INC CMN	20-Feb-2013	11-Mar-2013	56	11,627 58	11,684 820	-57 24	19	Short-Term
C	CITIGROUP INC CMN	20-Nov-2012	11-Mar-2013	228	10,672 44	8,220 630	2,451 81	111	Short-Term
C	CITIGROUP INC CMN	12-Dec-2012	11-Mar-2013	119	5,570 26	4,426 360	1,143 90	89	Short-Term
C	CITIGROUP INC CMN	01-Feb-2013	11-Mar-2013	88	4,119 19	3,760 550	358 64	38	Short-Term
COH	COACH INC CMN	04-Apr-2013	30-Jul-2013	373	19,853 25	18,905 580	947 67	117	Short-Term
CVS	CVS CAREMARK CORPORATION CMN	11-Mar-2013	21-Jun-2013	169	9,789 56	8,862 060	927 50	102	Short-Term
DVN	DEVON ENERGY CORPORATION (NEW) CMN	21-Jan-2011	11-Mar-2013	35	1,954 36	2,913 180	-958 82	780	Long-Term
DVN	DEVON ENERGY CORPORATION (NEW) CMN	04-Feb-2011	11-Mar-2013	45	2,512 74	4,009 450	-1,496 71	766	Long-Term
DVN	DEVON ENERGY CORPORATION (NEW) CMN	25-Jan-2011	11-Mar-2013	42	2,345 23	3,569 080	-1,223 85	776	Long-Term
DVN	DEVON ENERGY CORPORATION (NEW) CMN	23-Feb-2011	11-Mar-2013	63	3,517 84	5,654 430	-2,136 59	747	Long-Term
DVN	DEVON ENERGY CORPORATION (NEW) CMN	22-Dec-2011	11-Mar-2013	54	3,015 29	3,418 110	-402 82	445	Long-Term
DVN	DEVON ENERGY CORPORATION (NEW) CMN	11-Nov-2011	11-Mar-2013	52	2,903 61	3,575 550	-671 94	486	Long-Term
DVN	DEVON ENERGY CORPORATION (NEW) CMN	16-Jul-2012	11-Mar-2013	74	4,132 07	4,095 530	36 54	238	Short-Term
DVN	DEVON ENERGY CORPORATION (NEW) CMN	17-Aug-2012	11-Mar-2013	85	4,746 29	4,996 830	-250 54	206	Short-Term

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
DUK	DUKE ENERGY CORPORATION CMN	24-Sep-2012	11-Mar-2013	265	18,443 09	17,125 020	1,318 07	168	Short-Term
DUK	DUKE ENERGY CORPORATION CMN	06-Feb-2013	11-Mar-2013	72	5,010 95	4,941 780	69 17	33	Short-Term
DUK	DUKE ENERGY CORPORATION CMN	18-Oct-2012	11-Mar-2013	34	2,366 28	2,225 500	140 78	144	Short-Term
LLY	ELI LILLY & CO CMN	18-Dec-2012	11-Mar-2013	353	19,414 56	17,448 000	1,966 56	83	Short-Term
EMC	EMC CORPORATION MASS CMN	05-Jan-2011	11-Mar-2013	160	3,917 21	3,740 800	176 41	796	Long-Term
EMC	EMC CORPORATION MASS CMN	19-Nov-2010	11-Mar-2013	212	5,190 30	4,611 330	578 97	843	Long-Term
EMC	EMC CORPORATION MASS CMN	14-Sep-2011	11-Mar-2013	152	3,721 35	3,359 750	361 60	544	Long-Term
EMC	EMC CORPORATION MASS CMN	25-Oct-2012	11-Mar-2013	172	4,211 00	4,148 740	62 26	137	Short-Term
EMC	EMC CORPORATION MASS CMN	29-Jan-2013	11-Mar-2013	263	6,438 91	6,289 410	149 50	41	Short-Term
RE	EVEREST RE GROUP LTD CMN	27-Jan-2011	11-Mar-2013	35	4,456 67	3,016 330	1,440 34	774	Long-Term
RE	EVEREST RE GROUP LTD CMN	01-Aug-2011	11-Mar-2013	23	2,928 67	1,886 250	1,042 42	588	Long-Term
RE	EVEREST RE GROUP LTD CMN	28-Jan-2011	11-Mar-2013	77	9,804 68	6,559 280	3,245 40	773	Long-Term
RE	EVEREST RE GROUP LTD CMN	02-Aug-2011	11-Mar-2013	25	3,183 34	2,075 360	1,107 98	587	Long-Term
XOM	EXXON MOBIL CORPORATION CMN	30-Sep-2011	11-Mar-2013	270	23,965 71	19,978 520	3,987 19	528	Long-Term
XOM	EXXON MOBIL CORPORATION CMN	13-Dec-2011	11-Mar-2013	81	7,189 71	6,580 090	609 62	454	Long-Term
XOM	EXXON MOBIL CORPORATION CMN	23-Apr-2012	11-Mar-2013	42	3,728 00	3,592 170	135 83	322	Short-Term

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
XOM	EXXON MOBIL CORPORATION CMN	15-Jun-2012	11-Mar-2013	102	9,053 71	8,486 770	566 94	269	Short-Term
GE	GENERAL ELECTRIC CO CMN	26-Nov-2010	11-Mar-2013	384	9,029 56	6,077 270	2,952 29	836	Long-Term
GE	GENERAL ELECTRIC CO CMN	05-Jan-2011	11-Mar-2013	290	6,819 20	5,385 160	1,434 04	796	Long-Term
GE	GENERAL ELECTRIC CO CMN	23-Dec-2010	11-Mar-2013	182	4,279 63	3,286 030	993 60	809	Long-Term
GE	GENERAL ELECTRIC CO CMN	22-Jul-2011	11-Mar-2013	271	6,372 42	5,181 830	1,190 59	598	Long-Term
GE	GENERAL ELECTRIC CO CMN	23-Apr-2010	11-Mar-2013	180	4,232 60	3,414 320	818 28	1,053	Long-Term
GE	GENERAL ELECTRIC CO CMN	23-Dec-2009	11-Mar-2013	162	3,809 34	2,494 510	1,314 83	1,174	Long-Term
GE	GENERAL ELECTRIC CO CMN	22-Feb-2010	11-Mar-2013	134	3,150 94	2,173 150	977 79	1,113	Long-Term
GE	GENERAL ELECTRIC CO CMN	06-Apr-2010	11-Mar-2013	180	4,232 60	3,349 070	883 53	1,070	Long-Term
GE	GENERAL ELECTRIC CO CMN	12-Apr-2010	11-Mar-2013	175	4,115 03	3,253 250	861 78	1,064	Long-Term
GM	GENERAL MOTORS COMPANY CMN	03-Oct-2012	11-Mar-2013	142	3,995 79	3,428 510	567 28	159	Short-Term
GM	GENERAL MOTORS COMPANY CMN	10-Sep-2012	11-Mar-2013	358	10,073 89	8,228 310	1,845 58	182	Short-Term
GOOG	GOOGLE, INC CMN CLASS A	01-Nov-2012	11-Mar-2013	17	14,203 18	11,726 520	2,476 66	130	Short-Term
HAL	HALLIBURTON COMPANY CMN	24-Jan-2012	08-Apr-2013	151	5,791 99	5,295 670	496 32	440	Long-Term
IBM	INTL BUSINESS MACHINES CORP CMN	11-Mar-2013	13-May-2013	22	4,451 20	4,601 300	-150 10	63	Short-Term

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
IBM	INTL BUSINESS MACHINES CORP CMN	11-Mar-2013	23-May-2013	148	30,612 42	30,954 200	-341 78	73	Short-Term
JPM	JPMORGAN CHASE & CO CMN	19-Nov-2010	11-Mar-2013	78	3,931 89	3,069 430	862 46	843	Long-Term
JPM	JPMORGAN CHASE & CO CMN	22-Dec-2011	11-Mar-2013	111	5,595 38	3,722 270	1,873 11	445	Long-Term
JPM	JPMORGAN CHASE & CO CMN	16-Jul-2012	11-Mar-2013	88	4,435 98	3,104 820	1,331 16	238	Short-Term
JPM	JPMORGAN CHASE & CO CMN	05-Jan-2011	11-Mar-2013	132	6,653 97	5,887 200	766 77	796	Long-Term
JPM	JPMORGAN CHASE & CO CMN	22-May-2012	11-Mar-2013	126	6,351 52	4,326 350	2,025 17	293	Short-Term
JPM	JPMORGAN CHASE & CO CMN	07-Oct-2009	11-Mar-2013	38	1,915 54	1,707 240	208 30	1,251	Long-Term
JPM	JPMORGAN CHASE & CO CMN	31-Oct-2007	11-Mar-2013	112	5,645 79	5,297 330	348 46	1,958	Long-Term
JPM	JPMORGAN CHASE & CO CMN	14-Nov-2008	11-Mar-2013	51	2,570 85	1,806 390	764 46	1,578	Long-Term
JPM	JPMORGAN CHASE & CO CMN	29-Dec-2008	11-Mar-2013	70	3,528 62	2,052 630	1,475 99	1,533	Long-Term
JPM	JPMORGAN CHASE & CO CMN	12-Apr-2010	11-Mar-2013	99	4,990 48	4,550 040	440 44	1,064	Long-Term
LRCX	LAM RESEARCH CORP CMN	29-Nov-2012	11-Mar-2013	93	3,951 87	3,300 220	651 65	102	Short-Term
LRCX	LAM RESEARCH CORP CMN	07-Mar-2012	11-Mar-2013	150	6,373 99	6,025 770	348 22	369	Long-Term
LRCX	LAM RESEARCH CORP CMN	08-Mar-2012	11-Mar-2013	142	6,034 04	5,790 900	243 14	368	Long-Term
LRCX	LAM RESEARCH CORP CMN	19-Nov-2012	11-Mar-2013	87	3,696 91	3,017 250	679 66	112	Short-Term

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
LOW	LOWES COMPANIES INC CMN	08-Feb-2012	11-Mar-2013	229	9,036 14	6,164 810	2,871 33	397	Long-Term
LOW	LOWES COMPANIES INC CMN	22-Dec-2011	11-Mar-2013	80	3,156 73	2,041 970	1,114 76	445	Long-Term
LOW	LOWES COMPANIES INC CMN	22-May-2012	11-Mar-2013	108	4,261 58	2,806 320	1,455 26	293	Short-Term
LOW	LOWES COMPANIES INC CMN	06-Jun-2012	11-Mar-2013	62	2,446 46	1,700 850	745 61	278	Short-Term
GDX	MARKET VECTORS ETF TRUST GOLD MINERS INDEX FD ETF FUND	11-Mar-2013	02-Jul-2013	302	7,124 74	11,189 100	-4,064 36	113	Short-Term
MAS	MASCO CORPORATION CMN	08-Jun-2012	11-Mar-2013	242	4,839 89	3,205 110	1,634 78	276	Short-Term
MAS	MASCO CORPORATION CMN	01-Aug-2012	11-Mar-2013	186	3,719 92	2,230 500	1,489 42	222	Short-Term
MAS	MASCO CORPORATION CMN	31-Jul-2012	11-Mar-2013	78	1,559 97	935 990	623 98	223	Short-Term
MCD	MC DONALDS CORP CMN	11-Mar-2013	23-May-2013	197	19,938 26	19,457 690	480 57	73	Short-Term
MCK	MCKESSON CORPORATION CMN	11-Mar-2013	11-Jun-2013	73	8,301 69	7,975 980	325 71	92	Short-Term
MRK	MERCK & CO , INC CMN	12-Dec-2012	11-Mar-2013	238	10,260 11	10,799 130	-539 02	89	Short-Term
MRK	MERCK & CO , INC CMN	25-Jun-2012	11-Mar-2013	283	12,200 05	11,259 920	940 13	259	Short-Term
MRK	MERCK & CO , INC CMN	18-Dec-2012	11-Mar-2013	87	3,750 55	3,846 500	-95 95	83	Short-Term
MRK	MERCK & CO , INC CMN	05-Feb-2013	11-Mar-2013	155	6,682 01	6,414 980	267 03	34	Short-Term
MGM	MGM RESORTS INTERNATIONAL CMN	06-Jun-2012	11-Mar-2013	523	6,474 59	5,988 060	486 53	278	Short-Term
MGM	MGM RESORTS INTERNATIONAL CMN	14-Sep-2012	11-Mar-2013	236	2,921 61	2,750 820	170 79	178	Short-Term
MS	MORGAN STANLEY CMN	01-Nov-2011	11-Mar-2013	35	802 88	567 660	235 22	496	Long-Term
MS	MORGAN STANLEY CMN	13-Mar-2012	11-Mar-2013	176	4,037 35	3,247 780	789 57	363	Short-Term

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
MS	MORGAN STANLEY CMN	22-Dec-2011	11-Mar-2013	188	4,312 62	2,970 340	1,342 28	445	Long-Term
NCR	NCR CORPORATION CMN	11-Mar-2013	27-Jun-2013	290	9,575 60	7,929 210	1,646 39	108	Short-Term
NVS	NOVARTIS AG-ADR SPONSORED ADR CMN	11-Mar-2013	08-Apr-2013	190	13,540 73	13,068 300	472 43	28	Short-Term
OXY	OCCIDENTAL PETROLEUM CORP CMN	12-Dec-2012	11-Mar-2013	169	13,975 98	12,887 940	1,088 04	89	Short-Term
OXY	OCCIDENTAL PETROLEUM CORP CMN	25-Jan-2013	11-Mar-2013	50	4,134 91	4,194 090	-59 18	45	Short-Term
PFE	PFIZER INC CMN	07-Oct-2011	11-Mar-2013	817	22,995 91	15,174 710	7,821 20	521	Long-Term
PFE	PFIZER INC CMN	14-Dec-2011	11-Mar-2013	350	9,851 37	7,324 980	2,526 39	453	Long-Term
PPL	PPL CORPORATION CMN	12-Apr-2011	11-Mar-2013	356	10,786 56	9,294 480	1,492 08	699	Long-Term
PPL	PPL CORPORATION CMN	14-Sep-2011	11-Mar-2013	121	3,666 22	3,389 880	276 34	544	Long-Term
PPL	PPL CORPORATION CMN	03-Apr-2012	11-Mar-2013	140	4,241 90	3,929 530	312 37	342	Short-Term
PPL	PPL CORPORATION CMN	25-Oct-2012	11-Mar-2013	128	3,878 31	3,758 640	119 67	137	Short-Term
PRU	PRUDENTIAL FINANCIAL INC CMN	12-Apr-2010	11-Mar-2013	13	779 36	834 110	-54 75	1,064	Long-Term
PRU	PRUDENTIAL FINANCIAL INC CMN	05-Jan-2011	11-Mar-2013	65	3,896 79	3,961 750	-64 96	796	Long-Term
PRU	PRUDENTIAL FINANCIAL INC CMN	27-Oct-2010	11-Mar-2013	67	4,016 69	3,542 970	473 72	866	Long-Term
PRU	PRUDENTIAL FINANCIAL INC CMN	19-Nov-2010	11-Mar-2013	57	3,417 18	3,077 900	339 28	843	Long-Term
PRU	PRUDENTIAL FINANCIAL INC CMN	03-May-2012	11-Mar-2013	50	2,997 53	2,795 710	201 82	312	Short-Term
PRU	PRUDENTIAL FINANCIAL INC CMN	11-May-2012	11-Mar-2013	83	4,975 90	4,295 970	679 93	304	Short-Term
PRU	PRUDENTIAL FINANCIAL INC CMN	19-Nov-2012	11-Mar-2013	52	3,117 43	2,589 290	528 14	112	Short-Term
PRU	PRUDENTIAL FINANCIAL INC CMN	06-Jun-2012	11-Mar-2013	148	8,872 68	6,934 310	1,938 37	278	Short-Term

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
SNY	SANOFI SPONSORED ADR CMN	11-Mar-2013	17-Apr-2013	82	4,304 83	4,037 070	267 76	37	Short-Term
STI	SUNTRUST BANKS INC $1 00 PAR CMN	21-Dec-2010	11-Mar-2013	38	1,121 05	1,057 780	63 27	811	Long-Term
STI	SUNTRUST BANKS INC $1 00 PAR CMN	20-Dec-2010	11-Mar-2013	22	649 03	595 840	53 19	812	Long-Term
STI	SUNTRUST BANKS INC $1 00 PAR CMN	22-Dec-2010	11-Mar-2013	38	1,121 05	1,095 500	25 55	810	Long-Term
STI	SUNTRUST BANKS INC $1 00 PAR CMN	23-Dec-2010	11-Mar-2013	87	2,566 63	2,504 370	62 26	809	Long-Term
STI	SUNTRUST BANKS INC $1 00 PAR CMN	01-Feb-2011	11-Mar-2013	50	1,475 07	1,563 000	-87 93	769	Long-Term
STI	SUNTRUST BANKS INC $1 00 PAR CMN	21-Mar-2011	11-Mar-2013	180	5,310 26	5,329 640	-19 38	721	Long-Term
STI	SUNTRUST BANKS INC $1 00 PAR CMN	12-Jan-2012	11-Mar-2013	155	4,572 72	3,248 450	1,324 27	424	Long-Term
STI	SUNTRUST BANKS INC $1 00 PAR CMN	13-May-2011	11-Mar-2013	157	4,631 73	4,319 090	312 64	668	Long-Term
STI	SUNTRUST BANKS INC $1 00 PAR CMN	04-Jun-2012	11-Mar-2013	160	4,720 23	3,371 390	1,348 84	280	Short-Term
TRV	THE TRAVELERS COMPANIES, INC CMN	16-Dec-2011	11-Mar-2013	61	4,964 68	3,498 170	1,466 51	451	Long-Term
TRV	THE TRAVELERS COMPANIES, INC CMN	13-Mar-2012	11-Mar-2013	83	6,755 22	4,783 360	1,971 86	363	Short-Term
TRV	THE TRAVELERS COMPANIES, INC CMN	15-Dec-2011	11-Mar-2013	12	976 66	679 980	296 68	452	Long-Term
TRV	THE TRAVELERS COMPANIES, INC CMN	31-Jan-2012	11-Mar-2013	77	6,266 89	4,495 740	1,771 15	405	Long-Term
TMO	THERMO FISHER SCIENTIFIC INC CMN	11-Mar-2013	16-Apr-2013	60	4,870 54	4,612 800	257 74	36	Short-Term
RIG	TRANSOCEAN LTD CMN	03-Oct-2012	11-Mar-2013	178	9,392 84	8,039 370	1,353 47	159	Short-Term

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
VRTX	VERTEX PHARMACEUTICALS INC CMN	20-Nov-2012	11-Mar-2013	68	3,586 92	2,853 210	733 71	111	Short-Term
VRTX	VERTEX PHARMACEUTICALS INC CMN	08-Feb-2012	11-Mar-2013	93	4,905 64	3,410 930	1,494 71	397	Long-Term
VRTX	VERTEX PHARMACEUTICALS INC CMN	04-Jun-2012	11-Mar-2013	54	2,848 44	3,116 210	-267 77	280	Short-Term
VRTX	VERTEX PHARMACEUTICALS INC CMN	19-Nov-2012	11-Mar-2013	23	1,213 22	952 020	261 20	112	Short-Term
VRTX	VERTEX PHARMACEUTICALS INC CMN	01-Feb-2013	11-Mar-2013	91	4,800 14	4,151 560	648 58	38	Short-Term
VIAB	VIACOM INC CMN CLASS B	25-Sep-2012	11-Mar-2013	232	14,325 67	12,819 720	1,505 95	167	Short-Term
WAG	WALGREEN CO CMN	05-Mar-2013	11-Mar-2013	164	6,712 37	6,641 740	70 63	6	Short-Term
WAG	WALGREEN CO CMN	15-Jan-2013	11-Mar-2013	343	14,038 67	13,480 530	558 14	55	Short-Term
WAG	WALGREEN CO CMN	05-Feb-2013	11-Mar-2013	105	4,297 55	4,356 200	-58 65	34	Short-Term
XEL	XCEL ENERGY INC CMN	11-Apr-2012	11-Mar-2013	459	13,296 93	11,956 280	1,340 65	334	Short-Term
XEL	XCEL ENERGY INC CMN	25-Jun-2012	11-Mar-2013	295	8,545 96	8,219 130	326 83	259	Short-Term
XEL	XCEL ENERGY INC CMN	25-Oct-2012	11-Mar-2013	157	4,548 19	4,371 260	176 93	137	Short-Term
TOTAL					**1,048,515.34**		**111,627.76**		

(i) This position is a gifted security

(ii) This position is an inherited security

(iii) This position is an inherited then gifted security

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