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 , **and ending**

Name of foundation
The Landon Family Foundation

A Employer identification number
54-1844797

Number and street (or P O box number if mail is not delivered to street address) / Room/suite
c/o Joan L. Gignoux 3685 Harbor Road

B Telephone number
802-985-3889

City or town, state, and ZIP code
Shelburne, VT 05482

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: [X] 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)* ▶$ 1,834,981.

J Accounting method: [X] 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))

	Line		(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	13.	13.		Statement 1
	4	Dividends and interest from securities	46,287.	46,287.		Statement 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	89,867.			
	b	Gross sales price for all assets on line 6a 737,347.				
	7	Capital gain net income (from Part IV, line 2)		89,867.		
	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	136,167.	136,167.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	2,100.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees Stmt 3	2,985.	0.		2,985.
	b	Accounting fees				
	c	Other professional fees Stmt 4	18,079.	18,079.		0.
	17	Interest				
	18	Taxes Stmt 5	2,388.	388.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses Stmt 6	76.	51.		25.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	25,628.	18,518.		3,010.
	25	Contributions, gifts, grants paid	93,065.			93,065.
	26	**Total expenses and disbursements.** Add lines 24 and 25	118,693.	18,518.		96,075.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	17,474.			
	b	**Net investment income** (if negative, enter -0-)		117,649.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED MAY 30 2013

G14

6

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	274,790.	180,383.	180,383.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 8	1,375,463.	1,495,146.	1,622,263.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 9	27,320.	33,148.	32,335.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,677,573.	1,708,677.	1,834,981.
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.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,677,573.	1,708,677.	
	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**	1,677,573.	1,708,677.	
	31 **Total liabilities and net assets/fund balances**	1,677,573.	1,708,677.	

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	1,677,573.
2	Enter amount from Part I, line 27a	2	17,474.
3	Other increases not included in line 2 (itemize) ▶ See Statement 7	3	13,630.
4	Add lines 1, 2, and 3	4	1,708,677.
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	1,708,677.

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	US Trust - see attached	P	Various	Various
b	US Trust - see attached	P	Various	Various
c	US Trust - see attached	P	Various	Various
d	US Trust - see attached	P	Various	Various
e	Columbia Funds Series Trust	P	Various	Various

	(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	88,905.		83,957.	4,948.
b	488,280.		456,614.	31,666.
c	22,644.		30,512.	<7,868.>
d	99,930.		76,397.	23,533.
e	37,588.			37,588.

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				4,948.
b				31,666.
c				<7,868.>
d				23,533.
e				37,588.

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	89,867.
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	83,695.	1,901,010.	.044027
2010	80,395.	1,768,880.	.045450
2009	94,794.	1,607,912.	.058955
2008	106,451.	1,950,076.	.054588
2007	58,894.	2,157,576.	.027296

2 **Total** of line 1, column (d)	2	.230316
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	.046063
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,839,745.
5 Multiply line 4 by line 3	5	84,744.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,176.
7 Add lines 5 and 6	7	85,920.
8 Enter qualifying distributions from Part XII, line 4	8	96,075.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	1,176.
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	1,176.
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	1,176.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 2,054.		
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	2,054.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	878.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 878. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
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

223531
12-05-12

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 ▶ None

14 The books are in care of ▶ Joan Gignoux, President Telephone no. ▶ 802-985-3889

Located at ▶ 3685 Harbor Road, Shelburne, VT ZIP+4 ▶ 05482

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			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		X
	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 ▶ ______, ______, ______, ______				
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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

223541
12-05-12

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	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		2,100.	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 Landon Family Foundation makes grants to qualifying public charities and does not carry on charitable activities directly.	0.
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 None	0.
2	
All other program-related investments. See instructions.	
3 None	0.
Total. Add lines 1 through 3 ▶	0.

223581
12-05-12

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	1,562,307.
b	Average of monthly cash balances		1b	281,000.
c	Fair market value of all other assets		1c	24,454.
d	**Total** (add lines 1a, b, and c)		1d	1,867,761.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	1,867,761.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	28,016.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,839,745.
6	**Minimum investment return.** Enter 5% of line 5		6	91,987.

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	91,987.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 1,176.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,176.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	90,811.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	90,811.
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	90,811.

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	96,075.
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	96,075.
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	1,176.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	94,899.

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				90,811.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			93,065.	
b Total for prior years: 2010, ____, ____		251.		
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: ▶ $ 96,075.				
a Applied to 2011, but not more than line 2a			93,065.	
b Applied to undistributed income of prior years (Election required - see instructions)		251.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				2,759.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				88,052.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(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					
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).)

None

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*				
Adirondack Community Trust 302 Bear Cub Lane Lake Placid, NY 12946	None	Public	Charitable support	50,000.
Inland Northwest Community Foundation 618 West Riverside Avenue Spokane, WA 99201	None	Public	charitable support	14,355.
Vermont Community Foundation 3 Court St PO Box 30 Middlebury, VT 05753	none	public	charitable support	14,355.
Community Foundation for Palm Beach & Marin Counties, Inc. 700 South Dixie Hwy. Suite 200 West Palm Beach, FL 33401	None	Public	Charitable support	14,355.
Total			▶ 3a	93,065.
b *Approved for future payment*				
None				
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
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	13.	
4 Dividends and interest from securities			14	46,287.	
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			18	89,867.	
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.		136,167.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 136,167.

(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).
	N/A

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	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
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/8/13 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Michele A. W. McKinnon	[signature]	5/7/13		P01319465

Firm's name ▶ McGuireWoods LLP Firm's EIN ▶ 54-0505857

Firm's address ▶ P. O. Box 397 Richmond, VA 23218-0397 Phone no. (804)775-1000

223622
12-05-12

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Bank of America	13.
Total to Form 990-PF, Part I, line 3, Column A	13.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
US Trust Account	46,287.	0.	46,287.
Total to Fm 990-PF, Part I, ln 4	46,287.	0.	46,287.

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
McGuireWoods LLP	2,985.	0.		2,985.
To Fm 990-PF, Pg 1, ln 16a	2,985.	0.		2,985.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
U. S. Trust Company, N.A. - Account management fees	18,079.	18,079.		0.
To Form 990-PF, Pg 1, ln 16c	18,079.	18,079.		0.

Form 990-PF | Taxes | Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax paid	388.	388.		0.
2012 estimated tax paid	2,000.	0.		0.
To Form 990-PF, Pg 1, ln 18	2,388.	388.		0.

Form 990-PF Other Expenses Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
SCC Annual Registration fees	25.	0.		25.
Investment expense	6.	6.		0.
US Treasury Form 8802 application fee	45.	45.		0.
To Form 990-PF, Pg 1, ln 23	76.	51.		25.

Form 990-PF Other Increases in Net Assets or Fund Balances Statement 7

Description	Amount
adjustments to cost basis of stocks	13,630.
Total to Form 990-PF, Part III, line 3	13,630.

Form 990-PF | Corporate Stock | Statement 8

Description	Book Value	Fair Market Value
See attached schedule	1,495,146.	1,622,263.
Total to Form 990-PF, Part II, line 10b	1,495,146.	1,622,263.

Form 990-PF Other Investments Statement 9

Description	Valuation Method	Book Value	Fair Market Value
See attached schedule	COST	33,148.	32,335.
Total to Form 990-PF, Part II, line 13		33,148.	32,335.

59661403300

Settlement Date

Portfolio Analysis

Dec. 01, 2012 through Dec 31, 2012

Account: 06-06-010-5878503 THE LANDON FAMILY FDN AGY C/A

Portfolio Summary by Asset Class

Description	*Market Value*	*% of Account*	*% of Sector*	*Tax Cost*	*Estimated Annual Income*	*Current Yield*
Cash/Currency						
Cash Equivalents	$156,672 30	8.7%	100.0%	$156,661.51	$139.43	0.08%
Total Cash/Currency	**$156,672.30**	**8.7%**	**100.0%**	**$156,661.51**	**$139.43**	**0.08%**
Equities						
U.S. Large Cap	$678,933.16	37.5%	66.9%	$589,341 62	$14,385.03	2.12%
U S Mid Cap	89,800 47	5 0	8 8	81,100 80	1,741.33	1 93
U S. Small Cap	61,323.08	3.4	6.0	72,498 00	0.00	0.00
International Developed	118,382.40	6.5	11.7	109,254.15	4,600 77	3.88
Emerging Markets	66,525.00	3.7	6.6	48,030.00	1,117.50	1.68
Totai Equities	**$1,014,964.11**	**56.0%**	**100.0%**	**$900,224.57**	**$21,844.63**	**2.15%**
Fixed Income						
Investment Grade Taxable	$430,116.66	23.7%	86 0%	$415,527 11	$16,767 42	3.90%
Global High Yield Taxable	69,746 40	3.9	14.0	69,464.72	5,269.57	7.55
Total Fixed Income	**$499,863.06**	**27.6%**	**100.0%**	**$484,991.83**	**$22,036.99**	**4.41%**
Hedge Funds						
Hedge Funds Specific Strategy	$107,436.30	5.9%	100.0%	$109,929.96	$5,466.05	5.11%
Total Hedge Funds	**$107,436.30**	**5.9%**	**100.0%**	**$109,929.96**	**$5,466.05**	**5.11%**
Real Estate						
Public REITs	$32,335.00	1.8%	100.0%	$33,148 40	$1,198 50	3.70%
Total Real Estate	**$32,335.00**	**1.8%**	**100.0%**	**$33,148.40**	**$1,198.50**	**3.70%**
Total Assets	**$1,811,270.77**	**100.0%**		**$1,684,956.27**	**$50,685.60**	**2.80%**
Total	**$1,811,270.77**			**$1,684,956.27**	**$50,685.60**	

Portfolio Detail

Account: 06-06-010-5878503 THE LANDON FAMILY FDN AGY C/A

Dec 01, 2012 through Dec 31, 2012

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
1,741.890	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	$1,741.89	$0.56	$1,741 89 1 000	$0.00	$1.55	0.08%
154,919 620	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	154,919 62	10.23	154,919 62 1.000	0.00	137 88	0 08
	Total Cash Equivalents		**$156,661.51**	**$10.79**	**$156,661.51**	**$0.00**	**$139.43**	**0.08%**
Total Cash/Currency			**$156,661.51**	**$10.79**	**$156,661.51**	**$0.00**	**$139.43**	**0.08%**
Equities								
Consumer Discretionary								
150.000	COACH INC Ticker: COH	189754104	$8,326.50 55.510	$0.00	$8,377.31 55 849	-$50.81	$180.00	2.16%
100.000	MCDONALDS CORP Ticker. MCD	580135101	8,821.00 88 210	0 00	9,124 50 91.245	-303.50	308.00	3.49
130 000	TARGET CORP Ticker TGT	87612E106	7,692.10 59 170	0.00	7,962.73 61 252	-270.63	187.20	2.43
227.000	TJX COS INC NEW Ticker TJX	872540109	9,636.15 42.450	0.00	3,244.40 14.293	6,391.75	104 42	1 08
100 000	YUM BRANDS INC Ticker: YUM	988498101	6,640.00 66.400	0 00	6,535.50 65.355	104.50	134.00	2 01
	Total Consumer Discretionary		**$41,115.75**	**$0.00**	**$35,244.44**	**$5,871.31**	**$913.62**	**2.22%**
Consumer Staples								
225 000	COCA COLA CO Ticker KO	191216100	$8,156 25 36.250	$0 00	$8,702.45 38 678	-$546.20	$229.50	2.81%
150 000	KRAFT FOODS GROUP INC Ticker KRFT	50076Q106	6,820.50 45.470	75.00	6,552.44 43.683	268 06	300 00	4 39
99 000	LORILLARD INC Ticker. LO	544147101	11,550.33 116.670	0.00	6,208.78 62.715	5,341 55	613.80	5.31

(1) Market Value i. Portfolio Detail section does not include Accrued Income

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Account: 06-06-010-5878503 THE LANDON FAMILY FDN AGY C/A

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Consumer Staples (cont)								
225.000	MONDELEZ INTL INC Ticker. MDLZ	609207105	5,726 97 25.453	29.25	5,794 37 25.753	-67 40	117 00	2 04
150 000	NESTLE S A SPONSORED ADR SWITZERLAND Ticker. NSRG Y	641069406	9,766 80 65.112	0.00	9,365 51 62 437	401.29	265.80	2.72
135.000	PEPSICO INC Ticker: PEP	713448108	9,238.05 68.430	72.56	9,444 24 69.957	-206.19	290.25	3 14
125.000	PHILIP MORRIS INTL INC Ticker PM	718172109	10,455.00 83.640	106.25	11,319.88 90.559	-864.88	425.00	4.06
120.000	PROCTER & GAMBLE CO Ticker PG	742718109	8,146.80 67 890	0.00	7,931.62 66.097	215.18	269.76	3.31
100.000	SMUCKER J M CO NEW COM Ticker SJM	832696405	8,624 00 86.240	0.00	8,436 07 84.361	187.93	208.00	2.41
	Total Consumer Staples		**$78,484.70**	**$283.06**	**$73,755.36**	**$4,729.34**	**$2,719.11**	**3.46%**
Energy								
100.000	DIAMOND OFFSHORE DRILLING INC Ticker: DO	25271C102	$6,796 00 67.960	$0 00	$6,808.06 68.081	-$12.06	$50.00	0 73%
190.000	EXXON MOBIL CORP Ticker XOM	30231G102	16,444.50 86.550	0.00	16,507 20 86.880	-62.70	433 20	2.63
140.000	OCCIDENTAL PETE CORP DEL Ticker. OXY	674599105	10,725.40 76.610	0.00	12,185.95 87.043	-1,460.55	302.40	2.81
130.000	SCHLUMBERGER LTD NETHERLANDS ANTILLES Ticker SLB	806857108	9,008 82 69 299	35.75	9,631 30 74.087	-622.48	143.00	1.58
	Total Energy		**$42,974.72**	**$35.75**	**$45,132.51**	**-$2,157.79**	**$928.60**	**2.16%**
Financials								
35 000	BLACKROCK INC CL A Ticker: BLK	09247X101	$7,234.85 206.710	$0.00	$6,306.70 180.191	$928.15	$210.00	2.90%

Portfolio Detail

Account: 06-06-010-5878503 THE LANDON FAMILY FDN AGY C/A

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Financials (cont)								
150.000	CHUBB CORP Ticker CB	171232101	11,298 00 75.320	61.50	11,072 10 73 814	225.90	246 00	2 17
100 000	CULLEN / FROST BANKERS INC Ticker. CFR	229899109	5,427.00 54.270	0.00	5,690.12 56.901	-263 12	192.00	3 53
120.000	PNC FINL SVCS GROUP INC Ticker: PNC	693475105	6,997.20 58 310	0.00	7,439 07 61 992	-441 87	192.00	2.74
350.000	WELLS FARGO & CO NEW COM Ticker: WFC	949746101	11,963.00 34.180	0.00	12,009.10 34.312	-46.10	308 00	2.57
300 000	WEYERHAEUSER CO Ticker WY	962166104	8,346.00 27 820	0.00	7,341.36 24 471	1,004.64	204 00	2.44
	Total Financials		**$51,266.05**	**$61.50**	**$49,858.45**	**$1,407.60**	**$1,352.00**	**2.63%**
Health Care								
140.000	ABBOTT LABS Ticker: ABT	002824100	$9,170.00 65.500	$0 00	$9,073.97 64 814	$96.03	$78.40	0.85%
150.000	BAXTER INTL INC Ticker BAX	071813109	9,999.00 66 660	67.50	7,567 55 50 450	2,431 45	270.00	2.70
140.000	BECTON DICKINSON & CO Ticker: BDX	075887109	10,946.60 78 190	0.00	10,799.60 77.140	147.00	277 20	2.53
100.000	JOHNSON & JOHNSON Ticker: JNJ	478160104	7,010.00 70.100	0.00	6,578 94 65.789	431 06	244 00	3 48
150 000	NOVARTIS A G SPONSORED ADR SWITZERLAND Ticker NVS	66987V109	9,495.00 63.300	0 00	9,050.27 60.335	444.73	315.90	3.32
125.000	ROCHE HLDG LTD SPONSORED ADR SWITZERLAND Ticker. RHHB Y	771195104	6,281.75 50.254	0 00	6,013 13 48.105	268.62	192.75	3.06
	Total Health Care		**$52,902.35**	**$67.50**	**$49,083.46**	**$3,818.89**	**$1,378.25**	**2.60%**

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: 06-06-010-5878503 THE LANDON FAMILY FDN AGY C/A

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Industrials								
92.000	ADT CORP Ticker: ADT	00101J106	$4,277.08 46.490	$0.00	$1,300 73 14.138	$2,976.35	$46.00	1.07%
100.000	DEERE & CO Ticker: DE	244199105	8,642.00 86.420	46.00	7,770.69 77.707	871.31	184.00	2.12
140.000	EMERSON ELEC CO Ticker: EMR	291011104	7,414 40 52.960	0.00	7,066 80 50.477	347.60	229.60	3.09
120.000	GENERAL DYNAMICS CORP Ticker. GD	369550108	8,312.40 69.270	0.00	8,005.23 66.710	307.17	244.80	2 94
135 000	HONEYWELL INTL INC Ticker: HON	438516106	8,568.45 63.470	0.00	8,143.13 60.319	425.32	221.40	2.58
44.000	PENTAIR LTD ISIN CH0193880173 Ticker PNR	H6169Q108	2,162.60 49.150	0.00	708.92 16.112	1,453.68	38.72	1.79
130.000	STANLEY BLACK & DECKER INC Ticker: SWK	854502101	9,616.10 73.970	0.00	8,865.82 68.199	750.28	254.80	2.65
185.000	TYCO INTL LTD NEW F COM SWITZERLAND Ticker: TYC	H89128104	5,411 25 29.250	0.00	1,999.90 10 810	3,411.35	111.00	2.05
113 000	UNION PAC CORP Ticker: UNP	907818108	14,206.36 125.720	77.97	6,411 80 56.742	7,794 56	311.88	2.19
100 000	UNITED PARCEL SVC INC CL B Ticker UPS	911312106	7,373.00 73.730	0.00	7,503.99 75.040	-130.99	228.00	3.09
100.000	3M CO Ticker. MMM	88579Y101	9,285.00 92.850	0.00	9,208.50 92.085	76.50	236.00	2.54
	Total Industrials		**$85,268.64**	**$123.97**	**$66,985.51**	**$18,283.13**	**$2,106.20**	**2.47%**
Information Technology								
130 000	ACCENTURE PLC CL A COM IRELAND Ticker: ACN	G1151C101	$8,645.00 66.500	$0.00	$8,185 95 62.969	$459.05	$210.60	2 43%

Portfolio Detail

Account: 06-06-010-5878503 THE LANDON FAMILY FDN AGY C/A

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Information Technology (cont)								
26.000	APPLE INC Ticker AAPL	037833100	13,836.50 532 173	0 00	14,921 95 573 921	-1,085.45	275 60	1.99
145.000	AUTOMATIC DATA PROCESSING INC Ticker. ADP	053015103	8,254.85 56.930	63.08	8,455.82 58 316	-200.97	252.30	3 05
390 000	CISCO SYS INC Ticker: CSCO	17275R102	7,663 27 19.649	0 00	6,773 97 17 369	889.30	218 40	2.85
390.000	CORNING INC Ticker: GLW	219350105	4,921.80 12.620	0 00	4,604.80 11.807	317.00	140 40	2.85
50 000	INTERNATIONAL BUSINESS MACHS Ticker: IBM	459200101	9,577 50 191 550	0 00	5,507.54 110.151	4,069 96	170.00	1 77
140 000	QUALCOMM INC Ticker: QCOM	747525103	8,660.34 61.860	0.00	8,557.04 61 122	103 30	140 00	1.61
250 000	TE CONNECTIVITY LTD SWITZERLAND Ticker: TEL	H84989104	9,280.00 37.120	0 00	8,680.47 34 722	599.53	210.00	2.26
	Total Information Technology		**$70,839.26**	**$63.08**	**$65,687.54**	**$5,151.72**	**$1,617.30**	**2.28%**
Materials								
110.000	AIR PRODS & CHEMS INC Ticker APD	009158106	$9,242 20 84.020	$70 40	$9,067.30 82 430	$174 90	$281.60	3 04%
	Total Materials		**$9,242.20**	**$70.40**	**$9,067.30**	**$174.90**	**$281.60**	**3.04%**
Other Equities								
2,153 316	COLUMBIA ACORN SELECT FUND CLASS Z SHARES Ticker. ACTW X	197199854	$55,060.29 25.570	$0.00	$50,000.00 23 220	$5,060.29	$990 53	1.79%
7,997.176	COLUMBIA DIVIDEND INCOME FUND CLASS Z SHARES Ticker: GSFT X	19765N245	117,958 35 14.750	0 00	111,821 05 13.983	6,137 30	3,062.92	2.59
11,307.248	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES Ticker. UMLG X	19765Y688	156,718.46 13 860	0.00	106,975 95 9.461	49,742 51	0 00	0.00

Settlement Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: 06-06-010-5878503 THE LANDON FAMILY FDN AGY C/A

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Other Equities (cont)								
5,499 828	COLUMBIA SELECT SMALL CAP FUND CLASS Z SHARES Ticker. UMLC X	19765Y589	61,323.08 11.150	0.00	72,498 00 13.182	-11,174.92	0.00	0.00
1,000 000	ISHARES DJ SELECT DIVIDEND INDEX FUND Ticker: DVY	464287168	57,240 00 57.240	0.00	50,835 00 50.835	6,405.00	2,121 00	3.70
2,000.000	ISHARES DOW JONES EPAC SELECT DIVIDEND INDEX FUND Ticker: IDV	464288448	67,340 00 33.670	0 00	65,250 00 32 625	2,090 00	3,256.00	4 83
1,500.000	ISHARES MSCI EMERGING MKTS INDEX FUND Ticker. EEM	464287234	66,525.00 44 350	0.00	48,030.00 32.020	18,495.00	1,117.50	1.68
	Total Other Equities		**$582,165.18**	**$0.00**	**$505,410.00**	**$76,755.18**	**$10,547.95**	**1.81%**
Total Equities			**$1,014,258.85**	**$705.26**	**$900,224.57**	**$114,034.28**	**$21,844.63**	**2.15%**
Fixed Income								
Investment Grade Taxable								
21,902.500	COLUMBIA BOND FUND CLASS Z SHARES	19765Y886	$207,197 65 9.460	$421 77	$195,527 11 8.927	$11,670 54	$6,264.12	3.02%
17,623 716	COLUMBIA STRATEGIC INCOME FUND CLASS Z SHARES	19765L694	111,734 36 6 340	0.00	110,000 00 6.242	1,734 36	5,163.75	4 62
6,205 674	COLUMBIA US GOVT MTG FUND CL Z	19766J607	34,813.83 5.610	226.50	35,000.00 5.640	-186.17	1,011.52	2.90
7,225.434	PRINCIPAL PFD SECS FUND INSTL CL	74253Q416	75,722.55 10.480	0.00	75,000.00 10.380	722.55	4,328 03	5.71
	Total Investment Grade Taxable		**$429,468.39**	**$648.27**	**$415,527.11**	**$13,941.28**	**$16,767.42**	**3.90%**
Global High Yield Taxable								
7,016.740	ARTIO GLOBAL HIGH INCOME FUND CL I	04315J860	$69,746 40 9.940	$0 00	$69,464.72 9.900	$281.68	$5,269.57	7.55%

59701407300

Settlement Date

Portfolio Detail

Account: 06-06-010-5878503 THE LANDON FAMILY FDN AGY C/A

Dec 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Global High Yield Taxable (cont)								
	Total Global High Yield Taxable		**$69,746.40**	**$0.00**	**$69,464.72**	**$281.68**	**$5,269.57**	**7.55%**
Total Fixed Income			**$499,214.79**	**$648.27**	**$484,991.83**	**$14,222.96**	**$22,036.99**	**4.41%**
Hedge Funds								
Hedge Funds Specific Strategy								
8,487.654	PIMCO ALL ASSET FUND INSTL CL	722005626	$106,774.69 12.580	$661 61	$109,929.96 12.952	-$3,155.27	$5,466.05	5.11%
	Total Hedge Funds Specific Strategy		**$106,774.69**	**$661.61**	**$109,929.96**	**-$3,155.27**	**$5,466.05**	**5.11%**
Total Hedge Funds			**$106,774.69**	**$661.61**	**$109,929.96**	**-$3,155.27**	**$5,466.05**	**5.11%**
Real Estate								
Public REITs								
500 000	ISHARES TR DOW JONES U S REAL ESTATE	464287739	$32,335.00 64 670	$0.00	$33,148.40 66.297	-$813.40	$1,198.50	3 70%
	Total Public REITs		**$32,335.00**	**$0.00**	**$33,148.40**	**-$813.40**	**$1,198.50**	**3.70%**
Total Real Estate			**$32,335.00**	**$0.00**	**$33,148.40**	**-$813.40**	**$1,198.50**	**3.70%**
Total Portfolio			**$1,809,244.84**	**$2,025.93**	**$1,684,956.27**	**$124,288.57**	**$50,685.60**	**2.80%**
Accrued Income			$2,025.93					
Total			**$1,811,270.77**					

Proceeds From Broker Transactions

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
AON PLC	AON	G0408V102	63	05/16/12	08/22/12	$3,330.42	$2,992.79	$337.63
COVIDIEN PLC	COV	G2554F113	15	07/30/12	08/22/12	$828.20	$844.62	$-16.42
COVIDIEN PLC	COV	G2554F113	55	06/13/12	08/22/12	$3,036.75	$2,885.92	$150.83
INVESCO LTD SHS	IVZ	G491BT108	11	09/27/11	08/22/12	$262.83	$187 53	$75 30
NIELSEN HLDGS N V	NLSN	N63218106	136	06/01/12	08/22/12	$3,870.47	$3,707.25	$163.22
APACHE CORP	APA	037411105	36	07/12/12	08/22/12	$3,197.63	$2,964.34	$233.29
BERKSHIRE HATHAWAY INC DEL	BRK B	084670702	80	05/01/12	08/22/12	$6,867.44	$6,448.58	$418.86
CIGNA CORP	CI	125509109	132	12/14/11	08/22/12	$5,894.32	$5,633.63	$260.69
CVS CORPORATION DEL	CVS	126650100	30	06/13/12	08/22/12	$1,372.02	$1,364.70	$7.32
CVS CORPORATION DEL	CVS	126650100	98	06/01/12	08/22/12	$4,481.92	$4,270.21	$211.71
CELGENE CORP COM	CELG	151020104	46	06/27/12	08/22/12	$3,293.30	$2,931.58	$361.72
COMCAST CORP NEW CL A	CMCS A	20030N101	103	06/27/12	08/22/12	$3,502.79	$3,202.13	$300.66
DIRECTV		25490A101	122	07/12/12	08/22/12	$6,313.97	$5,824.35	$489.62
EBAY INC	EBAY	278642103	23	06/22/12	08/22/12	$1,085.79	$970.65	$115.14
EBAY INC	EBAY	278642103	38	06/13/12	08/22/12	$1,793.91	$1,542.71	$251.20
EBAY INC	EBAY	278642103	105	05/16/12	08/22/12	$4,956.86	$4,203.96	$752 90
EXPRESS SCRIPTS HLDG CO	ESRX	30219G108	74	05/16/12	08/22/12	$4,501.68	$3,908.21	$593.47
GOOGLE INC CL A	GOOG	38259P508	5	09/27/11	08/22/12	$3,394.30	$2,722.55	$671.75
HALLIBURTON CO	HAL	406216101	90	07/30/12	08/22/12	$3,130.57	$3,017.38	$113.19

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
JOHNSON CONTROLS INC	JCI	478366107	194	03/02/12	08/22/12	$5,254.37	$6,455.19	$-1,200.82
METLIFE INC	MET	59156R108	5	11/15/11	08/22/12	$174 47	$161.25	$13.22
METLIFE INC	MET	59156R108	25	09/27/11	08/22/12	$872.35	$751.95	$120.40
MICROSOFT CORP	MSFT	594918104	193	06/22/12	08/22/12	$5,908.56	$5,830.99	$77.57
NIKE INC CLASS B	NKE	654106103	16	07/12/12	08/22/12	$1,532.21	$1,460 67	$71.54
NIKE INC CLASS B	NKE	654106103	16	07/11/12	08/22/12	$1,532.20	$1,459.59	$72.61
VIACOM INC NEW CL B	VIAB	92553P201	18	06/19/12	08/22/12	$912.13	$858.94	$53.19
VIACOM INC NEW CL B	VIAB	92553P201	95	05/16/12	08/22/12	$4,814.01	$4,494.89	$319.12
VIACOM INC NEW CL B	VIAB	92553P201	11	06/27/12	08/22/12	$557.41	$515.28	$42.13
XEROX CORP	XRX	984121103	27	06/13/12	08/22/12	$197.54	$207.81	$-10.27
XEROX CORP	XRX	984121103	276	08/24/11	08/22/12	$2,019.31	$2,123.65	$-104.34
KRAFT FOODS GROUP INC	KRFT	50076Q106	0.33	05/14/12	10/30/12	$15.30	$13.75	$1.55
Total short term gain/loss from sales:						$88,905.03	$83,957.05	$4,947.98

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
COLUMBIA FDS SER TR I BOND FD	UMMG X	19765Y886	5120.13	07/07/03	03/19/12	$48,334.02	$48,040.86	$293.16
COLUMBIA FDS SER TR I BOND FD	UMMG X	19765Y886	1235.8	05/06/03	03/19/12	$11,665.98	$11,564.26	$101.72
COPA HOLDINGS S A CL A	CPA	P31076105	56	11/12/10	08/22/12	$4,446.30	$3,034.98	$1,411.32
AMERISOURCEBERGEN CORP	ABC	03073E105	214	11/21/06	08/22/12	$8,126.53	$4,766.39	$3,360.14
ANADARKO PETROLEUM	APC	032511107	87	04/09/09	08/22/12	$6,082.46	$3,738.93	$2,343.53
BAXTER INTERNATIONAL INC	BAX	071813109	9	11/21/06	08/22/12	$524.72	$406 85	$117 87
CELANESE CORP DEL SER A	CE	150870103	115	11/21/06	08/22/12	$4,691.32	$2,446.62	$2,244.70
CHEVRONTEXACO CORP	CVX	166764100	61	07/29/11	08/22/12	$6,835.19	$6,391.44	$443 75
CONOCOPHILLIPS	COP	20825C104	77	11/21/06	08/22/12	$4,364.64	$3,788.01	$576.63
DEVON ENERGY CORPORATION NEW	DVN	25179M103	53	02/25/04	08/22/12	$3,236.90	$1,467.83	$1,769.07

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
EATON CORP	ETN	278058102	113	03/26/09	08/22/12	$5,187.14	$2,226.75	$2,960.39
JP MORGAN CHASE & CO	JPM	46625H100	81	11/21/06	08/22/12	$3,076.71	$3,858.44	$-781.73
JP MORGAN CHASE & CO	JPM	46625H100	48	05/15/08	08/22/12	$1,823.24	$2,240.98	$-417.74
JP MORGAN CHASE & CO	JPM	46625H100	22	12/09/06	08/22/12	$835.65	$957.34	$-121.69
JP MORGAN CHASE & CO	JPM	46625H100	15	07/19/11	08/22/12	$569.76	$598.99	$-29.23
MASTERCARD INC CL A	MA	57636Q104	13	03/18/10	08/22/12	$5,505.05	$3,189.46	$2,315.59
MASTERCARD INC CL A	MA	57636Q104	12	05/27/10	08/22/12	$5,081.58	$2,508.78	$2,572.80
METLIFE INC	MET	59156R108	17	06/27/10	08/22/12	$593.20	$599.90	$-6.70
METLIFE INC	MET	59156R108	33	11/03/09	08/22/12	$1,151.51	$1,084.41	$67.10
ACE LTD	ACE	H0023R105	142	11/21/06	08/22/12	$10,553.91	$8,327.38	$2,226.53
INVESCO LTD SHS	IVZ	G491BT108	304	11/21/06	08/22/12	$7,263.63	$6,814.13	$449.50
METLIFE INC	MET	59156R108	149	04/09/09	08/22/12	$5,199.24	$3,888.87	$1,310.37
XEROX CORP	XRX	984121103	454	07/20/10	08/22/12	$3,321.61	$3,782.96	$-461.35
PFIZER INC	PFE	717081103	246	04/08/11	08/22/12	$5,836 21	$5,032.74	$803.47
COLUMBIA FDS SER TR MULT-ADVIS	NIEQ X	19765H677	5399.83	01/21/10	09/11/12	$62,421.98	$61,072.97	$1,349.01
COLUMBIA FDS SER TR MULT-ADVIS	NIEQ X	19765H677	5284	05/22/09	09/11/12	$61,082.99	$49,576.02	$11,506 97
ISHARES TR FTSE XINHAU HK CHIN	FXI	464287184	350	01/21/10	09/11/12	$11,677.48	$13,979 00	$-2,301.52
ISHARES INC MSCI BRAZIL FREE I	EWZ	464286400	200	01/21/10	09/11/12	$10,978.75	$13,755.93	* $-2,777.18
COLUMBIA FDS SER TR I BOND FD	UMMG X	19765Y886	1261.3	07/30/03	09/11/12	$12,184.19	$11,597.48	$586.71
COLUMBIA FDS SER TR MULT-ADVIS	NIEQ X	19765H677	0.37	01/05/04	09/11/12	$4.30	$0.00	$4.30
COLUMBIA FDS SER TR I REAL EST	CREE X	19765P547	903	05/11/01	09/11/12	$13,463.73	$17,760.83	$-4,297.10
COLUMBIA FDS SER TR I REAL EST	CREE X	19765P547	602	01/24/00	09/11/12	$8,975.82	$9,559 55	$-583 73
COLUMBIA FDS SER TR I REAL EST	CREE X	19765P547	0.58	01/05/04	09/11/12	$8.59	$0 00	$8.59
COLUMBIA FDS SER TR I EMERGING	UMEM X	19765Y852	1204	07/26/05	09/11/12	$11,281.48	$11,239.56	$41.92
COLUMBIA FDS SER TR I EMERGING	UMEM X	19765Y852	0.67	01/05/04	09/11/12	$6.26	$0.00	$6.26
COLUMBIA FDS SER TR I BOND FD	UMMG X	19765Y886	4112.63	05/06/03	09/11/12	$39,728 04	$38,484.74	$1,243.30
COLUMBIA FDS SER TR I BOND FD	UMMG X	19765Y886	4550.16	06/01/03	09/11/12	$43,954.56	$42,522.00	$1,432.56
COLUMBIA FDS SER TR I BOND FD	UMMG X	19765Y886	227.51	06/11/03	09/11/12	$2,197.73	$2,117.56	$80.17

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
COLUMBIA FDS SER TR I BOND FD	UMMG X	19765Y886	5376.34	01/21/10	09/11/12	$51,935.48	$50,000.00	$1,935.48
PENTAIR LTD	PNR	H6169Q108	0.39	01/14/09	10/30/12	$15.97	$6.38	$9.59
ADT CORP	ADT	00101J106	0.5	01/14/09	10/30/12	$20.63	$7.19	$13.44
FREEPORT-MCMORAN COPPER & GOL	FCX	35671D857	52	05/17/07	12/05/12	$1,665 38	$1,839.06	$-173 68
FREEPORT-MCMORAN COPPER & GOL	FCX	35671D857	74	07/20/10	12/05/12	$2,369.97	$2,338.34	$31.63
Total long term gain/loss from sales:						$488,279.83	$456,613.91	$31,665.92

Proceeds From Broker Transactions

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
WEYERHAEUSER CO	WY	962166104	176	09/28/11	05/14/12	$3,442 45	$2,929.24	$513.21
WEYERHAEUSER CO	WY	962166104	61	09/28/11	05/16/12	$1,175 13	$1,015.25	$159.88
WEYERHAEUSER CO	WY	962166104	95	11/15/11	05/16/12	$1,830.13	$1,569.85	$260.28
CLIFFS NAT RES INC	CLF	18683K101	99	06/07/11	06/01/12	$4,574.10	$8,548.25	$-3,974.15
MOLYCORP INC DEL	MCP	608753109	100	11/22/11	06/13/12	$2,014.98	$2,886.40	$-871.42
SM ENERGY CO	SM	78454L100	65	07/29/11	06/13/12	$3,042.42	$4,903.18	$-1,860 76
HASBRO INC	HAS	418056107	27	07/29/11	06/27/12	$884.02	$1,069.98	$-185.96
HASBRO INC	HAS	418056107	21	07/19/11	06/27/12	$687 57	$827.09	$-139.52
HASBRO INC	HAS	418056107	2	07/19/11	06/27/12	$65.48	$78.36	$-12.88
HASBRO INC	HAS	418056107	9	07/19/11	06/27/12	$294.68	$353.33	$-58.65
HASBRO INC	HAS	418056107	6	07/19/11	06/27/12	$196.45	$235.59	$-39.14
HASBRO INC	HAS	418056107	2	07/19/11	06/27/12	$65.48	$78.57	$-13.09
CIMAREX ENERGY CO	XEC	171798101	12	07/29/11	07/11/12	$631 91	$1,060.76	$-428.85
CIMAREX ENERGY CO	XEC	171798101	25	07/29/11	07/12/12	$1,276.31	$2,209.91	$-933.60
CIMAREX ENERGY CO	XEC	171798101	31	09/27/11	07/12/12	$1,582.62	$1,937.75	$-355.13
VISA INC CL A	V	92826C839	7	06/13/12	07/26/12	$879.85	$808.77	$71.08
Total short term gain/loss from sales:						$22,643.58	$30,512.28	$-7,868.70

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
AGCO CORP	AGCO	001084102	45	08/06/09	03/02/12	$2,265.65	$1,489.54	$776 11
ALPHA NAT RES INC	ANR	02076X102	11	04/13/09	03/02/12	$192.67	$209.82	$-17.15
ALPHA NAT RES INC	ANR	02076X102	113	04/27/09	03/02/12	$1,979.24	$2,132.07	$-152.83
ALPHA NAT RES INC	ANR	02076X102	28	04/13/09	03/02/12	$490.43	$515.72	$-25.29
ALPHA NAT RES INC	ANR	02076X102	69	04/09/09	03/02/12	$1,208.56	$1,262.65	$-54.09
WARNER CHILCOTT PLC	WCRX	G94368100	112	11/08/10	05/01/12	$2,449.60	$2,319.73	$129.87
TYCO INTL LTD	TYC	H89128104	28	12/19/07	05/01/12	$1,569.63	$1,154.83	$414.80
TYCO INTL LTD	TYC	H89128104	20	04/17/09	05/01/12	$1,121.16	$444.08	$677.08
TYCO INTL LTD	TYC	H89128104	10	01/14/09	05/01/12	$560.58	$221.29	$339.29
WARNER CHILCOTT PLC	WCRX	G94368100	34	11/08/10	05/14/12	$744.25	$704.20	$40.05
AMERICA MOVIL S A DE C V SPONS	AMX	02364W105	171	11/21/06	05/16/12	$4,162.37	$3,800.04	$362.33
CELANESE CORP DEL SER A	CE	150870103	28	11/21/06	05/16/12	$1,179.58	$595.70	$583 88
PETROLEO BRASILEIRO SA PETROBR	PBR	71654V408	60	11/21/06	05/16/12	$1,185.29	$1,342.57	$-157.28
LORILLARD INC	LO	544147101	16	11/21/06	05/16/12	$2,038.62	$1,003 44	$1,035.18
FREEPORT-MCMORAN COPPER & GOL	FCX	35671D857	30	05/17/07	05/16/12	$991.84	$1,060.99	$-69.15
DEVON ENERGY CORPORATION NEW	DVN	25179M103	28	02/25/04	05/16/12	$1,738.39	$775.46	$962.93
CONOCOPHILLIPS	COP	20825C104	35	11/21/06	05/16/12	$1,838.14	$1,721.83	$116.31
PHILLIPS 66	PSX	718546104	92	11/21/06	05/21/12	$2,874.18	$2,690.08	$184.10
HARRIS CORP	HRS	413875105	41	11/21/06	06/01/12	$1,603 71	$1,789.86	$-186.15
AGCO CORP	AGCO	001084102	38	08/06/09	06/01/12	$1,486.64	$1,257 83	$228.81
WARNER CHILCOTT PLC	WCRX	G94368100	140	11/08/10	06/01/12	$2,529.67	$2,899 67	$-370.00
CELANESE CORP DEL SER A	CE	150870103	53	11/21/06	06/13/12	$1,990.73	$1,127.57	$863.16
AMERISOURCEBERGEN CORP	ABC	03073E105	56	11/21/06	06/13/12	$2,047.15	$1,247 28	$799 87
HARRIS CORP	HRS	413875105	101	11/21/06	06/13/12	$4,093.80	$4,409.15	$-315.35
NEWELL RUBBERMAID INC	NWL	651229106	43	04/17/09	06/19/12	$800.07	$330.83	$469.24
TJX COS INC NEW	TJX	872540109	95	11/21/06	06/19/12	$4,139.45	$1,357.79	$2,781 66
CISCO SYSTEM INC	CSCO	17275R102	102	04/28/11	06/22/12	$1,731 81	$1,773.34	$-41.53
EATON CORP	ETN	278058102	1	07/15/08	06/22/12	$37 98	$36.48	$1.50

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
EATON CORP	ETN	278058102	44	04/17/09	06/22/12	$1,671.27	$970.73	$700.54
EATON CORP	ETN	278058102	57	03/26/09	06/22/12	$2,165.05	$1,123.23	$1,041.82
HASBRO INC	HAS	418056107	44	02/17/11	06/22/12	$1,483.29	$2,012.83	$-529.54
HASBRO INC	HAS	418056107	52	02/17/11	06/22/12	$1,752.97	$2,343 22	$-590.25
NEWELL RUBBERMAID INC	NWL	651229106	227	03/27/09	06/22/12	$4,075.22	$1,562.06	$2,513.16
NEWELL RUBBERMAID INC	NWL	651229106	12	04/17/09	06/22/12	$215.43	$92.33	$123.10
AGCO CORP	AGCO	001084102	32	08/06/09	06/27/12	$1,348.07	$1,059 22	$288.85
HASBRO INC	HAS	418056107	19	02/17/11	06/27/12	$622.09	$856.18	$-234 09
AGCO CORP	AGCO	001084102	58	10/16/09	06/27/12	$2,443.37	$1,552.78	$890.59
PETROLEO BRASILEIRO SA PETROBR	PBR	71654V408	227	11/21/06	07/11/12	$4,281.90	$5,079.41	$-797.51
CELANESE CORP DEL SER A	CE	150870103	117	11/21/06	07/12/12	$3,890.29	$2,489.18	$1,401.11
STANLEY BLACK & DECKER INC	SWK	854502101	47.18	05/11/09	07/12/12	$2,796.41	$1,238.93	$1,557 48
STANLEY BLACK & DECKER INC	SWK	854502101	37.83	11/21/06	07/12/12	$2,242.17	$2,606.07	$-363.90
FREEPORT-MCMORAN COPPER & GOL	FCX	35671D857	37	05/17/07	07/12/12	$1,177.71	$1,308.56	$-130.85
EATON CORP	ETN	278058102	40	03/26/09	07/12/12	$1,473.61	$788.23	$685.38
DEVON ENERGY CORPORATION NEW	DVN	25179M103	82	02/25/04	07/12/12	$4,489.46	$2,270.99	$2,218.47
CONOCOPHILLIPS	COP	20825C104	72	11/21/06	07/12/12	$3,880.44	$3,542.04	$338.40
INTERNATIONAL BUSINESS MACHINE	IBM	459200101	7	01/14/09	07/25/12	$1,334.20	$581 63	$752.57
VISA INC CL A	V	92826C839	43	04/08/11	07/26/12	$5,404.78	$3,299.07	$2,105.71
ANADARKO PETROLEUM	APC	032511107	3	04/09/09	07/30/12	$215.96	$128.93	$87.03
ANADARKO PETROLEUM	APC	032511107	19	04/17/09	07/30/12	$1,367.78	$829.89	$537.89
LORILLARD INC	LO	544147101	8	11/21/06	07/30/12	$1,019.59	$501.72	$517.87
TJX COS INC NEW	TJX	872540109	34	11/21/06	07/30/12	$1,528.14	$485.94	$1,042.20
Total long term gain/loss from sales:						$99,930.39	$76,397.01	$23,533.38

Other Tax Information for 2012

The following summaries of activity within your account may help you when preparing your tax return. The detail for these amounts is shown later in this tax information letter.

Summary of Tax-Exempt Income

We have shown Virginia separately below because we have on our records that Virginia was your residence as of December 31, 2012.

Description	Interest from state bonds	Income from factored mutual funds	Income from other mutual funds	Amortization/OID	Net Total
Tax-Exempt for Virginia residents	$0.00	$0.00	Contact the mutual fund directly to determine the state taxability of distributions from these funds	$0.00	$0.00
Taxable for Virginia residents	$0.00	$0.00		$0.00	$0.00
Total	$0.00	$0.00	$0 00	$0 00	$0.00
Total Tax-Exempt Income		$0.00			
Portion Subject to Alternative Minimum Tax		$0.00			
Federal Tax Withheld on Tax-Exempt Income		$0.00			

Other Receipts

Description	Amount
Miscellaneous receipts	$0.00

Summary of Payments

Account Management Fees Paid in 2012

Description	Amount	Description	Amount
Total allocable fees	$2,558.14	Deductible portion	$2,558.14

Other Payments in 2012

Description	Amount	Description	Amount
Tax preparation and related fees	$0.00	U.S. taxes	$45.00
Miscellaneous expense	$0.00	State and local taxes	$0.00
Interest or loans paid	$0.00	Other investment expenses	$0.00

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
James W. Newberry 2834 East Somerset Court Hayden, ID 83835	Director 1.00	0.	0.	0.
Suzanne T. Newberry 50 Kingsland Terrace Burlington, VT 05401	Director 5.00	250.	0.	0.
Christopher C. Gignoux 3685 Harbor Road Shelbourne, VT 05482	Director 1.00	0.	0.	0.
Joan L. Gignoux 3685 Harbor Road Shelburne, VT 05482	President/Director 20.00	750.	0.	0.
Deborah L. O'Kain 420 Brazilian Avenue Palm Beach, FL 33480	Vice Pres/Director 5.00	0.	0.	0.
Joseph Erdman 290 Farmington Drive Charlottesville, VA 22901	Treasurer/Director 1.00	0.	0.	0.
Reginald Gignoux 3685 Harbor Road Shelburne, VT 05482	Secretary/Director 7.00	600.	0.	0.
Judith Ann Landon 632 Esplande Pelham, NY 10803	Director 5.00	250.	0.	0.
Gardner Case Newberry 50 Kingsland Terrace Burlington, VT 05401	Director 5.00	250.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		2,100.	0.	0.