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**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 **DEC 1, 2012**, and ending **NOV 30, 2013**

Name of foundation: **THE RALLIS FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **PO BOX 1219**

City or town, state, and ZIP code: **NEWPORT BEACH, CA 92659**

A Employer identification number: **33-0590516**

B Telephone number: **949-759-5730**

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

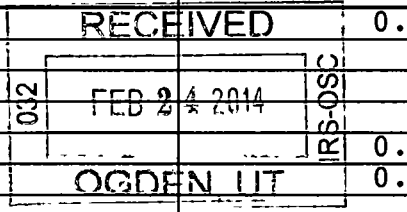
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 3,422,616.**

J Accounting method: Cash Accrual
 Other (specify) _____

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		2,000,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		15,897.	15,897.		STATEMENT 1
4 Dividends and interest from securities		58,034.	58,034.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		321,185.			
b Gross sales price for all assets on line 6a		3,696,942.			
7 Capital gain net income (from Part IV, line 2)			321,185.		
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		2,395,116.	395,116.		
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 3		1,903.	0.		0.
c Other professional fees STMT 4		12,352.	0.		0.
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		2,767.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		17,022.	0.		0.
25 Contributions, gifts, grants paid		170,000.			170,000.
26 Total expenses and disbursements. Add lines 24 and 25		187,022.	0.		170,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		2,208,094.			
b Net investment income (if negative, enter -0-)			395,116.		
c Adjusted net income (if negative, enter -0-)				N/A	

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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		35,484.	45,040.	45,042.	
	2	Savings and temporary cash investments		58,889.	362,289.	362,289.	
	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			46,250.		
	b	Investments - corporate stock	STMT 6		559,644.	2,191,713.	2,363,139.
	c	Investments - corporate bonds			309,193.		
	11	Investments - land, buildings, and equipment basis					
	Less accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other	STMT 7		26,661.	645,173.	652,146.	
14	Land, buildings, and equipment: basis						
	Less accumulated depreciation						
15	Other assets (describe)						
16	Total assets (to be completed by all filers)			1,036,121.	3,244,215.	3,422,616.	
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 and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>						
	27	Capital stock, trust principal, or current funds			1,036,121.	3,244,215.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds			0.	0.	
30	Total net assets or fund balances			1,036,121.	3,244,215.		
31	Total liabilities and net assets/fund balances			1,036,121.	3,244,215.		

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	1,036,121.
2	Enter amount from Part I, line 27a	2	2,208,094.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	3,244,215.
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	3,244,215.

Part IV Capital Gains and Losses for Tax on Investment Income

1a	(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.)
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	3,696,942.		3,375,757.	321,185.

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			
b			
c			
d			
e			321,185.

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	321,185.
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	40,000.	1,015,264.	.039399
2010	65,000.	992,145.	.065515
2009	66,000.	829,381.	.079577
2008	36,000.	742,197.	.048505
2007	76,500.	809,177.	.094541

2	Total of line 1, column (d)	2	.327537
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	.065507
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,112,766.
5	Multiply line 4 by line 3	5	203,908.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,951.
7	Add lines 5 and 6	7	207,859.
8	Enter qualifying distributions from Part XII, line 4	8	170,000.

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	7,902.
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	7,902.
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	7,902.
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	66.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	7,968.
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		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		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 ▶ N/A	X		
14	The books are in care of ▶ JOHN RALLIS Telephone no. ▶ 949-759-5730 Located at ▶ PO BOX 1219, NEWPORT BEACH, CA ZIP+4 ▶ 92659			
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			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 ▶		Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		
	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		
	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)		
	N/A	3b
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)? **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? **N/A** Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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? **N/A**

5b		
6b		X
7b		

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

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

(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
JOHN RALLIS PO BOX 1219 NEWPORT BEACH, CA 92659	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
MARY LYNN BERGMAN-RALLIS PO BOX 1219 NEWPORT BEACH, CA 92659	VP/DIRECTOR 0.00	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 THE ONLY ACTIVITY OF THE RALLIS FOUNDATION IS TO MAKE GRANTS TO OTHER ORGANIZATION THAT ARE (A) EXEMPT ORGANIZATIONS AND (B) NOT PRIVATE FOUNDATIONS,	170,000.
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	
3	
All other program-related investments. See instructions.	
4	
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	3,133,625.
b	Average of monthly cash balances	1b	26,544.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,160,169.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,160,169.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	47,403.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,112,766.
6	Minimum investment return. Enter 5% of line 5	6	155,638.

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	155,638.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,902.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,902.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	147,736.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	147,736.
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	147,736.

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	170,000.
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	170,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	170,000.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				147,736.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	28,981.			
b From 2008				
c From 2009	27,732.			
d From 2010	17,663.			
e From 2011				
f Total of lines 3a through e	74,376.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 170,000.				
a Applied to 2011, but not more than line 2a			0.	
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				147,736.
e Remaining amount distributed out of corpus	22,264.			
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:	96,640.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	28,981.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	67,659.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	27,732.			
c Excess from 2010	17,663.			
d Excess from 2011				
e Excess from 2012	22,264.			

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).)

SEE STATEMENT 8
 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 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				
OPERATION SMILE 6435 TIDEWATER DRIVE NORFOLK, VA 23509	N/A	N/A	GENERAL CONTRIBUTION	25,000.
CHILDREN'S CANCER CARING CENTER PO BOX 630218 MIAMI, FL 33163	N/A	N/A	GENERAL CONTRIBUTION	10,000.
CHILDREN'S CLINIC 2790 ATLANTIC AVENUE LONG BEACH, CA 90806	N/A	N/A	GENERAL CONTRIBUTION	5,000.
LOYOLA MARYMOUNT UNIVERSITY 1 LMU DRIVE LOS ANGELES, CA 90045	N/A	N/A	GENERAL CONTRIBUTION	15,000.
SAINT SOPHIA 1324 S NORMANDIE LOS ANGELES, CA 90006	N/A	N/A	GENERAL CONTRIBUTION	10,000.
Total SEE CONTINUATION SHEET(S)				170,000.
b Approved for future payment				
NONE				
Total				0.

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

THE RALLIS FOUNDATION

Employer identification number

33-0590516

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization THE RALLIS FOUNDATION	Employer identification number 33-0590516
--	---

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	JOHN RALLIS <hr/> PO BOX 1219 <hr/> NEWPORT BEACH, CA 92659	\$ 2,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE RALLIS FOUNDATION

33-0590516

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
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization THE RALLIS FOUNDATION	Employer identification number 33-0590516
--	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that 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) ▶ \$ _____
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	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

THE RALLIS FOUNDATION

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 CELGENE	P	04/02/09	01/22/13
b FID ADV	P	12/31/12	01/14/13
c ISHARES	P	01/12/10	01/14/13
d AMER EXP	P	11/16/11	02/05/13
e AVALON BAY	P	08/07/09	02/11/13
f AVALON BAY	P	08/07/09	02/21/13
g BAKERSFIELD	P	10/07/08	02/22/13
h GATX	P	09/15/11	02/05/13
i LOOMIS	P	12/31/12	02/20/13
j MISS POWER	P	10/11/11	02/05/13
k POTASH	P	05/04/12	02/22/13
l PSEG	P	09/14/11	02/20/13
m SAFEWAY	P	11/30/11	02/20/13
n WF ADV	P	12/31/12	02/15/13
o BOEING	P	01/17/13	03/19/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,491.		4,064.	3,427.
b 74,296.		70,466.	3,830.
c 5,759.		4,636.	1,123.
d 21,122.		20,007.	1,115.
e 3,733.		2,059.	1,674.
f 3,755.		2,059.	1,696.
g 28,383.		24,801.	3,582.
h 10,479.		10,025.	454.
i 25,000.		24,705.	295.
j 26,124.		24,958.	1,166.
k 3,301.		3,319.	-18.
l 26,037.		24,937.	1,100.
m 6,270.		5,997.	273.
n 20,000.		19,959.	41.
o 8,119.		7,081.	1,038.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			3,427.
b			3,830.
c			1,123.
d			1,115.
e			1,674.
f			1,696.
g			3,582.
h			454.
i			295.
j			1,166.
k			-18.
l			1,100.
m			273.
n			41.
o			1,038.

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
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

THE RALLIS FOUNDATION

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 WELLS FARGO	P	03/17/11	03/15/13
b WF ADV	P	12/31/12	03/05/13
c AWF ADV	P	12/31/12	03/15/13
d WF ADV	P	12/31/12	03/22/13
e AFLAC	P	02/07/13	04/17/13
f BOEING	P	01/17/13	04/03/13
g CAPITAL ONE	P	01/20/12	04/16/13
h CISCO	P	11/18/05	04/25/13
i FORD	P	06/27/12	04/17/13
j SANDS	P	05/23/12	04/16/13
k MCD	P	03/17/11	04/16/13
l MCD	P	01/01/12	04/17/13
m UPS	P	04/26/12	04/17/13
n VOD	P	12/20/08	04/11/13
o WF ADV	P	12/31/12	04/01/13

(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 20,000.		19,340.	660.
b 10,000.		9,979.	21.
c 27,000.		26,944.	56.
d 250,000.		249,482.	518.
e 10,592.		10,742.	-150.
f 8,128.		7,051.	1,077.
g 7,906.		6,788.	1,118.
h 2,589.		2,147.	442.
i 6,707.		4,926.	1,781.
j 2,591.		2,197.	394.
k 510.		367.	143.
l 7,449.		5,332.	2,117.
m 4,707.		4,255.	452.
n 6,211.		4,787.	1,424.
o 6,500.		6,487.	13.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			660.
b			21.
c			56.
d			518.
e			-150.
f			1,077.
g			1,118.
h			442.
i			1,781.
j			394.
k			143.
l			2,117.
m			452.
n			1,424.
o			13.

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	
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	

THE RALLIS FOUNDATION

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 WF ADV	P	12/31/12	04/10/13
b CAPITAL ONE	P	01/20/12	05/15/13
c CISCO	P	06/28/12	05/11/13
d DIGITAL REALTY	P	03/17/11	05/23/13
e GOOGLE	P	05/25/10	05/01/13
f NUVEEN	P	12/31/12	03/24/13
g WF ADV	P	12/31/12	03/08/13
h WELLS FARGO	P	01/01/01	06/30/13
i WELLS FARGO	P	01/01/01	07/30/13
j FOAMEX PUT	P	11/30/92	12/31/12
k FOAMEX PUT	P	11/30/92	08/19/13
l UBS STOCK SALES-SEE STATEMENT	P	VARIOUS	VARIOUS
m UBS STOCK SALES-SEE STATEMENT	P	VARIOUS	VARIOUS
n CAPITAL GAINS DIVIDENDS			
o			

(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 50,000.		49,896.	104.
b 7,760.		6,885.	875.
c 12,368.		10,969.	1,399.
d 3,866.		3,407.	459.
e 2,399.		1,412.	987.
f 50,000.		47,245.	2,755.
g 25,000.		24,948.	52.
h 10,618.		3,273.	7,345.
i 2,492.		378.	2,114.
j 97,193.			97,193.
k 58,801.			58,801.
l 1,681,374.		1,681,791.	-417.
m 1,052,378.		935,656.	116,722.
n 1,934.			1,934.
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			104.
b			875.
c			1,399.
d			459.
e			987.
f			2,755.
g			52.
h			7,345.
i			2,114.
j			97,193.
k			58,801.
l			-417.
m			116,722.
n			1,934.
o			

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	321,185.
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 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
ORANGE COAST COLLEGE FOUNDATION 2701 FAIRVIEW ROAD COSTA MESA , CA 92626	N/A	N/A	GENERAL CONTRIBUTION	50,000.
ASSISTANCE LEAGUE OF NEWPORT MESA 2220 FAIRVIEW ROAD COSTA MESA, CA 92627	N/A	N/A	GENERAL CONTRIBUTION GENERAL CONTRIBUTION	25,000.
SPECIAL PEOPLE IN NEED 300 N LA SALLE DR STE 4000 CHICAGO, IL 60654	N/A	N/A	GENERAL CONTRIBUTION	10,000.
MICHAEL FUX FOUNDATION 187 ROUTE 36 SUITE 201 WEST LONG BEACH, NJ 07764	N/A	N/A	GENERAL CONTRIBUTION	10,000.
NEWPORT BEACH PUBLIC LIRARY FOUNDATION 1000 AVACADO NEWPORT BEACH, CA 92660	N/A	N/A	GENERAL CONTRIBUTION	10,000.
Total from continuation sheets				105,000.

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - SAINT SOPHIA

GENERAL CONTRIBUTION

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
WELLS FARGO	15,897.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	15,897.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO	59,968.	1,934.	58,034.
TOTAL TO FM 990-PF, PART I, LN 4	59,968.	1,934.	58,034.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SLGG	1,903.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,903.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ASSET MANAGEMENT FEES-WF/UBS	12,352.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	12,352.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CALIFORNIA FEE	10.	0.		0.
FOREIGN TAX	730.	0.		0.
ATTORNEY GENERAL FEE	50.	0.		0.
FEDERAL TAXES	1,977.	0.		0.
TO FORM 990-PF, PG 1, LN 23	2,767.	0.		0.

FORM 990-PF	CORPORATE STOCK		STATEMENT 6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
JNJ	78,663.	85,102.	
INTC	76,195.	81,175.	
DIAGEO	76,695.	82,986.	
UPS	72,325.	85,078.	
AFLAC	75,376.	83,759.	
BOEING	66,121.	84,443.	
BRIT AMER TOB	79,842.	81,448.	
CLOROX	76,844.	85,064.	
KO	80,246.	83,877.	
COLGATE	75,699.	84,829.	
CSX	78,610.	84,973.	
EMERSON	77,489.	84,005.	
ILL TOOL	76,814.	83,719.	
MED	76,421.	82,655.	
NEXTERA	79,349.	82,306.	
NORDSTROM	75,242.	82,242.	
NORTHEAST UTIL	82,738.	81,749.	
NOVARTIS	80,305.	84,262.	
OCCIDENTAL	75,400.	82,235.	
PEARSON	82,561.	87,975.	
SANOFF	79,619.	83,736.	
STANLEY	88,022.	82,529.	
TEVA	85,649.	88,816.	
SA FRANCE ADR	76,413.	85,171.	
UNILEVER	83,562.	85,090.	
UNIT TECH	80,727.	86,693.	
VF	71,344.	87,967.	
YUM	83,442.	89,255.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,191,713.	2,363,139.	

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BLACKROCK	COST	130,204.	132,298.
GS STRAT INC	COST	97,663.	98,316.
HARTFORD BOND F	COST	65,155.	65,836.
JANUS BOND FUND	COST	130,252.	131,625.
JP MORGAN	COST	110,880.	111,349.
MAINSTAY	COST	111,019.	112,722.
TOTAL TO FORM 990-PF, PART II, LINE 13		645,173.	652,146.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 8

NAME OF MANAGER

JOHN RALLIS
 MARY LYNN BERGMAN-RALLIS

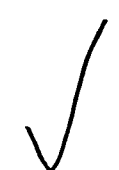
The Rallis Foundation
Realized gain/(loss)
Year 2013

CU xxx36
CU xxx07
CU xxx08

TRF-DR
TRF-Liquid
TRF-RMI

	CUSIP	Quantity	Purchase date	Purchase amount (\$)	Sale date	Sale amount (\$)	Realized gain/(loss) (\$)	Percent gain/(loss) (%)	Term	Wash sale amount (\$)
ABBOTT LABS	002824100	51	10/18/2012	\$ 1,620 38	8/23/2013	\$ 1,765 20	\$ 144 82	8 94%	S	
ABBOTT LABS	002824100	22	12/21/2012	\$ 696 52	8/23/2013	\$ 761 46	\$ 64 94	9 32%	S	
ABBOTT LABS	002824100	364	1/16/2013	\$ 11,924 09	8/23/2013	\$ 12,598 70	\$ 674 61	5 66%	S	
ABBOTT LABS	002824100	132	5/21/2013	\$ 4,981 99	8/23/2013	\$ 4,568 76	\$ (413 23)	-8.29%	S	
ABBVIE INC COM	00287Y109	51	10/18/2012	\$ 1,757 15	8/23/2013	\$ 2,194 18	\$ 437 03	24 87%	S	
ABBVIE INC COM	00287Y109	22	12/21/2012	\$ 755 32	8/23/2013	\$ 946 51	\$ 191 19	25 31%	S	
ABBVIE INC COM	00287Y109	239	1/8/2013	\$ 8,158 36	8/23/2013	\$ 10,282 53	\$ 2,124 17	26 04%	S	
ABBVIE INC COM	00287Y109	283	1/24/2013	\$ 10,566 26	8/23/2013	\$ 12,175 55	\$ 1,609 29	15 23%	S	
ACCENTURE PLC IRELAND	CI G1151C101	44	11/19/2007	\$ 1,580.40	8/23/2013	\$ 3,256 25	\$ 1,675 85	106 04%	L	
ACCENTURE PLC IRELAND	CI G1151C101	54	8/18/2011	\$ 2,668 17	8/23/2013	\$ 3,996.31	\$ 1,328 14	49 78%	L	
ACCENTURE PLC IRELAND	CI G1151C101	22	12/16/2011	\$ 1,182.94	8/23/2013	\$ 1,628 12	\$ 445 18	37 63%	L	
ACCENTURE PLC IRELAND	CI G1151C101	65	3/15/2013	\$ 5,018 64	8/23/2013	\$ 4,810 37	\$ (208 27)	-4 15%	S	
ACCENTURE PLC IRELAND	CI G1151C101	122	6/28/2013	\$ 8,753 49	8/23/2013	\$ 9,028 70	\$ 275.21	3 14%	S	
ACE LTD CHF	H0023R105	70	8/10/2011	\$ 4,269.32	8/23/2013	\$ 6,311 02	\$ 2,041 70	47 82%	L	
ACE LTD CHF	H0023R105	44	6/28/2012	\$ 3,139 86	8/23/2013	\$ 3,966 93	\$ 827 07	26 34%	L	
ACE LTD CHF	H0023R105	101	1/30/2013	\$ 8,430 13	8/23/2013	\$ 9,105 90	\$ 675 77	8 02%	S	
ACE LTD CHF	H0023R105	110	5/22/2013	\$ 9,927 14	8/23/2013	\$ 9,917 32	\$ (9 82)	-0 10%	S	
AFLAC INC	001055102	50	8/23/2013	\$ 2,986 38	#####	\$ 3,306 60	\$ 320 22	10 72%	S	
ALLERGAN INC	018490102	56	2/2/2012	\$ 4,797 32	8/23/2013	\$ 5,031 42	\$ 234.10	4 88%	L	
ALLERGAN INC	018490102	17	7/31/2012	\$ 1,394 50	8/23/2013	\$ 1,527 39	\$ 132 89	9 53%	L	
ALLERGAN INC	018490102	34	8/17/2012	\$ 2,948.48	8/23/2013	\$ 3,054 79	\$ 106 31	3 61%	L	
ALLERGAN INC	018490102	30	1/23/2013	\$ 3,139 20	8/23/2013	\$ 2,695 40	\$ (443 80)	-14.14%	S	
ALLERGAN INC	018490102	174	5/1/2013	\$ 17,457 68	8/23/2013	\$ 15,633 33	\$ (1,824 35)	-10 45%	S	
ALLERGAN INC	018490102	8	5/20/2013	\$ 788 16	8/23/2013	\$ 718 77	\$ (69.39)	-8 80%	S	
AMERICAN CAMPUS	COF 024835100	400	3/17/2011	\$ 12,150 80	8/23/2013	\$ 13,879 44	\$ 1,728.64	14 23%	L	
AMERICAN CAMPUS	COF 024835100	325	3/12/2013	\$ 14,423 50	8/23/2013	\$ 11,277 05	\$ (3,146 45)	-21 81%	S	
AMERICAN CAMPUS	COF 024835100	227	4/26/2013	\$ 9,674 13	8/23/2013	\$ 7,876 58	\$ (1,797 55)	-18 58%	S	
APACHE CORP	037411105	38	1/22/2010	\$ 3,918 94	8/23/2013	\$ 3,007 41	\$ (911 53)	-23 26%	L	
APACHE CORP	037411105	15	9/27/2010	\$ 1,477 05	8/23/2013	\$ 1,187 13	\$ (289 92)	-19 63%	L	
APACHE CORP	037411105	59	5/30/2012	\$ 4,791.57	8/23/2013	\$ 4,669 40	\$ (122 17)	-2 55%	L	
APACHE CORP	037411105	228	2/15/2013	\$ 17,735 57	8/23/2013	\$ 18,044 45	\$ 308 88	1 74%	S	
APPLE INC	037833100	13	10/6/2011	\$ 4,973 04	8/23/2013	\$ 6,528 10	\$ 1,555 06	31 27%	L	
APPLE INC	037833100	5	11/11/2011	\$ 1,920 56	8/23/2013	\$ 2,510 80	\$ 590 24	30 73%	L	
APPLE INC	037833100	1	6/28/2012	\$ 572.24	8/23/2013	\$ 502.16	\$ (70 08)	-12 25%	L	
APPLE INC	037833100	60	1/24/2013	\$ 27,834 04	8/23/2013	\$ 30,129 68	\$ 2,295 64	8 25%	S	
APPLE INC	037833100	13	4/22/2013	\$ 5,143 19	8/23/2013	\$ 6,528 10	\$ 1,384 91	26 93%	S	
ASHMORE EMERGING MARKETS	044820504	851 17	1/11/2013	\$ 8,750 00	8/23/2013	\$ 8,035 02	\$ (714.98)	-8 17%	S	
ASHMORE EMERGING MARKETS	044820504	1 11	7/24/2013	\$ 10 44	8/23/2013	\$ 10 44	\$ -	0 00%	S	-0 22
ASHMORE EMERGING MARKETS	044820504	4 06	8/23/2013	\$ 38 52	#####	\$ 38.54	\$ 0 02	0 05%	S	0 22
ASHMORE EMERGING MARKETS	044820504	0	8/26/2013	\$ 0 01	#####	\$ 0.01	\$ -	0 00%	S	
ASTRAZENECA PLC SPON ADR	046353108	1,551 00	8/23/2013	\$ 78,446 17	#####	\$ 81,803 75	\$ 3,357 58	4 28%	S	
BANK OF AMER CORP B/E	0106051GEM7	5,000 00	1/19/2012	\$ 4,979 30	8/21/2013	\$ 5,419 75	\$ 440 45	8 85%	L	
BERKSHIRE HATHAWAY INC	I 084670702	15	2/17/2009	\$ 835 51	8/23/2013	\$ 1,717 25	\$ 881 74	105 53%	L	
BERKSHIRE HATHAWAY INC	I 084670702	24	8/24/2009	\$ 1,610.40	8/23/2013	\$ 2,747 59	\$ 1,137 19	70 62%	L	
BERKSHIRE HATHAWAY INC	I 084670702	23	2/28/2012	\$ 1,828 48	8/23/2013	\$ 2,633 11	\$ 804 63	44 01%	L	
BERKSHIRE HATHAWAY INC	I 084670702	67	5/21/2013	\$ 7,563 83	8/23/2013	\$ 7,670 36	\$ 106 53	1 41%	S	
BHP BILLITON LTD SPON	ADI 088606108	163	6/28/2013	\$ 9,439 17	8/23/2013	\$ 10,602 35	\$ 1,163 18	12 32%	S	
BOEING COMPANY	097023105	117	8/23/2013	\$ 12,299 30	#####	\$ 15,527 03	\$ 3,227 73	26 24%	S	
CAPITAL ONE FINCL CORP	14040H105	160	1/18/2013	\$ 9,094 39	8/23/2013	\$ 10,580 04	\$ 1,485 65	16 34%	S	
CAPITAL ONE FINCL CORP	14040H105	210	2/13/2013	\$ 11,623 31	8/23/2013	\$ 13,886 30	\$ 2,262 99	19.47%	S	
CELANESE CORP NEW SER A	150870103	112	8/10/2011	\$ 4,510 83	8/23/2013	\$ 5,635.62	\$ 1,124.79	24 94%	L	
CELANESE CORP NEW SER A	150870103	6	3/5/2012	\$ 277 01	8/23/2013	\$ 301 91	\$ 24 90	8 99%	L	
CELANESE CORP NEW SER A	150870103	8	9/28/2012	\$ 303 57	8/23/2013	\$ 402 54	\$ 98 97	32 60%	S	
CELANESE CORP NEW SER A	150870103	30	3/18/2013	\$ 1,375 33	8/23/2013	\$ 1,509.54	\$ 134 21	9 76%	S	
CHEVRON CORP	166764100	98	8/24/2009	\$ 6,940 18	8/23/2013	\$ 11,659 59	\$ 4,719 41	68 00%	L	
CHEVRON CORP	166764100	42	7/16/2010	\$ 3,007 05	8/23/2013	\$ 4,996 97	\$ 1,989 92	66 18%	L	
CISCO SYSTEMS INC	17275R102	129	1/29/2013	\$ 2,686 97	8/23/2013	\$ 3,100 45	\$ 413 48	15 39%	S	
CISCO SYSTEMS INC	17275R102	474	2/14/2013	\$ 9,892 38	8/23/2013	\$ 11,392 34	\$ 1,499 96	15 16%	S	
COLORCO	189054109	22	8/23/2013	\$ 1,851 65	#####	\$ 2,020 31	\$ 168 66	9.11%	S	
COLGATE PALMOLIVE CO	194162103	48	8/23/2013	\$ 2,818 90	#####	\$ 3,111 79	\$ 292 89	10 39%	S	
COMCAST CORP NEW CL A	20030N101	10	4/17/2009	\$ 143 90	8/23/2013	\$ 417 33	\$ 273 43	190 01%	L	
COMCAST CORP NEW CL A	20030N101	65	10/12/2009	\$ 992 55	8/23/2013	\$ 2,712 65	\$ 1,720 10	173 30%	L	
COMCAST CORP NEW CL A	20030N101	100	3/17/2011	\$ 2,405 88	8/23/2013	\$ 4,173 31	\$ 1,767 43	73 46%	L	
COMCAST CORP NEW CL A	20030N101	75	3/4/2013	\$ 3,014 89	8/23/2013	\$ 3,129 98	\$ 115 09	3 82%	S	
COMCAST CORP NEW CL A	20030N101	155	5/20/2013	\$ 6,492 93	8/23/2013	\$ 6,468 63	\$ (24 30)	-0 37%	S	
CVS CAREMARK CORP	126650100	124	11/1/2011	\$ 4,406 14	8/23/2013	\$ 7,213.35	\$ 2,807 21	63 71%	L	

CVS CAREMARK CORP	126650100	33	7/19/2012	\$ 1,497.11	8/23/2013	\$ 1,919.68	\$ 422.57	28.23%	L
CVS CAREMARK CORP	126650100	33	8/7/2012	\$ 1,461.08	8/23/2013	\$ 1,919.68	\$ 458.60	31.39%	L
CVS CAREMARK CORP	126650100	53	11/9/2012	\$ 2,463.61	8/23/2013	\$ 3,083.13	\$ 619.52	25.15%	S
CVS CAREMARK CORP	126650100	140	5/10/2013	\$ 8,054.19	8/23/2013	\$ 8,144.11	\$ 89.92	1.12%	S
CVS CAREMARK CORP	126650100	231	5/22/2013	\$ 13,804.54	8/23/2013	\$ 13,437.77	\$ (366.77)	-2.66%	S
DEERE AND CO	244199105	16	2/17/2011	\$ 1,530.94	8/23/2013	\$ 1,334.18	\$ (196.76)	-12.85%	L
DEERE AND CO	244199105	16	3/8/2011	\$ 1,437.75	8/23/2013	\$ 1,334.17	\$ (103.58)	-7.20%	L
DEERE AND CO	244199105	17	3/10/2011	\$ 1,482.96	8/23/2013	\$ 1,417.57	\$ (65.39)	-4.41%	L
DEERE AND CO	244199105	16	6/30/2011	\$ 1,295.18	8/23/2013	\$ 1,334.17	\$ 38.99	3.01%	L
DEERE AND CO	244199105	49	8/16/2012	\$ 3,662.66	8/23/2013	\$ 4,085.92	\$ 423.26	11.56%	L
DEERE AND CO	244199105	198	2/13/2013	\$ 18,150.50	8/23/2013	\$ 16,510.43	\$ (1,640.07)	-9.04%	S
DEERE AND CO	244199105	23	3/28/2013	\$ 1,971.52	8/23/2013	\$ 1,917.88	\$ (53.64)	-2.72%	S
DIGITAL REALTY TRUST INC	RE 253868103	8	10/4/2012	\$ 551.51	8/23/2013	\$ 433.55	\$ (117.96)	-21.39%	S
DIGITAL REALTY TRUST INC	RE 253868103	285	1/29/2013	\$ 20,282.77	8/23/2013	\$ 15,445.28	\$ (4,837.49)	-23.85%	S
DIGITAL REALTY TRUST INC	SE 253868707	250	9/8/2011	\$ 6,250.00	8/23/2013	\$ 5,775.10	\$ (474.90)	-7.60%	L
EMERSON ELECTRIC CO	291011104	15	8/23/2013	\$ 926.90	#####	\$ 997.93	\$ 71.03	7.66%	S
ENSCO PLC CL A	G31575106	124	4/2/2013	\$ 7,164.20	8/23/2013	\$ 7,071.74	\$ (92.46)	-1.29%	S
ENSCO PLC CL A	G31575106	62	4/3/2013	\$ 3,533.13	8/23/2013	\$ 3,535.88	\$ 2.75	0.08%	S
ENSCO PLC CL A	G31575106	73	4/11/2013	\$ 4,108.18	8/23/2013	\$ 4,163.20	\$ 55.02	1.34%	S
EPR PROPERTIES REIT	26884U109	169	2/6/2013	\$ 7,980.67	8/23/2013	\$ 8,612.73	\$ 632.06	7.92%	S
EPR PROPERTIES REIT	26884U109	167	2/19/2013	\$ 7,964.00	8/23/2013	\$ 8,510.80	\$ 546.80	6.87%	S
EPR PROPERTIES REIT	26884U109	102	4/26/2013	\$ 5,689.60	8/23/2013	\$ 5,198.22	\$ (491.38)	-8.64%	S
FIDELITY EMERGING	MAR 315920702	3,290.74	12/20/2012	\$ 49,858.85	8/27/2013	\$ 43,700.96	\$ (6,157.89)	-12.35%	S
FIDELITY EMERGING	MAR 315920702	13	7/31/2013	\$ 176.41	8/27/2013	\$ 172.64	\$ (3.77)	-2.14%	S
GENL ELECTRIC CO	369604103	200	10/25/2005	\$ 6,780.00	8/23/2013	\$ 4,742.42	\$ (2,037.58)	-30.05%	L
GENL ELECTRIC CO	369604103	49	3/30/2006	\$ 1,691.48	8/23/2013	\$ 1,161.89	\$ (529.59)	-31.31%	L
GENL ELECTRIC CO	369604103	153	10/2/2008	\$ 3,414.96	8/23/2013	\$ 3,627.95	\$ 212.99	6.24%	L
GENL ELECTRIC CO	369604103	103	10/21/2011	\$ 1,686.67	8/23/2013	\$ 2,442.34	\$ 755.67	44.80%	L
GENL ELECTRIC CO	369604103	92	12/18/2012	\$ 1,974.20	8/23/2013	\$ 2,181.51	\$ 207.31	10.50%	S
GENL ELECTRIC CO	369604103	972	2/15/2013	\$ 22,754.43	8/23/2013	\$ 23,048.15	\$ 293.72	1.29%	S
GILEAD SCIENCES INC	375558103	198	5/20/2013	\$ 10,999.95	8/23/2013	\$ 11,839.11	\$ 839.16	7.63%	S
GILEAD SCIENCES INC	375558103	198	5/23/2013	\$ 11,043.63	8/23/2013	\$ 11,839.10	\$ 795.47	7.20%	S
GILEAD SCIENCES INC NTS	05 375558A52	2,000.00	12/6/2011	\$ 1,995.46	8/21/2013	\$ 2,124.75	\$ 129.29	6.48%	L
GOLDMAN SACHS GROUP INC	38141G104	3	9/16/2008	\$ 367.27	8/23/2013	\$ 474.71	\$ 107.44	29.25%	L
GOLDMAN SACHS GROUP INC	38141G104	19	11/14/2008	\$ 1,306.28	8/23/2013	\$ 3,006.51	\$ 1,700.23	130.16%	L
GOLDMAN SACHS GROUP INC	38141G104	3	1/22/2010	\$ 466.56	8/23/2013	\$ 474.71	\$ 8.15	1.75%	L
GOLDMAN SACHS GROUP INC	38141G104	16	4/16/2010	\$ 2,545.78	8/23/2013	\$ 2,531.80	\$ (13.98)	-0.55%	L
GOLDMAN SACHS GROUP INC	38141G104	51	10/13/2011	\$ 4,846.02	8/23/2013	\$ 8,070.10	\$ 3,224.08	66.53%	L
GOOGLE INC CL A	38259P508	3	5/25/2010	\$ 1,412.37	8/23/2013	\$ 2,616.25	\$ 1,203.88	85.24%	L
GOOGLE INC CL A	38259P508	5	7/16/2010	\$ 2,332.17	8/23/2013	\$ 4,360.43	\$ 2,028.26	86.97%	L
GOOGLE INC CL A	38259P508	3	12/6/2010	\$ 1,736.88	8/23/2013	\$ 2,616.25	\$ 879.37	50.63%	L
GOOGLE INC CL A	38259P508	3	4/15/2011	\$ 1,618.14	8/23/2013	\$ 2,616.26	\$ 998.12	61.68%	L
GOOGLE INC CL A	38259P508	3	1/16/2013	\$ 2,147.85	8/23/2013	\$ 2,616.25	\$ 468.40	21.81%	S
GOOGLE INC CL A	38259P508	20	3/14/2013	\$ 16,435.60	8/23/2013	\$ 17,441.70	\$ 1,006.10	6.12%	S
HCP INC	40414L109	160	1/14/2009	\$ 3,151.32	8/23/2013	\$ 6,542.16	\$ 3,390.84	107.60%	L
HCP INC	40414L109	100	8/7/2009	\$ 2,570.17	8/23/2013	\$ 4,088.85	\$ 1,518.68	59.09%	L
HCP INC	40414L109	7	1/22/2010	\$ 194.55	8/23/2013	\$ 286.22	\$ 91.67	47.12%	L
HCP INC	40414L109	100	8/24/2010	\$ 3,199.06	8/23/2013	\$ 4,088.85	\$ 889.79	27.81%	L
ILLINOIS TOOL WORKS INC	452308109	22	8/23/2013	\$ 1,606.38	#####	\$ 1,743.50	\$ 137.12	8.54%	S
INTEL CORP	458140100	88	1/22/2010	\$ 1,788.03	#####	\$ 2,155.26	\$ 367.23	20.54%	L
INTL PAPER CO B/E	04.75X 460146C06	10,000.00	11/8/2011	\$ 9,991.90	8/21/2013	\$ 10,344.75	\$ 352.85	3.53%	L
ISHARES CHINA LARGE -CAP	E 464287184	189	1/8/2013	\$ 7,654.18	8/23/2013	\$ 6,717.49	\$ (936.69)	-12.24%	S
ISHARES CHINA LARGE -CAP	E 464287184	40	4/23/2013	\$ 1,439.20	8/23/2013	\$ 1,421.69	\$ (17.51)	-1.22%	S
ISHARES IBOX \$ INVT	GRAI 464287242	375	5/20/2010	\$ 39,907.12	8/23/2013	\$ 41,996.53	\$ 2,089.41	5.24%	L
ISHARES MSCI BRAZIL	CAPF 464286400	127	1/9/2013	\$ 7,157.43	8/23/2013	\$ 5,436.08	\$ (1,721.35)	-24.05%	S
ISHARES MSCI BRAZIL	CAPF 464286400	60	1/30/2013	\$ 3,386.30	8/23/2013	\$ 2,568.22	\$ (818.08)	-24.16%	S
ISHARES MSCI BRAZIL	CAPF 464286400	40	4/2/2013	\$ 2,142.80	8/23/2013	\$ 1,712.15	\$ (430.65)	-20.10%	S
ISHARES MSCI CANADA ETF	464286509	95	10/20/2009	\$ 2,496.60	8/23/2013	\$ 2,624.06	\$ 127.46	5.11%	L
ISHARES MSCI CANADA ETF	464286509	195	1/22/2010	\$ 4,947.13	8/23/2013	\$ 5,386.24	\$ 439.11	8.88%	L
ISHARES MSCI CANADA ETF	464286509	187	1/13/2011	\$ 5,840.01	8/23/2013	\$ 5,165.26	\$ (674.75)	-11.55%	L
ISHARES MSCI CANADA ETF	464286509	16	2/7/2013	\$ 464.00	8/23/2013	\$ 441.95	\$ (22.05)	-4.75%	S
ISHARES MSCI CANADA ETF	464286509	159	4/11/2013	\$ 4,464.70	8/23/2013	\$ 4,391.85	\$ (72.85)	-1.63%	S
ISHARES MSCI CHILE	CAPP 464286640	42	2/22/2011	\$ 3,073.16	8/23/2013	\$ 2,000.85	\$ (1,072.31)	-34.89%	L
ISHARES MSCI CHILE	CAPP 464286640	10	3/17/2011	\$ 659.14	8/23/2013	\$ 476.39	\$ (182.75)	-27.73%	L
ISHARES MSCI CHILE	CAPP 464286640	3	3/25/2013	\$ 193.32	8/23/2013	\$ 142.92	\$ (50.40)	-26.07%	S
ISHARES MSCI CHILE	CAPP 464286640	29	5/28/2013	\$ 1,693.62	8/23/2013	\$ 1,381.54	\$ (312.08)	-18.43%	S
ISHARES MSCI GERMANY ETF	464286806	123	6/7/2010	\$ 2,262.62	8/23/2013	\$ 3,324.91	\$ 1,062.29	46.95%	L
ISHARES MSCI GERMANY ETF	464286806	96	10/8/2010	\$ 2,181.12	8/23/2013	\$ 2,595.04	\$ 413.92	18.98%	L
ISHARES MSCI GERMANY ETF	464286806	4	8/25/2011	\$ 80.57	8/23/2013	\$ 108.13	\$ 27.56	34.21%	L
ISHARES MSCI JAPAN ETF	464286848	139	9/28/2005	\$ 1,728.88	8/23/2013	\$ 1,570.26	\$ (158.62)	-9.17%	L
ISHARES MSCI JAPAN ETF	464286848	402	1/22/2010	\$ 4,152.66	8/23/2013	\$ 4,541.31	\$ 388.65	9.36%	L
ISHARES MSCI JAPAN ETF	464286848	324	7/25/2012	\$ 2,850.91	8/23/2013	\$ 3,660.16	\$ 809.25	28.39%	L
ISHARES MSCI JAPAN ETF	464286848	3,401.00	1/14/2013	\$ 33,907.97	8/23/2013	\$ 38,420.43	\$ 4,512.46	13.31%	S
ISHARES MSCI JAPAN ETF	464286848	773	1/25/2013	\$ 7,628.27	8/23/2013	\$ 8,732.43	\$ 1,104.16	14.47%	S
ISHARES MSCI JAPAN ETF	464286848	596	2/19/2013	\$ 5,995.76	8/23/2013	\$ 6,732.89	\$ 737.13	12.29%	S



PRINCIPAL INVESTORS	PREI 74253Q416	2,777 78	5/20/2010	\$ 25,000 00	8/23/2013	\$ 28,222 22	\$ 3,222 22	12 89%	L
PRINCIPAL INVESTORS	PREI 74253Q416	12 06	7/31/2013	\$ 124 44	8/23/2013	\$ 122 51	\$ (1 93)	-1 55%	S
PUBLIC SERVICE ENTERPRISE	G 744573106	76	6/25/2012	\$ 2,395 44	8/23/2013	\$ 2,489 96	\$ 94 52	3 95%	L
PUBLIC SERVICE ENTERPRISE	G 744573106	71	10/5/2012	\$ 2,303 86	8/23/2013	\$ 2,326 15	\$ 22 29	0 97%	S
PUBLIC SERVICE ENTERPRISE	G 744573106	91	11/7/2012	\$ 2,741 88	8/23/2013	\$ 2,981 40	\$ 239 52	8.74%	S
PUBLIC SERVICE ENTERPRISE	G 744573106	223	1/4/2013	\$ 6,918 58	8/23/2013	\$ 7,306 07	\$ 387 49	5 60%	S
PUBLIC SERVICE ENTERPRISE	G 744573106	161	5/24/2013	\$ 5,443 39	8/23/2013	\$ 5,274 78	\$ (168 61)	-3 10%	S
PUBLIC STORAGE 6 500%	PR 74460D158	800	10/4/2010	\$ 20,000 00	8/23/2013	\$ 19,799 66	\$ (200 34)	-1 00%	L
QUALCOMM INC	747525103	36	3/26/2012	\$ 2,436 33	8/23/2013	\$ 2,417 46	\$ (18 87)	-0.77%	L
QUALCOMM INC	747525103	24	1/14/2013	\$ 1,692 50	8/23/2013	\$ 1,611 63	\$ (80 87)	-4 78%	S
QUALCOMM INC	747525103	105	3/21/2013	\$ 6,872 84	8/23/2013	\$ 7,050 92	\$ 178 08	2 59%	S
QUALCOMM INC	747525103	57	4/11/2013	\$ 3,806 45	8/23/2013	\$ 3,827 64	\$ 21 19	0 56%	S
QWEST CORP	7 500% 74913G303	250	9/14/2011	\$ 6,250 00	8/23/2013	\$ 6,320 52	\$ 70 52	1 13%	L
SCHLUMBERGER LTD	NET 806857108	104	4/19/2013	\$ 7,336 93	8/23/2013	\$ 8,529 41	\$ 1,192 48	16 25%	S
SCHLUMBERGER LTD	NET 806857108	85	5/22/2013	\$ 6,552 65	8/23/2013	\$ 6,971 16	\$ 418 51	6 39%	S
SIMON PPTY GROUP LP B/E	O 828807C60	10,000 00	11/10/2011	\$ 9,968 90	8/21/2013	\$ 10,244 75	\$ 275 85	2 77%	L
SPDR DOW JONES GLOBAL	F 78463X863	77	6/25/2012	\$ 2,692 68	8/23/2013	\$ 3,052 52	\$ 359 84	13 36%	L
SPDR DOW JONES GLOBAL	F 78463X863	101	5/7/2013	\$ 4,683 23	8/23/2013	\$ 4,003 95	\$ (679 28)	-14 50%	S
SPDR DOW JONES GLOBAL	F 78463X863	192	5/22/2013	\$ 8,653 84	8/23/2013	\$ 7,611 48	\$ (1,042 36)	-12 05%	S
TEMPLETON EMERGING	N 88019R690	414 37	12/31/2012	\$ 4,786 00	8/23/2013	\$ 4,603 67	\$ (182 33)	-3 81%	S
TEMPLETON EMERGING	N 88019R690	823 48	4/11/2013	\$ 9,750 00	8/23/2013	\$ 9,148 87	\$ (601.13)	-6 17%	S
TJX COS INC NEW	872540109	68	9/14/2011	\$ 1,785 99	8/23/2013	\$ 3,682 37	\$ 1,896 38	106 18%	L
TJX COS INC NEW	872540109	90	10/26/2011	\$ 2,607 39	8/23/2013	\$ 4,873 72	\$ 2,266 33	86 92%	L
TJX COS INC NEW	872540109	410	5/22/2013	\$ 21,126 89	8/23/2013	\$ 22,202 50	\$ 1,075 61	5 09%	S
UNITED PARCEL SERVICE	INC 911312106	71	8/23/2013	\$ 6,179.35	#####	\$ 7,129 43	\$ 950 08	15 38%	S
UNITEDHEALTH GROUP INC	91324P102	136	1/12/2010	\$ 4,391 94	8/23/2013	\$ 9,850.92	\$ 5,458 98	124 30%	L
UNITEDHEALTH GROUP INC	91324P102	1	1/22/2010	\$ 33 88	8/23/2013	\$ 72 43	\$ 38 55	113 78%	L
UNITEDHEALTH GROUP INC	91324P102	49	2/3/2012	\$ 2,516 06	8/23/2013	\$ 3,549 23	\$ 1,033 17	41 06%	L
UNITEDHEALTH GROUP INC	91324P102	2	7/26/2012	\$ 103 50	8/23/2013	\$ 144 86	\$ 41 36	39 96%	L
UNITEDHEALTH GROUP INC	91324P102	8	11/9/2012	\$ 424 08	8/23/2013	\$ 579 47	\$ 155 39	36 64%	S
US BANCORP DEL (NEW)	902973304	139	6/4/2012	\$ 4,054 28	8/23/2013	\$ 5,172 10	\$ 1,117.82	27 57%	L
US BANCORP DEL (NEW)	902973304	287	1/11/2013	\$ 9,594 38	8/23/2013	\$ 10,679 08	\$ 1,084 70	11 31%	S
US BANCORP DEL (NEW)	902973304	328	1/24/2013	\$ 10,896 16	8/23/2013	\$ 12,204 67	\$ 1,308 51	12 01%	S
US BANCORP DEL (NEW)	902973304	27	5/3/2013	\$ 885 83	8/23/2013	\$ 1,004 65	\$ 118.82	13 41%	S
US BANCORP DEL SER F	PRE 902973833	110	1/18/2012	\$ 2,750.00	8/23/2013	\$ 2,863 84	\$ 113 84	4 14%	L
VF CORP	918204108	37	8/23/2013	\$ 7,039 25	#####	\$ 8,243 09	\$ 1,203 84	17 10%	S
VODAFONE GROUP PLC NEW	92857W209	447	1/9/2013	\$ 11,867.72	8/23/2013	\$ 13,331 32	\$ 1,463 60	12 33%	S
WELLS FARGO ADVANTAGE	949921654	29,910 27	5/20/2013	\$ 300,000 00	8/21/2013	\$ 297,906 28	\$ (2,093 72)	-0 70%	S
WELLS FARGO ADVANTAGE	949921654	15.41	7/31/2013	\$ 153 75	8/21/2013	\$ 153 44	\$ (0 31)	-0 20%	S
WELLS FARGO ADVANTAGE	949917538	8,953 80	12/31/2012	\$ 69,839 65	8/27/2013	\$ 67,690 75	\$ (2,148 90)	-3 08%	S
WELLS FARGO ADVANTAGE	949917538	21 63	7/31/2013	\$ 166 55	8/27/2013	\$ 163 52	\$ (3 03)	-1 82%	S
WELLS FARGO ADVANTAGE	949917702	45,602 56	12/31/2012	\$ 219,804 36	8/23/2013	\$ 219,804 35	\$ (0 01)	0 00%	S
WELLS FARGO ADVANTAGE	949917702	11 1	7/31/2013	\$ 53.52	8/23/2013	\$ 53 52	\$ -	0 00%	S

TOTAL REALIZED GAIN/(LOSS) \$2,617,446.78 \$2,733,751 78 \$116,305 00 4 44%

TOTAL GAINS \$ 188,486 38
TOTAL LOSSES \$ (72,181 38)
SHORT TERM - TOTAL REALIZED GAIN/(LOSS) \$ (417 26)
LONG TERM - TOTAL REALIZED GAIN/(LOSS) \$ 116,722 26