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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning , 2011, and ending

The Thirteen Foundation,
10235 Interstate 20,
Eastland, TX 76448.

A Employer identification number
27-6977311

B Telephone number (see the instructions)
254-629-8100

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, column (c), line 16)
\$ 101,194,658.

J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)	100,000,000.			
	2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	42,760.	42,760.	42,760.	
	4 Dividends and interest from securities	438,361.	438,361.	438,361.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	88,601.			
	b Gross sales price for all assets on line 6a 7,215,751.				
	7 Capital gain net income (from Part IV, line 2)		88,601.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule) See Statement 1	46,204.	46,204.	46,204.		
12 Total. Add lines 1 through 11	100,615,926.	615,926.	527,325.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages	51,923.	25,961.	25,961.	17,308.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	4,750.			
	c Other prof fees (attach sch) See St 3	6,370.			
	17 Interest				
	18 Taxes (attach schedule) See Stm 4	4,865.	2,433.	2,433.	1,408.
	19 Depreciation (attach sch) and depletion	76.	38.	38.	
	20 Occupancy	3,987.	1,994.	1,994.	
21 Travel, conferences, and meetings				3,021.	
22 Printing and publications					
23 Other expenses (attach schedule) See Statement 5	293,749.	285,981.	285,981.	17,063.	
24 Total operating and administrative expenses. Add lines 13 through 23	365,720.	316,407.	316,407.	38,800.	
25 Contributions, gifts, grants paid Part XV	4,232,680.			4,232,680.	
26 Total expenses and disbursements. Add lines 24 and 25	4,598,400.	316,407.	316,407.	4,271,480.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	96,017,526.				
b Net investment income (if negative, enter -0.)		299,519.			
c Adjusted net income (if negative, enter -0.)			210,918.		

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Part II: Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	5,900,265.	57,093,392.	57,093,392.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	103.	21,236.	21,236.
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) Statement 6		42,055,774.	42,055,774.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)		1,924,463.	1,924,463.	
14	Land, buildings, and equipment: basis	3,633.			
	Less: accumulated depreciation (attach schedule) See Stmt 7	76.	3,557.	3,557.	
15	Other assets (describe See Statement 8)	1.	96,236.	96,236.	
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	5,900,369.	101,194,658.	101,194,658.	
LIABILITIES	17	Accounts payable and accrued expenses		79,126.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe See Statement 9)		2,443.	
	23	Total liabilities (add lines 17 through 22)	0.	81,569.	
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	5,900,000.	105,900,000.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	369.	-4,786,911.	
30	Total net assets or fund balances (see instructions)	5,900,369.	101,113,089.		
31	Total liabilities and net assets/fund balances (see instructions)	5,900,369.	101,194,658.		

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	5,900,369.
2	Enter amount from Part I, line 27a	2	96,017,526.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	101,917,895.
5	Decreases not included in line 2 (itemize) See Statement 10	5	804,806.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	101,113,089.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 11.			
b			
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			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	88,601.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]	3	-4,046.

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) N/A

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 (column (b) divided by column (c))
2010			
2009			
2008			
2007			
2006			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instrs)		
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	5,990.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	5,990.
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	5,990.
6	Credits/Payments.		
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	96.
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	14,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	14,096.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,106.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 0. Refunded <input type="checkbox"/>	11	8,106.

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4a		X
4b		N/A
5		X
6		X
7	X	
8a		
8b	X	
9		X
10	X	

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 ▶ Josh Wilks Telephone no ▶ 254-442-1057 Located at ▶ 10235 Interstate 20 Eastland TX ZIP + 4 ▶ 76448			
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 <input type="checkbox"/>			N/A
16	At any time during calendar year 2011, 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 ▶ <input type="checkbox"/>	1b	N/A
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20__ , 20__ , 20__ , 20__		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2011 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 2011.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

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? Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Farris C. Wilks 10235 Interstate 20 Eastland, TX 76448	Trustee 4.00	0.	0.	0.
JoAnn Wilks 10235 Interstate 20 Eastland, TX 76448	Trustee 4.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'None' and 'N/A'. Total number of others receiving over \$50,000 for professional services is 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.

Table with 2 columns: Description of activity, Expenses. Row 1: 'See Statement 13' with expenses of 38,800.

Part IX-B Summary of Program-Related Investments (see instructions)

Table with 2 columns: Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2, Amount. Row 1: 'N/A' with amount 0.

BAA

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	14,856,462.
b	Average of monthly cash balances	1b	46,720,877.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c).	1d	61,577,339.
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	61,577,339.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	923,660.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	60,653,679.
6	Minimum investment return. Enter 5% of line 5	6	3,032,684.

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	3,032,684.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,990.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,990.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,026,694.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,026,694.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	3,026,694.

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	4,271,480.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,271,480.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,271,480.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				3,026,694.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010	98,415.			
f Total of lines 3a through e	98,415.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 4,271,480.				
a Applied to 2010, 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 2011 distributable amount				3,026,694.
e Remaining amount distributed out of corpus	1,244,786.			
5 Excess distributions carryover applied to 2011 (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	1,343,201.			
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 2010. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,343,201.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	98,415.			
e Excess from 2011	1,244,786.			

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 2011, 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)

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

Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	
b 85% of line 2a.				
c Qualifying distributions from Part XII, line 4 for each year listed				1
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 organization 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 14

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 of the person to whom applications should be addressed

N/A


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 See sch. of Donees, address, status, etc		501(c) (3)	See schedule attached	4,232,680.
Total				▶ 3a 4,232,680.
b Approved for future payment	N/A 			
Total				▶ 3b

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

OMB No 1545 0047

Schedule of Contributors

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

2011

Name of the organization

The Thirteen Foundation

Employer identification number

27-6977311

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- 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).

BAA 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) (2011)

Name of organization

Employer identification number

The Thirteen Foundation

27-6977311

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Farris Wilks ----- 10235 Interstate 20 ----- Eastland, TX 76448 -----	\$ 50,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	JoAnn Wilks ----- 10235 Interstate 20 ----- Eastland, TX 76448 -----	\$ 50,000,000	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)

Name of organization

The Thirteen Foundation

Employer identification number

27-6977311

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 cols (a) through (e) and the following line entry

For organizations completing Part III, enter total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ▶ \$ _____ N/A
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
	N/A		

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(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

(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

(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

Client THIRTEEN

The Thirteen Foundation

27-6977311

11/05/12

09:16AM

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Income from K-1s	\$ 42,891.	\$ 42,891.	\$ 42,891.
Misc. income @ BNY 1099	199.	199.	199.
Non-div. distribution	1,097.	1,097.	1,097.
Tax exempt income	2,017.	2,017.	2,017.
Total	<u>\$ 46,204.</u>	<u>\$ 46,204.</u>	<u>\$ 46,204.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees	\$ 4,750.			
Total	<u>\$ 4,750.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other professional fees	\$ 6,370.			
Total	<u>\$ 6,370.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll taxes	\$ 4,865.	\$ 2,433.	\$ 2,433.	\$ 1,408.
Total	<u>\$ 4,865.</u>	<u>\$ 2,433.</u>	<u>\$ 2,433.</u>	<u>\$ 1,408.</u>

Client THIRTEEN

The Thirteen Foundation

27-6977311

11/05/12

09 20AM

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Advertising & promotion	\$ 4,876..			
Amortization	204..	\$ 102..	\$ 102..	N/A
Depreciation of vehicle				\$ 5,172..
Employee insurance	3,541..	1,770..	1,770..	81..
Expenses from K-1s	211,021.	211,021.	211,021.	
Foreign tax withheld on dividend income				
Investment fees	43,734..	43,734..	43,734.	
Investment interest	25,267..	25,267..	25,267..	
Investment interest	3,492..	3,492..	3,492..	
Meals & entertainment	423..			341..
Miscellaneous	326..	163.	163..	104..
Office expense				906..
Postage & delivery	94..	47..	47..	36..
Supplies				2,858..
Travel	623..	311..	311..	
Vehicle expense	148..	74..	74..	7,565..
Total	\$ 293,749..	\$ 285,981.	\$ 285,981.	\$ 17,063..

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Securities held at Brokerage Firms	Mkt Val	\$ 42,055,774.	\$ 42,055,774.
	Total	\$ 42,055,774.	\$ 42,055,774.

Statement 7
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Machinery and Equipment	\$ 3,633.	\$ 76.	\$ 3,557.	\$ 3,557.
Total	\$ 3,633.	\$ 76.	\$ 3,557.	\$ 3,557.

Statement 8
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Net Intangible Assets	\$ 5,907.	\$ 5,907..
Receivables - misc.	90,329.	90,329..
Total	\$ 96,236.	\$ 96,236.

Client THIRTEEN

The Thirteen Foundation

27-6977311

11/05/12

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**Statement 9
Form 990-PF, Part II, Line 22
Other Liabilities**

Intercompany account \$ 2,443..

Total \$ 2,443.

**Statement 10
Form 990-PF, Part III, Line 5
Other Decreases**

Book income in excess of income on 990-PF \$ 13,466..

Disbursements for charitable purposes 38,800..

Unrealized loss on investments 752,540..

Total \$ 804,806.

**Statement 11
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income**

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	See Gain/Loss Sch. Attached BNY Mellon	Purchased	Various	Various
2	70 Lear Corp (From BNY Mellon 1099)	Purchased	8/15/2011	12/21/2011
3	35005.83 WF ADV Ultra Short-TRMIncome	Purchased	5/13/2011	5/24/2011
4	361726.96 WF ADV Ultra Short-TRMIncome	Purchased	5/13/2011	6/22/2011
5	Net L.T. loss from K-1 @ Siguler Guff	Purchased	Various	Various
6	BNY Mellon Capital Gain Distribution-172	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	3544686.		3721006.	-176,320..				\$-176,320..
2	2,643.		3,072.	-429.				-429..
3	300,000.		300,000.	0.				0.
4	3096383.		3100000.	-3,617.				-3,617.
5	0.		3,072.	-3,072.				-3,072.
6	272,039.		0.	272,039.				272,039..
Total \$								<u>88,601.</u>

**Statement 12
Form 990-PF, Part VII-A, Line 10
Substantial Contributors During the Tax Year**

<u>Name of Substantial Contributor</u>	<u>Address of Substantial Contributor</u>
Farris & JoAnn Wilks,	10235 Interstate 20 Eastland, TX 76448

Client THIRTEEN

The Thirteen Foundation

27-6977311

11/06/12

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Statement 13
Form 990-PF, Part IX-A, Line 1
Summary of Direct Charitable Activities

<u>Direct Charitable Activities</u>	<u>Expenses</u>
The Thirteen Foundation has direct charitable activity through a wholly owned disregarded entity set up as a Missouri Limited Liability Company with the following name: Reach for Yahweh International I.D.# 80-0768642 The expenses are recorded on Page 1 of Form 990-PF column (d)	\$ 38,800.

Statement 14
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Farris C. Wilks
JoAnn Wilks

The Thirteen Foundation F.O.# 27-6977311
Form 990-PF Part IV - Statement of Gain/Loss BNY Mellon

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
EATON CORPORATION COMMON	278058102	40	08/15/11	08/16/11	\$1,691 98	\$1,702 13	\$-10 15
WARNER CHILCOTT PLC - CLASS A	G94368100	340	08/15/11	08/16/11	\$5,775 74	\$5,974 75	\$-199 01
NORDSON CORP	655663102	10	08/15/11	08/16/11	\$446 42	\$448 48	\$-2 06
NORDSON CORP	655663102	10	08/15/11	08/16/11	\$445 05	\$448 48	\$-3 43
NORDSON CORP	655663102	130	08/15/11	08/17/11	\$5,698 65	\$5,830 28	\$-131 63
SOUTHWESTERN ENERGY CO	845467109	1070	08/15/11	08/17/11	\$41,741 93	\$41,449 66	\$292 27
NORDSON CORP	655663102	10	08/15/11	08/17/11	\$447 23	\$448 49	\$-1 26
MARSH & MCLENNAN COS INC	571748102	610	08/15/11	08/18/11	\$16,976 21	\$17,273 98	\$-297 77
M & T BK CORP	55261F104	220	08/15/11	08/18/11	\$15,817 63	\$16,261 96	\$-444 33
APPLE COMPUTER INC COM	037833100	20	08/15/11	08/19/11	\$7,282 06	\$7,282 06	\$0 00
BAIDU COM INC	056752108	54	08/15/11	08/19/11	\$7,019 86	\$8,208 97	\$-1,189 11
LIBERTY MEDIA-STARZ SR A-W/I	53071M708	10	08/15/11	08/25/11	\$662 63	\$727 16	\$-64 53
VERTEX PHARMACEUTICALS INC	92532F100	30	08/15/11	08/26/11	\$1,346 36	\$1,352 58	\$-6 22
RALCORP HLDGS INC NEW	751028101	30	08/15/11	08/26/11	\$2,555 88	\$2,549 34	\$6 54
LIBERTY MEDIA-STARZ SR A-W/I	53071M708	20	08/15/11	08/26/11	\$1,316 34	\$1,454 31	\$-137 97
NATIONAL FUEL GAS COMPANY	636180101	70	08/15/11	08/26/11	\$4,003 17	\$4,173 26	\$-170 09
SIMON PPTY GROUP INC NEW	828806109	178	08/15/11	08/26/11	\$20,311 14	\$20,412 68	\$-101 54



THIRTEEN FOUNDATION-IMA

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
ZAGG INC	98884U108	40	08/15/11	08/26/11	\$592.67	\$648.45	\$-55.78
CHICOS FAS INC	168615102	60	08/15/11	08/26/11	\$799.73	\$811.68	\$-11.95
PHILIP MORRIS INTERNATIONAL	718172109	120	08/15/11	08/26/11	\$8,307.38	\$8,032.56	\$274.82
CAVIUM INC	14964U108	60	08/15/11	08/26/11	\$1,766.32	\$1,891.44	\$-125.12
EASTMAN CHEMICAL CO	277432100	30	08/15/11	08/26/11	\$2,362.66	\$2,580.24	\$-217.58
UNITED THERAPEUTICS CORP DEL	91307C102	50	08/15/11	08/26/11	\$1,994.29	\$2,554.75	\$-560.46
NAVISTAR INTL CORP NEW COM	63934E108	30	08/15/11	09/06/11	\$1,153.31	\$1,244.08	\$-90.77
FOSSIL INC	349882100	60	08/15/11	09/06/11	\$5,404.14	\$5,654.16	\$-250.02
EASTMAN CHEMICAL CO	277432100	100	08/15/11	09/06/11	\$7,474.90	\$8,600.80	\$-1,125.90
CAVIUM INC	14964U108	180	08/15/11	09/06/11	\$5,251.09	\$5,674.32	\$-423.23
NAVISTAR INTL CORP NEW COM	63934E108	100	08/15/11	09/06/11	\$3,860.35	\$4,146.93	\$-286.58
NAVISTAR INTL CORP NEW COM	63934E108	40	08/15/11	09/06/11	\$1,544.14	\$1,658.77	\$-114.63
RAYMOND JAMES FINL INC	754730109	20	08/15/11	09/07/11	\$544.98	\$544.96	\$0.02
CARBO CERAMICS INC	140781105	3	08/15/11	09/07/11	\$442.49	\$425.93	\$16.56
ENDURANCE SPECIALITY HLDGS LTD	G30397106	50	08/15/11	09/07/11	\$1,777.03	\$1,836.40	\$-59.37
DARDEN RESTAURANTS INC COM	237194105	40	08/15/11	09/07/11	\$1,776.01	\$1,955.87	\$-179.86
PATTERSON-UTI ENERGY INC	703481101	10	08/15/11	09/07/11	\$232.22	\$267.28	\$-35.06
ALBEMARLE CORP COM	012653101	50	08/15/11	09/07/11	\$2,437.81	\$2,943.90	\$-506.09
CABOT OIL & GAS CORP	127097103	40	08/15/11	09/07/11	\$3,096.90	\$2,926.55	\$170.35
SANDRIDGE ENERGY INC	80007P307	950	08/15/11	09/09/11	\$6,465.10	\$7,606.08	\$-1,140.98
KRONOS WORLDWIDE INC	50105F105	200	08/15/11	09/09/11	\$4,014.40	\$4,681.08	\$-666.68
OIL STS INTL INC	678026105	50	08/15/11	09/09/11	\$3,030.42	\$3,483.40	\$-452.98
SANDRIDGE ENERGY INC	80007P307	150	08/15/11	09/09/11	\$1,020.81	\$1,200.96	\$-180.15
SANDRIDGE ENERGY INC	80007P307	210	08/17/11	09/09/11	\$1,429.13	\$1,688.40	\$-259.27
SANDRIDGE ENERGY INC	80007P307	200	08/15/11	09/09/11	\$1,353.95	\$1,601.28	\$-247.33
NORDSON CORP	655663102	30	08/15/11	09/09/11	\$1,222.24	\$1,345.45	\$-123.21



BNY MELLON
WEALTH MANAGEMENT

THIRTEEN FOUNDATION-IMA

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
FNMA POOL AA8389 4 5% 6/01/39	31416SKB6	93629 92	08/26/11	09/15/11	\$99,536 06	\$99,565 31	\$-29 25
ALLSTATE CORP COM	020002101	1770	08/15/11	09/15/11	\$44,429 34	\$44,972 16	\$-542 82
FNMA POOL 930924 4 5% 4/1/2039	31412PG96	209359 12	08/26/11	09/15/11	\$221,920 67	\$221,593 55	\$327 12
ZOLL MED CORP	989922109	10	08/15/11	09/15/11	\$403 10	\$403 10	\$0 00
ZOLL MED CORP	989922109	160	08/15/11	09/16/11	\$6,034 40	\$7,872 11	\$-1,837 71
ZOLL MED CORP	989922109	40	09/14/11	09/16/11	\$1,508 60	\$1,678 72	\$-170 12
ZOLL MED CORP	989922109	50	08/15/11	09/16/11	\$1,885 75	\$2,460 04	\$-574 29
ZOLL MED CORP	989922109	10	08/14/11	09/16/11	\$377 15	\$508 59	\$-131 44
MOLYCORP INC	608753109	70	08/15/11	09/20/11	\$3,157 06	\$4,219 87	\$-1,062 81
KRONOS WORLDWIDE INC	50105F105	100	08/15/11	09/20/11	\$1,996 57	\$2,340 54	\$-343 97
EQT CORP COM	26884L109	40	09/14/11	09/21/11	\$2,455 01	\$2,423 52	\$31 49
EQT CORP COM	26884L109	30	08/15/11	09/21/11	\$1,841 26	\$1,661 93	\$179 33
WALTER INDS INC	93317Q105	70	09/09/11	09/21/11	\$4,607 57	\$6,158 99	\$-1,551 42
WALTER INDS INC	93317Q105	20	09/14/11	09/21/11	\$1,316 45	\$1,714 36	\$-397 91
EQT CORP COM	26884L109	110	08/15/11	09/21/11	\$6,727 76	\$6,093 73	\$634 03
CLIFFS NATS RES INC	18683K101	20	08/15/11	09/23/11	\$1,172 93	\$1,172 93	\$0 00
ION GEOPHYSICAL CORP	462044108	520	08/15/11	09/23/11	\$2,461 27	\$3,420 56	\$-959 29
ION GEOPHYSICAL CORP	462044108	470	08/17/11	09/23/11	\$2,224 61	\$3,191 49	\$-966 88
ION GEOPHYSICAL CORP	462044108	290	09/14/11	09/23/11	\$1,372 63	\$1,972 78	\$-600 15
MANPOWER INC WIS	56418H100	90	08/15/11	09/23/11	\$2,990 35	\$3,776 93	\$-786 58
MANPOWER INC WIS	56418H100	20	09/14/11	09/23/11	\$664 52	\$731 40	\$-66 88
CLIFFS NATS RES INC	18683K101	30	09/14/11	09/23/11	\$1,759 40	\$1,759 40	\$0 00
FNMA POOL 930924 4 5% 4/1/2039	31412PG96	4595 88	08/26/11	09/25/11	\$4,595 88	\$4,864 45	\$-268 57
FEDERAL NAT'L MTGE ASSN POOL	88889C 31410GRK1	1917 31	08/26/11	09/25/11	\$1,917 31	\$2,159 37	\$-242 06
FNMA POOL AA8389 4 5% 6/01/39	31416SKB6	2925 05	08/26/11	09/25/11	\$2,925 05	\$3,110 61	\$-185 56
HARTFORD FINL SVCS GROUP INC COM	416515104	90	08/15/11	09/27/11	\$1,541 37	\$1,822 98	\$-281 61



THIRTEEN FOUNDATION-IMA

Short term gains and losses

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

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
TUPPERWARE CORP	899896104	10	08/15/11	09/27/11	\$588 02	\$588 02	\$0 00
ABERCROMBIE & FITCH CO CL A	002896207	20	08/15/11	09/27/11	\$1,341 95	\$1,414 39	\$-72 44
FOOT LOCKER INC	344849104	30	09/06/11	09/27/11	\$672 20	\$585 98	\$86 22
TEMPUR-PEDIC INTL INC	88023U101	10	08/15/11	09/27/11	\$603 55	\$593 78	\$9 77
CHICOS FAS INC	168615102	230	08/15/11	09/27/11	\$2,929 06	\$3,111 44	\$-182 38
FOSSIL INC	349882100	20	08/15/11	09/27/11	\$1,951 93	\$1,884 72	\$67 21
FOSSIL INC	349882100	20	08/15/11	09/27/11	\$1,925 44	\$1,884 72	\$40 72
ACME PACKET INC	004764106	270	08/15/11	09/27/11	\$12,979 60	\$15,170 76	\$-2,191 16
ANNALY MTG MGMT INC	035710409	520	08/15/11	09/28/11	\$8,700 57	\$8,700 57	\$0 00
SOUTHWESTERN ENERGY CO	845467109	460	08/25/11	09/28/11	\$16,231 85	\$17,492 37	\$-1,260 52
SOUTHWESTERN ENERGY CO	845467109	600	08/15/11	09/28/11	\$21,171 97	\$23,242 80	\$-2,070 83
UNION PACIFIC CORP	907818108	240	08/15/11	09/28/11	\$20,215 87	\$22,475 52	\$-2,259 65
CAMERON INTL CORP	13342B105	660	08/15/11	09/28/11	\$29,673 49	\$32,173 68	\$-2,500 19
BRIGHAM EXPL CO	109178103	30	08/15/11	09/28/11	\$816 33	\$871 95	\$-55 62
MANPOWER INC WIS	56418H100	60	08/15/11	09/28/11	\$2,089 59	\$2,517 95	\$-428 36
EQT CORP COM	26884L109	10	08/15/11	09/28/11	\$592 57	\$553 98	\$38 59
CABOT OIL & GAS CORP	127097103	10	08/15/11	09/28/11	\$663 27	\$663 27	\$0 00
CATERPILLAR INC	149123101	140	08/15/11	09/29/11	\$10,506 84	\$12,805 52	\$-2,298 68
GENERAL ELECTRIC CO	369604103	560	08/15/11	09/29/11	\$8,837 53	\$9,059 68	\$-222 15
WATSON PHARMACEUTICALS INC	942683103	140	08/25/11	09/30/11	\$9,813 14	\$9,179 51	\$633 63
ZIMMER HLDGS INC	98956P102	610	08/15/11	09/30/11	\$33,099 31	\$32,767 98	\$331 33
ZIMMER HLDGS INC	98956P102	470	08/25/11	09/30/11	\$25,502 74	\$25,387 24	\$115 50
TEMPUR-PEDIC INTL INC	88023U101	40	08/15/11	10/07/11	\$2,255 16	\$2,375 12	\$-119 96
CYTEC INDS INC	232820100	70	08/15/11	10/07/11	\$2,491 86	\$3,281 21	\$-789 35
PATTERSON-UTI ENERGY INC	703481101	150	08/15/11	10/07/11	\$2,540 70	\$4,009 17	\$-1,468 47
TUPPERWARE CORP	899896104	10	07/25/11	10/07/11	\$523 52	\$699 24	\$-175 72



BNY MELLON
WEALTH MANAGEMENT

THIRTEEN FOUNDATION-IMA

2011 Tax Information
Account Number 10513333400

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Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
TUPPERWARE CORP	8998986104	10	08/15/11	10/07/11	\$523 52	\$645 78	\$-122 26
ATWOOD OCEANICS INC	050095108	80	08/15/11	10/07/11	\$2,849 54	\$3,434 24	\$-584 70
CONSECO FINANCIAL GROUP INC	12621E103	50	08/15/11	10/10/11	\$266 22	\$266 22	\$0 00
CAMDEN PPTY TR SBI	133131102	70	08/15/11	10/10/11	\$3,981 48	\$4,533 06	\$-551 58
TRANSATLANTIC HLDGS INC	893521104	10	08/15/11	10/10/11	\$499 45	\$499 45	\$0 00
VERTEX PHARMACEUTICALS INC	92532F100	20	08/15/11	10/10/11	\$814 04	\$814 04	\$0 00
WADDELL & REED FINL INC CL A	930059100	30	08/15/11	10/12/11	\$755 17	\$944 94	\$-189 77
WADDELL & REED FINL INC CL A	930059100	50	08/15/11	10/12/11	\$1,253 65	\$1,574 90	\$-321 25
WADDELL & REED FINL INC CL A	930059100	20	08/15/11	10/12/11	\$501 58	\$629 96	\$-128 38
DECKERS OUTDOOR CORP	243537107	20	09/14/11	10/13/11	\$2,116 34	\$1,997 76	\$118 58
DECKERS OUTDOOR CORP	243537107	16	08/15/11	10/13/11	\$1,693 08	\$1,513 06	\$180 02
LEAR CORP W/I	521865204	100	08/15/11	10/13/11	\$4,659 06	\$4,633 80	\$25 26
ABERGROMBIE & FITCH CO CL A	0028986207	20	08/15/11	10/13/11	\$1,382 81	\$1,382 81	\$0 00
OMNIVISION TECHNOLOGIES INC	682128103	60	09/14/11	10/14/11	\$959 06	\$1,102 08	\$-143 02
GT ADVANCED TECHNOLOGIES INC	36191U106	670	08/15/11	10/14/11	\$5,097 60	\$8,081 41	\$-2,983 81
GT ADVANCED TECHNOLOGIES INC	36191U106	200	09/14/11	10/14/11	\$1,521 67	\$2,267 06	\$-745 39
OMNIVISION TECHNOLOGIES INC	682128103	200	08/15/11	10/14/11	\$3,196 88	\$5,255 66	\$-2,058 78
FEDL HOME LOAN MTGE CORP GRP	G119 3128M1BF5	616 68	09/19/11	10/15/11	\$616 68	\$662 16	\$-45 48
FHLMC GOLD G04219	3128M6AU2	3320 68	09/19/11	10/15/11	\$3,320 68	\$3,624 21	\$-303 53
FHLMC POOL #G0-6222	3128M8G73	4756 27	09/19/11	10/15/11	\$4,756 27	\$4,968 82	\$-212 55
FHLMC GOLD A95828	312944PM7	70 36	09/16/11	10/15/11	\$70 36	\$74 93	\$-4 57
FHLMC POOL #A9-5160	312943WV1	920 46	09/19/11	10/15/11	\$920 46	\$961 59	\$-41 13
FHLMC GOLD G05938	3128M74X1	940 61	09/19/11	10/15/11	\$940 61	\$1,016 45	\$-75 84
DSW INC	23334L102	40	09/14/11	10/18/11	\$1,941 44	\$1,919 23	\$22 21
DSW INC	23334L102	40	08/15/11	10/18/11	\$1,941 44	\$1,841 12	\$100 32
MEDNAX INC	58502B106	90	08/15/11	10/18/11	\$5,666 88	\$5,871 42	\$-184 54



THIRTEEN FOUNDATION-IMA

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
MEDNAX INC	58502B106	30	09/14/11	10/18/11	\$1,895.63	\$1,971.54	\$-75.91
CHICOS FAS INC	168615102	130	09/14/11	10/18/11	\$1,552.65	\$1,770.34	\$-217.69
PATTERSON-UTI ENERGY INC	703481101	180	08/15/11	10/18/11	\$3,407.68	\$4,811.00	\$-1,403.32
PATTERSON-UTI ENERGY INC	703481101	50	09/14/11	10/18/11	\$946.58	\$1,167.40	\$-220.82
CHICOS FAS INC	168615102	470	08/15/11	10/18/11	\$5,613.43	\$6,358.16	\$-744.73
DECKERS OUTDOOR CORP	243537107	64	08/15/11	10/18/11	\$6,488.73	\$6,052.22	\$436.51
MEDNAX INC	58502B106	50	08/15/11	10/19/11	\$3,171.98	\$3,261.90	\$-89.92
HUNTINGTON BANCSHARES INC	446150104	1310	08/15/11	10/20/11	\$6,353.11	\$6,678.38	\$-325.27
HUNTINGTON BANCSHARES INC	446150104	180	09/14/11	10/20/11	\$872.95	\$916.71	\$-43.76
HUNTINGTON BANCSHARES INC	446150104	100	09/14/11	10/20/11	\$484.61	\$509.28	\$-24.67
COHEN & STEERS INC	19247A100	60	08/15/11	10/20/11	\$1,437.00	\$2,254.97 *	\$-817.97
HOSPIRA INC	441060100	530	08/25/11	10/20/11	\$15,106.94	\$23,943.12	\$-8,836.18
COHEN & STEERS INC	19247A100	50	09/14/11	10/20/11	\$1,201.15	\$1,831.90	\$-630.75
CARDINAL HEALTH INC COM	14149Y108	320	08/15/11	10/20/11	\$13,533.98	\$13,212.16	\$321.82
HOSPIRA INC	441060100	680	08/15/11	10/20/11	\$19,382.48	\$30,707.44	\$-11,324.96
COHEN & STEERS INC	19247A100	110	08/15/11	10/20/11	\$2,642.54	\$4,134.11 *	\$-1,491.57
HUNTINGTON BANCSHARES INC	446150104	50	09/14/11	10/21/11	\$240.91	\$254.64	\$-13.73
NORTHEAST UTILITIES COMMON	664397106	60	08/15/11	10/21/11	\$2,014.91	\$1,965.74	\$49.17
GEOEYE INC	37250W108	10	08/17/11	10/21/11	\$344.49	\$346.89	\$-2.40
GEOEYE INC	37250W108	20	08/18/11	10/21/11	\$688.99	\$674.12	\$14.87
TRIUMPH GROUP INC NEW	896818101	40	09/14/11	10/21/11	\$2,140.34	\$2,039.92	\$100.42
TRIUMPH GROUP INC NEW	896818101	30	08/15/11	10/21/11	\$1,605.26	\$1,481.11	\$124.15
IDEX CORP COM	45167R104	130	08/15/11	10/21/11	\$4,481.22	\$4,796.74	\$-315.52
IDEX CORP COM	45167R104	40	09/14/11	10/21/11	\$1,378.84	\$1,396.72	\$-17.88
FLOWSERVE CORP	34354P105	50	08/15/11	10/21/11	\$4,162.38	\$4,577.90	\$-415.52
FLOWSERVE CORP	34354P105	10	09/14/11	10/21/11	\$832.48	\$894.68	\$-62.20



BNY MELLON
WEALTH MANAGEMENT

THIRTEEN FOUNDATION-IMA

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss	
STANLEY BLACK & DECKER INC	854502101	40	08/15/11	10/21/11	\$2,497.59	\$2,486.72	\$10.87	
SUNTRUST BANKS INC	867914103	240	08/15/11	10/21/11	\$4,470.22	\$4,489.46	\$-19.24	
SUNTRUST BANKS INC	867914103	70	09/14/11	10/21/11	\$1,303.82	\$1,389.33	\$-85.51	
EZCORP INC CL A NON VTG	302301106	160	08/15/11	10/21/11	\$4,137.35	\$5,091.47	\$-954.12	
EZCORP INC CL A NON VTG	302301106	50	09/14/11	10/21/11	\$1,292.92	\$1,670.90	\$-377.98	
HUNTINGTON BANCSHARES INC	446150104	40	09/14/11	10/21/11	\$191.72	\$203.71	\$-11.99	
TUPPERWARE CORP	899896104	30	08/15/11	10/21/11	\$1,684.00	\$1,937.34	\$-253.34	
CARPENTER TECHNOLOGY CORP COMMON	144285103	20	08/15/11	10/21/11	\$975.07	\$975.07	\$0.00	
RALCORP HLDGS INC NEW	751028101	20	08/15/11	10/21/11	\$1,592.80	\$1,699.56	\$-106.76	
FLOWSERVE CORP	34354P105	20	08/15/11	10/21/11	\$1,664.96	\$1,831.16	\$-166.20	
EVEREST RE GRP LTD	G3223R108	40	09/07/11	10/21/11	\$3,367.49	\$3,248.10	\$119.39	
HANSEN NAT CORP	411310105	10	08/15/11	10/21/11	\$928.89	\$814.66	\$114.23	
BRIGHAM EXPL CO	109178103	90	08/15/11	10/21/11	\$3,280.88	\$2,615.83	\$665.05	
GEOEYE INC	37250W108	10	08/17/11	10/21/11	\$344.49	\$346.16	\$-1.67	
OPNET TECHNOLOGIES INC	683757108	210	08/15/11	10/24/11	\$9,245.87	\$7,258.88	\$1,986.99	
DSW INC	23334L102	100	08/15/11	10/24/11	\$5,255.33	\$4,602.79	\$652.54	
OPNET TECHNOLOGIES INC	683757108	50	09/14/11	10/24/11	\$2,201.40	\$1,866.90	\$334.50	
FEDERAL NATL MTGE ASSN POOL	74594E 31403DWH8	2436.07	08/26/11	10/25/11	\$2,436.07	\$2,740.58	\$-304.51	
HOLOGIC INC	436440101	180	08/15/11	10/25/11	\$2,821.81	\$2,963.66	\$-141.85	
FNMA POOL 962301	4 5% 3/01/23	31414CRW0	2617.36	09/19/11	10/25/11	\$2,617.36	\$2,803.85	\$-186.49
FEDERAL NATL MTGE ASSN POOL	88889C 31410GRK1	1556.02	08/26/11	10/25/11	\$1,556.02	\$1,752.47	\$-196.45	
FNMA POOL #0AH3519	3138A44D4	352.58	09/19/11	10/25/11	\$352.58	\$369.11	\$-16.53	
FNMA POOL #0975268	31414S6D0	5777.32	09/19/11	10/25/11	\$5,777.32	\$6,321.65	\$-544.33	
FNMA POOL #0AJ1758	3138ASSU2	3530.69	09/14/11	10/25/11	\$3,530.69	\$3,705.02	\$-174.33	
FNMA POOL 930924	4 5% 4/1/2039	31412PG96	6781.65	08/26/11	10/25/11	\$6,781.65	\$7,177.95	\$-396.30
FNMA POOL AA8389	4 5% 6/01/39	31416SKB6	12803.61	08/26/11	10/25/11	\$12,803.61	\$13,615.84	\$-812.23



THIRTEEN FOUNDATION-IMA

Short term gains and losses

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

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
FNMA POOL #0AE5895	31419GRR7	21528 95	09/21/11	10/25/11	\$21,528 95	\$22,363 20	\$-834 25
EZCORP INC CL A NON VTG	302301106	50	08/15/11	10/25/11	\$1,299 07	\$1,591 09	\$-292 02
SILVER WHEATON CORP	828336107	40	09/20/11	10/25/11	\$1,294 93	\$1,608 85	\$-313 92
CARPENTER TECHNOLOGY CORP COMMON	144285103	10	08/15/11	10/25/11	\$529.27	\$497 76	\$31 51
GLOBE SPECIALTY METALS INC	37954N206	60	08/15/11	10/25/11	\$1,002.81	\$1,040 97	\$-38 16
POLYCOM INC	73172K104	120	08/15/11	10/25/11	\$1,906 20	\$3,080 64	\$-1,174 44
FNMA POOL 962301 4 5% 3/01/23	31414CRW0	523 47	08/26/11	10/25/11	\$523 47	\$557 50	\$-34 03
EXXON MOBIL CORP	30231G102	190	08/15/11	10/26/11	\$15,199 56	\$13,869 62	\$1,329 94
EXXON MOBIL CORP	30231G102	480	08/25/11	10/26/11	\$38,398 88	\$35,422 17	\$2,976 71
AVON PRODUCTS INC COM	054303102	210	09/06/11	10/27/11	\$3,947 25	\$4,465 38	\$-518 13
AVON PRODUCTS INC COM	054303102	60	09/14/11	10/27/11	\$1,127 79	\$1,300 08	\$-172 29
ABERCROMBIE & FITCH CO CL A	002896207	120	08/15/11	10/27/11	\$8,989 77	\$8,486 31	\$503 46
ABERCROMBIE & FITCH CO CL A	002896207	20	09/14/11	10/27/11	\$1,498.30	\$1,341 56	\$156 74
ABERCROMBIE & FITCH CO CL A	002896207	20	07/17/11	10/27/11	\$1,498 30	\$1,373 13	\$125 17
AVON PRODUCTS INC COM	054303102	90	10/21/11	10/27/11	\$1,723 12	\$2,101 52	\$-378 40
ON SEMICONDUCTOR CORP	682189105	170	09/14/11	10/27/11	\$1,293 67	\$1,345 99	\$-52 32
MC DERMOTT INTL INC	580037109	260	10/21/11	10/27/11	\$2,754.78	\$3,702 01	\$-947 23
BAIDU COM INC	056752108	173	08/15/11	10/27/11	\$23,785 86	\$25,180 50	\$-1,394 64
BAIDU COM INC	056752108	206	08/15/11	10/27/11	\$28,323 06	\$29,543 36	\$-1,220 30
ON SEMICONDUCTOR CORP	682189105	630	08/15/11	10/27/11	\$4,794 21	\$4,937 63	\$-143 42
WALGREEN COMPANY COMMON	931422109	950	08/15/11	10/28/11	\$32,097 13	\$33,599 60	\$-1,502 47
WALGREEN COMPANY COMMON	931422109	740	08/25/11	10/28/11	\$25,001 97	\$25,738 61	\$-736 64
BAXTER INTL INC COM	071813109	260	08/25/11	10/28/11	\$14,375 38	\$14,155 02	\$220 36
CARDINAL HEALTH INC COM	14149Y108	630	08/25/11	10/28/11	\$28,602 90	\$25,987 94	\$2,614 96
CARDINAL HEALTH INC COM	14149Y108	490	08/15/11	10/28/11	\$22,246 70	\$20,231 12	\$2,015 58
COMPUTER PROGRAMS & SYS INC	205306103	90	09/21/11	10/31/11	\$4,694 62	\$6,339 92	\$-1 645 30



BNY MELLON
WEALTH MANAGEMENT

THIRTEEN FOUNDATION-IMA

2011 Tax Information

Account Number 10513333400

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Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
QUALITY SYS INC	747582104	100	10/13/11	10/31/11	\$3,881 63	\$4,598 15	\$-716 52
BRIGHAM EXPL CO	109178103	70	09/14/11	10/31/11	\$2,545 85	\$2,105 46	\$440 39
BRIGHAM EXPL CO	109178103	230	08/15/11	10/31/11	\$8,364 94	\$6,684 90	\$1,680 04
QUALITY SYS INC	747582104	60	10/20/11	10/31/11	\$2,328 98	\$2,628 30	\$-299 32
IPG PHOTONICS CORP	44980X109	30	08/15/11	11/01/11	\$1,464 48	\$1,829 58	\$-365 10
IPG PHOTONICS CORP	44980X109	20	09/14/11	11/01/11	\$976 32	\$1,200 31	\$-223 99
ABERCROMBIE & FITCH CO CL A	002896207	20	08/15/11	11/01/11	\$1,490 21	\$1,414 38	\$75 83
IPG PHOTONICS CORP	44980X109	50	08/15/11	11/01/11	\$2,438 70	\$3,049 30	\$-610 60
CONSECO FINANCIAL GROUP INC	12621E103	50	08/26/11	11/03/11	\$306 60	\$324 04	\$-17 44
CONSECO FINANCIAL GROUP INC	12621E103	10	08/15/11	11/03/11	\$61 32	\$59 98	\$1 34
ROWAN COMPANIES INC	779382100	70	10/07/11	11/03/11	\$2,387 74	\$2,180 63	\$207 11
IPG PHOTONICS CORP	44980X109	40	08/15/11	11/03/11	\$2,030 54	\$2,439 44	\$-408 90
HOLLYFRONTIER CORP	436106108	70	08/15/11	11/03/11	\$2,268 18	\$2,394 64	\$-126 46
TRANSATLANTIC HLDGS INC	893521104	10	08/15/11	11/03/11	\$529 77	\$507 24	\$22 53
INTEL CORPORATION	458140100	610	09/14/11	11/04/11	\$14,451 91	\$13,040 58	\$1,411 33
INTEL CORPORATION	458140100	760	08/15/11	11/04/11	\$18,005 65	\$15,753 28	\$2,252 37
INTEL CORPORATION	458140100	1850	08/15/11	11/04/11	\$43,826 59	\$38,346 80	\$5,479 79
INTEL CORPORATION	458140100	70	08/25/11	11/04/11	\$1,658 30	\$1,388 87	\$269 43
TARGACEPT INC	87611R306	300	10/18/11	11/08/11	\$2,482 05	\$4,924 26	\$-2,432 21
TARGACEPT INC	87611R306	210	10/24/11	11/08/11	\$1,744 44	\$3,669 52	\$-1,925 08
J P MORGAN CHASE & CO	46625H100	960	08/25/11	11/08/11	\$32,842 03	\$34,517 64	\$-1,675 61
ALLSTATE CORP COM	020002101	1110	08/15/11	11/08/11	\$29,345 50	\$28,202 88	\$1,142 62
BAXTER INTL INC COM	071813109	710	09/22/11	11/08/11	\$38,603 88	\$37,713 78	\$890 10
BAXTER INTL INC COM	071813109	890	08/15/11	11/08/11	\$48,390 77	\$47,746 72	\$644 05-
ALLSTATE CORP COM	020002101	860	08/25/11	11/08/11	\$22,736 16	\$22,066 40	\$669 76
SOUTHERN COMPANY	842587107	220	11/09/11	11/10/11	\$9,561 77	\$9,608 21	\$-46 44



THIRTEEN FOUNDATION-IMA

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
SPECTRA ENERGY CORP	847560109	330	11/09/11	11/10/11	\$9,558.83	\$9,642.34	\$-83.51
CARDINAL HEALTH INC COM	14149Y108	210	11/09/11	11/10/11	\$9,057.10	\$9,104.93	\$-47.83
CARDINAL HEALTH INC COM	14149Y108	380	09/14/11	11/10/11	\$16,389.05	\$15,952.55	\$436.50
CARDINAL HEALTH INC COM	14149Y108	470	08/15/11	11/10/11	\$20,270.66	\$19,405.36	\$865.30
MORGANS HOTEL GROUP CO	61748W108	20	08/15/11	11/10/11	\$111.23	\$109.09	\$2.14
PRIMO WATER CORP	74165N105	580	08/15/11	11/10/11	\$2,066.15	\$2,849.89	\$-783.74
PRIMO WATER CORP	74165N105	160	09/14/11	11/10/11	\$569.97	\$1,142.82	\$-572.85
PRIMO WATER CORP	74165N105	140	11/09/11	11/10/11	\$498.73	\$717.85	\$-219.12
MORGANS HOTEL GROUP CO	61748W108	360	09/14/11	11/10/11	\$2,036.19	\$2,394.86	\$-358.67
MORGANS HOTEL GROUP CO	61748W108	310	11/09/11	11/10/11	\$1,753.39	\$1,860.99	\$-107.60
MORGANS HOTEL GROUP CO	61748W108	730	08/15/11	11/10/11	\$4,128.95	\$3,981.64	\$147.31
MORGANS HOTEL GROUP CO	61748W108	270	08/15/11	11/10/11	\$1,520.10	\$1,472.66	\$47.44
MORGANS HOTEL GROUP CO	61748W108	10	08/15/11	11/10/11	\$54.46	\$54.54	\$-0.08
MORGANS HOTEL GROUP CO	61748W108	50	08/15/11	11/11/11	\$283.37	\$272.72	\$10.65
MORGANS HOTEL GROUP CO	61748W108	30	08/15/11	11/11/11	\$170.98	\$163.63	\$7.35
CHECK POINT SOFTWARE TECHNOLOGIES I	M22465104	10	11/09/11	11/14/11	\$581.72	\$578.98	\$2.74
TIBCO SOFTWARE INC	88632Q103	20	11/09/11	11/14/11	\$608.54	\$564.50	\$44.04
COMMVAULT SYS INC	204166102	20	11/09/11	11/14/11	\$960.92	\$938.78	\$22.14
ALERE INC	01449J105	40	11/09/11	11/14/11	\$1,028.20	\$1,028.20	\$0.00
ABIOMED INC	003654100	90	11/09/11	11/14/11	\$1,684.02	\$1,684.02	\$0.00
MORGANS HOTEL GROUP CO	61748W108	10	08/15/11	11/14/11	\$56.99	\$54.54	\$2.45
GEOEYE INC	37250W108	130	08/15/11	11/14/11	\$3,082.24	\$4,320.94	\$-1,238.70
GEOEYE INC	37250W108	50	09/14/11	11/14/11	\$1,185.48	\$1,664.85	\$-479.37
GEOEYE INC	37250W108	30	11/09/11	11/14/11	\$711.29	\$771.23	\$-59.94
PHARMACYCLICS INC	716933106	470	09/21/11	11/14/11	\$5,413.78	\$5,591.21	\$-177.43
PHARMACYCLICS INC	716933106	90	11/09/11	11/14/11	\$1,036.68	\$1,087.02	\$-50.34



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THIRTEEN FOUNDATION-IMA

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Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
ROVI CORP	779376102	140	08/15/11	11/14/11	\$4,306.67	\$6,486.14	\$-2,179.47
ROVI CORP	779376102	40	09/14/11	11/14/11	\$1,230.48	\$1,870.90	\$-640.42
ROVI CORP	779376102	40	11/09/11	11/14/11	\$1,230.48	\$1,206.32	\$24.16
FHLMC POOL #00-3517	3132GJSE0	3131.89	09/15/11	11/15/11	\$3,131.89	\$3,321.27	\$-189.38
FHLMC POOL #G0-6222	3128M8G73	7336.58	09/19/11	11/15/11	\$7,336.58	\$7,664.43	\$-327.85
FHLMC POOL #A9-5160	312943VV1	827.28	09/19/11	11/15/11	\$827.28	\$864.25	\$-36.97
FHLMC GOLD A95828	312944PM7	157.87	09/16/11	11/15/11	\$157.87	\$168.13	\$-10.26
COOK CNTY ILL	213185DS7	600000	08/10/11	11/15/11	\$600,000.00	\$600,000.00	\$0.00
FHLMC GOLD G04219	3128M6AU2	2978.31	09/19/11	11/15/11	\$2,978.31	\$3,250.55	\$-272.24
FEDL HOME LOAN MTGE CORP GRP	G119 3128M1BF5	672.52	09/19/11	11/15/11	\$672.52	\$722.12	\$-49.60
MORGANS HOTEL GROUP CO	61748W108	10	08/15/11	11/15/11	\$56.21	\$54.54	\$1.67
MORGANS HOTEL GROUP CO	61748W108	20	08/15/11	11/15/11	\$109.51	\$109.09	\$0.42
FHLMC GOLD G05938	3128M74X1	1262.14	09/19/11	11/15/11	\$1,262.14	\$1,363.90	\$-101.76
MORGANS HOTEL GROUP CO	61748W108	40	08/15/11	11/16/11	\$212.54	\$218.17	\$-5.63
ELLIS PERRY INTL INC	288853104	50	09/14/11	11/17/11	\$715.71	\$1,013.40	\$-297.69
ELLIS PERRY INTL INC	288853104	50	11/09/11	11/17/11	\$715.71	\$1,183.15	\$-467.44
LIBERTY MEDIA CORP - LIBERTY S	530322304	130	08/15/11	11/17/11	\$8,954.41	\$9,453.04	\$-498.63
LIBERTY MEDIA CORP - LIBERTY S	530322304	30	09/14/11	11/17/11	\$2,066.40	\$2,145.30	\$-78.90
ELLIS PERRY INTL INC	288853104	190	09/06/11	11/17/11	\$2,719.71	\$3,841.50	\$-1,121.79
D F C GLOBAL CORP	23324T107	290	09/14/11	11/17/11	\$4,928.42	\$6,565.16	\$-1,636.74
D F C GLOBAL CORP	23324T107	220	08/15/11	11/17/11	\$3,738.81	\$3,738.81	\$0.00
MORGANS HOTEL GROUP CO	61748W108	30	08/15/11	11/17/11	\$154.38	\$163.63	\$-9.25
LIBERTY MEDIA CORP - LIBERTY S	530322304	30	11/09/11	11/17/11	\$2,066.40	\$2,002.85	\$63.55
MORGANS HOTEL GROUP CO	61748W108	40	08/15/11	11/18/11	\$201.28	\$218.17	\$-16.89
GLOBE SPECIALTY METALS INC	37954N206	20	08/15/11	11/18/11	\$274.59	\$410.59	\$-136.00
HUMANA INC COM	444859102	20	11/09/11	11/18/11	\$1,703.96	\$1,736.72	\$-32.76



BNY MELLON
WEALTH MANAGEMENT

THIRTEEN FOUNDATION-IMA

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
HUMANA INC COM	444859102	40	08/15/11	11/18/11	\$3,407.93	\$2,984.00	\$423.93
WARNER CHILCOTT PLC - CLASS A	G94368100	60	11/09/11	11/18/11	\$909.10	\$1,061.17	\$-152.07
WARNER CHILCOTT PLC - CLASS A	G94368100	140	08/15/11	11/18/11	\$2,121.24	\$2,460.19	\$-338.95
GEOEYE INC	37250W108	40	11/09/11	11/18/11	\$910.88	\$1,028.30	\$-117.42
GEOEYE INC	37250W108	10	08/16/11	11/18/11	\$227.72	\$341.54	\$-113.82
GEOEYE INC	37250W108	50	08/15/11	11/18/11	\$1,138.60	\$1,661.90	\$-523.30
TW TELECOM INC	87311L104	60	08/15/11	11/18/11	\$1,039.32	\$1,039.32	\$0.00
CONSECO FINANCIAL GROUP INC	12621E103	110	11/09/11	11/18/11	\$666.11	\$677.65	\$-11.54
TIBCO SOFTWARE INC	88632Q103	20	11/09/11	11/18/11	\$559.68	\$564.50	\$-4.82
ZAGG INC	98884U108	70	11/09/11	11/18/11	\$763.63	\$827.49	\$-63.86
ZAGG INC	98884U108	160	08/15/11	11/18/11	\$1,745.44	\$2,593.81	\$-848.37
ENERGIZER HLDGS INC	29266R108	10	08/15/11	11/18/11	\$696.99	\$696.99	\$0.00
GLOBE SPECIALTY METALS INC	37954N206	50	08/15/11	11/18/11	\$686.47	\$967.71	\$-281.24
GLOBE SPECIALTY METALS INC	37954N206	50	09/20/11	11/18/11	\$686.47	\$816.00	\$-129.53
GLOBE SPECIALTY METALS INC	37954N206	30	08/26/11	11/18/11	\$411.88	\$468.18	\$-56.30
WEINGARTEN RLTY INVS SBI	948741103	30	08/15/11	11/18/11	\$625.85	\$625.85	\$0.00
MICROS SYS INC	594901100	20	11/09/11	11/18/11	\$914.67	\$947.04	\$-32.37
HOLLYFRONTIER CORP	436106108	10	08/15/11	11/18/11	\$241.02	\$355.64	\$-114.62
HOLLYFRONTIER CORP	436106108	60	08/26/11	11/18/11	\$1,446.09	\$2,115.91	\$-669.82
HOLLYFRONTIER CORP	436106108	30	08/15/11	11/18/11	\$723.05	\$1,046.29	\$-323.24
PHARMASSET INC	71715N106	90	08/16/11	11/21/11	\$12,114.73	\$5,801.57	\$6,313.16
PHARMASSET INC	71715N106	30	10/24/11	11/21/11	\$4,038.24	\$2,203.09	\$1,835.15
PHARMASSET INC	71715N106	30	11/09/11	11/21/11	\$4,038.24	\$2,019.71	\$2,018.53
PHARMASSET INC	71715N106	30	09/14/11	11/21/11	\$4,038.24	\$2,338.44	\$1,699.80
TW TELECOM INC	87311L104	80	08/15/11	11/21/11	\$1,382.61	\$1,526.24	\$-143.63
TW TELECOM INC	87311L104	60	08/06/11	11/21/11	\$1,036.96	\$1,164.74	\$-127.78



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Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
INTEL CORPORATION	458140100	360	11/09/11	11/22/11	\$8,366 60	\$8,722 08	\$-355 48
INTEL CORPORATION	458140100	1360	08/25/11	11/22/11	\$31,607 15	\$26,983 76	\$4,623.39
PHARMASSET INC	71715N106	20	11/09/11	11/22/11	\$2,673 21	\$1,346 47	\$1,326 74
PHARMASSET INC	71715N106	48	08/15/11	11/22/11	\$6,415 72	\$3,024 62	\$3,391 10
PVH CORP	693656100	40	11/09/11	11/22/11	\$2,627 65	\$2,799 18	\$-171 53
PVH CORP	693656100	20	08/15/11	11/22/11	\$1,313 83	\$1,301 41	\$12 42
MITSUBISHI CORP ADR	606769305	240	09/22/11	11/23/11	\$9,171 18	\$10,474 66	\$-1,303 48
MITSUBISHI CORP ADR	606769305	300	08/15/11	11/23/11	\$11,463 98	\$14,002 66	\$-2,538 68
SEAGATE TECHNOLOGY	G7945M107	510	09/14/11	11/23/11	\$7,858 85	\$6,170 08	\$1,688 77
MITSUBISHI CORP ADR	606769305	90	11/01/11	11/23/11	\$3,439 19	\$3,640 32	\$-201 13
SEAGATE TECHNOLOGY	G7945M107	510	11/09/11	11/23/11	\$7,858 85	\$8,919 03	\$-1,060 18
FEDERAL NAT'L MTGE ASSN POOL	88889C 31410GRK1	1751 6	08/26/11	11/25/11	\$1,751 60	\$1,972 74	\$-221 14
FNMA POOL #0AH3519	3138A44D4	358 04	09/19/11	11/25/11	\$358 04	\$374 82	\$-16 78
FNMA POOL #0975268	31414S6D0	10219 35	09/19/11	11/25/11	\$10,219 35	\$11,182 20	\$-962 85
FNMA POOL #0AJ1758	3138AS5U2	6330 75	09/14/11	11/25/11	\$6,330 75	\$6,643 33	\$-312 58
FNMA POOL #0AE5895	31419GRR7	5285 61	09/21/11	11/25/11	\$5,285 61	\$5,490 43	\$-204 82
FNMA POOL #0AL0219	3138EGG57	19622 24	10/20/11	11/25/11	\$19,622 24	\$19,941 10	\$-318 86
MITSUBISHI CORP ADR	606769305	50	07/24/11	11/25/11	\$1,872 96	\$2,530 14	\$-657 18
FEDERAL NAT'L MTGE ASSN POOL	74594E 31403DWH8	2805 94	08/26/11	11/25/11	\$2,805 94	\$3,156 68	\$-350 74
FNMA POOL 962301	4 5% 3/01/23	31414CRW0	233 07	08/26/11	\$233 07	\$248 22	\$-15 15
FNMA POOL 962301	4 5% 3/01/23	31414CRW0	1165 35	09/19/11	\$1,165 35	\$1,248 38	\$-83 03
AEROPOSTALE	007865108	70	11/09/11	11/28/11	\$1,046 02	\$1,046 02	\$0 00
AEROPOSTALE	007865108	50	10/31/11	11/28/11	\$747 15	\$707 36	\$39 79
AEROPOSTALE	007865108	70	10/12/11	11/29/11	\$1,034 35	\$1,115 30	\$-80 95
AEROPOSTALE	007865108	250	10/31/11	11/29/11	\$3,694 10	\$3,536 77	\$157 33
ACME PACKET INC	004764106	210	11/09/11	11/30/11	\$6,937 32	\$7,870 67	\$-933 35



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THIRTEEN FOUNDATION-IMA

Short term gains and losses

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

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
ACME PACKET INC	004764106	470	08/25/11	11/30/11	\$15,526.39	\$20,760.51	\$-5,234.12
ACME PACKET INC	004764106	330	08/15/11	11/30/11	\$10,901.51	\$18,542.04	\$-7,640.53
COMMIT TO PUR FHLMC GOLD	02R0304C4	175000	09/21/11	12/05/11	\$179,176.76	\$179,122.07	\$54.69
CISCO SYS INC	17275RAC6	30000	08/11/11	12/06/11	\$34,708.80	\$34,940.40	\$-231.60
TRIUMPH GROUP INC NEW	896818101	20	11/09/11	12/15/11	\$1,124.97	\$1,090.59	\$34.38
UNITED RENTALS INC	911363109	40	11/09/11	12/15/11	\$1,047.15	\$992.32	\$54.83
KANSAS CITY SOUTHN INDS INC	485170302	10	11/09/11	12/15/11	\$621.40	\$639.30	\$-17.90
IDEX CORP COM	45167R104	30	08/15/11	12/15/11	\$1,063.64	\$1,106.94	\$-43.30
FED'L HOME LOAN MTGE CORP GRP	G119 3128M1BF5	534.8	09/19/11	12/15/11	\$534.80	\$574.24	\$-39.44
FHLMC GOLD G04219 5 5%	4/01/38 3128M6AU2	3198.17	09/19/11	12/15/11	\$3,198.17	\$3,490.50	\$-292.33
FHLMC GOLD G05938 5 0%	1/01/36 3128M74X1	1159	09/19/11	12/15/11	\$1,159.00	\$1,252.44	\$-93.44
FHLMC GOLD A95828 4 5%	12/01/40 312944PM7	59.2	09/16/11	12/15/11	\$59.20	\$63.05	\$-3.85
FHLMC GOLD A95828 4 5%	12/01/40 312944PM7	340.38	11/15/11	12/15/11	\$340.38	\$360.16	\$-19.78
FHLMC GOLD A95828 4 5%	12/01/40 312944PM7	44.4	11/15/11	12/15/11	\$44.40	\$46.95	\$-2.55
FHLMC POOL #A9-5160	312943WV1	1219.36	09/19/11	12/15/11	\$1,219.36	\$1,273.85	\$-54.49
FHLMC POOL #G0-6222	3128M8G73	6929.94	09/19/11	12/15/11	\$6,929.94	\$7,239.62	\$-309.68
FHLMC POOL #Q0-3517	3132GJSE0	8136.5	09/15/11	12/15/11	\$8,136.50	\$8,628.50	\$-492.00
BAXTER INTL INC COM	071813109	700	08/15/11	12/15/11	\$33,949.90	\$37,553.60	\$-3,603.70
BAXTER INTL INC COM	071813109	270	08/25/11	12/15/11	\$13,094.96	\$14,699.45	\$-1,604.49
BAXTER INTL INC COM	071813109	260	11/09/11	12/15/11	\$12,609.96	\$13,991.87	\$-1,381.91
SHIRE PHARMACEUTICALS GROUP	82481R106	180	08/15/11	12/15/11	\$17,727.75	\$17,430.84	\$296.91
ABIOMED INC	003654100	30	11/09/11	12/15/11	\$602.05	\$566.42	\$35.63
MEDICIS PHARMACEUTICALS CORP CL A	584690309	20	08/15/11	12/15/11	\$642.48	\$743.16	\$-100.68
WESTPORT INNOVATIONS INC	960908309	200	11/14/11	12/16/11	\$5,730.29	\$5,744.20	\$-13.91
ROWAN COMPANIES INC	779382100	90	09/14/11	12/16/11	\$2,690.62	\$3,359.52	\$-668.90
ROWAN COMPANIES INC	779382100	140	08/15/11	12/16/11	\$4,185.42	\$4,930.57	\$-745.15



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WEALTH MANAGEMENT

THIRTEEN FOUNDATION-IMA

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Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
VITAMIN SHOPPE INC	92849E101	260	08/15/11	12/16/11	\$9,251 85	\$10,511 88	\$-1,260 03
VITAMIN SHOPPE INC	92849E101	70	09/14/11	12/16/11	\$2,490 88	\$2,939 16	\$-448 28
VITAMIN SHOPPE INC	92849E101	70	11/09/11	12/16/11	\$2,490 88	\$2,630 46	\$-139 58
BANKRATE INC	06647F102	280	09/23/11	12/16/11	\$5,241 16	\$4,553 50	\$687 66
BANKRATE INC	06647F102	50	11/09/11	12/16/11	\$935 92	\$950 90	\$-14 98
ATLAS AIR INC	049164205	90	08/15/11	12/16/11	\$3,392 69	\$3,993 84	\$-601 15
ATLAS AIR INC	049164205	20	09/14/11	12/16/11	\$753 93	\$936 00	\$-182 07
ATLAS AIR INC	049164205	50	10/21/11	12/16/11	\$1,884 83	\$1,771 00	\$113 83
ATLAS AIR INC	049164205	20	11/09/11	12/16/11	\$753 93	\$731 10	\$22 83
IDEX CORP COM	45167R104	10	08/15/11	12/16/11	\$364 12	\$368 98	\$-4 86
IDEX CORP COM	45167R104	40	08/15/11	12/16/11	\$1,424 52	\$1,475 92	\$-51 40
BAXTER INTL INC COM	071813109	400	08/15/11	12/16/11	\$19,307 95	\$21,459 20	\$-2,151 25
BAXTER INTL INC COM	071813109	320	09/14/11	12/16/11	\$15,446 36	\$17,767 33	\$-2,320 97
BAXTER INTL INC COM	071813109	180	11/09/11	12/16/11	\$8,688 58	\$9,686 68	\$-998 10
IDEX CORP COM	45167R104	22	11/09/11	12/19/11	\$778 03	\$771 94	\$6 09
IDEX CORP COM	45167R104	5	11/09/11	12/19/11	\$176 66	\$175 44	\$1 22
ZAGG INC	98884U108	80	08/15/11	12/20/11	\$703 17	\$1,296 90	\$-593 73
IDEX CORP COM	45167R104	13	11/09/11	12/20/11	\$470 59	\$456 14	\$14 45
ZAGG INC	98884U108	710	08/15/11	12/20/11	\$6,011 81	\$11,510 03	\$-5,498 22
ZAGG INC	98884U108	120	08/15/11	12/21/11	\$1,036 74	\$1,945 36	\$-908 62
FIRST NIAGARA FINL GROUP INC	33582V108	1460	09/14/11	12/21/11	\$12,109 88	\$15,672 95	\$-3,563 07
FINISAR CORPORATION	31787A507	40	11/09/11	12/21/11	\$635 57	\$808 06	\$-172 49
NETSUITE INC	64118Q107	130	08/15/11	12/21/11	\$5,406 97	\$4,699 24	\$707 73
NETSUITE INC	64118Q107	40	09/14/11	12/21/11	\$1,663 68	\$1,313 52	\$350 16
NETSUITE INC	64118Q107	30	11/09/11	12/21/11	\$1,247 76	\$1,245 84	\$1 92
POLYPORE INTL INC	73179V103	90	08/15/11	12/21/11	\$3,948 20	\$5,789 52	\$-1,841 32



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THIRTEEN FOUNDATION-IMA

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
POLYPORE INTL INC	73179V103	20	09/14/11	12/21/11	\$877 38	\$1,280 96	\$-403 58
POLYPORE INTL INC	73179V103	20	11/09/11	12/21/11	\$877 38	\$1,082 86	\$-205 48
LEAR CORP W/I	521865204	50	09/14/11	12/21/11	\$1,887 71	\$2,225 80	\$-338 09
LEAR CORP W/I	521865204	20	11/09/11	12/21/11	\$755 08	\$853 90	\$-98 82
FIRST NIAGARA FINL GROUP INC	33582V108	920	11/09/11	12/21/11	\$7,630 89	\$8,213 76	\$-582 87
NEWFIELD EXPL CO	651290108	360	08/15/11	12/21/11	\$13,310 88	\$19,939 68	\$-6,628 80
NEWFIELD EXPL CO	651290108	520	08/17/11	12/21/11	\$19,226 84	\$28,088 11	\$-8,861 27
FIRST NIAGARA FINL GROUP INC	33582V108	1880	08/15/11	12/21/11	\$15,593 55	\$20,168 64	\$-4,575 09
FINISAR CORPORATION	31787A507	230	11/08/11	12/21/11	\$3,654 52	\$4,832 37	\$-1,177 85
ZAGG INC	98884U108	270	08/15/11	12/22/11	\$2,156 96	\$4,377 05	\$-2,220 09
NEWFIELD EXPL CO	651290108	370	11/09/11	12/22/11	\$13,829 56	\$15,239 45	\$-1,409 89
DECKERS OUTDOOR CORP	243537107	24	11/09/11	12/22/11	\$2,034 79	\$2,598 89	\$-564 10
DECKERS OUTDOOR CORP	243537107	6	08/15/11	12/22/11	\$508.70	\$567 40	\$-58 70
TRANSATLANTIC HLDGS INC	893521104	50	08/15/11	12/22/11	\$2,732 79	\$2,536 21	\$196 58
TRANSATLANTIC HLDGS INC	893521104	10	09/27/11	12/22/11	\$546 56	\$487 21	\$59 35
TRANSATLANTIC HLDGS INC	893521104	10	08/02/11	12/22/11	\$546 56	\$495 01	\$51 55
TRANSATLANTIC HLDGS INC	893521104	40	11/09/11	12/22/11	\$2,186 23	\$2,180 72	\$5 51
ALLIED NEVADA GOLD CORP	019344100	40	09/20/11	12/22/11	\$1,281 70	\$1,805 42	\$-523 72
ALLIED NEVADA GOLD CORP	019344100	10	09/21/11	12/22/11	\$320 43	\$447 88	\$-127 45
ALLIED NEVADA GOLD CORP	019344100	20	11/09/11	12/22/11	\$640 85	\$737 19	\$-96 34
DECKERS OUTDOOR CORP	243537107	11	08/15/11	12/22/11	\$929 36	\$1,040 22	\$-110 86
BORG WARNER INC	099724106	30	08/15/11	12/22/11	\$1,940 72	\$2,122 14	\$-181 42
BORG WARNER INC	099724106	10	11/09/11	12/22/11	\$646 91	\$675 01	\$-28 10
ADVANCE AUTO PARTS INC	00751Y106	40	11/18/11	12/22/11	\$2,773 38	\$2,707 10	\$66 28
COACH INC	189754104	30	11/09/11	12/22/11	\$1,790 99	\$1,898 55	\$-107 56
COACH INC	189754104	10	09/27/11	12/22/11	\$597 00	\$599 32	\$-2 32



Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
FOOT LOCKER INC	344849104	10	09/06/11	12/22/11	\$234.66	\$195.33	\$39.33
FOOT LOCKER INC	344849104	70	11/09/11	12/22/11	\$1,642.64	\$1,500.50	\$142.14
FOOT LOCKER INC	344849104	10	08/15/11	12/22/11	\$234.66	\$190.78	\$43.88
ULTA SALON COSMETICS &	90384S303	30	11/09/11	12/22/11	\$1,930.28	\$2,009.13	-\$78.85
ULTA SALON COSMETICS &	90384S303	10	11/22/11	12/22/11	\$643.43	\$665.72	-\$22.29
TRACTOR SUPPLY CO	892356106	20	11/09/11	12/22/11	\$1,418.17	\$1,418.17	\$0.00
TRACTOR SUPPLY CO	892356106	10	11/22/11	12/22/11	\$709.09	\$724.82	-\$15.73
CROCS INC	227046109	80	11/01/11	12/22/11	\$1,211.16	\$1,444.00	-\$232.84
VISHAY INTERTECHNOLOGY INC COM	928298108	40	10/25/11	12/22/11	\$354.97	\$417.23	-\$62.26
VISHAY INTERTECHNOLOGY INC COM	928298108	160	10/25/11	12/22/11	\$1,419.86	\$1,674.77	-\$254.91
VISHAY INTERTECHNOLOGY INC COM	928298108	90	11/09/11	12/22/11	\$798.67	\$979.92	-\$181.25
FAIRCHILD SEMICONDUCTOR INTL	303726103	80	11/09/11	12/22/11	\$980.18	\$1,139.60	-\$159.42
FAIRCHILD SEMICONDUCTOR INTL	303726103	100	08/15/11	12/22/11	\$1,225.23	\$1,368.80	-\$143.57
WALTER INDS INC	93317Q105	20	09/09/11	12/22/11	\$1,267.40	\$1,763.67	-\$496.27
ACME PACKET INC	004764106	50	08/15/11	12/22/11	\$1,539.72	\$2,821.02	-\$1,281.30
CLIFFS NATS RES INC	18683K101	30	08/15/11	12/22/11	\$1,935.58	\$2,358.16	-\$422.58
BORG WARNER INC	099724106	10	08/15/11	12/22/11	\$645.19	\$707.38	-\$62.19
CARPENTER TECHNOLOGY CORP COMMON	144285103	10	09/03/11	12/22/11	\$523.66	\$540.21	-\$16.55
CIENA CORP	171779309	160	10/27/11	12/22/11	\$1,907.57	\$2,136.38	-\$228.81
NEWFIELD EXPL CO	651290108	200	08/15/11	12/22/11	\$7,475.44	\$11,077.60	-\$3,602.16
NEWFIELD EXPL CO	651290108	430	08/25/11	12/22/11	\$16,072.19	\$21,144.99	-\$5,072.80
NEWFIELD EXPL CO	651290108	250	11/09/11	12/22/11	\$9,344.30	\$10,296.93	-\$952.63
NEWFIELD EXPL CO	651290108	250	08/17/11	12/22/11	\$9,344.30	\$13,503.90	-\$4,159.60
NEWFIELD EXPL CO	651290108	610	09/22/11	12/22/11	\$22,800.08	\$25,771.28	-\$2,971.20
CIENA CORP	171779309	110	11/09/11	12/22/11	\$1,311.45	\$1,436.20	-\$124.75



Short term gains and losses

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

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
ROVI CORP	779376102	40	08/15/11	12/23/11	\$997.76	\$1,853.18	\$-855.42
ROVI CORP	779376102	10	11/09/11	12/23/11	\$249.44	\$301.58	\$-52.14
INFORMATICA CORP	45666Q102	70	08/15/11	12/23/11	\$2,623.75	\$3,446.09	\$-822.34
U S TREASURY NOTE	912828NB2	170000	10/18/11	12/23/11	\$170,563.88	\$170,824.01	\$-260.13
DECKERS OUTDOOR CORP	243537107	23	08/15/11	12/23/11	\$1,947.70	\$2,175.02	\$-227.32
FAIRCHILD SEMICONDUCTOR INTL	303726103	70	08/15/11	12/23/11	\$850.93	\$958.16	\$-107.23
INFORMATICA CORP	45666Q102	40	11/09/11	12/23/11	\$1,499.29	\$1,839.52	\$-340.23
FEDERAL NAT'L MTGE ASSN POOL 74594E 31403DWH8	2097 25	08/26/11	12/25/11	\$2,097.25	\$2,359.41	\$-262.16	
FNMA POOL 962301 4 5% 3/01/23	31414CRW0	838 31	08/26/11	12/25/11	\$838.31	\$892.80	\$-54.49
FNMA POOL 962301 4 5% 3/01/23	31414CRW0	4191 53	09/19/11	12/25/11	\$4,191.53	\$4,490.18	\$-298.65
FEDERAL NAT'L MTGE ASSN POOL 88889C 31410GRK1	1471.22	08/26/11	12/25/11	\$1,471.22	\$1,656.96	\$-185.74	
FNMA POOL 0AD2351	31418PTH8	906.24	11/14/11	12/25/11	\$906.24	\$953.25	\$-47.01
FNMA POOL #0AE5895	31419GRR7	6529 84	09/21/11	12/25/11	\$6,529.84	\$6,782.87	\$-253.03
FNMA POOL #0MA0708	31417YYE1	160.32	11/15/11	12/25/11	\$160.32	\$166.73	\$-6.41
FNMA POOL #0975268	31414S6D0	8091.23	09/19/11	12/25/11	\$8,091.23	\$8,853.58	\$-762.35
FNMA POOL #0AJ1758	3138AS5U2	3848 4	09/14/11	12/25/11	\$3,848.40	\$4,038.41	\$-190.01
FNMA POOL #0AL0219	3138EGG57	5821 24	10/20/11	12/25/11	\$5,821.24	\$5,915.84	\$-94.60
FNMA POOL #0AH3519	3138A44D4	354.74	09/19/11	12/25/11	\$354.74	\$371.37	\$-16.63
ZAGG INC	98884U108	770	08/15/11	12/29/11	\$5,101.69	\$12,482.70	\$-7,381.01
FOOT LOCKER INC	344849104	130	08/15/11	12/29/11	\$3,089.70	\$2,480.14	\$609.56
ZAGG INC	98884U108	470	11/09/11	12/29/11	\$3,114.02	\$5,556.01	\$-2,441.99
ZAGG INC	98884U108	560	09/14/11	12/29/11	\$3,710.32	\$7,895.33	\$-4,185.01
FHLMC POOL #A9-5160	312943WV1	1182	09/19/11	01/15/12	\$1,182.00	\$1,234.82	\$-52.82
FHLMC POOL #G0-6222	3128MG73	2593 9	09/19/11	01/15/12	\$2,593.90	\$2,709.81	\$-115.91
FHLMC GOLD A95828 4 5% 12/01/40	312944PM7	51 23	11/15/11	01/15/12	\$51.23	\$54.18	\$-2.95
FHLMC GOLD A95828 4 5% 12/01/40	312944PM7	392 79	11/15/11	01/15/12	\$392.79	\$415.62	\$-22.83



BNY MELLON
WEALTH MANAGEMENT

THIRTEEN FOUNDATION-IMA

2011 Tax Information

Account Number 10513333400

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Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss	
FHLMC GOLD A95828	4 5% 12/01/40	312944PM7	68 31	09/16/11	01/15/12	\$68 31	\$72 75	\$-4 44
FHLMC GOLD G05938	5 0% 1/01/36	3128M74X1	954 25	09/19/11	01/15/12	\$954 25	\$1,031 19	\$-76.94
FHLMC GOLD G04219	5.5% 4/01/38	3128M6AU2	2903 28	09/19/11	01/15/12	\$2,903 28	\$3,168 66	\$-265.38
FHLMC GOLD G04719	5.5% 1/01/38	3128M6SG4	1496 25	11/16/11	01/15/12	\$1,496 25	\$1,618 29	\$-122 04
FED'L HOME LOAN MTGE CORP GRP	G 119 3128M1BF5	638 24	09/19/11	01/15/12	01/15/12	\$638 24	\$685 31	\$-47.07
FHLMC POOL #Q0-3517	3132GJSE0	16225 34	09/15/11	01/15/12	01/15/12	\$16,225 34	\$17,206 47	\$-981 13
FHLMC POOL Q04584	4 5% 11/01/41	3132GKXM3	438 73	11/07/11	01/15/12	\$438 73	\$465 12	\$-26.39
FNMA POOL 962301	4 5% 3/01/23	31414CRW0	196.6	08/26/11	01/25/12	\$196 60	\$209 38	\$-12.78
FEDERAL NAT'L MTGE ASSN POOL	74594E 31403DWH8	1928 13	08/26/11	01/25/12	01/25/12	\$1,928 13	\$2,169 15	\$-241 02
FNMA POOL #0AL0219	3138EGG57	6875 03	10/20/11	01/25/12	01/25/12	\$6,875 03	\$6,986 75	\$-111 72
FNMA POOL #0AJ1758	3138AS5U2	4996 22	09/14/11	01/25/12	01/25/12	\$4,996 22	\$5,242 91	\$-246 69
FNMA POOL #0975268	31414S6D0	9148 72	09/19/11	01/25/12	01/25/12	\$9,148 72	\$10,010 70	\$-861 98
FNMA POOL #0AE5895	31419GRR7	6678 18	09/21/11	01/25/12	01/25/12	\$6,678 18	\$6,936 96	\$-258.78
FNMA POOL #0AH3519	3138A44D4	1676 53	09/19/11	01/25/12	01/25/12	\$1,676 53	\$1,755 12	\$-78 59
FNMA POOL 0AD2351	31418PTH8	904 19	11/14/11	01/25/12	01/25/12	\$904 19	\$951 10	\$-46 91
FEDERAL NAT'L MTGE ASSN POOL	88889C 31410GRK1	1662 36	08/26/11	01/25/12	01/25/12	\$1,662 36	\$1,872 23	\$-209 87
FNMA POOL 962301	4 5% 3/01/23	31414CRW0	983 02	09/19/11	01/25/12	\$983 02	\$1,053 06	\$-70 04
FNMA POOL #0MA0708	31417YYE1	676 8	11/15/11	01/25/12	01/25/12	\$676 80	\$703 87	\$-27 07
Total short term gain/loss:						\$3,544,685 50	\$3,721,005 72	\$-176,320 22

Name	E. I. N.	IRC Code section if applicable	Amount of Cash Grant	Purpose of grant or assistance	Address	City	State	Zip Code
40 Days For Life	26-0308665	501(c)(3)	\$ (20,000.00)	Assist with ongoing efforts	10908 Courthouse Rd Ste 102229	Fredericksburg	VA	22408
A Woman's Heart, A Child's Life	22-3859508	501(c)(3)	\$ (25,000.00)	Assist with ongoing efforts	P O Box 9325	Greenville	TX	75404
Assembly of Yahweh, 7th Day, Cisco, TX	x	501(c)(3)	\$ (46,000.00)	Assist with ongoing efforts	P O Box 509	Cisco	TX	76437
Assembly of Yahweh, Eaton Rapids, MI	x	501(c)(3)	\$ (150,000.00)	Assist with ongoing efforts	1017 N Gummell Road	Eaton Rapids	MI	48827
Care Net	54-1382723	501(c)(3)	\$ (450,000.00)	Assist with ongoing efforts	44180 Riverside Pkwy, Ste 200	Lansdowne	VA	20176
Combat Marine Outdoors, Inc	27-1469261	501(c)(3)	\$ (10,000.00)	Assist with ongoing efforts	5151 Mitchelldale No B-10	Houston	TX	77092
Eastland County e-Teen CBS	51-0233462	501(c)(3)	\$ (5,000.00)	Assist with ongoing efforts	P O Box 126	Cisco	TX	76437
Eastland County Open Door	26-1551160	501(c)(3)	\$ (67,000.00)	Assist with ongoing efforts	P O Box 192	Cisco	TX	76437
Faith Baptist Church, Cisco, TX	x	501(c)(3)	\$ (27,000.00)	Assist with ongoing efforts	700 West 18th	Cisco	TX	76437
Family Research Council, Inc	52-1792772	501(c)(3)	\$ (265,000.00)	Assist with ongoing efforts	801 G St NW	Washington	DC	20001
First Assembly of Yahvah, Emory, TX	x	501(c)(3)	\$ (50,000.00)	Assist with ongoing efforts	806 RS County Road 3330	Emory	TX	75440
Focus on the Family	95-3188150	501(c)(3)	\$ (300,000.00)	Assist with ongoing efforts	8655 Explorer Dr	Colorado Spgs	CO	80920
Heartbeat International, Inc	23-7335592	501(c)(3)	\$ (172,000.00)	Assist with ongoing efforts	665 E Dublin Granville Rd, Ste 440	Columbus	OH	43229
Heritage Foundation	23-7327730	501(c)(3)	\$ (200,000.00)	Assist with ongoing efforts	214 Massachusetts Ave NE	Washington	DC	20002
Liberty Counsel	59-2986294	501(c)(3)	\$ (500,000.00)	Assist with ongoing efforts	P O Box 540774	Orlando	FL	32854
Life Dynamics, Inc	75-2436409	501(c)(3)	\$ (550,000.00)	Assist with ongoing efforts	P O Box 2226	Denton	TX	76202
National Institute of Marriage	86-0418475	501(c)(3)	\$ (75,000.00)	Assist with ongoing efforts	210 Ella Lane	Branson	MO	65616
New Missions, Inc	23-7365066	501(c)(3)	\$ (4,680.00)	Assist with ongoing efforts	8054 Presidents Dr	Orlando	FL	32809
Prime Time Christian Broadcasting, Inc	85-0305209	501(c)(3)	\$ (100,000.00)	Assist with ongoing efforts	P O Box 61000	Midland	TX	79711
Rising Star Volunteer Fire Department	43-2116600	501(c)(3)	\$ (25,000.00)	Assist with ongoing efforts	P O Box 547	Rising Star	TX	76471
River of Life Church, Eastland, TX	75-2842975	501(c)(3)	\$ (200,000.00)	Assist with ongoing efforts	P O Box 811	Eastland	TX	76448
Texas Home School Coalition, Inc	75-2110659	501(c)(3)	\$ (150,000.00)	Assist with ongoing efforts	P O Box 6747	Lubbock	TX	79493
Texas Right To Life Committee Educational Fund	76-0116723	501(c)(3)	\$ (150,000.00)	Assist with ongoing efforts	9800 Centre Pkwy Ste 200	Houston	TX	77036
WallBuilder Presentations, Inc	75-1627779	501(c)(3)	\$ (85,000.00)	Assist with ongoing efforts	P O Box 397	Aledo	TX	76008
Wounded Warrior Project, Inc	20-2370934	501(c)(3)	\$ (215,000.00)	Assist with ongoing efforts	7020 A C Skinner Pkwy, Ste 100	Jacksonville	FL	32256
Yahweh's Assembly in Messiah, Rocheport, MO	48-0907607	501(c)(3)	\$ (166,000.00)	Assist with ongoing efforts	401 North Roby Farm Road	Rocheport	MO	65279
Yahweh's Frystown Assembly, Frystown, PA	23-6392079	501(c)(3)	\$ (150,000.00)	Assist with ongoing efforts	P O Box 245	Frystown	PA	17067
Yahweh's Restoration Ministry, Holts Summit, MO	43-1859360	501(c)(3)	\$ (75,000.00)	Assist with ongoing efforts	P O Box 463	Holts Summit	MO	65043
			\$ (4,232,680.00)					

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	The Thirteen Foundation	<input checked="" type="checkbox"/> 27-6977311
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
File by the extended due date for filing the return. See instructions	Victor K. Munson, CPA 6060 N. Central Expwy., Suite 560	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Dallas, TX 75206	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of Josh Wilks
Telephone No. 254-442-1057 FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 11/15, 2012.
- For calendar year 2011, or other tax year beginning _____, 20____, and ending _____, 20____.
- If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return Change in accounting period
- State in detail why you need the extension Information necessary to file an accurate and timely return is not currently available. Therefore, additional time is respectfully requested to obtain the information to complete the tax return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	14,096.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	14,096.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Victor Munson Title CPA Date 8/07/12
 BAA FIFZ0502L 07/29/11 Form 8868 (Rev 1 2012)

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box.
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	The Thirteen Foundation	<input checked="" type="checkbox"/> 27-6977311
	Number, street, and room or suite number. If a P.O. box, see instructions.	Social security number (SSN)
	10235 Interstate 20	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Eastland, TX 76448	

Enter the Return code for the return that this application is for (file a separate application for each return). **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ Josh Wilks

Telephone No. ▶ 254-629-8100 FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year 20 11, or
- ▶ tax year beginning _____, 20 _____, and ending _____, 20 _____

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	14,096.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	96.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	\$	14,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.