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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	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	338,104.	264,550.	264,550.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 5	14,209,849.	14,068,174.	14,813,236.	
	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)					
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	14,547,953.	14,332,724.	15,077,786.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds	14,547,953.	14,332,724.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	14,547,953.	14,332,724.		
	31	Total liabilities and net assets/fund balances (see instructions)	14,547,953.	14,332,724.		

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	14,547,953.
2	Enter amount from Part I, line 27a	2	-237,788.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 15	3	22,559.
4	Add lines 1, 2, and 3	4	14,332,724.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,332,724.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
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 8,579,880.		8,405,279.	174,601.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			174,601.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	186,106.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	865,852.	15,554,023.	0.055667
2009	717,500.	14,691,758.	0.048837
2008	903,360.	13,895,156.	0.065013
2007	902,699.	19,025,222.	0.047447
2006	857,855.	19,103,565.	0.044905
2 Total of line 1, column (d)			2 0.261869
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.052374
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 15,054,976.
5 Multiply line 4 by line 3			5 788,489.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,296.
7 Add lines 5 and 6			7 792,785.
8 Enter qualifying distributions from Part XII, line 4			8 662,500.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	8,591.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	8,591.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	8,591.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	10,138.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	10,138.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,547.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 1,547. Refunded ☐ 11	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>FIRST CITIZENS BANK</u> Telephone no <u>(919) 716-7347</u>			
	Located at <u>P.O. BOX 29522, RALEIGH, NC</u> ZIP + 4 <u>27626</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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?	16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No	
If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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	
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

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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)?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).

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
SEE STATEMENT 16		144,306.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	14,960,891.
b	Average of monthly cash balances	1b	323,349.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	15,284,240.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	15,284,240.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	229,264.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,054,976.
6	Minimum investment return. Enter 5% of line 5	6	752,749.

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	752,749.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	8,591.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,591.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	744,158.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	744,158.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	744,158.

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	662,500.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	662,500.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	662,500.

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				744,158.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			591,352.	
b Total for prior years 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4. ▶ \$ <u>662,500.</u>				
a Applied to 2010, but not more than line 2a			591,352.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				71,148.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				673,010.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

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

NOT APPLICABLE

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	(d) 2008	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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.

N/A

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:

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV **Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE STATEMENT 23				
Total			▶ 3a	662,500.
b <i>Approved for future payment</i>				
Total			▶ 3b	

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	61.		
4 Dividends and interest from securities			14	405,272.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	186,106.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue: a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				591,439.		
13 Total. Add line 12, columns (b), (d), and (e)				591,439.		

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

Employer identification number

56-1925457

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-145,921.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	5	-145,921.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
LONG-TERM CAPITAL GAIN DIVIDENDS					11,505.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	320,522.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	332,027.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		-145,921.
14 Net long-term gain or (loss):			
a Total for year	14a		332,027.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15		186,106.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	()
a The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box ☐ No. Enter the amount from line 23	25		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (.15)	30		
31 Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32 Add lines 30 and 31	32		
33 Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

Employer identification number

56-1925457

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 27. ENERGIZER HLDGS INC CO	VAR	07/01/2011	1,964.00	1,911.00	53.00
138. PINNACLE ENTERTAINMEN	VAR	07/05/2011	2,017.00	1,892.00	125.00
63. CURTISS-WRIGHT CORP	VAR	07/06/2011	2,056.00	2,092.00	-36.00
13. AK STL HLDG CORP	12/10/2010	07/07/2011	215.00	190.00	25.00
99. AK STL HLDG CORP	VAR	07/07/2011	1,640.00	1,458.00	182.00
2. ENERGIZER HLDGS INC COM	04/18/2011	07/07/2011	151.00	138.00	13.00
49. ENERGIZER HLDGS INC CO	10/04/2010	07/07/2011	3,703.00	3,321.00	382.00
58. GAMESTOP CORP NEW CL A	VAR	07/07/2011	1,589.00	1,537.00	52.00
241. GAMESTOP CORP NEW CL	10/04/2010	07/07/2011	6,603.00	4,779.00	1,824.00
211. JANUS CAP GROUP INC	10/04/2010	07/07/2011	2,077.00	2,291.00	-214.00
238. KEYCORP OHIO COM NEW	10/04/2010	07/07/2011	1,998.00	1,935.00	63.00
68. WRIGHT MEDICAL GROUP,	VAR	07/07/2011	1,067.00	1,036.00	31.00
3. ROYAL DUTCH SHELL PLC	03/31/2011	07/08/2011	218.00	209.00	9.00
2. TALISMAN ENERGY INC	07/01/2011	07/08/2011	40.00	40.00	
2.093 TALISMAN ENERGY INC	12/31/2010	07/08/2011	42.00	47.00	-5.00
41. WRIGHT MEDICAL GROUP,	10/04/2010	07/11/2011	626.00	567.00	59.00
21. WRIGHT MEDICAL GROUP,	06/09/2011	07/11/2011	321.00	318.00	3.00
59. ENERGIZER HLDGS INC CO	VAR	07/12/2011	4,453.00	3,850.00	603.00
274. KEYCORP OHIO COM NEW	VAR	07/12/2011	2,216.00	2,210.00	6.00
387. KEYCORP OHIO COM NEW	10/04/2010	07/12/2011	3,130.00	3,146.00	-16.00
45. GENERAL CABLE CORP DEL	VAR	07/14/2011	1,969.00	1,805.00	164.00
308. ACTUANT CORP CL A NEW	VAR	07/15/2011	7,970.00	7,970.00	
388. PETROHAWK ENERGY CORP	10/04/2010	07/15/2011	14,854.00	6,293.00	8,561.00
91. PETROHAWK ENERGY CORP	VAR	07/15/2011	3,484.00	2,347.00	1,137.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust
RICHARD J. REYNOLDS, III AND MARIE MALLOUK

Employer identification number
56-1925457

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 122. PHARMACEUTICAL PROD D	VAR	07/18/2011	3,882.00	3,271.00	611.00
217. JANUS CAP GROUP INC	10/04/2010	07/21/2011	1,997.00	2,357.00	-360.00
.5 MARATHON PETROLEUM CORP	05/05/2011	07/21/2011	20.00	20.00	
283. FANUC CORPORATION	07/29/2010	07/22/2011	8,749.00	5,709.00	3,040.00
368. JANUS CAP GROUP INC	10/04/2010	07/22/2011	3,344.00	3,996.00	-652.00
3. ENCANA CORP COM	VAR	07/25/2011	91.00	95.00	-4.00
1. ENCANA CORP COM	10/07/2010	07/25/2011	30.00	29.00	1.00
251. JANUS CAP GROUP INC	10/04/2010	07/26/2011	2,229.00	2,726.00	-497.00
408. JANUS CAP GROUP INC	VAR	07/26/2011	3,623.00	3,810.00	-187.00
20. ENERSYS	05/06/2011	07/28/2011	651.00	713.00	-62.00
47. GENERAL CABLE CORP DEL	VAR	07/28/2011	1,915.00	1,850.00	65.00
54. CURTISS-WRIGHT CORP	VAR	07/29/2011	1,727.00	1,741.00	-14.00
5. CURTISS-WRIGHT CORP	10/04/2010	07/29/2011	160.00	148.00	12.00
56. CURTISS-WRIGHT CORP	10/04/2010	07/29/2011	1,791.00	1,662.00	129.00
34. ENERSYS	VAR	07/29/2011	1,094.00	1,201.00	-107.00
195. WRIGHT MEDICAL GROUP,	10/04/2010	07/29/2011	3,049.00	2,696.00	353.00
36. ENERSYS	VAR	08/01/2011	1,159.00	1,163.00	-4.00
520. PAETEC HOLDING CORPOR	VAR	08/01/2011	2,727.00	2,410.00	317.00
864. PAETEC HOLDING CORPOR	10/04/2010	08/01/2011	4,531.00	3,559.00	972.00
76. WRIGHT MEDICAL GROUP,	10/04/2010	08/01/2011	1,171.00	1,051.00	120.00
58. WRIGHT MEDICAL GROUP,	10/04/2010	08/02/2011	874.00	802.00	72.00
88. PINNACLE ENTERTAINMENT	10/04/2010	08/03/2011	1,236.00	952.00	284.00
22. PINNACLE ENTERTAINMENT	06/09/2011	08/03/2011	309.00	286.00	23.00
528. AK STL HLDG CORP	VAR	08/04/2011	5,267.00	7,195.00	-1,928.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust RICHARD J. REYNOLDS, III AND MARIE MALLOUK	Employer identification number 56-1925457
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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 25. AK STL HLDG CORP	06/08/2011	08/04/2011	249.00	365.00	-116.00
380. CHIMERA INVESTMENT CO	VAR	08/04/2011	1,152.00	1,394.00	-242.00
1618. CHIMERA INVESTMENT C	VAR	08/04/2011	4,904.00	6,487.00	-1,583.00
67. LINCOLN NATL CORP COM	VAR	08/05/2011	1,501.00	1,787.00	-286.00
1314. PAETEC HOLDING CORPO	VAR	08/05/2011	6,499.00	5,407.00	1,092.00
555. AMERIPRISE FINL INC C	12/03/2010	08/08/2011	23,592.00	29,774.00	-6,182.00
382. BIOGEN IDEC INC	VAR	08/08/2011	34,150.00	21,295.00	12,855.00
579. MARATHON OIL CORP COM	05/05/2011	08/08/2011	13,639.00	17,479.00	-3,840.00
331. MEDCO HEALTH SOLUTION	01/04/2011	08/08/2011	17,177.00	20,453.00	-3,276.00
759. RESEARCH IN MOTION LT	10/06/2010	08/08/2011	16,745.00	37,029.00	-20,284.00
1032. ROWAN COS INC COM	VAR	08/08/2011	31,716.00	43,012.00	-11,296.00
663. SUNTRUST BANKS	04/05/2011	08/08/2011	12,502.00	19,418.00	-6,916.00
156. OWENS ILL INC	VAR	08/09/2011	2,859.00	4,699.00	-1,840.00
3. LINCOLN NATL CORP COM	06/08/2011	08/10/2011	64.00	80.00	-16.00
71. LINCOLN NATL CORP COM	10/04/2010	08/10/2011	1,507.00	1,694.00	-187.00
177. MONSTER WORLDWIDE INC	VAR	08/11/2011	1,498.00	2,764.00	-1,266.00
50. CURTISS-WRIGHT CORP	10/04/2010	08/12/2011	1,420.00	1,484.00	-64.00
145. PATRIOT COAL CORP COM	04/07/2011	08/12/2011	2,132.00	3,819.00	-1,687.00
205. PATRIOT COAL CORP COM	VAR	08/15/2011	3,068.00	4,835.00	-1,767.00
330. SANDRIDGE ENERGY, INC	VAR	08/15/2011	2,666.00	3,521.00	-855.00
58. CURTISS-WRIGHT CORP	10/04/2010	08/16/2011	1,645.00	1,722.00	-77.00
583. SANDRIDGE ENERGY, INC	VAR	08/16/2011	4,586.00	6,338.00	-1,752.00
76. CURTISS-WRIGHT CORP	10/04/2010	08/17/2011	2,136.00	2,256.00	-120.00
24. CURTISS-WRIGHT CORP	10/04/2010	08/17/2011	681.00	712.00	-31.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust **RICHARD J. REYNOLDS, III AND MARIE MALLOUK** Employer identification number **56-1925457**

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 537. REGIONS FINANCIAL CORP	10/04/2010	08/24/2011	2,190.00	3,909.00	-1,719.00
1755. SYNOVUS FINL CORP CO	10/04/2010	08/24/2011	2,371.00	4,352.00	-1,981.00
333. REGIONS FINANCIAL CORP	VAR	08/25/2011	1,395.00	2,331.00	-936.00
206. REGIONS FINANCIAL CORP	VAR	08/25/2011	863.00	1,263.00	-400.00
686. SYNOVUS FINL CORP COM	VAR	08/25/2011	907.00	1,444.00	-537.00
1101. SYNOVUS FINL CORP CO	VAR	08/25/2011	1,456.00	2,687.00	-1,231.00
52. GENERAL CABLE CORP DEL	10/04/2010	08/26/2011	1,469.00	1,336.00	133.00
91. GENERAL CABLE CORP DEL	VAR	08/29/2011	2,636.00	3,338.00	-702.00
76. GENERAL CABLE CORP DEL	10/04/2010	08/29/2011	2,202.00	1,952.00	250.00
23. OWENS ILL INC	06/08/2011	08/29/2011	419.00	689.00	-270.00
147. OWENS ILL INC	10/04/2010	08/29/2011	2,677.00	4,131.00	-1,454.00
94. SPIRIT AEROSYSTEMS HOL CL A	VAR	08/29/2011	1,519.00	2,306.00	-787.00
88. PHARMACEUTICAL PROD DE	10/04/2010	08/30/2011	2,726.00	2,174.00	552.00
114. PHARMACEUTICAL PROD D	VAR	08/30/2011	3,532.00	3,166.00	366.00
24. LEAP WIRELESS INTERNAT	11/01/2010	08/31/2011	221.00	269.00	-48.00
146. LEAP WIRELESS INTERNA	VAR	08/31/2011	1,343.00	2,358.00	-1,015.00
95. TITANIUM METALS CORP	VAR	08/31/2011	1,526.00	1,949.00	-423.00
102. TITANIUM METALS CORP	VAR	09/01/2011	1,610.00	2,018.00	-408.00
952. LAM RESEARCH CORP	VAR	09/06/2011	33,435.00	49,771.00	-16,336.00
102. TITANIUM METALS CORP	VAR	09/07/2011	1,561.00	1,967.00	-406.00
226. RF MICRO DEVICES INC	VAR	09/14/2011	1,488.00	1,497.00	-9.00
302. LAMAR ADVERTISING COM	10/04/2010	09/15/2011	5,791.00	9,251.00	-3,460.00
72. LAMAR ADVERTISING COMP	VAR	09/15/2011	1,381.00	1,967.00	-586.00
226. RF MICRO DEVICES INC	04/29/2011	09/15/2011	1,528.00	1,506.00	22.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1
(Form 1041)**

Department of the Treasury
Internal Revenue Service

**Continuation Sheet for Schedule D
(Form 1041)**

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust RICHARD J. REYNOLDS, III AND MARIE MALLOUK	Employer identification number 56-1925457
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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 9500. EATON VANCE GLOBAL M	10/11/2010	09/19/2011	95,000.00	98,230.00	-3,230.00
ABSOLUTE RETURN FUND - I	04/12/2011	09/19/2011	20,000.00	20,715.00	-715.00
777.605 GATEWAY FUND - Y	10/05/2010	09/19/2011	50,000.00	52,923.00	-2,923.00
7692.308 OPPENHEIMER INTL	04/28/2011	09/20/2011	1,528.00	1,450.00	78.00
219. RF MICRO DEVICES INC	VAR	09/20/2011	2,544.00	2,981.00	-437.00
157. TITANIUM METALS CORP	05/09/2011	09/23/2011	3,475.00	6,386.00	-2,911.00
1086. TREASURY WINE ESTATE	VAR	09/27/2011	1,725.00	2,554.00	-829.00
SPONSORED ADR	10/04/2010	09/27/2011	1,803.00	2,529.00	-726.00
40. ALLEGHENY TECHNOLOGIES	VAR	09/27/2011	1,875.00	2,054.00	-179.00
106. LINCOLN NATL CORP COM	VAR	09/29/2011	2,693.00	2,735.00	-42.00
116. TITANIUM METALS CORP	10/04/2010	10/03/2011	3,801.00	2,915.00	886.00
41. AIRGAS INC COM	09/23/2011	10/03/2011	2,416.00	1,868.00	548.00
118. PHARMACEUTICAL PROD D	VAR	10/06/2011	1,679.00	2,816.00	-1,137.00
75. PHARMACEUTICAL PROD DE	12/03/2010	10/06/2011	15,422.00	29,281.00	-13,859.00
46. ALLEGHENY TECHNOLOGIES	05/05/2011	10/06/2011	19,903.00	29,980.00	-10,077.00
2509. BANK OF AMERICA CORP	VAR	10/06/2011	27,512.00	42,990.00	-15,478.00
341. CLIFFS NATURAL RESOUR	06/03/2011	10/06/2011	24,453.00	30,374.00	-5,921.00
3558. INTERPUBLIC GROUP CO	04/05/2011	10/06/2011	15,681.00	17,099.00	-1,418.00
689. LIBERTY GLOBAL INC	06/20/2011	10/10/2011	1,758.00	2,688.00	-930.00
361. SANDISK CORP	09/23/2011	10/12/2011	1,953.00	1,753.00	200.00
45. ALLEGHENY TECHNOLOGIES	09/23/2011	10/14/2011	1,854.00	1,721.00	133.00
113. LINCOLN NATL CORP COM	08/02/2011	10/14/2011	1,758.00	1,830.00	-72.00
255. RF MICRO DEVICES INC	VAR	10/18/2011	1,955.00	1,804.00	151.00
237. TRIQUINT SEMICONDUCTO	VAR	10/21/2011	1,813.00	1,628.00	185.00
272. RF MICRO DEVICES INC					
253. RF MICRO DEVICES INC					

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1
(Form 1041)**

Department of the Treasury
Internal Revenue Service

**Continuation Sheet for Schedule D
(Form 1041)**

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

Employer identification number

56-1925457

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 370. JDS UNIPHASE CORP COM	VAR	10/26/2011	3,886.00	3,901.00	-15.00
3.299 BAYER AG SPONSORED A	05/12/2011	11/01/2011	214.00	275.00	-61.00
38. BAYER AG SPONSORED ADR	11/02/2011	11/02/2011	2,304.00	2,470.00	-166.00
83. BAYER AG SPONSORED ADR	11/02/2011	11/02/2011	5,395.00	5,395.00	
72. CAREFUSION CORP	06/09/2011	11/02/2011	1,783.00	1,999.00	-216.00
113. TITANIUM METALS CORP	VAR	11/02/2011	1,877.00	1,964.00	-87.00
173. SEAGATE TECHNOLOGY	VAR	11/02/2011	2,879.00	2,687.00	192.00
29. AIRGAS INC COM	VAR	11/03/2011	2,033.00	1,876.00	157.00
49. DAVITA INC	VAR	11/03/2011	3,618.00	3,650.00	-32.00
107. SEAGATE TECHNOLOGY	VAR	11/03/2011	1,813.00	1,637.00	176.00
108. MASCO CORP COMMON	VAR	11/08/2011	1,045.00	1,334.00	-289.00
14. MASCO CORP COMMON	11/23/2010	11/08/2011	135.00	152.00	-17.00
44. AGCO CORP	08/04/2011	11/10/2011	2,003.00	1,865.00	138.00
439. FOREST LABS INC COMMO	04/06/2011	11/10/2011	13,183.00	14,579.00	-1,396.00
128. MASCO CORP COMMON	09/23/2011	11/10/2011	1,172.00	902.00	270.00
173. MASCO CORP COMMON	11/23/2010	11/10/2011	1,584.00	1,880.00	-296.00
662. SONY CORP ADR	02/02/2011	11/10/2011	11,246.00	23,013.00	-11,767.00
33. VISTEON CORPORATION	06/14/2011	11/10/2011	1,869.00	2,229.00	-360.00
1212. WESTERN DIGITAL CORP	03/03/2011	11/10/2011	30,597.00	37,037.00	-6,440.00
35. AGCO CORP	08/04/2011	11/11/2011	1,632.00	1,483.00	149.00
37. CAREFUSION CORP	12/14/2010	11/11/2011	917.00	907.00	10.00
43. CAREFUSION CORP	VAR	11/11/2011	1,066.00	1,186.00	-120.00
47. AGCO CORP	VAR	11/15/2011	2,187.00	1,980.00	207.00
110. LEAP WIRELESS INTERNA	12/07/2010	11/16/2011	1,039.00	1,220.00	-181.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

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(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 33. VISTEON CORPORATION	06/14/2011	11/16/2011	1,915.00	2,229.00	-314.00
25. AIRGAS INC COM	09/23/2011	11/18/2011	1,777.00	1,599.00	178.00
72. CAREFUSION CORP	VAR	11/28/2011	1,709.00	1,760.00	-51.00
25. DAVITA INC	VAR	12/02/2011	1,929.00	1,848.00	81.00
37. VISTEON CORPORATION	06/14/2011	12/02/2011	2,080.00	2,500.00	-420.00
26. AIRGAS INC COM	VAR	12/05/2011	2,017.00	1,662.00	355.00
82. CAREFUSION CORP	VAR	12/05/2011	2,076.00	1,997.00	79.00
25. DAVITA INC	VAR	12/05/2011	1,908.00	1,766.00	142.00
1394. CBS CORPORATION CL B	10/06/2011	12/07/2011	36,529.00	30,114.00	6,415.00
428. KBR INC	06/03/2011	12/07/2011	11,928.00	15,927.00	-3,999.00
1398. SANDISK CORP	VAR	12/07/2011	70,002.00	63,149.00	6,853.00
178. ACE LIMITED	08/08/2011	12/07/2011	12,457.00	10,723.00	1,734.00
25. AIRGAS INC COM	02/11/2011	12/09/2011	1,932.00	1,598.00	334.00
23. CONSTELLATION BRANDS I	VAR	12/09/2011	451.00	488.00	-37.00
29. CAP GEMINI SA - UNSPON	02/23/2011	12/12/2011	501.00	845.00	-344.00
35. CAP GEMINI SA - UNSPON	02/23/2011	12/13/2011	595.00	1,020.00	-425.00
117. CAREFUSION CORP	12/15/2010	12/13/2011	2,859.00	2,844.00	15.00
87. COMSTOCK RES INC	VAR	12/13/2011	1,495.00	2,523.00	-1,028.00
19. CAP GEMINI SA - UNSPON	02/23/2011	12/16/2011	302.00	554.00	-252.00
118. HARSCO CORPORATION CO	VAR	12/16/2011	2,398.00	3,964.00	-1,566.00
39. CAP GEMINI SA - UNSPON	02/23/2011	12/19/2011	616.00	1,137.00	-521.00
37. CAP GEMINI SA - UNSPON	02/23/2011	12/20/2011	596.00	1,079.00	-483.00
89. HARSCO CORPORATION COM	VAR	12/20/2011	1,825.00	2,762.00	-937.00
380. VOLVO AKTIEBOLAGET AD	VAR	12/20/2011	3,898.00	7,052.00	-3,154.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

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Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1
(Form 1041)**

Department of the Treasury
Internal Revenue Service

**Continuation Sheet for Schedule D
(Form 1041)**

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

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(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day , yr)	(c) Date sold (mo , day , yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 25. CAP GEMINI SA - UNSPON	02/23/2011	12/21/2011	396.00	729.00	-333.00
32. CAP GEMINI SA - UNSPON	VAR	12/22/2011	507.00	902.00	-395.00
7. CAP GEMINI SA - UNSPONS	03/11/2011	12/23/2011	112.00	196.00	-84.00
46. HARSCO CORPORATION COM	VAR	12/23/2011	949.00	1,238.00	-289.00
101. CINEMARK HOLDINGS INC	VAR	12/27/2011	1,929.00	2,082.00	-153.00
41. HARSCO CORPORATION COM	09/23/2011	12/27/2011	847.00	792.00	55.00
89. SPIRIT AEROSYSTEMS HOL CL A	VAR	12/27/2011	1,864.00	2,065.00	-201.00
31. BANKUNITED INC.	02/04/2011	12/28/2011	700.00	881.00	-181.00
28. BAYERISCHE MOTOREN WER - UNSPONSORED ADR	09/23/2011	12/28/2011	616.00	649.00	-33.00
12. CAP GEMINI SA - UNSPON	03/11/2011	12/28/2011	186.00	336.00	-150.00
53. BANKUNITED INC.	VAR	12/29/2011	1,171.00	1,504.00	-333.00
74. CSL LTD - UNSPON ADR	09/23/2011	12/29/2011	1,195.00	1,032.00	163.00
3. CAP GEMINI SA - UNSPONS	03/11/2011	12/29/2011	46.00	84.00	-38.00
200. COMSTOCK RES INC	VAR	12/30/2011	3,094.00	4,552.00	-1,458.00
6. CAP GEMINI SA - UNSPONS	03/11/2011	01/03/2012	96.00	168.00	-72.00
71. AGCO CORP	VAR	01/05/2012	3,249.00	2,721.00	528.00
479. CANADIAN NATL RY CO C	08/08/2011	01/06/2012	36,674.00	32,404.00	4,270.00
168. CONSTELLATION BRANDS	VAR	01/06/2012	3,307.00	3,189.00	118.00
821. HARLEY DAVIDSON INC C	08/08/2011	01/06/2012	32,512.00	29,245.00	3,267.00
39. THE WARNACO GROUP, INC	08/31/2011	01/10/2012	2,088.00	2,069.00	19.00
90. BANKUNITED INC.	01/28/2011	01/11/2012	2,096.00	2,554.00	-458.00
113. SEALED AIR CORP NEW C	07/21/2011	01/11/2012	1,976.00	2,594.00	-618.00
329. PMC-SIERRA INC COM	VAR	01/12/2012	1,982.00	2,420.00	-438.00
11. BANKUNITED INC.	01/28/2011	01/13/2012	258.00	312.00	-54.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b

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Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1
(Form 1041)**Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D
(Form 1041)**

▶ See instructions for Schedule D (Form 1041).

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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day , yr)	(c) Date sold (mo , day , yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 60. ALERE INC.	VAR	01/17/2012	1,345.00	2,218.00	-873.00
332. PMC-SIERRA INC COM	VAR	01/18/2012	2,048.00	2,332.00	-284.00
80. ALERE INC.	VAR	01/19/2012	1,826.00	1,812.00	14.00
16. INFOSYS LTD	09/23/2011	01/19/2012	838.00	754.00	84.00
318. PMC-SIERRA INC COM	VAR	01/19/2012	2,029.00	2,155.00	-126.00
254. PMC-SIERRA INC COM	10/31/2011	01/23/2012	1,625.00	1,619.00	6.00
624. PMC-SIERRA INC COM	VAR	01/24/2012	4,058.00	3,728.00	330.00
406. SOLUTIA INC.	VAR	01/27/2012	11,125.00	6,893.00	4,232.00
64. ENERSYS	VAR	01/30/2012	1,864.00	2,058.00	-194.00
35. MANITOWOC INC	04/29/2011	01/30/2012	458.00	765.00	-307.00
1072. EXCO RESOURCES INC	VAR	02/01/2012	7,793.00	15,525.00	-7,732.00
71. ENERSYS	VAR	02/01/2012	2,122.00	2,141.00	-19.00
75. ENERSYS	09/23/2011	02/06/2012	2,280.00	1,496.00	784.00
51. WORLEYPARSONS LTD. - U	02/06/2012	02/06/2012	1,437.00	1,545.00	-108.00
206. SEAGATE TECHNOLOGY	09/23/2011	02/09/2012	5,488.00	2,202.00	3,286.00
68. POST HLDGS INC	VAR	02/10/2012	1,803.00	1,654.00	149.00
56. DOLBY LABORATORIES INC	VAR	02/16/2012	2,169.00	2,346.00	-177.00
56. ROWAN COS INC COM	VAR	02/16/2012	2,274.00	2,006.00	268.00
59. ROWAN COS INC COM	VAR	02/16/2012	2,274.00	2,112.00	162.00
56. ROWAN COS INC COM	VAR	02/16/2012	-2,274.00	2,006.00	-4,280.00
55. DOLBY LABORATORIES INC	07/12/2011	02/24/2012	2,141.00	2,265.00	-124.00
123. DOLBY LABORATORIES IN	VAR	02/29/2012	4,716.00	4,483.00	233.00
278. MONSTER WORLDWIDE INC	VAR	03/01/2012	2,163.00	2,660.00	-497.00
877. COVENTRY HEALTH CARE	06/03/2011	03/05/2012	28,543.00	30,405.00	-1,862.00

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
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1a 744. J P MORGAN CHASE & CO	05/05/2011	03/05/2012	30,005.00	33,637.00	-3,632.00
995. KBR INC	VAR	03/05/2012	36,782.00	30,961.00	5,821.00
432. NORFOLK SOUTHN CORP.	10/06/2011	03/05/2012	29,248.00	28,112.00	1,136.00
358. PARKER HANNIFIN CORP	11/10/2011	03/05/2012	31,498.00	29,450.00	2,048.00
48. LEAR CORPORATION	VAR	03/09/2012	2,095.00	2,438.00	-343.00
67. PINNACLE ENTERTAINMENT	09/23/2011	03/09/2012	746.00	677.00	69.00
1985.753 PIMCO FDS PAC INV TOT RET FD INST	VAR	03/13/2012	22,062.00	21,904.00	158.00
22949.297 PIMCO FDS PAC IN TOT RET FD INST	VAR	03/13/2012	254,967.00	250,309.00	4,658.00
42. VISTEON CORPORATION	06/14/2011	03/22/2012	2,253.00	2,837.00	-584.00
43. ACME PACKET, INC.	01/27/2012	03/30/2012	1,168.00	1,341.00	-173.00
198. ACTIVISION BLIZZARD I	01/06/2012	03/30/2012	2,528.00	2,437.00	91.00
42. ACTUANT CORP CL A NEW	07/15/2011	03/30/2012	1,218.00	1,087.00	131.00
94. AETNA, INC COM	12/07/2011	03/30/2012	4,719.00	3,900.00	819.00
15. AIRGAS INC COM	09/06/2011	03/30/2012	1,331.00	921.00	410.00
26. ALLEGHENY TECHNOLOGIES	06/20/2011	03/30/2012	1,060.00	1,553.00	-493.00
81. ALLSCRIPTS HEALTHCARE INC	07/07/2011	03/30/2012	1,358.00	1,654.00	-296.00
128. ATMEL CORPORATION	11/04/2011	03/30/2012	1,270.00	1,348.00	-78.00
80. AVNET, INC.	02/03/2012	03/30/2012	2,922.00	2,919.00	3.00
35. BED BATH & BEYOND INC	10/06/2011	03/30/2012	2,322.00	1,999.00	323.00
56. BEST BUY INC COM	07/08/2011	03/30/2012	1,342.00	1,789.00	-447.00
25. CF INDUSTRIES HOLDINGS	12/07/2011	03/30/2012	4,586.00	3,666.00	920.00
36. CABOT OIL & GAS CORP	02/22/2012	03/30/2012	1,111.00	1,271.00	-160.00
19. CAMDEN PPTY TR SH BEN	01/12/2012	03/30/2012	1,251.00	1,132.00	119.00
41. CAVIUM INC.	11/18/2011	03/30/2012	1,273.00	1,360.00	-87.00

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Schedule D-1 (Form 1041) 2011

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Department of the Treasury
Internal Revenue Service

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1a 104. CIENA CORP COM NEW	11/04/2011	03/30/2012	1,700.00	1,401.00	299.00
47. CINEMARK HOLDINGS INC.	09/20/2011	03/30/2012	1,034.00	964.00	70.00
91. COCA-COLA ENTERPRISES	11/10/2011	03/30/2012	2,606.00	2,392.00	214.00
6. DAVITA INC	VAR	03/30/2012	537.00	402.00	135.00
138. DENBURY RESOURCES, IN	01/06/2012	03/30/2012	2,501.00	2,387.00	114.00
52. DIRECTV CL A	11/10/2011	03/30/2012	2,571.00	2,344.00	227.00
108. DR PEPPER SNAPPLE GRO	03/05/2012	03/30/2012	4,315.00	4,086.00	229.00
155. ENERSIS S.A. -SPONS A	08/08/2011	03/30/2012	3,122.00	2,845.00	277.00
20. ESTERLINE TECHNOLOGIES	08/02/2011	03/30/2012	1,427.00	1,542.00	-115.00
36. FLUOR CORP NEW COM	10/06/2011	03/30/2012	2,155.00	1,852.00	303.00
10. FLOWSERVE CORP	02/22/2012	03/30/2012	1,156.00	1,205.00	-49.00
92. FOREST LABS INC COMMON	03/05/2012	03/30/2012	3,189.00	3,002.00	187.00
129. GAP STORES COMMON	11/10/2011	03/30/2012	3,387.00	2,545.00	842.00
40. GUESS INC	03/08/2012	03/30/2012	1,264.00	1,413.00	-149.00
71. HELMERICH & PAYNE INC	03/05/2012	03/30/2012	3,829.00	4,227.00	-398.00
140. HOLLYFRONTIER CORPORA	11/10/2011	03/30/2012	4,501.00	4,229.00	272.00
32. INFORMATICA CORPORATIO	02/01/2012	03/30/2012	1,700.00	1,391.00	309.00
101. INTERPUBLIC GROUP COS	01/03/2012	03/30/2012	1,118.00	1,029.00	89.00
142. JDS UNIPHASE CORP COM	10/27/2011	03/30/2012	2,075.00	1,722.00	353.00
162. J P MORGAN CHASE & CO	05/05/2011	03/30/2012	7,432.00	7,324.00	108.00
239. KROGER CO COM	03/05/2012	03/30/2012	5,784.00	5,794.00	-10.00
22. LASALLE HOTEL PPTYS	03/15/2012	03/30/2012	619.00	616.00	3.00
35. LEAR CORPORATION	05/06/2011	03/30/2012	1,630.00	1,764.00	-134.00
47. LINCOLN NATL CORP COM	09/06/2011	03/30/2012	1,220.00	853.00	367.00

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SCHEDULE D-1
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Internal Revenue Service

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1a 85. MANITOWOC INC	VAR	03/30/2012	1,187.00	1,687.00	-500.00
31. MARATHON PETROLEUM COR	05/05/2011	03/30/2012	1,344.00	1,216.00	128.00
248. MORGAN STANLY DN WTR NEW	12/07/2011	03/30/2012	4,871.00	4,234.00	637.00
60. MOTOROLA SOLUTIONS, IN	03/05/2012	03/30/2012	3,049.00	3,040.00	9.00
70. NISOURCE INC COM	03/06/2012	03/30/2012	1,709.00	1,645.00	64.00
171. NVIDIA CORP COM	12/07/2011	03/30/2012	2,637.00	2,591.00	46.00
45. PNC BANK CORPORATION	11/10/2011	03/30/2012	2,896.00	2,371.00	525.00
37. PATTERSON UTI ENERGY I	07/15/2011	03/30/2012	630.00	1,219.00	-589.00
95. PUBLIC SERVICE ENTERPR	12/09/2011	03/30/2012	2,899.00	3,007.00	-108.00
292. RF MICRO DEVICES INC	VAR	03/30/2012	1,448.00	1,753.00	-305.00
18. RALCORP HLDGS INC NEW	01/27/2012	03/30/2012	1,329.00	1,354.00	-25.00
27. RAYONIER INC COM	07/08/2011	03/30/2012	1,199.00	1,216.00	-17.00
19. REGAL BELOIT CORP.	07/06/2011	03/30/2012	1,244.00	1,302.00	-58.00
41. RIVERBED TECHNOLOGY, I	11/18/2011	03/30/2012	1,139.00	1,092.00	47.00
23. ROCHE HOLDINGS ADR	09/23/2011	03/30/2012	998.00	727.00	271.00
52. ROWAN COS INC COM	02/29/2012	03/30/2012	1,713.00	1,906.00	-193.00
15. SBA COMMUNICATIONS COR A	VAR	03/30/2012	764.00	564.00	200.00
24. SL GREEN REALTY CORP.	08/16/2011	03/30/2012	1,862.00	1,759.00	103.00
206. SPDR TR UNIT SER 1	VAR	03/30/2012	29,021.00	27,611.00	1,410.00
62. SEALED AIR CORP NEW CO	VAR	03/30/2012	1,202.00	1,419.00	-217.00
9. SIMON PPTY GROUP INC NE	08/08/2011	03/30/2012	1,314.00	922.00	392.00
43. SOLUTIA INC.	VAR	03/30/2012	1,198.00	705.00	493.00
164. STAPLES INC	11/10/2011	03/30/2012	2,652.00	2,408.00	244.00
203. SUNTRUST BANKS	04/05/2011	03/30/2012	4,908.00	5,945.00	-1,037.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

Employer identification number

56-1925457

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 24. TITANIUM METALS CORP	VAR	03/30/2012	326.00	413.00	-87.00
62. TORCHMARK CORP COM	02/02/2012	03/30/2012	3,092.00	2,902.00	190.00
38. TRINITY INDUSTRIES, INC	08/04/2011	03/30/2012	1,254.00	978.00	276.00
210. TRIQUINT SEMICONDUCTOR	VAR	03/30/2012	1,443.00	1,523.00	-80.00
128. VALERO ENERGY CORP	09/06/2011	03/30/2012	3,278.00	2,743.00	535.00
4. VARIAN MED SYS INC	06/14/2011	03/30/2012	276.00	268.00	8.00
94. VIACOM INC. CL B	12/07/2011	03/30/2012	4,476.00	4,121.00	355.00
17. VISTEON CORPORATION	06/14/2011	03/30/2012	898.00	1,148.00	-250.00
50. WMS INDS INC	03/15/2012	03/30/2012	1,189.00	1,122.00	67.00
108. WALGREEN CO COMMON	12/07/2011	03/30/2012	3,659.00	3,694.00	-35.00
25. THE WARNACO GROUP, INC	VAR	03/30/2012	1,464.00	1,318.00	146.00
24. WHITING PETROLEUM CORP	12/21/2011	03/30/2012	1,299.00	1,116.00	183.00
35. WORLEYPARSONS LTD. - U	05/19/2011	03/30/2012	1,039.00	1,059.00	-20.00
15. WORLEYPARSONS LTD. - U	05/19/2011	03/30/2012	1,018.00	454.00	564.00
47. ZIMMER HLDGS INC COM	03/05/2012	03/30/2012	3,003.00	2,845.00	158.00
26. COVIDIEN PLC	08/08/2011	03/30/2012	1,417.00	1,156.00	261.00
142. SEAGATE TECHNOLOGY	01/06/2012	03/30/2012	3,813.00	2,608.00	1,205.00
103. WARNER CHILCOTT PLC-C	02/16/2012	03/30/2012	1,743.00	1,784.00	-41.00
34. ACE LIMITED	08/08/2011	03/30/2012	2,497.00	2,048.00	449.00
21. PATTERSON UTI ENERGY I	07/15/2011	04/02/2012	368.00	692.00	-324.00
92. PATTERSON UTI ENERGY I	VAR	04/02/2012	1,611.00	2,995.00	-1,384.00
39. REGAL BELOIT CORP.	VAR	04/03/2012	2,525.00	2,648.00	-123.00
4. REGAL BELOIT CORP.	05/26/2011	04/03/2012	259.00	271.00	-12.00
85. NABORS INDUSTRIES LTD	VAR	04/04/2012	1,414.00	2,432.00	-1,018.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

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RICHARD J. REYNOLDS, III AND MARIE MALLOUK

Employer identification number

56-1925457

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(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 92. SOLUTIA INC.	12/01/2011	04/10/2012	2,540.00	1,477.00	1,063.00
43. SOLUTIA INC.	VAR	04/11/2012	1,191.00	681.00	510.00
121. SOLUTIA INC.	VAR	04/11/2012	3,352.00	1,870.00	1,482.00
114. SOLUTIA INC.	11/21/2011	04/11/2012	3,158.00	1,686.00	1,472.00
18. TITANIUM METALS CORP	06/08/2011	04/12/2012	251.00	306.00	-55.00
114. TITANIUM METALS CORP	06/16/2011	04/12/2012	1,587.00	1,870.00	-283.00
87. TITANIUM METALS CORP	09/23/2011	04/12/2012	1,211.00	1,260.00	-49.00
61. BANKUNITED INC.	VAR	04/17/2012	1,480.00	1,663.00	-183.00
1486. BEST BUY INC COM	VAR	04/17/2012	32,336.00	43,021.00	-10,685.00
505. PNC BANK CORPORATION	11/10/2011	04/17/2012	31,617.00	26,607.00	5,010.00
1676. SUNTRUST BANKS	VAR	04/17/2012	38,648.00	36,225.00	2,423.00
478. SEAGATE TECHNOLOGY	01/06/2012	04/17/2012	13,747.00	8,778.00	4,969.00
138. MANITOWOC INC	VAR	04/19/2012	2,062.00	2,339.00	-277.00
33. BANKUNITED INC.	09/23/2011	04/20/2012	793.00	673.00	120.00
25. CIENA CORP COM NEW	11/04/2011	04/20/2012	407.00	337.00	70.00
169. CIENA CORP COM NEW	VAR	04/20/2012	2,753.00	2,185.00	568.00
49. BANKUNITED INC.	09/23/2011	04/23/2012	1,161.00	1,000.00	161.00
179. MANITOWOC INC	VAR	04/25/2012	2,560.00	2,911.00	-351.00
184. MANITOWOC INC	VAR	04/25/2012	2,631.00	2,404.00	227.00
179. MANITOWOC INC	VAR	04/26/2012	2,522.00	1,565.00	957.00
87. MANITOWOC INC	09/23/2011	04/26/2012	1,226.00	608.00	618.00
7. LEAP WIRELESS INTERNATI	09/23/2011	04/27/2012	41.00	51.00	-10.00
24. LEAP WIRELESS INTERNAT	09/23/2011	04/27/2012	140.00	175.00	-35.00
103. LEAP WIRELESS INTERNA	09/23/2011	04/27/2012	602.00	751.00	-149.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

Employer identification number

56-1925457

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 128. ALLSCRIPTS HEALTHCARE INC	VAR	04/30/2012	1,380.00	2,612.00	-1,232.00
136. ALLSCRIPTS HEALTHCARE INC	VAR	04/30/2012	1,466.00	2,757.00	-1,291.00
115. ALLSCRIPTS HEALTHCARE INC	05/26/2011	04/30/2012	1,240.00	2,328.00	-1,088.00
44. WARNER CHILCOTT PLC-CL	VAR	04/30/2012	968.00	756.00	212.00
131. WARNER CHILCOTT PLC-C	VAR	04/30/2012	2,883.00	2,216.00	667.00
138. ALLSCRIPTS HEALTHCARE INC	VAR	05/02/2012	1,487.00	2,774.00	-1,287.00
136. ALLSCRIPTS HEALTHCARE INC	VAR	05/02/2012	1,465.00	2,645.00	-1,180.00
115. ALLSCRIPTS HEALTHCARE INC	09/23/2011	05/02/2012	1,239.00	2,072.00	-833.00
102. SEALED AIR CORP NEW C	VAR	05/02/2012	1,936.00	2,157.00	-221.00
34. PATTERSON UTI ENERGY I	07/07/2011	05/03/2012	534.00	1,107.00	-573.00
63. PATTERSON UTI ENERGY I	08/05/2011	05/03/2012	989.00	1,590.00	-601.00
56. PATTERSON UTI ENERGY I	10/31/2011	05/03/2012	879.00	1,176.00	-297.00
92. PATTERSON UTI ENERGY I	VAR	05/03/2012	1,445.00	1,728.00	-283.00
15. WORLEYPARSONS LTD. - U	05/19/2011	05/03/2012	-1,018.00	454.00	-1,472.00
108. SEALED AIR CORP NEW C	VAR	05/08/2012	1,889.00	2,111.00	-222.00
2196. ACTIVISION BLIZZARD	01/06/2012	05/09/2012	26,894.00	27,024.00	-130.00
127. AVIS BUDGET GROUP, IN	VAR	05/09/2012	2,024.00	2,222.00	-198.00
53. AVIS BUDGET GROUP, INC	VAR	05/09/2012	845.00	851.00	-6.00
1951. NVIDIA CORP COM	12/07/2011	05/09/2012	24,139.00	29,560.00	-5,421.00
109. SEALED AIR CORP NEW C	VAR	05/09/2012	1,907.00	1,997.00	-90.00
28. SEALED AIR CORP NEW CO	10/27/2011	05/10/2012	508.00	513.00	-5.00
117. SEALED AIR CORP NEW C	VAR	05/10/2012	2,124.00	2,038.00	86.00
109. SEALED AIR CORP NEW C	09/23/2011	05/10/2012	1,978.00	1,865.00	113.00
41. INFORMATICA CORPORATIO	VAR	05/11/2012	1,873.00	1,673.00	200.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

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OMB No 1545-0092

2011

Name of estate or trust

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

Employer identification number

56-1925457

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 44. INFORMATICA CORPORATIO	VAR	05/15/2012	1,969.00	1,689.00	280.00
5. NAVISTAR INTL CORP NEW	VAR	05/16/2012	144.00	309.00	-165.00
17. NAVISTAR INTL CORP NEW	VAR	05/16/2012	489.00	964.00	-475.00
35. NAVISTAR INTL CORP NEW	VAR	05/16/2012	1,007.00	1,922.00	-915.00
36. NAVISTAR INTL CORP NEW	VAR	05/16/2012	1,036.00	1,847.00	-811.00
47. NAVISTAR INTL CORP NEW	VAR	05/16/2012	1,353.00	1,611.00	-258.00
2. NAVISTAR INTL CORP NEW	09/23/2011	05/16/2012	58.00	65.00	-7.00
2. NAVISTAR INTL CORP NEW	09/23/2011	05/16/2012	58.00	65.00	-7.00
47.561 VODAFONE GROUP PLC ADR NEW	VAR	05/17/2012	1,242.00	1,303.00	-61.00
482. BROCADE COMMUNICATION	VAR	05/24/2012	2,317.00	3,334.00	-1,017.00
66. GUESS INC	VAR	05/30/2012	1,764.00	2,275.00	-511.00
362. BROCADE COMMUNICATION	VAR	06/06/2012	1,688.00	2,083.00	-395.00
760. HELMERICH & PAYNE INC	VAR	06/06/2012	35,866.00	41,602.00	-5,736.00
383. BROCADE COMMUNICATION	VAR	06/11/2012	1,768.00	1,667.00	101.00
496. BROCADE COMMUNICATION	09/23/2011	06/12/2012	2,235.00	2,019.00	216.00
133. AVIS BUDGET GROUP, IN	VAR	06/13/2012	1,721.00	2,038.00	-317.00
193. INTERPUBLIC GROUP COS	VAR	06/13/2012	2,007.00	1,749.00	258.00
113. CIENA CORP COM NEW	11/01/2011	06/19/2012	1,785.00	1,453.00	332.00
41. INFORMATICA CORPORATIO	01/18/2012	06/19/2012	1,785.00	1,516.00	269.00
143. CIENA CORP COM NEW	11/01/2011	06/27/2012	2,228.00	1,839.00	389.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b -145,921.00

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Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 17. SHIRE PLC	08/15/2007	07/01/2011	1,599.00	1,333.00	266.00
164. KOMATSU LTD SPON ADR	04/28/2010	07/05/2011	5,144.00	3,321.00	1,823.00
47. SHIRE PLC	VAR	07/06/2011	4,429.00	2,395.00	2,034.00
511. FOREST LABS INC COMMO	VAR	07/08/2011	20,064.00	16,549.00	3,515.00
164. KOMATSU LTD SPON ADR	VAR	07/08/2011	5,144.00	3,038.00	2,106.00
859. NORTHROP CORP COMMON	08/08/2007	07/08/2011	58,013.00	59,679.00	-1,666.00
324. PETROLEO BRASILEIRO S SPONSORED ADR	VAR	07/08/2011	10,865.00	12,272.00	-1,407.00
435.907 TALISMAN ENERGY IN	VAR	07/08/2011	8,739.00	6,948.00	1,791.00
1273. TYSON FOODS INC CL A	07/06/2010	07/08/2011	23,645.00	21,380.00	2,265.00
.674 TOYOTA MOTOR CORP	09/06/2007	07/11/2011	57.00	78.00	-21.00
47. INFOSYS LTD	02/19/2008	07/12/2011	2,914.00	1,958.00	956.00
.5 HUTCHISON WHAMPOA LTD A	08/15/2007	07/14/2011	11.00	10.00	1.00
291. TAIWAN SEMICONDUCTOR SPONSORED	08/15/2007	07/14/2011	3,584.00	3,013.00	571.00
304. SINGAPORE TELECOMMUNI	01/26/2010	07/19/2011	8,062.00	6,551.00	1,511.00
224. ENCANA CORP COM	VAR	07/25/2011	6,782.00	5,623.00	1,159.00
.893 TAIWAN SEMICONDUCTOR SPONSORED	08/15/2007	07/25/2011	12.00	9.00	3.00
.217 AMERICA MOVIL S.A.B.	11/01/2007	07/29/2011	6.00	7.00	-1.00
62. IMPERIAL TOBACCO GROUP	08/15/2007	08/01/2011	4,296.00	5,528.00	-1,232.00
120. BAYERISCHE MOTOREN WE - UNSPONSORED ADR	02/04/2010	08/03/2011	3,757.00	1,740.00	2,017.00
11. INTERNATIONAL PWR PLC ADR	08/26/2008	08/04/2011	531.00	785.00	-254.00
40. NOVO-NORDISK A S ADR	08/15/2007	08/04/2011	4,514.00	2,274.00	2,240.00
79. FANUC CORPORATION	07/29/2010	08/05/2011	2,236.00	1,594.00	642.00
352. BIOGEN IDEC INC	08/04/2010	08/08/2011	31,468.00	20,188.00	11,280.00
167. CATERPILLAR INC COMMO	08/04/2009	08/08/2011	13,935.00	7,937.00	5,998.00
259. GRAINGER W W INC COM	VAR	08/08/2011	34,300.00	21,840.00	12,460.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

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RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 478. HESS CORP	06/04/2010	08/08/2011	25,876.00	24,656.00	1,220.00
694. MEDCO HEALTH SOLUTION	08/08/2007	08/08/2011	36,015.00	29,515.00	6,500.00
379. V.F. CORP	06/04/2010	08/08/2011	39,913.00	28,289.00	11,624.00
.812 VODAFONE GROUP PLC NEW	08/06/2010	08/09/2011	22.00	19.00	3.00
4821.102 COAST ACCESS II L CLASS I	05/02/2008	08/10/2011	5,756.00	6,018.00	-262.00
4391.466 COAST ACCESS II L	05/02/2008	08/10/2011	4,784.00	5,993.00	-1,209.00
88. INTERNATIONAL PWR PLC ADR	10/13/2008	08/12/2011	4,136.00	4,121.00	15.00
147. GLAXO PLC SPONSORED A	01/26/2010	08/16/2011	6,171.00	6,021.00	150.00
152. CENTRICA PLC - SPONS	04/28/2010	08/22/2011	2,996.00	2,747.00	249.00
157. NATIONAL GRID PLC SPO	01/26/2010	08/23/2011	7,784.00	8,194.00	-410.00
438. TELSTRA CORPORATION L	01/26/2010	08/23/2011	6,825.00	6,780.00	45.00
315. IBERDROLA SA SPON ADR	01/26/2010	08/24/2011	9,164.00	11,230.00	-2,066.00
.949 TEVA PHARMACEUTICAL I	06/04/2010	08/25/2011	38.00	52.00	-14.00
90. NESTLE S A SPON ADR RE	VAR	08/31/2011	5,510.00	1,365.00	4,145.00
74. CENTRICA PLC - SPONS A	VAR	09/01/2011	1,441.00	1,328.00	113.00
703. BIOGEN IDEC INC	09/02/2010	09/06/2011	63,759.00	38,656.00	25,103.00
593. HEWLETT PACKARD CO. C	08/08/2007	09/06/2011	13,577.00	29,236.00	-15,659.00
567. QUALCOMM INC COM	05/04/2010	09/06/2011	27,270.00	21,188.00	6,082.00
722. SUNOCO INC COM	08/04/2010	09/06/2011	26,742.00	26,843.00	-101.00
58. SHIRE PLC	11/17/2008	09/07/2011	5,508.00	2,281.00	3,227.00
21422.06 PIMCO FDS PAC INV TOT RET FD INST	VAR	09/19/2011	235,000.00	235,285.00	-285.00
7847.534 GOLDMAN SACHS ABS CL A	05/18/2010	09/20/2011	70,000.00	69,608.00	392.00
.844 BHP BILLITON LTD SPON	08/15/2007	09/29/2011	57.00	54.00	3.00
.888 BRITISH AMERN TOB PLC ADR	04/06/2010	10/03/2011	76.00	62.00	14.00
239. TELSTRA CORPORATION L	01/26/2010	10/04/2011	3,418.00	3,700.00	-282.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

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6a 83. BHP BILLITON LTD SPONS	VAR	10/05/2011	5,633.00	5,365.00	268.00
152. PHARMACEUTICAL PROD D	10/04/2010	10/05/2011	4,856.00	3,754.00	1,102.00
461. BANK OF AMERICA CORP	VAR	10/06/2011	2,834.00	21,067.00	-18,233.00
396. EASTMAN CHEMICAL CO C	VAR	10/06/2011	14,140.00	11,306.00	2,834.00
240. INDUSTRIAL ANND COMME OF CHINA, LTD. - UNSPONSORE	VAR	10/06/2011	2,306.00	3,662.00	-1,356.00
352. LIMITED INC COM	07/02/2008	10/06/2011	14,203.00	6,008.00	8,195.00
1142. LINCARE HLDGS INC CO	08/08/2007	10/06/2011	24,257.00	26,324.00	-2,067.00
111. LINCOLN NATL CORP COM	10/04/2010	10/06/2011	1,690.00	2,648.00	-958.00
63. PHARMACEUTICAL PROD DE	10/04/2010	10/06/2011	2,013.00	1,556.00	457.00
52. SPDR TR UNIT SER 1	07/06/2010	10/06/2011	6,028.00	5,386.00	642.00
179. LINCOLN NATL CORP COM	10/04/2010	10/07/2011	2,780.00	4,271.00	-1,491.00
109. LINCOLN NATL CORP COM	10/04/2010	10/12/2011	1,884.00	2,601.00	-717.00
.512 TOTAL S.A.	06/22/2010	10/14/2011	26.00	26.00	
619. CSL LTD - UNSPON ADR	02/27/2009	10/18/2011	9,459.00	7,355.00	2,104.00
34. VARIAN MED SYS INC	10/04/2010	10/18/2011	1,904.00	2,047.00	-143.00
123. HOLOGIC INC	10/04/2010	10/19/2011	1,824.00	1,926.00	-102.00
397. PMC-SIERRA INC COM	10/04/2010	10/19/2011	2,541.00	2,858.00	-317.00
33. VARIAN MED SYS INC	10/04/2010	10/19/2011	1,875.00	1,987.00	-112.00
75. SEVEN & I HOLDINGS CO. ADR	10/12/2010	10/20/2011	4,195.00	3,586.00	609.00
99. COMSTOCK RES INC	10/04/2010	10/24/2011	1,853.00	2,180.00	-327.00
31. KANSAS CITY SOUTHERN	10/04/2010	10/24/2011	1,875.00	1,129.00	746.00
190. MASCO CORP COMMON	VAR	10/26/2011	1,826.00	2,098.00	-272.00
61. NII HLDGS INC CL B NEW	10/04/2010	10/26/2011	1,862.00	2,600.00	-738.00
51. BALLY TECHNOLOGIES, IN	10/04/2010	10/27/2011	1,894.00	1,757.00	137.00
46733.668 EATON VANCE GLOB ABSOLUTE RETURN FUND - I	10/11/2010	10/31/2011	465,000.00	483,226.00	-18,226.00

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Employer identification number

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 18867.925 GATEWAY FUND - Y	VAR	10/31/2011	490,000.00	482,232.00	7,768.00
52660.754 GOLDMAN SACHS AB RETURN CL A	05/18/2010	10/31/2011	475,000.00	467,101.00	7,899.00
105. NABORS INDUSTRIES LTD	10/22/2010	10/31/2011	1,999.00	2,032.00	-33.00
117.701 BAYER AG SPONSORED	VAR	11/01/2011	7,650.00	5,993.00	1,657.00
79. MYRIAD GENETICS INC	VAR	11/02/2011	1,609.00	1,576.00	33.00
48. SBA COMMUNICATIONS CORP A	10/04/2010	11/02/2011	1,876.00	1,924.00	-48.00
72. ALERE INC.	10/04/2010	11/03/2011	1,872.00	2,173.00	-301.00
146. BAYERISCHE MOTOREN WERKE - UNSPONSORED ADR	VAR	11/03/2011	3,977.00	2,049.00	1,928.00
102. CONSTELLATION BRANDS	10/04/2010	11/03/2011	2,009.00	1,803.00	206.00
30. KANSAS CITY SOUTHERN	10/04/2010	11/03/2011	1,936.00	1,093.00	843.00
97. NABORS INDUSTRIES LTD	11/03/2010	11/07/2011	1,940.00	2,016.00	-76.00
111. HOLOGIC INC	10/04/2010	11/08/2011	2,012.00	1,738.00	274.00
79. MASCO CORP COMMON	10/15/2010	11/08/2011	765.00	870.00	-105.00
906. BCE INC.	04/03/2009	11/10/2011	34,913.00	19,048.00	15,865.00
97. CONSTELLATION BRANDS I	10/04/2010	11/10/2011	1,899.00	1,715.00	184.00
593. E.I. DUPONT DENEMOURS	02/02/2010	11/10/2011	28,185.00	20,034.00	8,151.00
77. ENERSYS	10/04/2010	11/10/2011	2,003.00	1,889.00	114.00
390. FOREST LABS INC COMMON	12/03/2008	11/10/2011	11,712.00	9,058.00	2,654.00
623. FREEPORT MCMORAN COPPER	11/03/2010	11/10/2011	24,347.00	30,080.00	-5,733.00
263. GOLDMAN SACHS GROUP INC	VAR	11/10/2011	26,214.00	39,811.00	-13,597.00
32. KANSAS CITY SOUTHERN	10/04/2010	11/10/2011	2,054.00	1,166.00	888.00
160. LORILLARD INC	07/06/2010	11/10/2011	17,221.00	11,598.00	5,623.00
1701. SAIC INC	01/06/2009	11/10/2011	20,836.00	33,633.00	-12,797.00
10. SPDR TR UNIT SER 1	11/03/2010	11/10/2011	1,236.00	1,195.00	41.00
953. SONY CORP ADR	05/04/2010	11/10/2011	16,190.00	31,887.00	-15,697.00

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6a 2567.236 COAST ACCESS II L CLASS I	05/02/2008	11/10/2011	2,973.00	3,205.00	-232.00
2338.456 COAST ACCESS II L	05/02/2008	11/10/2011	2,469.00	3,192.00	-723.00
94. NABORS INDUSTRIES LTD	VAR	11/11/2011	1,950.00	1,820.00	130.00
208. LEAP WIRELESS INTERNA	11/01/2010	11/16/2011	1,964.00	2,331.00	-367.00
58. SBA COMMUNICATIONS COR A	10/04/2010	11/16/2011	2,280.00	2,324.00	-44.00
.353 AMERICA MOVIL S.A.B.	11/01/2007	11/28/2011	8.00	11.00	-3.00
727. BROCADE COMMUNICATION	10/04/2010	11/28/2011	3,824.00	4,129.00	-305.00
97. CONSTELLATION BRANDS I	10/04/2010	11/30/2011	1,860.00	1,715.00	145.00
31. VARIAN MED SYS INC	10/04/2010	12/02/2011	1,973.00	1,867.00	106.00
48. SBA COMMUNICATIONS COR A	10/04/2010	12/05/2011	1,980.00	1,924.00	56.00
76. CANADIAN NATL RY CO CO	VAR	12/06/2011	5,922.00	4,099.00	1,823.00
36. AUTOZONE INC COM	01/04/2008	12/07/2011	12,020.00	4,002.00	8,018.00
348. EASTMAN CHEMICAL CO C	VAR	12/07/2011	13,563.00	9,233.00	4,330.00
869. HARRIS CORP DEL COMMO	VAR	12/07/2011	31,095.00	39,831.00	-8,736.00
131. INTERNATIONAL BUSINES	08/08/2007	12/07/2011	25,436.00	14,895.00	10,541.00
295. JOHNSON & JOHNSON	08/08/2007	12/07/2011	18,968.00	12,243.00	6,725.00
402. MCDONALDS CORP COM	08/08/2007	12/07/2011	38,642.00	20,151.00	18,491.00
200. SPDR TR UNIT SER 1	VAR	12/07/2011	25,224.00	24,115.00	1,109.00
.046 TEVA PHARMACEUTICAL I	06/04/2010	12/07/2011	2.00	3.00	-1.00
648. US BANCORP DEL NEW CO	04/05/2010	12/07/2011	16,957.00	17,111.00	-154.00
2277. YAHOO INC	11/03/2010	12/07/2011	35,555.00	36,848.00	-1,293.00
219. ACCENTURE PLC	VAR	12/07/2011	12,786.00	7,837.00	4,949.00
354. BROCADE COMMUNICATION	10/04/2010	12/09/2011	1,942.00	2,011.00	-69.00
100. COMSTOCK RES INC	10/04/2010	12/09/2011	1,901.00	2,202.00	-301.00
73. CONSTELLATION BRANDS I	10/04/2010	12/09/2011	1,431.00	1,291.00	140.00

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(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 581. LIMITED INC COM	07/02/2008	12/09/2011	23,631.00	9,916.00	13,715.00
51. SPDR TR UNIT SER 1	11/03/2010	12/09/2011	6,379.00	6,097.00	282.00
.413 TOYOTA MOTOR CORP	09/06/2007	12/12/2011	28.00	48.00	-20.00
62. TOYOTA MOTOR CORP	VAR	12/12/2011	4,123.00	5,760.00	-1,637.00
136. UNILEVER PLC ADR SPON	01/26/2010	12/12/2011	4,499.00	4,209.00	290.00
18. COMSTOCK RES INC	10/04/2010	12/13/2011	309.00	396.00	-87.00
200. DIAMONDROCK HOSPITALI	10/04/2010	12/14/2011	1,798.00	1,912.00	-114.00
90. NOVARTIS AG ADR SPONSO	12/01/2010	12/20/2011	5,053.00	4,872.00	181.00
268. BAYERISCHE MOTOREN WE - UNSPONSORED ADR	02/05/2010	12/28/2011	5,899.00	3,672.00	2,227.00
563. CSL LTD - UNSPON ADR	VAR	12/29/2011	9,095.00	6,530.00	2,565.00
106. HOLOGIC INC	10/04/2010	01/03/2012	1,901.00	1,660.00	241.00
28. VARIAN MED SYS INC	10/04/2010	01/03/2012	1,950.00	1,686.00	264.00
80. ALERE INC.	10/04/2010	01/04/2012	1,912.00	2,414.00	-502.00
116. SEAGATE TECHNOLOGY	11/30/2010	01/05/2012	2,072.00	1,551.00	521.00
1321. TELEFONICA DE ESPANA SPONSORED ADR	01/04/2011	01/06/2012	21,847.00	30,149.00	-8,302.00
519. VERIZON COMMUNICATION	08/08/2007	01/06/2012	19,855.00	20,695.00	-840.00
34. ALERE INC.	10/04/2010	01/09/2012	804.00	1,026.00	-222.00
30. CNOOC LTD SPONSORED AD	08/15/2007	01/09/2012	5,881.00	3,531.00	2,350.00
50. ALERE INC.	VAR	01/10/2012	1,185.00	1,427.00	-242.00
43. SBA COMMUNICATIONS COR A	10/04/2010	01/11/2012	1,895.00	1,723.00	172.00
90. ENERSYS	10/04/2010	01/12/2012	2,531.00	2,208.00	323.00
36. INFOSYS LTD	02/19/2008	01/12/2012	1,851.00	1,500.00	351.00
182. MANITOWOC INC	12/14/2010	01/12/2012	2,010.00	2,394.00	-384.00
6. PMC-SIERRA INC COM	10/04/2010	01/12/2012	36.00	43.00	-7.00
320. TELSTRA CORPORATION L	01/26/2010	01/12/2012	5,400.00	4,954.00	446.00

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6a 10. NOVO-NORDISK A S ADR	VAR	01/13/2012	1,155.00	568.00	587.00
3. NOVO-NORDISK A S ADR	09/06/2007	01/13/2012	349.00	170.00	179.00
29. ALERE INC.	11/01/2010	01/17/2012	650.00	820.00	-170.00
14. NOVO-NORDISK A S ADR	09/06/2007	01/17/2012	1,635.00	794.00	841.00
97. SEAGATE TECHNOLOGY	11/30/2010	01/17/2012	1,898.00	1,297.00	601.00
2. SEAGATE TECHNOLOGY	01/12/2011	01/17/2012	39.00	29.00	10.00
46. INFOSYS LTD	VAR	01/18/2012	2,381.00	1,496.00	885.00
38. INFOSYS LTD	11/17/2008	01/19/2012	1,990.00	944.00	1,046.00
137. INFOSYS LTD	11/17/2008	01/20/2012	7,103.00	3,404.00	3,699.00
70. ENERSYS	10/04/2010	01/23/2012	1,989.00	1,717.00	272.00
172. TESCO PLC SPONSORED A	02/04/2008	01/23/2012	2,693.00	4,217.00	-1,524.00
113. SEAGATE TECHNOLOGY	11/30/2010	01/23/2012	2,246.00	1,511.00	735.00
129. TESCO PLC SPONSORED A	VAR	01/24/2012	1,999.00	3,141.00	-1,142.00
49. BALLY TECHNOLOGIES, IN	10/04/2010	01/25/2012	2,033.00	1,688.00	345.00
11. ENERSYS	10/04/2010	01/30/2012	320.00	270.00	50.00
108. HOLOGIC INC	10/04/2010	01/30/2012	2,061.00	1,691.00	370.00
269. KAO CORPORATION	01/26/2010	01/30/2012	7,436.00	6,577.00	859.00
123. MANITOWOC INC	12/14/2010	01/30/2012	1,611.00	1,618.00	-7.00
102. HOLOGIC INC	10/04/2010	02/01/2012	2,111.00	1,597.00	514.00
69. REED ELSEVIER NV	01/26/2010	02/01/2012	4,984.00	1,684.00	3,300.00
69. REED ELSEVIER NV	01/26/2010	02/01/2012	-4,984.00	1,684.00	-6,668.00
69. ROYAL DUTCH SHELL PLC	VAR	02/01/2012	4,984.00	4,126.00	858.00
89. SEAGATE TECHNOLOGY	11/30/2010	02/01/2012	2,188.00	1,190.00	998.00
248. CAPITAL ONE FINANCIAL COMMON STOCK	10/06/2010	02/02/2012	11,657.00	10,012.00	1,645.00
2039. DONNELLEY R R & SONS	09/02/2009	02/02/2012	23,251.00	35,466.00	-12,215.00

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6a 121. ERICSSON L M TEL SP A	01/26/2011	02/02/2012	1,114.00	1,514.00	-400.00
2695. ERICSSON L M TEL SP	12/03/2010	02/02/2012	24,548.00	29,449.00	-4,901.00
72. INTERNATIONAL BUSINESS	08/08/2007	02/02/2012	13,817.00	8,186.00	5,631.00
206. JOHNSON & JOHNSON	08/08/2007	02/02/2012	13,501.00	8,550.00	4,951.00
62. NAVISTAR INTL CORP NEW	10/04/2010	02/02/2012	2,811.00	2,637.00	174.00
518. BROCADE COMMUNICATION	10/04/2010	02/03/2012	3,057.00	2,942.00	115.00
26. ERICSSON L M TEL SP AD	01/26/2011	02/03/2012	246.00	325.00	-79.00
178. ERICSSON L M TEL SP A	01/26/2011	02/03/2012	1,671.00	2,228.00	-557.00
92. SPIRIT AEROSYSTEMS HOL CL A	12/30/2010	02/06/2012	2,158.00	1,919.00	239.00
.749 VODAFONE GROUP PLC NE NEW	08/06/2010	02/06/2012	20.00	18.00	2.00
189. HUTCHISON WHAMPOA LTD	08/15/2007	02/07/2012	3,719.00	3,943.00	-224.00
83. SEAGATE TECHNOLOGY	11/30/2010	02/07/2012	2,216.00	1,110.00	1,106.00
94. HUTCHISON WHAMPOA LTD	08/15/2007	02/08/2012	1,860.00	1,961.00	-101.00
114. MONSTER WORLDWIDE INC	10/04/2010	02/08/2012	830.00	1,460.00	-630.00
84. SPIRIT AEROSYSTEMS HOL CL A	VAR	02/08/2012	1,967.00	1,746.00	221.00
63. SPIRIT AEROSYSTEMS HOL CL A	01/10/2011	02/08/2012	1,475.00	1,306.00	169.00
94. HUTCHISON WHAMPOA LTD	VAR	02/09/2012	1,850.00	1,918.00	-68.00
119. SEAGATE TECHNOLOGY	11/30/2010	02/09/2012	3,170.00	1,591.00	1,579.00
67. TESCO PLC SPONSORED AD	07/01/2008	02/14/2012	996.00	1,457.00	-461.00
174. TESCO PLC SPONSORED A	07/01/2008	02/15/2012	2,606.00	3,784.00	-1,178.00
129. TESCO PLC SPONSORED A	VAR	02/16/2012	1,926.00	2,441.00	-515.00
1297.114 COAST ACCESS II L CLASS I	05/02/2008	02/16/2012	1,438.00	1,619.00	-181.00
1135.637 COAST ACCESS II L	05/02/2008	02/16/2012	1,151.00	1,550.00	-399.00
213. KONINKLIJKE AHOLD N V 2007	12/02/2009	02/24/2012	2,952.00	2,960.00	-8.00
131. KONINKLIJKE AHOLD N V 2007	VAR	02/27/2012	1,806.00	1,766.00	40.00

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6a 116. ENI S P A ADR SPONSOR	VAR	03/01/2012	5,413.00	5,214.00	199.00
570. MONSTER WORLDWIDE INC	10/04/2010	03/01/2012	4,435.00	7,302.00	-2,867.00
503. CAPITAL ONE FINANCIAL COMMON STOCK	VAR	03/05/2012	24,793.00	18,664.00	6,129.00
325. LIMITED INC COM	07/02/2008	03/05/2012	14,875.00	5,547.00	9,328.00
40. COMERICA INC COM	VAR	03/06/2012	1,140.00	1,491.00	-351.00
36. COMERICA INC COM	02/02/2011	03/06/2012	1,026.00	1,395.00	-369.00
376. BROCADE COMMUNICATION	VAR	03/08/2012	2,126.00	2,055.00	71.00
298. PINNACLE ENTERTAINMEN	10/04/2010	03/09/2012	3,317.00	3,224.00	93.00
220459.275 PIMCO FDS PAC I TOT RET FD INST	VAR	03/13/2012	2,449,303.00	2,413,183.00	36,120.00
.142 TEVA PHARMACEUTICAL I	06/04/2010	03/13/2012	6.00	8.00	-2.00
.143 TEVA PHARMACEUTICAL I	06/04/2010	03/13/2012	6.00	8.00	-2.00
14.314 VODAFONE GROUP PLC ADR NEW	02/07/2011	03/14/2012	377.00	411.00	-34.00
85.686 VODAFONE GROUP PLC ADR NEW	VAR	03/14/2012	2,260.00	1,853.00	407.00
105. VODAFONE GROUP PLC NE NEW	11/17/2008	03/14/2012	2,754.00	1,948.00	806.00
321. TELSTRA CORPORATION L	01/26/2010	03/15/2012	5,413.00	4,969.00	444.00
101. ZIONS BANCORPORATION	10/04/2010	03/21/2012	2,232.00	2,145.00	87.00
227. DIAMONDROCK HOSPITALI	10/04/2010	03/23/2012	2,233.00	2,170.00	63.00
88. VODAFONE GROUP PLC NEW NEW	VAR	03/26/2012	2,446.00	1,605.00	841.00
123. VODAFONE GROUP PLC NE NEW	11/12/2008	03/27/2012	3,424.00	2,216.00	1,208.00
28. ADIDAS SALOMON AG SPON	09/21/2009	03/30/2012	1,086.00	734.00	352.00
16. AIRGAS INC COM	02/11/2011	03/30/2012	1,419.00	1,023.00	396.00
43. AMERICA MOVIL S.A.B. D	11/01/2007	03/30/2012	1,068.00	1,355.00	-287.00
96. AMERISOURCEBERGEN CORP	08/08/2007	03/30/2012	3,776.00	2,161.00	1,615.00
62. AMGEN INC COMMON	09/03/2008	03/30/2012	4,204.00	3,859.00	345.00
62. ASSURANT, INC.	10/06/2010	03/30/2012	2,493.00	2,580.00	-87.00

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Employer identification number

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 13. AUTOZONE INC COM	01/04/2008	03/30/2012	4,857.00	1,445.00	3,412.00
99. AVIS BUDGET GROUP, INC	10/04/2010	03/30/2012	1,374.00	1,170.00	204.00
50. BG GROUP PLC ADR	09/25/2009	03/30/2012	1,154.00	872.00	282.00
69. BT GROUP PLC ADR	VAR	03/30/2012	2,488.00	2,004.00	484.00
30. BALLY TECHNOLOGIES, IN	10/04/2010	03/30/2012	1,405.00	1,034.00	371.00
67. BANCO BRADESCO S A SPO	01/31/2011	03/30/2012	1,164.00	1,268.00	-104.00
27. BANKUNITED INC.	01/28/2011	03/30/2012	675.00	766.00	-91.00
205. BROCADE COMMUNICATION	VAR	03/30/2012	1,183.00	1,088.00	95.00
14. BUNZL PUB LTD CO SPON	08/28/2008	03/30/2012	1,130.00	903.00	227.00
5. CNOOC LTD SPONSORED ADR	08/15/2007	03/30/2012	1,018.00	588.00	430.00
27. CANON INC ADR	03/15/2011	03/30/2012	1,285.00	1,180.00	105.00
132. CAPITAL ONE FINANCIAL COMMON STOCK	12/03/2009	03/30/2012	7,384.00	4,892.00	2,492.00
57. CARDINAL HEALTH INC CO	03/03/2011	03/30/2012	2,451.00	2,422.00	29.00
31. CAREFUSION CORP	12/15/2010	03/30/2012	805.00	753.00	52.00
51. CATERPILLAR INC COMMON	08/04/2009	03/30/2012	5,433.00	2,424.00	3,009.00
109. CHEVRONTXACO CORP CO	08/08/2007	03/30/2012	11,627.00	9,146.00	2,481.00
369. CISCO SYSTEM INC COMM	06/02/2009	03/30/2012	7,775.00	7,240.00	535.00
39. COCA COLA AMATIL LTD S	10/13/2008	03/30/2012	1,009.00	428.00	581.00
66. COMERICA INC COM	10/04/2010	03/30/2012	2,121.00	2,455.00	-334.00
135. COMPASS GROUP PLC SPO	07/08/2008	03/30/2012	1,423.00	938.00	485.00
127. CONOCOPHILLIPS	08/08/2007	03/30/2012	9,656.00	8,155.00	1,501.00
79. DANONE - SPONS ADR	02/15/2011	03/30/2012	1,100.00	971.00	129.00
447. DELL INC	06/04/2008	03/30/2012	7,434.00	10,621.00	-3,187.00
96. DIAMONDROCK HOSPITALIT	10/04/2010	03/30/2012	978.00	918.00	60.00
69. DIGITAL RIV INC	10/04/2010	03/30/2012	1,292.00	2,390.00	-1,098.00

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6a 118. EASTMAN CHEMICAL CO C	10/05/2009	03/30/2012	6,058.00	3,051.00	3,007.00
157. EXXON MOBIL CORP COM	08/08/2007	03/30/2012	13,569.00	2,463.00	11,106.00
22. FOMENTO ECONOMICO MEXI ADR UNITS	08/23/2010	03/30/2012	1,786.00	1,096.00	690.00
345. FORD MTR CO DEL COM P	06/02/2009	03/30/2012	4,274.00	2,180.00	2,094.00
50. GAYLORD ENTERTAINMENT	VAR	03/30/2012	1,548.00	1,571.00	-23.00
203. GENERAL ELEC CO	08/08/2007	03/30/2012	4,062.00	5,649.00	-1,587.00
54. HANCOCK HOLDING COMPAN	03/22/2011	03/30/2012	1,927.00	1,762.00	165.00
58. HEWLETT PACKARD CO. CO	08/08/2007	03/30/2012	1,376.00	2,860.00	-1,484.00
97. HOLOGIC INC	10/04/2010	03/30/2012	2,109.00	1,519.00	590.00
94. GEO A HORMEL & CO.	06/04/2010	03/30/2012	2,777.00	1,914.00	863.00
64. HUMANA INC COMMON	01/04/2011	03/30/2012	5,928.00	3,534.00	2,394.00
78. ICON PUB LTD CO SPONS	VAR	03/30/2012	1,665.00	1,716.00	-51.00
17. IMPERIAL TOBACCO GROUP	08/15/2007	03/30/2012	1,379.00	1,516.00	-137.00
168. INTEL CORP COMMON	05/04/2010	03/30/2012	4,724.00	3,812.00	912.00
57. INTERNATIONAL BUSINESS	08/08/2007	03/30/2012	11,898.00	6,481.00	5,417.00
130. INTERNATIONAL PAPER C	03/15/2011	03/30/2012	4,553.00	3,374.00	1,179.00
121. JOHNSON & JOHNSON	08/08/2007	03/30/2012	7,989.00	5,022.00	2,967.00
50. KLA-TENCOR CORP COM	12/03/2010	03/30/2012	2,729.00	2,000.00	729.00
22. KANSAS CITY SOUTHERN	10/04/2010	03/30/2012	1,581.00	801.00	780.00
60. KEPPEL LTD SPONSORED A	11/01/2007	03/30/2012	1,041.00	1,115.00	-74.00
576. KEYCORP OHIO COM NEW	02/02/2011	03/30/2012	4,827.00	5,408.00	-581.00
109. KINGFISHER PLC SPON A	09/20/2010	03/30/2012	1,063.00	774.00	289.00
33. LEAP WIRELESS INTERNAT	12/07/2010	03/30/2012	290.00	366.00	-76.00
57. LEGG MASON INC COM	02/04/2011	03/30/2012	1,591.00	1,975.00	-384.00
34. ELI LILLY & CO.	04/03/2009	03/30/2012	1,369.00	1,119.00	250.00

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(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 119. LIMITED INC COM	07/02/2008	03/30/2012	5,720.00	2,031.00	3,689.00
54. LOCKHEED MARTIN CORP C	03/15/2011	03/30/2012	4,839.00	4,321.00	518.00
52. LORILLARD INC	VAR	03/30/2012	6,782.00	3,753.00	3,029.00
73. MCKESSON HBOC INC COM	02/03/2009	03/30/2012	6,427.00	3,289.00	3,138.00
55. MERCK & CO INC NEW COM	08/08/2007	03/30/2012	2,100.00	2,843.00	-743.00
250. MICROSOFT CORP COMMON	08/08/2007	03/30/2012	8,055.00	6,293.00	1,762.00
73. MYRIAD GENETICS INC	11/01/2010	03/30/2012	1,734.00	1,445.00	289.00
6. MYRIAD GENETICS INC	03/28/2011	03/30/2012	143.00	118.00	25.00
91. NII HLDGS INC CL B NEW	10/04/2010	03/30/2012	1,668.00	3,879.00	-2,211.00
272. NRG ENERGY INC	09/02/2010	03/30/2012	4,259.00	5,878.00	-1,619.00
27. NATIONAL-OILWELL INC C	03/03/2011	03/30/2012	2,152.00	2,190.00	-38.00
19. NAVISTAR INTL CORP NEW	10/04/2010	03/30/2012	770.00	808.00	-38.00
17. NESTLE S A SPON ADR RE	08/15/2007	03/30/2012	1,063.00	144.00	919.00
67. OCCIDENTAL PETE CORP C	02/02/2011	03/30/2012	6,382.00	6,623.00	-241.00
61. OWENS ILL INC	10/04/2010	03/30/2012	1,422.00	1,714.00	-292.00
43. PENN NATL GAMING INC	12/09/2010	03/30/2012	1,862.00	1,562.00	300.00
193. PFIZER INC	08/08/2007	03/30/2012	4,352.00	2,854.00	1,498.00
63. PHILIP MORRIS INTERNAT	11/03/2010	03/30/2012	5,592.00	3,706.00	1,886.00
74. PROCTER & GAMBLE COMMO	11/06/2008	03/30/2012	4,979.00	4,823.00	156.00
36. REED ELSEVIER PLC SPON	08/26/2008	03/30/2012	1,273.00	1,592.00	-319.00
14. ROYAL DUTCH SHELL PLC	10/29/2010	03/30/2012	986.00	896.00	90.00
20. SBA COMMUNICATIONS COR	VAR	03/30/2012	1,019.00	793.00	226.00
A 200. SPDR TR UNIT SER 1	VAR	03/30/2012	28,175.00	22,264.00	5,911.00
29. SPDR TR UNIT SER 1	01/04/2011	03/30/2012	4,085.00	3,677.00	408.00
16. SAP AG ADR SPONSORED	10/27/2010	03/30/2012	1,116.00	827.00	289.00

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6a 44. SPIRIT AEROSYSTEMS HOL CL A	01/10/2011	03/30/2012	1,078.00	912.00	166.00
12. SPIRIT AEROSYSTEMS HOL CL A	12/28/2010	03/30/2012	294.00	248.00	46.00
128. SYMANTEC CORP	01/04/2011	03/30/2012	2,382.00	2,202.00	180.00
16. SYNGENTA AG ADR SPONSO	VAR	03/30/2012	1,098.00	711.00	387.00
35. TARGET CORP COM	06/02/2009	03/30/2012	2,042.00	1,469.00	573.00
2.73 TEVA PHARMACEUTICAL I	03/07/2011	03/30/2012	121.00	137.00	-16.00
31.27 TEVA PHARMACEUTICAL	VAR	03/30/2012	1,386.00	1,408.00	-22.00
25. TRANSCANADA CORP	08/15/2007	03/30/2012	1,075.00	886.00	189.00
249. US BANCORP DEL NEW CO	04/05/2010	03/30/2012	7,843.00	6,575.00	1,268.00
29. UNILEVER N V NEW YORK	04/06/2010	03/30/2012	988.00	895.00	93.00
38. UNITED TECHNOLOGIES CO	08/08/2007	03/30/2012	3,150.00	1,603.00	1,547.00
107. UNITEDHEALTH GROUP IN	10/06/2010	03/30/2012	6,303.00	3,669.00	2,634.00
53. VALUECLICK, INC.	10/04/2010	03/30/2012	1,061.00	678.00	383.00
12. VARIAN MED SYS INC	10/04/2010	03/30/2012	829.00	723.00	106.00
123. VERIZON COMMUNICATION	08/08/2007	03/30/2012	4,686.00	4,905.00	-219.00
85. WELLS FARGO & CO NEW C	08/08/2007	03/30/2012	2,887.00	2,971.00	-84.00
139. WESTERN UN CO COM	11/03/2010	03/30/2012	2,452.00	2,443.00	9.00
64. XILINX INC COM	05/15/2008	03/30/2012	2,346.00	1,706.00	640.00
80. ZIONS BANCORPORATION C	10/04/2010	03/30/2012	1,715.00	1,699.00	16.00
59. ACCENTURE PLC	VAR	03/30/2012	3,802.00	2,025.00	1,777.00
57. NABORS INDUSTRIES LTD	12/10/2010	03/30/2012	986.00	1,298.00	-312.00
24. NABORS INDUSTRIES LTD	01/26/2011	03/30/2012	415.00	552.00	-137.00
110. TE CONNECTIVITY LIMIT	07/02/2009	03/30/2012	4,041.00	1,988.00	2,053.00
1. INTERNATIONAL PWR PLC S	10/13/2008	04/02/2012	65.00	47.00	18.00
8. INTERNATIONAL PWR PLC S	10/13/2008	04/02/2012	518.00	375.00	143.00

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6a 9. INTERNATIONAL PWR PLC S	10/13/2008	04/02/2012	582.00	422.00	160.00
114. NABORS INDUSTRIES LTD	VAR	04/02/2012	2,006.00	2,579.00	-573.00
41. INTERNATIONAL PWR PLC ADR	10/13/2008	04/03/2012	2,638.00	1,920.00	718.00
51. INTERNATIONAL PWR PLC ADR	VAR	04/03/2012	3,282.00	2,099.00	1,183.00
.672 NOVO-NORDISK A S ADR	09/06/2007	04/03/2012	99.00	38.00	61.00
406. TELSTRA CORPORATION L	VAR	04/03/2012	6,999.00	5,926.00	1,073.00
.142 TEVA PHARMACEUTICAL I	06/04/2010	04/04/2012	-6.00	8.00	-14.00
32. NABORS INDUSTRIES LTD	VAR	04/04/2012	532.00	699.00	-167.00
15. WPP PLC	08/15/2007	04/05/2012	1,018.00	1,113.00	-95.00
.658 NOVARTIS AG ADR SPONS	04/08/2011	04/09/2012	36.00	36.00	
80. BANKUNITED INC.	01/28/2011	04/10/2012	1,876.00	2,270.00	-394.00
554. TELSTRA CORPORATION L	VAR	04/13/2012	9,619.00	6,920.00	2,699.00
18. BANKUNITED INC.	01/28/2011	04/17/2012	437.00	511.00	-74.00
1433. CAPITAL ONE FINANCIAL COMMON STOCK	VAR	04/17/2012	76,623.00	51,082.00	25,541.00
10. FOMENTO ECONOMICO MEXI ADR UNITS	04/13/2011	04/17/2012	818.00	611.00	207.00
815. HUMANA INC COMMON	09/02/2010	04/17/2012	71,401.00	40,402.00	30,999.00
140. HUMANA INC COMMON	01/04/2011	04/17/2012	12,265.00	7,730.00	4,535.00
630. SUNTRUST BANKS	04/05/2011	04/17/2012	14,528.00	18,451.00	-3,923.00
. ZURICH FINANCIAL SERVICE	01/26/2010	04/17/2012	2,016.00	2,016.00	
24. FOMENTO ECONOMICO MEXI ADR UNITS	04/13/2011	04/18/2012	1,932.00	1,465.00	467.00
5. FOMENTO ECONOMICO MEXI ADR UNITS	04/13/2011	04/19/2012	403.00	305.00	98.00
9. FOMENTO ECONOMICO MEXI ADR UNITS	08/23/2010	04/19/2012	728.00	448.00	280.00
15. FOMENTO ECONOMICO MEXI ADR UNITS	04/13/2011	04/19/2012	1,214.00	916.00	298.00
78. FANUC CORPORATION	07/29/2010	04/26/2012	2,235.00	1,574.00	661.00
8. ROYAL DUTCH SHELL PLC	03/25/2011	04/26/2012	567.00	558.00	9.00

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6a 93. ROYAL DUTCH SHELL PLC	01/26/2010	04/26/2012	6,587.00	5,433.00	1,154.00
188. UNILEVER PLC ADR SPON	01/26/2010	04/26/2012	6,510.00	5,819.00	691.00
57. FANUC CORPORATION	07/29/2010	04/27/2012	1,632.00	1,150.00	482.00
134. LEAP WIRELESS INTERNA	VAR	04/27/2012	783.00	1,483.00	-700.00
96. LEAP WIRELESS INTERNAT	12/08/2010	04/27/2012	561.00	1,061.00	-500.00
19. LEAP WIRELESS INTERNAT	12/08/2010	04/27/2012	111.00	210.00	-99.00
103. SEVEN & I HOLDINGS CO UNSPON ADR	VAR	04/27/2012	6,170.00	4,837.00	1,333.00
1.817 NOVO-NORDISK A S ADR	09/06/2007	04/30/2012	267.00	103.00	164.00
2.183 NOVO-NORDISK A S ADR	04/05/2011	04/30/2012	321.00	276.00	45.00
10. NOVO-NORDISK A S ADR	09/06/2007	04/30/2012	1,474.00	567.00	907.00
125. AVIS BUDGET GROUP, IN	10/04/2010	05/01/2012	1,953.00	1,477.00	476.00
351. BROCADE COMMUNICATION	12/31/2010	05/01/2012	1,944.00	1,858.00	86.00
62. GAYLORD ENTERTAINMENT	10/04/2010	05/01/2012	2,126.00	1,893.00	233.00
83.43 NOVARTIS AG ADR SPON	VAR	05/01/2012	4,619.00	4,280.00	339.00
14.57 NOVARTIS AG ADR SPON	04/08/2011	05/01/2012	807.00	808.00	-1.00
2. NOVO-NORDISK A S ADR	09/06/2007	05/01/2012	293.00	113.00	180.00
4. NOVO-NORDISK A S ADR	09/06/2007	05/01/2012	585.00	227.00	358.00
313. TAIWAN SEMICONDUCTOR SPONSORED	01/26/2010	05/01/2012	4,887.00	3,139.00	1,748.00
37. FANUC CORPORATION	VAR	05/02/2012	1,064.00	740.00	324.00
6. NOVO-NORDISK A S ADR	09/06/2007	05/02/2012	872.00	340.00	532.00
46. AVIS BUDGET GROUP, INC	10/04/2010	05/09/2012	733.00	544.00	189.00
348. LIMITED INC COM	VAR	05/09/2012	16,850.00	5,833.00	11,017.00
910. NRG ENERGY INC	09/02/2010	05/09/2012	13,929.00	19,665.00	-5,736.00
.5 PHILLIPS 66	08/08/2007	05/09/2012	15.00	15.00	
214. PROCTER & GAMBLE COMM	VAR	05/09/2012	13,720.00	13,538.00	182.00

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6a 2049. WESTERN UN CO COM	11/03/2010	05/09/2012	35,299.00	36,017.00	-718.00
.822 BRITISH AMERN TOB PLC ADR	10/04/2010	05/10/2012	85.00	62.00	23.00
59. COMERICA INC COM	10/04/2010	05/11/2012	1,868.00	2,194.00	-326.00
60. COMERICA INC COM	10/04/2010	05/15/2012	1,836.00	2,231.00	-395.00
486. BNP PARIBAS SPONSORED	VAR	05/16/2012	8,265.00	18,189.00	-9,924.00
1. NAVISTAR INTL CORP NEW	04/14/2011	05/16/2012	29.00	65.00	-36.00
24. NAVISTAR INTL CORP NEW	10/04/2010	05/16/2012	691.00	1,021.00	-330.00
4. NAVISTAR INTL CORP NEW	10/04/2010	05/16/2012	115.00	170.00	-55.00
3010.085 COAST ACCESS II L CLASS I	05/02/2008	05/16/2012	3,267.00	3,757.00	-490.00
2714.911 COAST ACCESS II L	05/02/2008	05/16/2012	2,712.00	3,705.00	-993.00
193. VODAFONE GROUP PLC NE NEW	11/12/2008	05/16/2012	5,185.00	3,476.00	1,709.00
13.439 VODAFONE GROUP PLC ADR NEW	11/12/2008	05/17/2012	351.00	242.00	109.00
18. AIRGAS INC COM	02/11/2011	05/24/2012	1,598.00	1,151.00	447.00
14. BROCADE COMMUNICATIONS	12/31/2010	05/24/2012	67.00	74.00	-7.00
1265.584 MARINER ACCESS LT	04/16/2009	05/30/2012	892.00	836.00	56.00
82. LEGG MASON INC COM	02/04/2011	05/31/2012	2,079.00	2,841.00	-762.00
6. LEGG MASON INC COM	02/04/2011	05/31/2012	152.00	208.00	-56.00
42. CGI GROUP INC-CL A	04/29/2011	06/04/2012	937.00	921.00	16.00
337. TAIWAN SEMICONDUCTOR SPONSORED	VAR	06/04/2012	4,361.00	3,457.00	904.00
44. GAYLORD ENTERTAINMENT	10/04/2010	06/05/2012	1,677.00	1,343.00	334.00
127. CGI GROUP INC-CL A	04/29/2011	06/05/2012	2,817.00	2,784.00	33.00
77. CGI GROUP INC-CL A	04/29/2011	06/06/2012	1,750.00	1,688.00	62.00
1459. INTERNATIONAL PAPER	04/05/2010	06/06/2012	41,818.00	37,068.00	4,750.00
460. INTERNATIONAL PAPER C	03/15/2011	06/06/2012	13,185.00	11,939.00	1,246.00
110. LORILLARD INC	VAR	06/06/2012	13,329.00	7,873.00	5,456.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

Employer identification number

56-1925457

[illegible]

Schedule D-1 (Form 1041) 2011

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INTEREST	61.	67.
	-----	-----
TOTAL	61.	67.
	=====	=====

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INTEREST AND DIVIDENDS	405,272.	400,914.
	-----	-----
TOTAL	405,272.	400,914.
	=====	=====

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	11,608.	11,608.
FEDERAL ESTIMATES - PRINCIPAL	9,202.	
FOREIGN TAXES ON QUALIFIED FOR	19.	19.
	-----	-----
TOTALS	20,829.	11,627.
	=====	=====

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
	1,592.	1,592.
TOTALS	----- 1,592. =====	----- 1,592. =====

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
ARCH CAPITAL GROUP LTD	17,041.	17,702.
ACCENTURE PLC	26,357.	39,840.
BUNGE LIMITED	38,016.	35,636.
COVIDEN PLC	29,608.	35,631.
NABORS INDUSTRIES LTD	9,669.	6,653.
ROWAN COMPANIES PLC	14,199.	13,611.
SEAGATE TECH NOLOGY	20,330.	27,376.
WARNER CHILCOTT PLC CLASS A	11,758.	13,071.
ACE LIMITED SHS	23,614.	29,059.
TE CONNECTIVITY LIMITED	29,796.	40,143.
ACME PACKET, INC	12,409.	7,758.
ACTUANT CORP CL A NEW	9,768.	11,217.
ADIDAS SALOMON AG SPONS	14,130.	19,919.
AETNA, INC	42,032.	41,484.
AGRIUM INC	31,022.	33,353.
AIRGAS INC	31,283.	42,509.
ALLEGHENY TECHNOLOGIES INC	11,583.	7,590.
ALLSTATE CORP	55,160.	59,337.
AMADEUS IT HOLDING SA - UNSPON	11,652.	14,051.
AMCOR LTD ADR	10,003.	13,576.
AMERICA MOVIL S.A.B. DE C.V	20,522.	26,164.
AMERISOURCEBERGEN CORP	45,773.	71,027.
AMERIGROUP CORP	11,936.	11,798.
AMGEN INC	42,915.	48,704.
ASSURANT, INC	37,075.	31,565.
ASTELLAS PHARMA INC - UNSP ADR	30,448.	38,215.
ATMEL CORPORATION	12,485.	8,555.
AUTOZONE INC	17,230.	56,911.
AVIS BUDGET GROUP, INC	4,965.	6,582.

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
AVNET, INC	31,249.	27,064.
BG GROUP PLC ADR	43,398.	50,669.
BP P.L.C.	52,907.	37,621.
BT GROUP PLC ADR	29,809.	34,076.
BAIDU, INC - SPONS ADR	893.	920.
BALLY TECHNOLOGIES, INC	7,460.	10,779.
BANCO BRADESCO S A SPONS ADR	25,345.	23,361.
BANCO SANTANDER S.A.	24,130.	13,179.
BED BATH & BEYOND INC	26,046.	28,181.
BHP BILLTON LTD SPON ADR	11,527.	16,260.
BIOSYSTEMS RESEARCH INC		
BRAMBLES LTD. - UNSPN ADR	16,901.	14,486.
BRITISH AMERN TOB PLC SPON ADR	13,639.	22,058.
BRITSH SKY BROADCASTING GROUP	11,019.	10,968.
BUNZL PUB LTD CO SPON ADR NEW	15,651.	25,847.
CF INDUSTRIES HOLDINGS, INC	53,522.	68,390.
CNOOC LTD SPOM ADR	12,765.	25,559.
CABOT OIL & GAS CORP	8,950.	10,756.
CAMDEN PPTY TR SH BEN INT	9,514.	11,233.
CANADIAN NATL RY CO	9,696.	14,513.
CANON INC ADR	71,560.	67,698.
CAP GEMINI SA - UNSPON ADR	13,992.	10,544.
CARDINAL HEALTH INC	36,205.	35,784.
CAREFUSION CORP	6,638.	7,190.
CARREFOUR SA SPONSORED ADR	50,909.	27,659.
CATERPILLAR INC	29,012.	50,267.
CAVIUM INC	13,063.	11,704.
CENOVUS ENERGY, INC	5,191.	7,123.
CENTRICA PLC - SPONS ADR	12,415.	14,903.

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
CHART INDUSTRIES, INC	3,486.	3,486.
CHEUNG KONG HLDGS LTD ADR	17,168.	16,879.
CHEVRON CORPORATION	98,873.	128,710.
CHICOS FAS INC	10,856.	10,967.
CHINA MOBILE HONG KONG LTD	10,710.	12,301.
CIELO SA - SPONSORED ADR	8,591.	10,595.
CIENA CORP COM NEW	5,416.	7,334.
CINEMARK HOLDINGS INC	10,302.	11,882.
CISCO SYSTEM INC	76,567.	70,397.
COCA COLA AMATIL LTD	10,860.	21,286.
COCA COLA HELLENTIC BTTLG CO	11,981.	8,253.
COCA-COLA ENTERPRISES INC	27,127.	28,937.
COMERICA INC	15,489.	15,570.
COMPASS GROUP PLC SPONS ADR	16,467.	30,052.
CONOCOPHILLIPS	71,205.	91,252.
CROWN HLDGS INC	9,374.	8,864.
CUMMINS INC	37,771.	38,473.
DANONE - SPONS ADR	12,751.	14,867.
DAVITA INC	3,235.	5,009.
DELL INC	108,098.	73,634.
DENBURY RESOURCES, INC	40,394.	35,509.
DENSO CORPORATION	15,855.	19,340.
DEUTSCHE TELEKOM AG	38,968.	32,518.
DIAMOND HILL LONG SHORT FD CL	716,308.	741,421.
DIAMONROCK HOSPITALITY CO	5,691.	6,457.
DIGITAL RIV INC	16,250.	9,141.
DIRECTV CL A	26,560.	28,804.
DR PEPPER SNAPPLE GROUP INC	44,344.	51,275.
ENI S P A	25,740.	26,107.

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
EASTMAN CHEMICAL CO	34,664.	67,899.
EATON VANCE GLOBAL MACRO ABSOL	771,623.	733,237.
ENERSIS S. A. - SPONS ADR	30,078.	30,649.
ERICSSON AMERICAN DEPOSITORY	15,167.	12,490.
ESTERLINE TECHNOLOGIES CORP	11,649.	11,098.
EXXON MOBIL CORP	30,024.	151,459.
FANUC CORPORATION	9,002.	12,037.
FLUOR CORP NEW	24,647.	23,634.
FLOWSERVE CORP	11,343.	11,705.
FOMENTO ECONOMICO MEXICANO	11,795.	19,278.
FORD MTR CO DEL PAR	31,096.	37,602.
FOREST LABS INC	32,568.	34,920.
FORWARD TACTIVCAL GROWTH FUND	724,169.	724,712.
FRANCE TELECOM SPON ADR	53,416.	37,547.
FRESENIUS MEDICAL CARE	10,708.	14,683.
GDF SUEZ SPON ADR	20,946.	14,733.
GALAXY ENTMT GROUP LTD	9,650.	7,781.
GAP STORES	28,983.	40,192.
GATEWAY FUND - Y	724,083.	762,957.
GAYLORD ENTERTAINMENT COMPANY	8,390.	12,686.
GAZPROM	13,570.	10,998.
GENERAL ELEC CO	66,362.	62,457.
GLAXOSMITHKLINE PLC SPON ADR	47,824.	52,998.
GOLDMAN SACHS ABSOLUTE RETURN	724,530.	720,519.
CGI GROUPO INC-CL A	11,813.	12,811.
GRUPO TELEVISA SA DECV SPON	18,646.	20,299.
GUESS INC	13,426.	12,786.
HANCOCK HOLDING COMANY	16,373.	16,285.
HARRY WINSTON DIAMOND CORP	7,883.	6,498.

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
HEWLETT PACKARD CO	73,983.	30,829.
HOLLYFRONTIER CORPORATION	43,919.	56,617.
HOLOGIC INC	14,623.	15,785.
HORMEL FOODS CORPORATION	28,106.	41,980.
HUTCHISON WHAMPOA LTD	10,315.	13,734.
IBERDROLA SA SPON ADR	51,912.	37,435.
ICON PUB LTD CO SPONS	14,120.	15,365.
IDEX CORPORATION DESIGNS	9,890.	9,043.
IMPRERIAL TOBACCO GROUP PLC	24,960.	29,495.
INDUSTRIAL AND COMMERICAL BANK	23,476.	18,472.
INFORMATICA CORPORATION	6,286.	7,201.
ING GROEP NV ADR	21,690.	16,433.
INTEL CORP	39,597.	46,957.
IBM CORP	71,372.	121,064.
INTERNATIONAL PWR PLC SPON ADR	4,204.	6,810.
INTERPUBLIC GROUP COS INC	8,402.	11,577.
JDS UNIPHASE CORP	13,575.	14,069.
JP MORGAN CHASE & CO	61,681.	62,849.
JOHNSON & JOHNSON	55,896.	89,517.
JULIUS BAER GROUP LTD	13,244.	16,643.
KBR INC	9,651.	7,265.
ABB LTD	47,060.	38,581.
KLA-TENCOR CORP	43,864.	51,614.
KANSAS CITY SOUTHERN	9,685.	11,617.
KAO CORPORATION	35,319.	40,531.
KEPPEL LTD SPON ADR	13,881.	18,291.
KEYCORP OHIO	56,999.	50,844.
KINGFISHER PLC SPON ADR	14,055.	19,015.
KOMATSU LTD SPON ADR	6,041.	13,793.

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
KONINKLIJKE AHOLD N V SPON ADR	41,116.	40,288.
KROGER CO	76,590.	76,805.
L'OREAL UNSPON ADR	9,134.	10,933.
LASALLE HOTEL PPTYS	7,779.	8,014.
LEAR CORPORATION	13,892.	11,357.
LEGG MASON INC	10,646.	9,414.
ELI LILLY & CO	47,917.	56,255.
LIMITED BRANDS INC	17,795.	39,978.
LINCOLN NATIONAL CORPORATION'	22,691.	27,338.
LOCKHEED MARTIN CORP	58,434.	64,265.
LORILLARD INC	41,093.	63,732.
MARATHON PETROLEUM CORPORATION	27,043.	34,633.
MCKESSON CORP	61,332.	85,781.
MERCK & CO INC NEW COM	39,706.	34,444.
MICROSOFT CORP	110,691.	132,332.
MORGAN STANLEY	48,226.	41,217.
MOTOROLA SOLUTIONS, INC	33,239.	31,560.
MYRIAD GENETICS INC	14,477.	17,043.
NII HLDGS INC	13,685.	4,634.
NRG ENERGY INC	48,059.	37,949.
NATIONAL GRID PLC SPON ADR	10,893.	11,340.
NATIONAL OILWELL VARCO INC	32,367.	25,712.
NESTLE S A SPON ADR REG	4,593.	21,150.
NEWS CORP CL A	37,388.	43,622.
NIDEC CORP SPON ADR	8,719.	12,435.
NISOURCE INC	13,584.	15,147.
NOVARTIS AG ADR SPON	66,846.	72,446.
NOVO-NORDISK A S ADR	6,214.	15,842.
OCCIDENTAL PETE CORP	65,364.	61,240.

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
OPPENHEIMER INTL BOND FUND Y	627,262.	580,499.
ORACLE SYSTEMS	69,052.	71,042.
PNC INTERMEDIATE BOND FUND I	2,745,619.	2,762,424.
PEARSON PLC SPONSORED	10,101.	10,600.
PENN NATL GAMING INC	14,619.	18,014.
PFIZER INC	38,074.	48,714.
PHILIP MORRIS INTERNATIONAL	55,068.	81,675.
PHILLIPS 66	37,634.	43,112.
PLAINS EXPLORATION & PROD	4,338.	3,659.
POTASH CORP SASK INC	12,948.	13,762.
PROCTER & GAMBLE	37,802.	38,098.
PUBLIC SERVICE ENTERPRISE	34,781.	35,718.
PUBLICIS GROUPE - ADR	17,461.	16,447.
QBE IN GROUP LTD SPONS ADR	11,546.	12,961.
RWE AG SPONSORED ADR	67,186.	41,240.
RF MICRO DEVICES INC	12,790.	10,668.
RALCORP HLDGS INC NEW	12,636.	12,347.
RAYONIER INC REIT	31,610.	31,520.
REED ELSEVIER NV	22,604.	21,094.
REED ELSEVIER PLC SPON ADR	25,172.	23,446.
REGAL BELOIT CORP	9,674.	9,650.
REGIONS FINANCIAL CORP	31,799.	33,696.
RIVERBED TECHNOLOGY INC	13,956.	10,175.
ROCHE HOLDINGS ADR	13,931.	19,056.
ROYAL DUTCH SHELL PLC	17,685.	20,489.
ROYAL DUTCH SHELL PLC	22,363.	26,837.
SBA COMMUNICATOINS CORP	9,893.	15,746.
SL GREEN REALTY CORP	13,253.	15,968.
SPDR S&P ETF TRUST	202,301.	234,781.

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
COAST ACCESS II LTD (UL)	26,064.	23,203.
COAST ACCESS LTD CL I	26,056.	19,517.
MARINER ACCESS LTD SPR H	6,313.	6,737.
SANOFI	38,195.	43,560.
SAP AG	26,046.	29,264.
SCHNEIDGER ELECTRIC SA ADR	11,682.	11,055.
SEVEN & I HOLDINGS CO LTD	28,464.	38,393.
SHIRE PLC	5,791.	11,922.
SIMON PPTY GROUP INC NEW	24,680.	37,514.
SINGAPORE TELECOMMUNICATION	20,160.	24,930.
OWENS ILL INC	15,988.	12,000.
SMITH & NEPHEW PLC SPON ADR	10,759.	12,448.
SOCIETE GENERALE FRANCE	21,724.	9,313.
SPIRIT AEROSYSTEMS HOLDINGS	9,550.	11,986.
STAPLES INC	27,344.	24,299.
SUNCOR ENERGY INC	22,962.	18,412.
SWEDBANK A B ADR	16,767.	15,828.
SYMANTEC CORP	32,508.	27,613.
SYNGENTA AG	14,671.	22,927.
TAIWAN SEMICONDUCTOR MFG CO	34,828.	51,722.
TAKEDA PHARMACEUTICAL CO	43,193.	44,332.
TARGET CORP	21,860.	30,317.
TELEFONICA DE ESPANA SA	51,544.	30,510.
TESCO PLC	57,767.	45,634.
TEVA PHARMACEUTICAL INDS LTD	56,177.	50,404.
TIME WARNER CABLE	39,254.	39,654.
TOKIO MARINE HOLDING INC	41,594.	37,982.
TOKYO ELECTRON LTD	13,323.	12,133.
TORCHMARK CORP	31,686.	34,222.

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
TOTAL S A	64,791.	52,681.
TOYOTA MOTOR CORP	39,865.	39,999.
TRANSCANADA CORP	16,901.	21,160.
TRAVELERS COMPANIES INC	32,076.	32,048.
TRINITY INDUSTRIES, INC	9,019.	9,093.
TRIQUINT SEMICONDUCTOR, INC	10,945.	9,911.
TRIUMPH GROUP INC NEW	9,047.	8,384.
US BNCORP DEL NEW	74,968.	91,302.
UNILEVER PLC ADR	39,373.	43,107.
UNILEVER N V NEW YORK	18,811.	20,110.
UNITED OVERSEAS BANK LTD SPON	20,740.	23,450.
UNITED TECHNOLOGIES CORP	24,091.	43,128.
UNITEDHEALTH GROUP INC	38,945.	92,723.
VALERO ENERGY CORP	35,272.	40,596.
VALUECHICK INC	7,792.	9,080.
VARIAN MED SYS INC	7,836.	8,325.
VERIZON COMMUNICATIONS	47,219.	60,705.
VIACOM INC CL B	46,597.	49,982.
VIMPELCOM LTD SPONS ADR	12,388.	5,426.
VINCI S.A. UNSPONS ADR	25,618.	24,367.
VISTEON CORPORATION	8,183.	5,813.
VODAFONE GROUP PLC NEW SPON	25,812.	34,351.
VOLKSWAGEN AG SPONS	20,560.	18,817.
VOLVO AKTIEBOLAGET	9,788.	7,074.
WMS INDS INC	13,966.	12,269.
WPP PLC	17,931.	18,988.
WALGREEN CO	42,273.	36,561.
THE WARNACO GROUP	12,137.	10,602.
WELLS FARGO & CO NEW	64,692.	63,436.

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
WHITING PETROLEUM CORPORATION	10,317.	9,375.
WORLEYPARSONS LTD UNSPON	21,202.	18,319.
XILINX INC	24,632.	32,026.
ZIMMER HLDGS INC	30,629.	32,566.
ZIONS BANCORPORATION	16,369.	16,837.
ZURICH INSURANCE GROUP AG-ADR	22,912.	24,925.
	-----	-----
TOTALS	14,068,174.	14,813,236.
	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION -----	AMOUNT -----
ROCHE ASSET BASIS ADJ	13,605.
CIELOSA STK DIV 5/2012	1,629.
PNC DIV PAY 6/30; BKS 7/2/12	4,805.
OPPEN DIV PAY 6/30; BKS 7/2/12	2,071.
MISC ADJ TO BASIS/SALES	449.

TOTAL	22,559.
	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:

FIRST CITIZENS

ADDRESS:

P.O. BOX 29522

RALEIGH, NC 27626

TITLE:

TRUSTEE

COMPENSATION 138,795.

OFFICER NAME:

N, ROBINSON, M, ROBINSON

ADDRESS:

101 N CHERRY STREET, SUITE 720

WINSTON SALEM, NC 27101

TITLE:

COMMITTEE MEMBERS 1 & 2

COMPENSATION 5,511.

OFFICER NAME:

JUDGE ROBERT A COLLIER, JR

ADDRESS:

315 EARLOWOOD ROAD

STATESVILLE, NC

TITLE:

COMMITTEE MEMBER 3

TOTAL COMPENSATION: 144,306.

=====

RECIPIENT NAME:
ANIMAL ADOPTION AND RESCUE FDN
ADDRESS:
311 HAREY ST
WINSTON-SALEM, NC 27103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ANIMAL ADOPTION AND RESCUE OF ANIMALS
FOUNDATION STATUS OF RECIPIENT:
501(C)(3) ORGANIZATION
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CREATIVE CORRIDORS COALITION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ASSISTS WINSTON SALEM WITH ROADWAYS
FOUNDATION STATUS OF RECIPIENT:
501(C)(3) ORGANIZATION
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
HEBRON COLONY MINISTRIES
ADDRESS:
116 BOONE FORK RD
BOONE, NC 28607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDES SERVICES TO THE COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
501(C)(3) ORGANIZATION
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

SCHOOL OF GOVERNMENT FD
ADDRESS:

UNC - CHAPEL HILL
CHAPEL HILL, NC 27599-3330

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HELP STRENGTHEN FINANCIAL SUPPORT FOR FACULTY

FOUNDATION STATUS OF RECIPIENT:

501(C) (3) ORGANIZATION

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

GRANDFATHER HOME COMMUNITY
ADDRESS:

158 GRANDFATHER HOME COMMUNITY
BANNER ELK, NC 28604

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SERVICES FOR CHILDRENS

FOUNDATION STATUS OF RECIPIENT:

501(C) (3) ORGANIZATION

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

HISTORIC BETHABARA PARK
ELLEN KUTCHER

ADDRESS:

2147 BETHABARA ROAD
WINSTON-SALEM, NC 27106

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PRESERVE, ACQUIRE, AND INTERPRET OUR CULTURAL

FOUNDATION STATUS OF RECIPIENT:

501(C) (3) ORGANIZATION

AMOUNT OF GRANT PAID 10,000.

RICHARD J. REYNOLDS, III AND MARIE MALLOUK 56-1925457
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
UNITED WAY OF FORSYTH CTY
DR. T SHAREE FOWLER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDES SERVICES TO THE NEEDY
FOUNDATION STATUS OF RECIPIENT:
501(C)(3) ORGANIZATION
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
CROSBY SCHOLARS
ADDRESS:
2701 UNIVERSITY PKWY
WINSTON-SALEM, NC 27105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ASSIST PUBLIC MIDDLE AND HIGH SCHOOL STUDENTS
FOUNDATION STATUS OF RECIPIENT:
501(C)(3) ORGANIZATION
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
LIVING WATERS RETREATS
JESSICA F JAGER
ADDRESS:
4803 OLD VASHI ROAD
HIDDENITE, NC 28636
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SPIRITUAL & HEALING RETREATS
FOUNDATION STATUS OF RECIPIENT:
501(C)(3) ORGANIZATION
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
CHILDREN'S LAW CENTER OF
CENTRAL NORTH CAROLINA
ADDRESS:
8 WEST THIRD ST., STE M-6
WINSTON SALEM, NC 27101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVING CARE FOR THE HELPLESS
FOUNDATION STATUS OF RECIPIENT:
501(C) 3 ORGANIZATION
AMOUNT OF GRANT PAID 17,500.

RECIPIENT NAME:
ELON HOMES & SCHOOLS FOR CHILDREN
ADDRESS:
1717 SHARON ROAD WEST
CHARLOTTE, NC 28210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDES SERVICES TO CHILDREN
FOUNDATION STATUS OF RECIPIENT:
501(C) (3) ORGANIZATION
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
YWCA OF WINSTON-SALEM
AND FORSYTH COUNTY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDES SERVICES TO THE COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
501(C) (3) ORGANIZATION
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
HABITAT FOR HUMANITY, FORSYTH COUNTY
SYLVIA OBERLE
ADDRESS:
341 WITT STRET
WINSTON-SALEM, NC 27103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDES FOR THE COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
501(C)(3) ORGANIZATION
AMOUNT OF GRANT PAID 110,000.

RECIPIENT NAME:
SAMARITAN MINISTRIES, INC.
ADDRESS:
1243 NORTH PATTERSON AV
WINSTON-SALEM, NC 27101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDES FOOD AND SHELTER
FOUNDATION STATUS OF RECIPIENT:
501(C)(3) ORGANIZATION
AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:
INTER-FAITH FOOD SHUTTLE
ADDRESS:
1001 BLAIR DR
RALEIGH, NC 27609
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDES FOOD FOR THE ELDERLY, CHILDREN, ETC
FOUNDATION STATUS OF RECIPIENT:
501(C)(3) ORGANIZATION
AMOUNT OF GRANT PAID 10,000.

RICHARD J. REYNOLDS, III AND MARIE MALLOUK 56-1925457
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
ASSOCIATES IN CHRISTIAN COUNSELING
RICK COLE, MANAGER OF OPE
ADDRESS:
8025 NORTH POINT BVD
WINSTON-SALEM, NC 27106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FULL-SERVICE COUNSELING AND PSYCHOLOGICAL CEN
FOUNDATION STATUS OF RECIPIENT:
501(C)(3) ORGANIZATION
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
HIGH COUNTRY SOCCER ASSOCIATION, INC
JOHN SPINETTO, TREASURER
ADDRESS:
514 DUTCH CREEK RD
BANNER ELK, NC 28604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDES SUMMER CAMPS FOR CHILDREN
FOUNDATION STATUS OF RECIPIENT:
501(C)(3) ORGANIZATION
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
THE NC STATE UNIVERSITY
MAURA CONYNGHAM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501(C)(3) ORGANIZATION
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

SECOND HARVEST FOOD BANK OF
NORTHWEST

ADDRESS:

3655 REED STREET
WINSTON-SALEM, NC 27107-5428

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROVIDING CARE FOR SICK, AGED OR HELPLESS

FOUNDATION STATUS OF RECIPIENT:

501(C)(3) ORGANIZATION

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

FRIENDS OF THE ANIMALS
IREDELL COUNTY, INC.

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROVIDES LOW COST PET CARE AND ADOPTION

FOUNDATION STATUS OF RECIPIENT:

501(C)(3) ORGANIZATION

AMOUNT OF GRANT PAID 125,000.

TOTAL GRANTS PAID:

662,500.

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